

WHEREAS, when worthy circumstances arise, the Memphis City Council has seen fit to name certain public roads to honor citizens who have served the City of Memphis, and **Dr. Sammie Holloway** is certainly befitting of this great honor; and

WHEREAS, a beacon of light within his community, **Dr. Sammie Holloway** established the Breath of Life Christian Center in Memphis, Tennessee, which blossomed from the Bible class he taught from his home in the early 1980s; and

WHEREAS, in addition to leading his flock at the Breath of Life Christian Center, **Dr. Sammie Holloway** also serves both as the Regional Director and on the Board of the Fellowship of Inner City Word of Faith Ministries; and

WHEREAS, **Dr. Sammie Holloway** distinguished himself as a scholar, receiving a Ph.D from Cornerstone Theological Seminary as well as an additional Ph.D from Friends International Christian University; and

WHEREAS, a multifaceted individual, **Dr. Sammie Holloway** is also a published author with titles such as *The Power of Tithing*, *The Power of Holiness*, *The Christian Family* and *Fruitful Living for Christian Singles* attributed to his name; and

WHEREAS, **Dr. Sammie Holloway** also founded and served as the President of the Mid-South Fellowship of Charismatic Pastors from 1989 through 1998 while serving as the Regional Director of Feed the Hungry – LeSea Ministries from 1990 through 1995; and

WHEREAS, the community is thankful to **Dr. Sammie Holloway’s** family, his wife and high school sweetheart, Dr. Addie Louise, along with their five children, including Councilwoman Rhonda Logan, for giving up time with their beloved husband and father so that he may selflessly serve his community; and

WHEREAS, **Dr. Sammie Holloway** is commendable and worthy of praise for the good works he has provided to his parishioners, community, and the dedicated service to the greater Memphis region.

NOW THEREFORE, BE IT RESOLVED by the Memphis City Council that Yale Road between Austin Peay Highway and Ramill Road be declared

Dr. Sammie Holloway Road

in honor of his remarkable life and numerous accomplishments enriching the City of Memphis.

BE IT FURTHER RESOLVED that the City Engineer is requested to affix suitable signs designating this public road.

Given by my hand and under the
great seal of the City of Memphis
this 19th day of December, 2023.



Rhonda Logan
Member, Memphis City Council
District 1

WHEREAS, when worthy circumstances arise, the Memphis City Council has seen fit to honor citizens who have served the City of Memphis, and **Wanda Taylor** is certainly befitting of this great honor; and

WHEREAS, after experiencing a tumultuous early life, **Wanda Taylor** made a choice to actively change the direction her life was headed in and at the age of 28, **Wanda Taylor** received her high school diploma; and

WHEREAS, **Wanda Taylor** continued her education, first when she received both a Technical Certificate in Substance Abuse Counseling and an Associate of Science degree in Human Services from Southwest Tennessee Community College then at the University of Phoenix where she received a Bachelor of Science degree in Business management; and

WHEREAS, with a focus on giving back to her community and aiding young women with experiencing a similarly tumultuous early life as hers, **Wanda Taylor** served as an educator for more than 20 years, working for The Salvation Army, Serenity Recovery Center, Shelby County Rape Crisis Center, the Department of Human Services, and Shelby County Child Support Office while also volunteering at various nonprofits; and

WHEREAS, continuing in her dedication to serve other women who want to change the direction their lives are headed in, **Wanda Taylor** founded Ladies In Need Can Survive, Inc. (LINCS), a 501(C)(3) nonprofit; and

WHEREAS, through LINCS, **Wanda Taylor** supports women who are transitioning back into being productive members of society by providing holistic support and services such as daily meals, clothing, transportation, basic necessities, and wraparound services in a fully furnished home in the quiet residential neighborhood in Frayser; and

WHEREAS, **Wanda Taylor** is commendable and worthy of praise for the good works she has provided to her community, including her work through LINCS and her unwavering dedication to supporting women on similar journeys as her own.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council hereby celebrates and commends the contributions of **Wanda Taylor** and LINCS to the City of Memphis.

**Given by my hand and under the
great seal of the City of Memphis
this 19th day of December, 2023.**



Rhonda Logan
Member, Memphis City Council
District 1

AN ORDINANCE TO AMEND CHAPTER 2, ARTICLE II, SECTION 2-19 OF THE CODE OF ORDINANCES OF THE CITY OF MEMPHIS, TO CREATE HEALTH BENEFITS FOR ELECTED OFFICIALS.

WHEREAS, the City Council adopted Ordinance 5219, establishing the authority of the Council to create, appoint, and regulate City Council Staff; and

WHEREAS, Article 27, Section 190.1 of the Charter of the City of Memphis, gives the City Council the authority by Ordinance to create a hospitalization plan for officers and employees of the City of Memphis; and

WHEREAS, the Council has determined that the creation of a broader hospitalization plan for elected officials should be implemented; and

WHEREAS, pursuant to this established authority, the City Council desires to create a program to provide health benefits for elected officials in the legislative division.

SECTION 1. NOW THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF MEMPHIS that the Code of Ordinances for the City of Memphis, Tennessee Chapter 2, Article II, Section 2-19, is hereby amended by adding a new section with the following language, which shall read as follows:

Section 2-19. – Council Staff Positions

- (f) The Director of Personnel shall create a program and structure to provide medical, vision, dental, and other health benefits to Elected Officials in the Legislative Division upon completion of two full terms in office:
 - a. The Director of Personnel shall determine how the program will be administered to provide the same medical, vision, and dental benefits afforded city employees under the mayor's jurisdiction for all qualified elected officials dating back to January 1, 2015.
 - b. Qualified Elected Officials will be required to submit financial contributions equal to that of city employees under the mayor's jurisdiction for medical dental, and vision benefits to maintain coverage.
 - c. Elected officials who leave office before completing two full terms or elected officials who are removed from office for malfeasance or misconduct will not be included.

SECTION 2. BE IT FURTHER ORDAINED BY THE COUNCIL OF THE CITY OF MEMPHIS that the provisions of this Ordinance are hereby severable. If any of these sections, provisions, sentences, clauses, phrases, or parts are held unconstitutional or void, the remainder of this Ordinance shall continue in full force and effect.

SECTION 3. BE IT FURTHER ORDAINED BY THE COUNCIL OF THE CITY OF MEMPHIS that this Ordinance 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 the Mayor in writing by the Comptroller, and become effective as otherwise provided by law.

SPONSOR:
MARTAVIUS JONES

CHAIRMAN
MARTAVIUS JONES



RESOLUTION approving the engineering plans for:
University Lofts [440 Monroe Avenue]
and accepting Bond as security

WHEREAS, **Six Land Company, LLC.**, is the Developer of a certain property in the present limits of the City of Memphis as shown on the engineering plans, located at 1440 Monroe Avenue, in Memphis, Tennessee.

and

WHEREAS, the developer desires to develop the property reflected on the engineering plans;

and

WHEREAS, attached hereto is a standard improvement contract entered into by and between **Six Land Company, LLC.**, and the City of Memphis covering the public improvements as a part of developing the property; and

WHEREAS, the terms and conditions of the contract are in accordance with the policies of the City of Memphis for developing such a project.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the final plat for **University Lofts [440 Monroe Avenue]** is hereby approved.

BE IT FURTHER RESOLVED, that the proper officials be and are hereby authorized to execute the attached standard improvement contract and accept **Performance Bond No. S041447** in the amount of **\$78,100.00** as security for project.



RESOLUTION approving the engineering plans for:
Frank Cazassa Subdivision, Part of Lot 4 [2023]
and accepting security in-lieu-of Bond

WHEREAS, **Cazassa Investments, LLC.**, is the Developer of a certain property in the present limits of the City of Memphis as shown on the engineering plans, located at 1849 E. Brooks Road, in Memphis, Tennessee.

and

WHEREAS, the developer desires to develop the property reflected on the engineering plans;

and

WHEREAS, attached hereto is a standard improvement contract entered into by and between **Cazassa Investments, LLC.**, and the City of Memphis covering the public improvements as a part of developing the property; and

WHEREAS, attached improvement contract **replaces Resolution CR#5389 (expired)**.

WHEREAS, the terms and conditions of the contract are in accordance with the policies of the City of Memphis for developing such a project.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the final plat for **Frank Cazassa Subdivision, Part of Lot 4 [2023]** is hereby approved.

BE IT FURTHER RESOLVED, that the proper officials be and are hereby authorized to execute the attached standard improvement contract and accepts Renasant Bank Letter-of-Credit **No. 4204** with revised amount of **\$90,000.00**, in-lieu-of Bond as project security.



RESOLUTION accepting public improvements for:
Broad Avenue Apartments [CR-5364]
and releasing **Bond** held as security

WHEREAS, **Broad Avenue Memphis Apartments, LLC.**, is the Developer of a certain property within the present limits of the City of Memphis, located at 2542 Broad Avenue in Memphis, Tennessee, as indicated on the engineering plans entitled **Broad Avenue Apartments.**

and

WHEREAS, all of the public improvements, required by the Standard Improvement Contract for the project, are completed;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the engineering plans for **Broad Avenue Apartments [CR-5364]**, and the completion of the public improvements therein, are and the same, are hereby accepted by the City.

BE IT FURTHER RESOLVED, that **the Cincinnati Insurance Company Performance Bond No. 3234390**, in the amount of **\$67,500.00**, held as security, is **hereby ordered released..**

Memphis City Council Summary Sheet for MLGW Items

1. Description of the Item

Resolution ratifying the emergency award of Contract No. 12474, UPA Emergency Meter Repair to Utility Partners of America, LLC ("UPA") in the funded not-to-exceed amount of \$7,098,724.30.

2. Additional Information

The project scope is for UPA to provide labor resources to investigate and remediate potential installation issues or data-related issues associated with gas meter services and water meter services in the MLGW service territory. This is an emergency contract as outlined in the MLGW Procurement Policy. The contract term is for 18 months.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of December 6, 2023 ratified the emergency award of Contract No. 12474, UPA Emergency Meter Repair to Utility Partners of America, LLC (“UPA”) in the funded not-to-exceed amount of \$7,098,724.30, and is now recommending to the Council of the City of Memphis that it approve said ratification of the emergency award as approved; and

WHEREAS, the project scope is for UPA to provide labor resources to investigate and remediate potential installation issues or data-related issues associated with gas meter services and water meter services in the MLGW service territory. This is an emergency contract as outlined in the MLGW Procurement Policy; and

WHEREAS, this request is to ratify the emergency award to Utility Partners of America, LLC (“UPA”) in the amount of \$7,098,724.30. The contract was executed on July 21, 2023, with a term of 18 months from the date of the Notice to Proceed. This ratification of the emergency award complies with all applicable laws and policies; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved the ratification of the emergency award of Contract No. 12474, UPA Emergency Meter Repair to Utility Partners of America, LLC (“UPA”) in the funded not-to-exceed amount of \$7,098,724.30 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
December 6, 2023

The Manager of Procurement and Contracts has recommended to the Board of Light, Gas and Water Commissioners that it ratify the emergency award of Contract No. 12474, UPA Emergency Meter Repair to Utility Partners of America, LLC ("UPA") in the funded not-to-exceed amount of \$7,098,724.30.

The project scope is for UPA to provide labor resources to investigate and remediate potential installation issues or data-related issues associated with gas meter services and water meter services in the MLGW service territory. This is an emergency contract as outlined in the MLGW Procurement Policy.

This request is to ratify the emergency award to Utility Partners of America, LLC ("UPA") in the amount of \$7,098,724.30. The contract was executed on July 21, 2023, with a term of 18 months from the date of the Notice to Proceed. This ratification of the emergency award complies with all applicable laws and policies.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the ratification of the emergency award of Contract No. 12474, UPA Emergency Meter Repair to Utility Partners of America, LLC ("UPA") in the funded not-to-exceed amount of \$7,098,724.30, as outlined in the foregoing preamble, is approved and further,

THAT, the President, or his designated representative is authorized to execute the Ratification of Emergency Award.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular - special meeting held on 6th day of December, 2023, at which a quorum was present.



SVP, CFO & CAO Secretary - Treasurer

Memphis City Council Summary Sheet for MLGW Items

1. Description of the Item

Resolution ratifying the emergency award of Contract No. 12463, UMRF Ventures, Inc., to UMRF Ventures, Inc., in the funded not-to-exceed amount of \$959,000.00.

2. Additional Information

The project scope is for the supplier to support MLGW's Billing Support Team to reduce the backlog of billing exceptions and deliver continuous improvement and innovation to optimize and automate processes in the Billing Department. This is an emergency contract as outlined in the MLGW Procurement Policy. The contract term is for 12 months.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of December 6, 2023 ratified the emergency award of Contract No. 12463, UMRF Ventures, Inc. to UMRF Ventures, Inc. in the funded not-to-exceed amount of \$959,000.00, and is now recommending to the Council of the City of Memphis that it approve said ratification of the emergency award as approved; and

WHEREAS, the project scope is for the supplier to support MLGW's Billing Support Team to reduce the backlog of billing exceptions and deliver continuous improvement and innovation to optimize and automate processes in the Billing Department. This is an emergency contract as outlined in the MLGW Procurement Policy; and

WHEREAS, this request is to ratify the emergency award to UMRF Ventures, Inc. in the amount of \$959,000.00. The contract was executed on October 4, 2023, with a term of 12 months from the date of the Notice to Proceed and is subject to continuation until completion with the schedule, provided the services meet the approval of MLGW. This ratification of the emergency award complies with all applicable laws and policies; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved the ratification of the emergency award of Contract No. 12463, UMRF Ventures, Inc. to UMRF Ventures, Inc. in the funded not-to-exceed amount of \$959,000.00 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
December 6, 2023

The Manager of Procurement and Contracts has recommended to the Board of Light, Gas and Water Commissioners that it ratify the emergency award of Contract No. 12463, UMRF Ventures, Inc. to UMRF Ventures, Inc. in the funded not-to-exceed amount of \$959,000.00.

The project scope is for the supplier to support MLGW's Billing Support Team to reduce the backlog of billing exceptions and deliver continuous improvement and innovation to optimize and automate processes in the Billing Department. This is an emergency contract as outlined in the MLGW Procurement Policy.

This request is to ratify the emergency award to UMRF Ventures, Inc. in the amount of \$959,000.00. The contract was executed on October 4, 2023, with a term of 12 months from the date of the Notice to Proceed and is subject to continuation until completion with the schedule, provided the services meet the approval of MLGW. This ratification of the emergency award complies with all applicable laws and policies.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the ratification of the emergency award of Contract No. 12463, UMRF Ventures, Inc. to UMRF Ventures, Inc. in the funded not-to-exceed amount of \$959,000.00, as outlined in the foregoing preamble, is approved and further,

THAT, the President, or his designated representative is authorized to execute the Ratification of Emergency Award.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular ~~regular~~ special meeting held on 6th day of December 2023, at which a quorum was present.



SVP, CFO & CAO Secretary - Treasurer

Memphis City Council Summary Sheet for MLGW Items

1. Description of the Item

Resolution approving Change No. 1 to Contract No. 12236, Meter Support Maintenance with Honeywell to ratify and change the current contract in the funded not-to-exceed amount of \$145,259.00.

2. Additional Information

The project scope is to allow Honeywell as a sole source provider to provide software maintenance, license, and support services for MLGW's metering infrastructure. MLGW is requesting approval of this emergency change order, which can only be provided by Honeywell due to Honeywell's metering platform currently integrated with MLGW's existing Customer Information System (CIS) and Advanced Metering System (AMI) systems. This change is to ratify and change the current contract to add additional emergency equipment: 35 handhelds, 60 Bluetooth belt clips, and six (6) handheld docking stations in the funded-not-to-exceed amount of \$145,259.00. Additional equipment is required by Honeywell to install, troubleshoot, and verify gas and water meter installations for the emergency delayed bills project. The handhelds will be used by Utility Partners of America to work on MLGW's meters. The contract term will remain through December 31, 2026. The new contract value is \$5,398,439.00.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of December 6, 2023 approved emergency Change No. 1 to Contract No. 12236, Meter Support Maintenance with Honeywell to ratify and change the current contract in the funded not-to-exceed amount of \$145,259.00, and is now recommending to the Council of the City of Memphis that it approves said emergency ratification and change as approved; and

WHEREAS, the project scope is to allow Honeywell as a sole source provider to provide software maintenance, license, and support services for MLGW's metering infrastructure. MLGW is requesting approval of this emergency change order, which can only be provided by Honeywell due to Honeywell's metering platform currently integrated with MLGW's existing Customer Information System (CIS) and Advanced Metering System (AMI) systems. An interruption in service would directly impact MLGW customers. This change is to ratify and change the current contract to add additional emergency equipment: 35 handhelds, 60 Bluetooth belt clips, and six (6) handheld docking stations in the funded-not-to-exceed amount of \$145,259.00. Additional equipment is required by Honeywell to install, troubleshoot, and verify gas and water meter installations for the emergency delayed bills project. The handhelds will be used by Utility Partners of America to work on MLGW's meters. The contract term will remain through December 31, 2026. This emergency ratification and change complies with all applicable laws and policies. The new contract value is \$5,398,439.00; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved emergency Change No. 1 to Contract No. 12236, Meter Support Maintenance with Honeywell to ratify and change the current contract in the funded not-to-exceed amount of \$145,259.00 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
December 6, 2023

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of emergency Change No. 1 to Contract No. 12236, Meter Support Maintenance with Honeywell to ratify and change the current contract in the funded not-to-exceed amount of \$145,259.00.

The project scope is to allow Honeywell as a sole source provider to provide software maintenance, license, and support services for MLGW's metering infrastructure. MLGW is requesting approval of this emergency change order, which can only be provided by Honeywell due to Honeywell's metering platform currently integrated with MLGW's existing Customer Information System (CIS) and Advanced Metering System (AMI) systems. An interruption in service would directly impact MLGW customers. This change is to ratify and change the current contract to add additional emergency equipment: 35 handhelds, 60 Bluetooth belt clips, and six (6) handheld docking stations in the funded-not-to-exceed amount of \$145,259.00. Additional equipment is required by Honeywell to install, troubleshoot, and verify gas and water meter installations for the emergency delayed bills project. The handhelds will be used by Utility Partners of America to work on MLGW's meters. The contract term will remain through December 31, 2026. This emergency ratification and change complies with all applicable laws and policies. The new contract value is \$5,398,439.00.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 1 to Contract No. 12236, Meter Support Maintenance with Honeywell, in the funded not-to-exceed amount of \$145,259.00, as outlined in the foregoing preamble, is approved and further,

THAT, the President or his designated representative is authorized to execute the Emergency Ratification and Change.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular ~~special~~ meeting held on 6th day of December, 2023, at which a quorum was present.



SVP, CFO & CAO Secretary - Treasurer

Memphis City Council Summary Sheet for MLGW Items

1. Description of the Item

Resolution approving Change No. 3 to Contract No. 12265 (formerly Purchase Order Requisition No. 50107968), Autodesk with DLT Solutions, LLC to renew, change and increase the contract value in the funded amount of \$464,719.23.

2. Additional Information

The project scope is to provide an enterprise license agreement for Autodesk products to provide software licenses, maintenance, and support services for all Engineering areas that use these products. Autodesk is used by MLGW Engineers to design and update utility drawings for our internal and external customers. Once the design is completed, the sketches are used daily in the field by MLGW's construction crews to build infrastructure. The contract term will be for a three-year period from April 27, 2024 through April 26, 2027.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of December 6, 2023 approved Change No. 3 to Contract No. 12265 (*formerly Purchase Order Requisition No. 50107968*), Autodesk with DLT Solutions, LLC to renew, change and increase the contract value in the funded amount of \$464,719.23, and is now recommending to the Council of the City of Memphis that it approves said renewal and change as approved; and

WHEREAS, the project scope is to provide an enterprise license agreement for Autodesk products to provide software licenses, maintenance, and support services for all Engineering areas that use these products. Autodesk is used by MLGW Engineers to design and update utility drawings for our internal and external customers. Once the design is completed, the sketches are used daily in the field by MLGW's construction crews to build infrastructure. This software is crucial to the Engineering Division as it is the main software tool that is used every day to improve MLGW's reliability. The contract award was selected using the sole source process.

WHEREAS, this change is to renew the current contract for software licenses, maintenance, and support services for a three (3) year term for the period covering April 27, 2024 through April 26, 2027 in the funded amount of \$464,719.23. In addition, this change is to purchase 108 additional Autodesk Software licenses that will be needed by added employees in each Engineering area. The cost of this three (3) year renewal consists of a 19% yearly price increase, the addition of new licenses purchased from 113 to 221, as well as the license model changing to a single, named user model which requires each user to have their own license, and all substation engineering contracts. MLGW currently has multi-user licenses and Autodesk will provide a 2:1 trade-in to trade in our multi-user licenses for double the single-user licenses at the price of 1. MLGW is requesting continuous maintenance of the acquired software, which can only be performed by DLT

Solutions, LLC. This sole source renewal and change complies with all applicable laws and policies. The new contract value is \$916,337.13; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved Change No. 3 to Contract No. 12265 (*formerly Purchase Order Requisition No. 50107968*), Autodesk with DLT Solutions, LLC to renew, change and increase the contract value in the funded amount of \$464,719.23 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
December 6, 2023

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 3 to Contract No. 12265 (*formerly Purchase Order Requisition No. 50107968*), Autodesk with DLT Solutions, LLC to renew, change and increase the contract value in the funded amount of \$464,719.23.

The project scope is to provide an enterprise license agreement for Autodesk products to provide software licenses, maintenance, and support services for all Engineering areas that use these products. Autodesk is used by MLGW Engineers to design and update utility drawings for our internal and external customers. Once the design is completed, the sketches are used daily in the field by MLGW's construction crews to build infrastructure. This software is crucial to the Engineering Division as it is the main software tool that is used every day to improve MLGW's reliability. The contract award was selected using the sole source process.

This change is to renew the current contract for software licenses, maintenance, and support services for a three (3) year term for the period covering April 27, 2024 through April 26, 2027 in the funded amount of \$464,719.23. In addition, this change is to purchase 108 additional Autodesk Software licenses that will be needed by added employees in each Engineering area. The cost of this three (3) year renewal consists of a 19% yearly price increase, the addition of new licenses purchased from 113 to 221, as well as the license model changing to a single, named user model which requires each user to have their own license, and all substation engineering contracts. MLGW currently has multi-user licenses and Autodesk will provide a 2:1 trade-in to trade in our multi-user licenses for double the single-user licenses at the price of 1. MLGW is requesting continuous maintenance of the acquired software, which can only be performed by DLT Solutions, LLC. This sole source renewal and change complies with all applicable laws and policies. The new contract value is \$916,337.13.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 3 to Contract No. 12265 (*formerly Purchase Order Requisition No. 50107968*), Autodesk with DLT Solutions, LLC to renew, change and increase the contract value in the funded amount of \$464,719.23, as outlined in the above preamble, is approved; and further

THAT, the President, or his designated representative is authorized to execute the Renewal and Change.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular ~~regular~~ meeting held on 6th day of December, 2023 at which a quorum was present.



SVP, CFO & CAO Secretary - Treasurer

Memphis City Council Summary Sheet for MLGW Items

1. Description of the Item

Resolution approving Change No. 3 to Contract No. 12464 (formerly C2561), Samsara Fleet Safety and Track Solution with Samsara, Incorporated to expand the scope and increase the current contract value in the funded amount of \$648,028.50.

2. Additional Information

The project scope is to purchase Telematics hardware, services, and accessories (GPS vehicle tracking devices, in-dash video cameras, etc.) via monthly service fees, installation services, and training. The contract award was a piggyback onto a contract procured by the State of Tennessee, Department of General Services, Central Procurement Office. This change is to expand the scope of work to purchase 705 additional Samsara Fleet Management Gateway/Camera devices for MLGW Trucks in 2024 in the amount of \$324,928.50. In addition, this change is to increase funding in the amount of \$323,100.00 to pay for monthly maintenance and support service fees for the following: 1) Telematics hardware, services, and support (in the amount of \$289,980.00) and 2) Samsara Gateway for contracted crew tracking devices maintenance, services, and support (in the amount of \$33,120.00). The total amount of this change is \$648,028.50. The contract term will remain through June 30, 2024. The new contract value is \$911,609.50.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of December 6, 2023 approved Change No. 3 to Contract No. 12464 (formerly C2561), Samsara Fleet Safety and Track Solution with Samsara, Incorporated to expand the scope and increase the current contract value in the funded amount of \$648,028.50, and is now recommending to the Council of the City of Memphis that it approves said expansion and increase as approved; and

WHEREAS, the project scope is to purchase Telematics hardware, services, and accessories (GPS vehicle tracking devices, in-dash video cameras, etc.) via monthly service fees, installation services, and training. The contract award was a piggyback onto a contract procured by the State of Tennessee, Department of General Services, Central Procurement Office. This change is to expand the scope of work to purchase 705 additional Samsara Fleet Management Gateway/Camera devices for MLGW Trucks in 2024 in the amount of \$324,928.50. In addition, this change is to increase funding in the amount of \$323,100.00 to pay for monthly maintenance and support service fees for the following: 1) Telematics hardware, services, and support (in the amount of \$289,980.00) and 2) Samsara Gateway for contracted crew tracking devices maintenance, services, and support (in the amount of \$33,120.00). The total amount of this change is \$648,028.50. The contract term will remain through June 30, 2024. This change complies with all applicable laws and policies. The new contract value is \$911,609.50; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved Change No. 3 to Contract No. 12464 (*formerly C2561*), Samsara Fleet Safety and Track Solution with Samsara, Incorporated to expand and increase the current contract in the funded amount of \$648,028.50 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
December 6, 2023

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 3 to Contract No. 12464 (*formerly C2561*), Samsara Fleet Safety and Track Solution with Samsara, Incorporated to expand the scope and increase the current contract value in the funded amount of \$648,028.50.

The project scope is to purchase Telematics hardware, services, and accessories (GPS vehicle tracking devices, in-dash video cameras, etc.) via monthly service fees, installation services, and training. The contract award was a piggyback onto a contract procured by the State of Tennessee, Department of General Services, Central Procurement Office. This change is to expand the scope of work to purchase 705 additional Samsara Fleet Management Gateway/Camera devices for MLGW Trucks in 2024 in the amount of \$324,928.50. In addition, this change is to increase funding in the amount of \$323,100.00 to pay for monthly maintenance and support service fees for the following: 1) Telematics hardware, services, and support (in the amount of \$289,980.00) and 2) Samsara Gateway for contracted crew tracking devices maintenance, services, and support (in the amount of \$33,120.00). The total amount of this change is \$648,028.50. The contract term will remain through June 30, 2024. This change complies with all applicable laws and policies. The new contract value is \$911,609.50.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 3 to Contract No. 12464 (formerly C2561), Samsara Fleet Safety and Track Solution with Samsara, Incorporated to expand the scope and increase the current contract value in the amount of \$648,028.50, as outlined in the above preamble, is approved; and further

THAT, the President, or his designated representative is authorized to execute the Change.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular ~~regular~~ ^{special} meeting held on 14th day of December, 2023 at which a quorum was present.



SVP, CFO & CAO Secretary - Treasurer

Memphis City Council Summary Sheet for MLGW Items

1. Description of the Item

Resolution approving Change No. 2 to Contract No. 12288, Gas Matrix Utility Landscaping with Enlightenment, Inc. dba APS Facility Maintenance, in the funded amount of \$398,448.00.

2. Additional Information

The project scope is to supply supplemental landscaping services to MLGW's Gas Construction and Maintenance crews as required to restore areas disturbed by underground gas utility construction. This includes pumping water and back-filling excavations, performing finish grading, sodding, or seeding to match the existing landscape, removing sod and brush from gas meter locations, as well as removal and installation of ornamental bushes and small trees. This change is to renew the current contract for the second of four annual renewal terms for the period covering February 14, 2024 through February 13, 2025. The new contract value is \$1,195,344.00.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of December 6, 2023 approved Change No. 2 to Contract No. 12288, Gas Matrix Utility Landscaping with Enlightenment, Inc. dba APS Facility Maintenance, to renew the current contract in the funded amount of \$398,448.00, and is now recommending to the Council of the City of Memphis that it approves said renewal as approved; and

WHEREAS, the project scope is to supply supplemental landscaping services to MLGW's Gas Construction and Maintenance crews as required to restore areas disturbed by underground gas utility construction. This includes pumping water and back-filling excavations, performing finish grading, sodding, or seeding to match the existing landscape, removing sod and brush from gas meter locations, as well as removal and installation of ornamental bushes and small trees. The contract award was based on the lowest and best bid using the sealed bid process; and

WHEREAS, this change is to renew the current contract for the second of four (4) annual renewal terms for the period covering February 14, 2024 through February 13, 2025 in the amount of \$398,448.00, with no increase in rates from the previous term. This renewal complies with all applicable laws and policies. The new contract value is \$1,195,344.00; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved Change No. 2 to Contract No. 12288, Gas Matrix Utility Landscaping with Enlightenment, Inc. dba APS Facility Maintenance, to renew the current contract in the funded amount of \$398,448.00 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
December 6, 2023

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 2 to Contract No. 12288, Gas Matrix Utility Landscaping with Enlightenment, Inc. dba APS Facility Maintenance, to renew the current contract in the funded amount of \$398,448.00.

The project scope is to supply supplemental landscaping services to MLGW's Gas Construction and Maintenance crews as required to restore areas disturbed by underground gas utility construction. This includes pumping water and back-filling excavations, performing finish grading, sodding, or seeding to match the existing landscape, removing sod and brush from gas meter locations, as well as removal and installation of ornamental bushes and small trees. The contract award was based on the lowest and best bid using the sealed bid process.

This change is to renew the current contract for the second of four (4) annual renewal terms for the period covering February 14, 2024 through February 13, 2025 in the amount of \$398,448.00, with no increase in rates from the previous term. This renewal complies with all applicable laws and policies. The new contract value is \$1,195,344.00.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 2 to Contract No. 12288, Gas Matric Utility Landscaping with Enlightenment, Inc. dba APS Facility Maintenance to renew the current contract in the funded amount of \$398,448.00, as outlined in the above preamble, is approved; and further,

THAT, the President, or his designated representative is authorized to execute the Renewal.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular ~~special~~-meeting held on 6th day of December, 2023, at which a quorum was present.



SVP, CFO & CAO Secretary - Treasurer

Memphis City Council Summary Sheet for MLGW Items

1. Description of the Item

Resolution approving Change No. 1 to Contract No. 12366, Large Directional Drilling with Memphis Road Boring Co., Incorporated to renew the current contract in the funded amount of \$2,509,000.00.

2. Additional Information

The project scope is to provide all labor, technical skills, tools, and equipment to make the directional bores for the installation of Steel/PE pipe in the gas utility system on an as-needed basis throughout Memphis and Shelby County, Tennessee. The Contractor is responsible for the setup, operation, and take down of all equipment used in the bore. This change is to renew the current contract for the first of four (4) annual renewal terms for the period covering January 1, 2024 through December 31, 2024. The new contract value is \$4,996,600.00.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of December 6, 2023 approved Change No. 1 to Contract No. 12366, Large Directional Drilling with Memphis Road Boring Co., Incorporated to renew the current contract in the funded amount of \$2,509,000.00, and is now recommending to the Council of the City of Memphis that it approves said renewal as approved; and

WHEREAS, the project scope is to provide all labor, technical skills, tools, and equipment to make the directional bores for the installation of Steel/PE pipe in the gas utility system on an as-needed basis throughout Memphis and Shelby County, Tennessee. The Contractor is responsible for the setup, operation, and take down of all equipment used in the bore. Bore to include set up, all drilling fluids/chemicals + drilling fluid containment + bore + pre-ream(S) + back ream + pull back + site restoration. The contract award was based on the lowest and best bid using the sealed bid process. This change is to renew the current contract for the first of four (4) annual renewal terms for the period covering January 1, 2024 through December 31, 2024 in the amount of \$2,487,600.00, with no increase in rates from the initial term. MLGW is requesting contingency funds in the amount of \$21,400.00 for unplanned/emergency work that may be required for the projected 2024 workload calendar year. The total amount of this renewal is \$2,509,000.00. This renewal complies with all applicable laws and policies. The new contract value is \$4,996,600.00; and

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
December 6, 2023

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 1 to Contract No. 12366, Large Directional Drilling with Memphis Road Boring Co., Incorporated to renew the current contract in the funded amount of \$2,509,000.00.

The project scope is to provide all labor, technical skills, tools, and equipment to make the directional bores for the installation of Steel/PE pipe in the gas utility system on an as-needed basis throughout Memphis and Shelby County, Tennessee. The Contractor is responsible for the setup, operation, and take down of all equipment used in the bore. Bore to include set up, all drilling fluids/chemicals + drilling fluid containment + bore + pre-ream(S) + back ream + pull back + site restoration. The contract award was based on the lowest and best bid using the sealed bid process. This change is to renew the current contract for the first of four (4) annual renewal terms for the period covering January 1, 2024 through December 31, 2024 in the amount of \$2,487,600.00, with no increase in rates from the initial term. MLGW is requesting contingency funds in the amount of \$21,400.00 for unplanned/emergency work that may be required for the projected 2024 workload calendar year. The total amount of this renewal is \$2,509,000.00. This renewal complies with all applicable laws and policies. The new contract value is \$4,996,600.00.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 1 to Contract No. 12366, Large Directional Drilling with Memphis Road Boring Co., Incorporated to renew the current contract in the funded amount of \$2,509,000.00, as outlined in the above preamble, is approved; and further

THAT, the President, or his designated representative is authorized to execute the Renewal.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular ~~special~~ meeting held on 14th day of December 2023 at which a quorum was present.



SVP, CFO & CAO Secretary - Treasurer

Memphis City Council Summary Sheet for MLGW Items

1. Description of the Item

Resolution approving Change No. 1 to Contract No. 12378, Fleet Maintenance with Goodyear Commercial Tire and Service Center This change is to ratify and renew the current contract in the funded amount of \$1,144,008.00.

2. Additional Information

The project scope is to provide tires and tire services for automobiles, trucks, and equipment for eight (8) garages within the MLGW Transportation Department. This change is to ratify and renew the current contract for the first of four annual renewal terms for the period covering January 1, 2024 through December 31, 2024. The new contract value is \$2,244,008.00.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of December 6, 2023 approved Change No. 1 to Contract No. 12378, Fleet Maintenance with Goodyear Commercial Tire and Service Center to ratify and renew the current contract in the funded amount of \$1,144,008.00, and is now recommending to the Council of the City of Memphis that it approves said ratification and renewal as approved; and

WHEREAS, the project scope is to provide tires and tire services for automobiles, trucks, and equipment for eight (8) garages within the MLGW Transportation Department. The contract award was based on the Request for Proposal ("RFP") evaluation process; and

WHEREAS, this change is to ratify and renew the current contract for the first of four (4) annual renewal terms for the period covering January 1, 2024 through December 31, 2024 in the funded amount of \$1,144,008.00, based on estimated tire quantities, which reflects an average increase of 4% from the initial term. In addition, the renewal includes an increase in service calls from \$51.00 per hour to \$55.00 per hour and the truck/trailer industrial tire mount increased from \$10.50 per mount to \$12.50 per mount. The 4% consists of the increase in the cost of tires (an average 1.25%), hourly service call fee, and any other unforeseen costs due to inflation and supply chain issues. This ratification and renewal complies with all applicable laws and policies. The new contract value is \$2,244,008.00; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved Change No. 1 to Contract No. 12378, Fleet Maintenance with Goodyear Commercial Tire and Service Center to ratify and renew the current contract in the funded amount of \$1,144,008.00 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
December 6, 2023

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 1 to Contract No. 12378, Fleet Maintenance with Goodyear Commercial Tire and Service Center to ratify and renew the current contract in the funded amount of \$1,144,008.00.

The project scope is to provide tires and tire services for automobiles, trucks, and equipment for eight (8) garages within the MLGW Transportation Department. The contract award was based on the Request for Proposal ("RFP") evaluation process.

This change is to ratify and renew the current contract for the first of four (4) annual renewal terms for the period covering January 1, 2024 through December 31, 2024 in the funded amount of \$1,144,008.00, based on estimated tire quantities, which reflects an average increase of 4% from the initial term. In addition, the renewal includes an increase in service calls from \$51.00 per hour to \$55.00 per hour and the truck/trailer industrial tire mount increased from \$10.50 per mount to \$12.50 per mount. The 4% consists of the increase in the cost of tires (an average 1.25%), hourly service call fee, and any other unforeseen costs due to inflation and supply chain issues. This ratification and renewal complies with all applicable laws and policies. The new contract value is \$2,244,008.00.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 1 to Contract No. 12378, Fleet Maintenance with Goodyear Commercial Tire and Service Center to ratify and renew the current contract in the funded amount of \$1,144,008.00, as outlined in the above preamble, is approved; and further

THAT, the President, or his designated representative is authorized to execute the Ratification and Renewal.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular ~~special~~ meeting held on 16th day of December, 2023, at which a quorum was present.



SVP, CFO & CAO Secretary - Treasurer

ORDINANCE TO ESTABLISH MEMPHIS CITY COUNCIL MEETING DATES FOR 2024

WHEREAS, Referendum Ordinance 4274, approved by the citizens of Memphis on November 8, 1994, amended the Council’s meeting dates to the first and third Tuesdays of each month; and

WHEREAS the Council wishes to approve the 2024 meeting dates.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council will conduct its regular meetings on the following Tuesdays of each month:

January 9	January 23
February 6	February 20
March 5	March 19
April 9	April 23
May 7	May 21
June 4	June 18
July 9	July 23
August 6	August 20
September 10	September 24
October 1	October 15
November 12	November 26
December 3	December 17

Sponsor:
Martavius Jones, Chairman

ORDINANCE NO. _____

**AN ORDINANCE TO FIX AND DETERMINE THE SALARY AND COMPENSATION OF
THE MAYOR PURSUANT TO HOME RULE AMENDMENTS**

WHEREAS, Home Rule Charter Amendment No. 1509, adopted by qualified voters in Referendum Election of August, 1966, provided for the City Legislative Body to determine and fix compensation of the Mayor of the City of Memphis; and

WHEREAS, Home Rule Charter Amendment No. 1852, adopted by the qualified voters in Referendum Election of November 8, 1966, provided authority for the City Council, from time to time, to increase or decrease such salary of the Mayor and expense allowance, provided such change not to take effect in the term during which the change is made; and

WHEREAS, pursuant to its authority, it is the intent of the Council to increase the salary of the Mayor of the City of Memphis to be commensurate with the salary of the Shelby County Mayor.

NOW, THEREFORE,

SECTION 1. BE IT ORDAINED BY THE COUNCIL OF THE CITY OF MEMPHIS, pursuant to authority granted in Charter provisions approved by Referendum Ordinances No. 1509 and 1852, that the compensation for the Mayor be and the same is hereby increased from One Hundred Seventy Thousand Eight Hundred and Seventeen Dollars (\$170,817) to Two Hundred Ten Thousand Dollars (\$210,000) annually, beginning on January 1, 2024.

SECTION 2. BE IT FURTHER ORDAINED BY THE COUNCIL OF THE CITY OF MEMPHIS, that this ordinance 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.

Martavius D. Jones
Chairman

Sponsor(s):
Martavius D. Jones

REFERENDUM ORDINANCE NO. _____

A REFERENDUM ORDINANCE, PURSUANT TO ARTICLE XI, § 9 OF THE CONSTITUTION OF THE STATE OF TENNESSEE (HOME RULE AMENDMENT), TO AMEND PROVISIONS OF THE CHARTER OF THE CITY OF MEMPHIS, THE SAME BEING CHAPTER 11 OF THE ACTS OF 1879, AS AMENDED, RELATIVE TO MAYOR, COUNCIL, AND APPOINTED SALARIES

WHEREAS, the City Charter vests the responsibility of setting and approving the salaries of the Mayor, Chief Administrative Officer, and Directors with the City Council;

WHEREAS, the City Council desires to clarify the authority to fix and determine the salaries of Mayor, City, Council, Chief Administrative Officer, and Appointed Directors and Deputy Directors by Ordinance to ensure transparency and scrutiny from the Citizens of Memphis.

WHEREAS, it is deemed advisable to allow the citizens of Memphis to decide whether granting the City Council the authority to determine salaries by Ordinance and allowing public input during the process is in the best interests of the citizens of the City of Memphis.

Section 1. Proposed Amendment Authorized.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF MEMPHIS,

TENNESEE, That pursuant to Article XI, Section 9 of the Constitution of the State of Tennessee, as amended, a proposal for amending the Charter of the City, as set forth in this ordinance, shall be published and submitted by the City of Memphis to its qualified voters at the first state general election, which shall be held in the City of Memphis on November 8, 2022, and which shall be held at least sixty (60) days after such publication.

Section 2. Publication of Home Rule Amendment as required by Tennessee Constitution.

BE IT FURTHER ORDAINED, That the Comptroller is hereby directed to cause this Ordinance, as finally adopted, to be published pursuant to provisions of Article XI, Section 9 of the Constitution of the State of Tennessee immediately after adoption by the City Council.

Section 3. Certification and Delivery to Election Commission.

BE IT FURTHER ORDAINED, That upon the adoption of this Ordinance becoming

effective as required by law, the Comptroller of the City of Memphis shall immediately certify adoption of this Ordinance and deliver a certified copy thereof to the Shelby County Election Commission in charge of holding the general State election on November 5, 2024, and shall request that the proposed amendment to the Home Rule Charter of the City of Memphis, in the preferred form set forth in this Ordinance, be placed on the ballot.

Section 4. Proposal and preference.

BE IT FURTHER ORDAINED, That the City Council does hereby adopt the suggested proposal and form of question to be placed on the ballot for a referendum vote on a Home Rule Amendment to the Charter of the City of Memphis in a State General election to be held on the 5th day of November, 2024, which question shall read as follows:

"Shall the City of Memphis Charter be amended to authorize the City Council by ordinance to fix and determine the salaries of the Mayor, City Council, Chief Administrative Officer, and Appointed Directors and Deputy Directors?"

I, Shirley Ford, Director of Finance for the City of Memphis do hereby certify that the foregoing amendment shall have _____ impact on the annual revenues and expenditures of the City.

FOR THE AMENDMENT	(YES) __
AGAINST THE AMENDMENT	(NO) __

Section 5. Effective Date of Charter Amendment.

BE IT FURTHER ORDAINED, That this Ordinance shall take effect for the purposes set forth herein sixty (60) days after approval by a majority of the qualified voters voting thereon in an election to be held on the 5th day of November, 2024, the public welfare, requiring it.

Section 6. Certification of Results.

BE IT FURTHER ORDAINED, That the Shelby County Election Commission certify the result of said election on the referendum question to the Comptroller of the City of Memphis, who shall see that said result is made a part of the Minutes of the Council of the City of Memphis.

Section 7. BE IT FURTHER ORDAINED, That the Mayor be and is hereby authorized

to appropriate and expend out of general revenues of the City of Memphis, Tennessee, a sum sufficient to pay a pro-rata cost attributable to the inclusion of the proposed amendment on the ballot for the election to be held on the 5th day of November, 2024 and for the cost of seeking a declaratory judgment as to the enforceability of proposed amendment if approved by the qualified voters of the City.

Section 8. Nonconflicting - Conflicting Laws.

BE IT FURTHER ORDAINED, That from and after the effective date of this Home Rule Amendment, all laws constituting the present Charter of the City of Memphis in conflict with the subject matter of this amendatory Home Rule Ordinance shall be immediately annulled, vacated, and repealed and all laws constituting the present Charter of the City of Memphis not in conflict with this amendatory Home Rule Ordinance, be and the same are here continued in full force and effect.

Section 9. Severability.

BE IT FURTHER ORDAINED, that if any clause, section, paragraph, sentence or part of this Ordinance shall be held or declared to be unconstitutional and void, it shall not affect the remaining parts of this Ordinance, it being hereby declared to be the legislative intent to have passed the remainder of this Ordinance notwithstanding the parts so held to be invalid, if any.

Section 10. Publication as Required by the City Charter.

BE IT FURTHER ORDAINED, that this Ordinance shall also be published by the Comptroller at the same time and manner as required by the City's Charter for all ordinances adopted by the City Council.

Section 11. Enactment of Referendum Ordinance.

BE IT FURTHER ORDAINED, that the adoption of this Referendum Ordinance shall take effect from and after the date it shall have passed by the Council, signed by the Chairman of the Council, certified and delivered to the Office of the Mayor in writing by the Comptroller, and become effective as otherwise provided by law.

SPONSOR:
Martavius Jones

MARTAVIUS JONES
CHAIRMAN



RESOLUTION APPROVING CERTAIN ROUTES FOR PARADES AND RACES AND EXEMPTING SAID ROUTES FROM THE NOTICE REQUIREMENT PURSUANT TO ORDINANCE 5675

WHEREAS, pursuant to Ordinance 5675, effective July 1, 2018, all races or parades applying for a special event permit involving a street closure, must provide notice to all persons affected by the event at least 60 days prior to event, unless the requested route was previously approved by City Council;

WHEREAS, the purpose of the notice requirement is to minimize the use of motorized vehicular rights-of-way, particularly at highly trafficked times of day, residential streets without sidewalks, and to maximize the use of pedestrian rights-of-way;

WHEREAS, under Ordinance 5675, Permits Office shall submit a list of routes for races or parades to City Council for approval;

WHEREAS, under Ordinance 5675, all routes approved by City Council are exempt from the 60-day notice provision;

WHEREAS, the races and parades listed in Exhibit A meet the objective of Ordinance 5675 to minimize motorized vehicular rights-of-way; and

WHEREAS, it is in the best interests of the citizens of Memphis to approve these routes;

NOW, THEREFORE, BE IT RESOLVED, by the Council of the City of Memphis, pursuant to Ordinance Number 5675, do hereby approve the routes listed in Exhibit A, and hereby authorize the Permits Office to exempt applicants from the notice requirements under Ordinance Number 5675 and to approve the "special events permit" subject to the applicant meeting all other conditions required by Ordinance 5675.

BE IT FURTHER RESOLVED, that this Resolution shall become effective immediately, and shall remain in effective until December 31, 2024.



Memphis City Council Summary Sheet

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

A Resolution approving the sale of a city-owned property known as 927 Little Weaver Lane, Memphis, TN 38109, Parcel ID# 075087 00556

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

General Services

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

This item does not require a change to an existing ordinance.

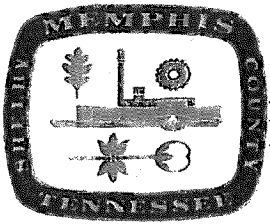
4. State whether this requires a new contract, or amends an existing contract, if applicable.

This item does not require a new contract or amend an existing contract.

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

This item does not require an expenditure of funds or a budget amendment.

F049



A Resolution approving the sale of a city owned property known as 927 Little Weaver Lane, Memphis, TN 38109, Parcel ID# 075087 00556

WHEREAS, the City of Memphis owns the property located at 927 Little Weaver Lane, Memphis, TN 38109 (“The Property”) and is further identified by Shelby County Tax Assessor as Parcel ID# 075087 00556 containing 0.313 acres, more or less; and

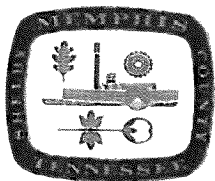
WHEREAS, the sale of the subject Property will increase the City’s General Fund, generate tax revenue, and eliminate blight and maintenance costs for the City of Memphis; and

WHEREAS, Jeff Wilson, adjacent property owners, submitted an offer of Three Thousand Five Hundred Dollars (\$3,500.00) along with a Three Hundred Fifty Dollar (\$350.00) Earnest Money deposit to the City of Memphis Real Estate Office; and

WHEREAS, it is deemed to be in the best interest of the citizens of the City of Memphis and County of Shelby that this request be considered subject to the terms and conditions set forth in the Offer to Purchase and in City Ordinance 5637 section 2-16-1(F).

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that the offer made by Jeff Wilson for the above-described property is hereby accepted subject to the City Ordinance 5637, section 2-16-1(E) which states in part, “The city real estate manager shall be authorized to convey property to a selected adjacent property owner, without necessity of competitive bidding, for approval by the city council with one reading, which reading shall be final.”

BE IT FURTHER RESOLVED, that subject to the Ordinance, the City of Memphis Real Estate Department shall prepare and arrange for the execution of the quit claim deed, and any other documents incidental to the completion of the transfer, and the Mayor of the City of Memphis is hereby authorized to execute said deeds or any other documents necessary to complete the sale and conveyance.



Memphis City Council Summary Sheet

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

This is a Resolution requesting the approval for the transfer of a 6.95-acre lot, Parcel # 069004 00174 to the Memphis-Shelby County Board of Education in Memphis, Shelby County, Tennessee. (Requesting same night minutes)

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

General Services

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 will impact specific council districts or super districts.

Council District 7 and Super District 8

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

This item does not require a new contract or amend an existing contract.

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

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

7. If applicable, please list the MWBE goal and any additional information needed

N/A



A Resolution requesting the approval to transfer a 6.95-acre parcel to the Memphis-Shelby County Board of Education

Whereas the City of Memphis owns Parcel #069004 00174 recorded in Deed Book 3932, Page 50 in the Shelby County Register’s Office and is transferring the parcel to the Memphis-Shelby County Board of Education, said parcel being located on the west side of Dawn Drive and shown in Exhibit A;

Whereas in accordance with the terms and condition of the Release and Settlement Agreement between the City of Memphis and Shelby County Board of Education, Section 3.3 states “The parties agree to cooperate in identifying any properties that are owned by one party but used by the other party and to develop procedures and agreements for the reciprocal transfer of such properties”;

Whereas the original Release and Settlement Agreement expired June 30, 2019, and was amended in a Second Amendment dated June 22, 2021, to be completed no later than December 31, 2021, which has been extended due to delay in survey and boundary lines being established;

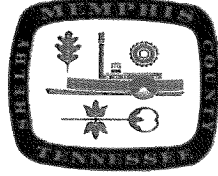
Whereas it is deemed to be in the best interest of the Citizens of the City of Memphis and County of Shelby that this request be considered subject to Release and Settlement Agreement and Second Amendment to the Agreement; and

Whereas it is agreed that all remaining sections of the Agreement shall remain in effect.

Now, therefore be it resolved by the Council of the City of Memphis that the transfer is hereby accepted subject to the Release and Settlement Agreement dated January 30, 2015, and Second Amendment to the Agreement dated June 22, 2021.

Be it further resolved, that subject to the Ordinance, the City of Memphis Real Estate Department shall prepare and arrange for the execution of the quit claim deed, and any other documents incidental to the completion of the transfer, and the Mayor of the City of Memphis is hereby authorized to execute said deeds or any other documents necessary to complete the transfer and conveyance.

City Council Resolution - Transferring Fleet's Fund Balance increasing FY 24 operating budget in Fleet Services to cover unexpected lease



Memphis City Council Summary Sheet

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

A resolution transferring \$450,000 from Fleet's Unreserved Fund Balance to cover the unexpected need for a lease for GS Fleet Maintenance (Body and Paint Shop) until their permanent location is completed at the former Coke property.

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

General Services

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

Does not change an existing ordinance

4. State whether this will impact specific council districts or super districts.

District 6 and Super District 8

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

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

A budget amendment is needed to transfer funds from the Fleet's Unreserved Fund Balance to General Services – Fleet Administration rent.

7. If applicable, please list the MWBE goal and any additional information needed

N/A

City Council Resolution - Transferring Fleet's Fund Balance increasing FY 24 operating budget in Fleet Services to cover unexpected lease



A resolution transferring \$450,000 from Fleet's Unreserved Fund Balance to cover the unexpected need for a lease for GS Fleet Maintenance (Body and Paint Shop) until their permanent location is completed at the former Coke property.

WHEREAS, the Council of the City of Memphis included funding for General Services – Fleet Services, as part of the FY 2024 Operating Budget; and

WHEREAS, the City of Memphis and GS – Fleet Services, has to vacate the St. Jude location immediately; and

WHEREAS, the City of Memphis' GS - Fleet (Body & Paint Shops) find itself in need of a temporary location until their permanent location is complete at the former Coke property; and

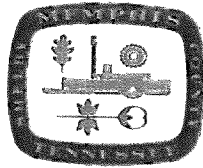
WHEREAS, the City of Memphis' GS - Fleet has agreed to lease property at 2957 Gill Road, Memphis, TN 38109 for approximately \$450,000; and

WHEREAS, the Fleet Fund has an Unreserved Fund Balance to cover the cost of this lease; and

WHEREAS, it is necessary to transfer allocations and appropriations totaling \$450,000 **from** Fleet's Unreserved Fund Balance 0741-000000-049999 **to** GS-Fleet Services Administration – Rent 074-200801-052932.

NOW, THEREFORE, BE IT RESOLVED that there be and is hereby allocations and appropriations totaling \$450,000 are transferred **from** Fleet's Unreserved Fund Balance 0741-000000-049999 **to** GS-Fleet Services Administration – Rent 074-200801-052932 credited as follows:

Organization Title:	GS-Fleet Services
Org Number:	0741-200801-052932
Amount:	\$450,000



Memphis City Council Summary Sheet

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

A Resolution transferring allocations and appropriations from CIP projects, #CD01101 Raleigh Vehicle Repair Shop and #GS01032 CoMEM Phase II, totaling \$1,000,000 to CIP project number GS01049 – Coke Facility – Adaptive Reuse to help fund the completion of the Fleet Fueling Station and Administration Building.

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

General Services

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

Does not change an existing ordinance.

4. State whether this will impact specific council districts or super districts.

District 4 and Super District 8

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

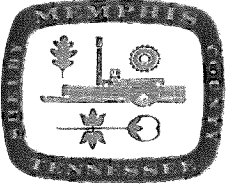
Requires new contracts.

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

A budget amendment is needed transferring allocations and appropriations

7. If applicable, please list the MWBE goal and any additional information needed

N/A



A Resolution transferring allocations and appropriations from CIP projects, #CD01101 Raleigh Vehicle Repair Shop and #GS01032 CoMEM Phase II, totaling \$1,000,000 to CIP project number GS01049 – Coke Facility – Adaptive Reuse to help fund the completion of the Fleet Fueling Station and Administration Building.

WHEREAS, the Council of the City of Memphis did include allocations for CIP project number GS01049 – Coke Facility – Adaptive Reuse, as part of the FY24 Capital Improvement Program budget; and

WHEREAS, the FY24 allocations in the sum of \$2,000,000 were appropriated; and

WHEREAS, an additional money is needed to complete the Fleet Fueling Station and Administration Building; and

WHEREAS, it is necessary to transfer allocations and appropriations totaling \$1,000,000 *from* the following CIP projects *to* GS01049 – Coke Facility – Adaptive Reuse, Contract Construction funded by GO Bonds-General and Operating Transfer In;

CD01101 Raleigh Vehicle Repair Shop	\$500,000
GS01032 CoMEM Phase II	500,000

NOW, THEREFORE, BE IT RESOLVED that there be and is hereby transfers of allocations and appropriations totaling \$1,000,000 *from* the following CIP projects *to* GS01049 – Coke Facility – Adaptive Reuse, Contract Construction funded by GO Bonds-General and Operating Transfer in;

CD01101 Raleigh Vehicle Repair Shop	\$500,000
GS01032 CoMEM Phase II	500,000

and credited as follows:

Project Title: Coke Facility – Adaptive Reuse
Project Number: GS01049
Amount: \$1,000,000

Resolution to reallocate and reappropriate \$3,000,000.00 in Capital Improvement Plan funds previously earmarked for Mud Island Contract Construction.

WHEREAS, the City Council allocated \$5,000,000.00 to the Mud Island Contract Construction in project GA07007, as a part of the FY23 Capital Improvement Program budget; and

WHEREAS, as of November 21, 2023, the Memphis River Parks has not used the funds allocated in FY23 and requested to transfer the \$3,000,000 allocation to the Memphis River Parks Partnership for the benefit of the continued improvements to Tom Lee Park; and

WHEREAS, it is the intent of the Council to reallocate and reappropriate \$3,000,000.00 in CIP funds to improve the lives of citizens in a meaningful manner.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council does hereby re-allocate and re-appropriate \$3,000,000.00 from the Mud Island Contract Construction to the following:

\$500,000.00 allocated and appropriated to Fire Station Improvements Coverline FS23100

\$500,000.00 allocated and appropriated to Memphis Parks Coverline PK23100

\$2,000,000.00 allocated and appropriated to City Hall Major Modification for GS Rehab Modernization and City Hall Contingency GS22202.

Sponsor(s):

Martavius Jones

Martavius Jones
Chairman

RESOLUTION TO AMEND THE MEMPHIS CITY COUNCIL RULES OF PROCEDURE

WHEREAS, the Memphis City Council has adopted Rules of Procedure by which it maintains its operation, pursuant to Referendum Ordinance 1852, Section 1, Legislative Council; and

WHEREAS, from time to time it becomes necessary to amend said rules in the interest of time and efficiency and it is proper that such amendments be officially approved by the legislative body.

THEREFORE, BE IT RESOLVED, by the Council of the City of Memphis that the Council Rules of Procedure, as presently adopted, be and the same are hereby amended as follows:

E. ORGANIZATION OF COUNCIL (37 and 38)

RULE 37

There shall be the following standing committees which shall be appointed annually by the Chairperson:

- a. Budget and Audit
- c. Economic Development, Tourism and Technology
- d. Housing and Community Development
- e. Libraries and Neighborhood Improvement
- f. MLGW
- g. Parks and Environment
- h. Personnel, Government Affairs and Annexations
- i. Planning and Zoning
- j. Public Safety and Homeland Security
- k. Public Services, Arts and Youth Initiatives
- l. Public Works, Solid Waste, and General Services
- m. Transportation

BE IT FURTHER RESOLVED, by the Council of the City of Memphis that the Council Rules of Procedure be republished with the passage of this resolution.

Sponsor(s):

Chase Carlisle
JB Smiley, Jr.

Resolution to require City Administration to seek Council approval prior to non-emergency street closures that last more than 24 hours in the City of Memphis and are not covered by existing ordinances

WHEREAS, street closures may be necessary at times due to normal events, such as construction, utility work, events, parades, and emergency situations; and

WHEREAS, it can pose transportation challenges when streets are closed for extended periods of time when there are no readily apparent existing conditions or closures approved by ordinance that constitute such a closure; and

WHEREAS, pursuant to the City's charter in Article 50 – City Property Generally, Section 481, the Memphis City Council is the governing authority over streets, including closure of streets, and therefore has the authority to determine such closures.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council does hereby enact the following policy regarding non-emergency closure of streets that (1) will exceed 24 hours, (2) are not the result of construction, utility work, emergency situations, or authorized events, or (3) are not previously authorized by ordinance:

- The street closure shall be presented in writing by the City Engineer or designee to the City Council in the Public Works, Solid Waste & General Services Committee prior to the proposed date of the street closure with the following information:
 - Name of street to be closed, with intersecting streets noted
 - Start date and duration of street closure
 - Justification for street closure lasting more than 24 hours

BE IT FURTHER RESOLVED that the City of Memphis Administration shall notify the Memphis City Council of any non-emergency street closures in writing after the fact if any such closures occur before the City Council can be notified as outlined above.

Sponsor
JB Smiley, Jr.

RESOLUTION TO TRANSFER SIMMONS BANK LIBERTY STADIUM AND ALLOCATE \$120,000,000 OF STATE GRANT FUNDS FOR SPORTS FACILITIES IMPROVEMENTS TO UNIVERSITY OF MEMPHIS AUXILIARY SERVICES FOUNDATION

WHEREAS, in early 2022, the City Administration presented to the Tennessee State Government a proposal for the planned improvements to various sports facilities throughout Memphis; and

WHEREAS, such proposal was favorably received by the State and funding in the requested amount was included in the State of Tennessee 2023 funding budget; and

WHEREAS, State Grant funding in the amount of \$350,000,000 was received by the City of Memphis for the purposes of planned improvements at various sports facilities throughout Memphis; and

WHEREAS, on October 10, 2023, a Resolution accepting the State Grant funding was approved by the Memphis City Council; and

WHEREAS, the accepted State Grant funding is being held in a separate interest bearing and investable account in order to provide maximum opportunity for return on investment while discussions were had to determine the best use and allocation of said funding in furtherance of the intended purpose; and

WHEREAS, one such recommended and anticipated use of State Grant funding is renovations and improvements of the Simmons Bank Liberty Stadium where the University of Memphis Tigers play collegiate football and where there is a well-established need for modernizing and revitalizing the existing structure; and

WHEREAS, the University of Memphis Auxiliary Services Foundation has provided an agreeable proposal to the City Administration whereby, in exchange for \$120,000,000 of the State Grant funding and conveyance of the Simmons Bank Liberty Stadium to the University of Memphis Auxiliary Services Foundation, the University of Memphis Auxiliary Services Foundation will undertake and assume all responsibility for the completion of necessary design and construction and renovation of the Simmons Bank Liberty Stadium to transform the Stadium into a modern and first-class football stadium; and

WHEREAS, the City Council recognizes that the planned improvement will assist in creating a world-class sports tourism destination and will add further value to the Memphis economy and enhance quality of life in our community; and

WHEREAS, it is the intent of the City Council to support this worthy endeavor by approving the allocation of \$120,000,000 of the State Grant funding and transfer of Simmons Bank Liberty Stadium to the University of Memphis Auxiliary Services Foundation.

NOW, THEREFORE BE IT RESOLVED that the Memphis City Council does approve the allocation of \$120,000,000 of the State Grant funding for Sports Facilities Improvements and transfer of Simmons Bank Liberty Stadium to the University of Memphis Auxiliary Services Foundation.



**JIM STRICKLAND
MAYOR**

December 4, 2023

Dr. Bill Hardgrave
President's Office
The University of Memphis
341 Administration Building
Memphis, TN 38152

RE: Letter of Intent – Simmons Bank Liberty Stadium

Dear Dr. Hardgrave,

This is to serve as a Letter of Intent (this "LOI") between the City of Memphis, (the "City"), and the University of Memphis Auxiliary Services Foundation, a Charitable 501(c) (3) Foundation (the "ASF") established to support the University of Memphis (the "University") regarding the renovation and conveyance of Simmons Bank Liberty Stadium (the "Project"), which is located at 335 South Hollywood Street, Memphis, Tennessee 38104 (the "Property").

This LOI details the material terms discussed between the parties in connection with the Project and the Property. The terms of this LOI are not intended to constitute a complete statement of, or a legally binding or enforceable agreement or commitment on the part of the City or the ASF with respect to the matters described herein, and will serve only to establish the framework for further negotiations between the parties leading to definitive written agreements consistent with this LOI and necessary for the completion of the Project and the conveyance of the Property to the ASF (collectively, the "Definitive Agreements").

A binding agreement or contract shall not be deemed to have been entered into by the parties with respect to the proposed transaction unless and until the Definitive Agreements have been duly executed and delivered. The following is an outline of the basic terms and conditions proposed by the parties:

1. Conveyance of the Property
 - a. The City will donate to the ASF to be held for the benefit of the University, the Property, the halo thereof, and the land on which the Property is situated, subject to all matters of record affecting the Property. Provided, however, the parking lot(s) and other assets that are adjacent to the Property shall remain under the City's ownership and exclusive control.

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- b. The instrument to be used to convey the Property shall be a Quit Claim Deed, which shall be satisfactory to the City and the ASF in both form and substance. Such Quit Claim Deed shall include grants of easements for the purpose of providing the ASF access to, and use of, the Property.
- c. Within thirty (30) days prior to the conveyance of the Property the City shall cause to be delivered to the ASF a title insurance commitment from such title company acceptable to the ASF, containing only exceptions as approved by counsel for the ASF.
- d. A survey of the Property to be conveyed shall be provided by the City and performed by a surveyor acceptable to both parties.
- e. The City will convey the Property to the ASF on or before December 30, 2023. Contemporaneously with such conveyance, the ASF shall assume the City's rights and obligations under all existing contracts that affect the Property and execute an Assignment and Assumption Agreement for each contract as may be required, to the extent that such contracts are assignable, without fees being assessed against the City. ASF will be allowed to conduct its own due diligence with regard to any contracts to be assumed and reserves any rights it may have regarding the continuation of those contracts; provided, however, that regardless of the foregoing, the ASF shall fully assume the existing contracts between the City and MFA, Populous, and Barton Malow (each as hereinafter defined); and provided further that the ASF shall commit, for a period of five (5) years from the execution date of the Definitive Agreements, to use good-faith efforts to continue the existing contractual relationships with USFL League, LLC, Liberty Bowl Venture, Inc. for Liberty Bowl Festival Association, and Summitt Management Corporation.
- f. Upon the execution of this document, the City will provide the ASF a list of all such contracts referenced in Section 1.e above and a copy of same.
- g. Although the Property is conveyed by Quit Claim Deed, all existing financial obligations of the City in conjunction with the Property (e.g.: bond & payments) will remain the responsibility of the City. The transfer of the Property will not subject the ASF or the University to any outstanding taxes or financial obligations not assumed by the ASF in the Definitive Agreements. Notwithstanding the foregoing, the ASF acknowledges that \$20,587,672 million of the City's outstanding tax-exempt general obligation bonds are allocable to the Property. The City is presently consulting with its bond counsel to determine the consequences to such tax-exempt general obligation bonds following the conveyance of the Property to the ASF. ASF acknowledges and agrees that the Definitive Agreements will contain provisions designed to ensure compliance by the ASF and the Property with Federal tax requirements relating to such tax-exempt general obligation bonds and requiring the ASF to take certain remedial actions prescribed by Federal tax law in the event of noncompliance.

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- h. Following the conveyance of the Property, the City shall have the right to occupy and use a stadium suite on the Property, which suite shall be substantially similar to the suite on the Property that is currently occupied and used by the City.

2. Completion of the Project

- a. Following the conveyance of the Property to the ASF, the ASF at its sole cost and expense, shall be responsible for, oversee, and cause to be performed the completion of the Project. The ASF will coordinate certain design and construction items with the University, but the University shall have no obligation to perform any work or expend University funds for the completion of the Project. It is expressly understood and agreed that the City shall have no obligation to perform or complete any matters related to the Project.
- b. The ASF (in coordination with the University) will secure supplemental funding from its sources for the costs of such completion, including, but not limited to, private donations and grants. The University shall not directly contribute any University funds to the ASF for completion of the Project.
- c. The City, in direct support of the Project, will allocate One Hundred Twenty Million and 00/100 Dollars (\$120,000,000.00) (the "Allocated Amount") to the ASF to partially fund the Project. ASF acknowledges and agrees that the City previously allocated approximately Five Million and 00/100 Dollars (\$5,000,000.00) (the "Prior Allocation") for the completion of the Project and that the City's future obligations with respect to the Allocated Amount are limited to the City allocating an additional One Hundred Fifteen Million and 00/100 Dollars (\$115,000,000.00). The City will provide the ASF with an Accounting of the Prior Allocation expended by the City reflecting the nature, extent, and use of the Prior Allocation.
- d. The Allocated Amount shall be used solely to fund the completion of the Project according to the plans and specifications provided to the City by its existing contractors, as such plans and specifications may be modified by the ASF in accordance with the terms hereof. In the event that any portion of the Allocated Amount is used for any purpose other than the completion of the Project, such portion shall be subject to claw-back by the City.
- e. The City and the ASF will select an escrow agent acceptable to the parties who will hold the funds contributed by the City and raised by the ASF in an interest-bearing escrow account for disbursement to fund contractual obligations for the Project, which escrow account shall be subject to the terms set forth in the Definitive Agreements. The City will fund the Allocated Amount to the escrow agent no later than fifteen days after the execution of the Definitive Agreements.
- f. If the Project cost exceeds the projected cost of the Project, then the ASF shall work to value-engineer the design of the Project and/or obtain sufficient additional funding

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independent of the City to complete the Project. The ASF understands that under no circumstances shall the City be obligated to provide such additional funding over and above the Allocated Amount.

3. Notwithstanding anything herein to the contrary, the ASF acknowledges that the City has entered into contracts with MFA, a joint venture (“MFA”), as manager of the Project, and Populous, Inc. (“Populous”) as architect of record for the design of the Project, and has issued a Notice to Proceed to Barton Malow, LLC (“Barton Malow”) as the construction manager selected for the Project. Following conveyance of the Property by the City, the ASF, after appropriate due diligence and securing necessary approvals, shall retain and direct the MFA project management team, Populous design team, and Barton Malow construction management team for completion of the Project. Pending the finalization of the Definitive Agreements, the City shall continue to fund and direct the design and construction teams; provided, however, that all costs incurred by the City due to such continued funding and direction shall be deducted from the Allocated Amount.
 - a. The parties acknowledge the need for a preliminary schedule as soon as possible, which shall serve as the framework for the subsequent development of a detailed outline for the completion of the Project (the “Project Schedule”). The ASF shall have the right to modify the Project Schedule as needed and will notify the City. The parties shall prepare a mutually agreed upon communications schedule whereby the ASF will periodically notify the City with respect to the progress achieved and the portions of the Allocated Amount that have been expended.
 - b. In the event that the Project is not substantially completed on or before January 1, 2029, the City retains the right to require that the ownership of the Property revert to the City and any unexpended portion of the Allocated Amount shall be returned to the City, which shall be entitled to use and expend such portion of the Allocated Amount for any lawful purpose that it deems fit in its sole and absolute discretion.
4. The ASF is responsible for the maintenance and repair of the Property and will develop and share the plan for such maintenance and repair with the City. The parties understand that the City shall have no obligation to repair or maintain the Property. In order to allow the ASF to address ongoing maintenance, the City will provide the ASF with all available reports and/or studies concerning the existing deferred maintenance at the Property. The Parties will address in the Definitive Agreement, what, if any deferred maintenance obligations will remain the obligation of the City.
 - a. The ASF acknowledges that a common area maintenance fund (the “CAM Fund”) has been established for the benefit of Liberty Park and that the Property is a part of Liberty Park. Accordingly, the ASF shall make pro-rata contributions to the CAM Fund, which contributions shall be mutually agreed to and more particularly described in the Definitive Agreements. The City will provide the ASF with the projected pro-rata contributions that will be made in the future so that the ASF can properly budget ongoing maintenance financial obligations. Should there be any taxes

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or assessments which the City or any governmental authority will make against the Property after conveyance to the ASF, the City will advise the ASF of such amounts.

5. The City shall retain the right to reserve use of the Property or certain designated meeting or event space(s) located on the Property for non-revenue generating events only for a maximum of fifty (50) days during off-peak times and subject to availability (the "City Events"), such days to be designated by the City upon reasonable advance notice (not less than 30 days for major events) and approved by the ASF, in its reasonable discretion. The City shall be solely responsible for the costs of hosting and facilitating the City Events. The City may provide certain services, such as security, using its own resources. The City shall reimburse the ASF for any costs incurred with respect to such City Events within thirty (30) days of the City's receipt of an itemized invoice. The City will hold the ASF and the University harmless from any liability whatsoever resulting from its use and utilization of the Property, to the extent permitted by applicable law.
 - a. With respect to the utilization of the Property by the City, the parties agree that any such events will not compete with or be in conflict with similar events that may be booked by the ASF (including events designed to produce revenue). The parties recognize severe scheduling limitations during football season with limited ability of the City to utilize the Property during that timeframe.
6. The parties recognize that the ASF will allow the University to utilize the Property in multiple ways, including but not limited to, football games. Subject to Section 12 herein, the City will provide parking and traffic management services to ASF on University game and event days consistent with the City's comprehensive parking and traffic management plan for Liberty Park. Should the City consider significant changes to parking areas, the parties will work together in good faith to maintain commercially reasonable parking access and all necessary game day services to ASF at its expense. The parties recognize that parking and any land/space around the Property outside of the identified property line will remain under the ownership and exclusive control of the City. All parking lots will be maintained and upgraded as appropriate by the City so that they are in a reasonable state of repair.
7. In the event that the ASF, or its assigns, shall ever offer to sell the Property to a third party, then the City shall have a right of first refusal to acquire the Property from the ASF or its assigns, as applicable. The terms of such right of first refusal shall be set forth in one or more of the Definitive Agreements.
8. The ASF acknowledges that the City is a municipal corporation duly organized in accordance with the laws of the State of Tennessee and, as such, is subject to certain approvals which are necessary and prerequisite to any binding agreement. Accordingly, the Definitive Agreements (including, without limitation, the Quit Claim Deed referenced in Section 1 of this LOI) to be entered into by or between the parties shall be conditioned upon the City obtaining certain administrative and legislative approvals, as required by applicable law or ordinance, including approval as to form and substance by the City

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Attorney/Chief Legal Officer and execution by the Mayor of Memphis. The Allocated Amount shall be subject to the approval and appropriation of such funding by the Memphis City Council.

9. The City acknowledges that the ASF is a 501(c)(3) Charitable Foundation organized to support the University and is subject to approvals which are necessary and are a prerequisite to any binding agreements. Accordingly, the Definitive Agreements (including, without limitation, the Quit Claim Deed referenced in Section 1 of this LOI) to be entered into by or between the parties shall be conditioned upon the ASF obtaining certain administrative approvals, as required by applicable law, charter, or bylaws including approval by ASF legal counsel, Board of Directors, and execution by the President of the ASF.
10. This LOI is proposed to reflect the intentions of the parties with respect to the completion of the Project and the conveyance of the Property. The parties agree that the terms and conditions set forth herein shall not constitute a final or binding agreement between them until the Definitive Agreements have been prepared and executed by the parties. Except as expressly provided herein, the parties are executing this LOI without any intent to incur any liability or other obligation to each other thereby and a binding agreement or contract will not be deemed to have been entered into by such persons with respect to the proposed transaction unless and until the Definitive Agreements are fully executed and delivered by the parties. This LOI shall not be used as evidence of agreement or offer in any potential future legal action. **THIS LOI IS NOT A CONTRACT BETWEEN THE PARTIES.**
11. Except as required to be publicly disclosed under applicable law, the material contained in this LOI is confidential and shall not be disclosed to any external party. This non-binding LOI is intended solely for the use of the City and the ASF in determining whether they desire to pursue the transactions contemplated herein, and it is not to be copied nor disclosed to any other party.
12. Notwithstanding anything contained herein to the contrary, the parties recognize that the Property sits within the Liberty Park campus, which is a mixed-use, multi-tenant complex owned by the City that will be managed and operated by a third-party vendor on behalf of the City. As such, any Definitive Agreements between the parties will contain provisions regarding the operation of the Liberty Park campus, including construction scheduling and coordination, access and other cross-easements, parking, exclusive uses, event scheduling, maintenance, security, tax revenue allocation, common area maintenance, and other concepts in-line with the City's vision for the development of the Liberty Park campus.

If the terms and conditions of this LOI are agreeable to the ASF, please execute a copy of this LOI in the space provided below and return the executed copy to my attention. On behalf of

The University of Memphis

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the City of Memphis, we look forward to working with the University and ASF to ensure the success of the Project.

UNIVERSITY OF MEMPHIS
AUXILIARY SERVICES FOUNDATION

By:  _____
B8B0681CE3C64C7

Title: President

Date: 12/4/2023

CITY OF MEMPHIS

By: _____

Title: Mayor

Date: _____

Resolution regarding addition of board seats on the University of Memphis Auxiliary Services Foundation contingent on transfer of Simmons Bank Liberty Stadium to the University of Memphis

WHEREAS, on November 21, 2023, a resolution was introduced before the Memphis City Council that would transfer the Simmons Bank Liberty Stadium and allocate \$120,000,000 in state grant funding for sports stadium improvements to the University of Memphis Auxiliary Services Foundation; and

WHEREAS, due to the significant economic impact that events at the Simmons Bank Liberty Stadium have on the city's economy, it is important that the City of Memphis has input in major decisions regarding the stadium, especially given that the City of Memphis currently owns the property surrounding the stadium; and

WHEREAS, it is in the best interest of the citizens of Memphis that there is an ongoing collaboration between the City of Memphis and the University of Memphis regarding the stadium to ensure that important decisions regarding this asset are not made without consultation between parties.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council does hereby request that the City of Memphis have a board seat on the University of Memphis Auxiliary Services Foundation, with the appointee being recommended by the City of Memphis Mayor and approved by the Memphis City Council.

BE IT FURTHER RESOLVED that the Memphis City Council does hereby request that the University of Memphis Auxiliary Services Foundation amend its governing documents as needed to allow for this addition of a board seat, with the stipulation that the appointee to this seat would specifically have a say in matters related to the Simmons Bank Liberty Stadium only.

Sponsor
JB Smiley, Jr.