

MLGW Agenda Committee Discussion



MLGW Committee
October 6, 2026

Fiscal Consent Totals:

- 1. Total Fiscal Consent Approved Amount Year-to-Date – \$193,402,462.21**
Items approved by Council through 09/15/2026.
- 2. Total Regular/Fiscal Consent Requested Amount – \$5,713,325.05**
Items requested for 10/06/2026 meeting.
- 3. Total Regular/Fiscal Consent Year-to-Date Amount – \$199,115,787.26**
Total of approvals and requests through 10/06/2026 meetings.

Items for October 6th Agenda

Items approved by BOC on September 16th

1. Resolution approving invoice payment for Tennessee Department of Transportation (TDOT) for the Lamar Phase 2 closeout balance (SR-4, Lamar Ave from South Shelby Drive to near Raines Rd/Perkins Rd. interchange) in the amount \$1,488,978.78 to relocate MLGW Electric distribution facilities.
2. Resolution approving the Ratification, Increase and Renewal (Change No. 3) to Contract No.12346, MLGW Utility Relocations for Street Improvement Project (Electric) with Allen & Hoshall, Inc. to ratify, increase and renew the current contract in the funded amount of \$250,000.00.
3. Resolution approving the Increase and Renewal (Change No. 3) to Contract No. 12435, External Corrosion Direct Assessment (ECDA) with Integrity Solutions Field Services, Inc. to increase and renew the current contract in the funded amount of \$228,000.00.
4. Resolution approving the Increase and Extension (Change No. 5) to Contract No. 12286, MLGW Utility Payment Centers with FirsTech, Incorporated to increase and extend the current contract in the funded amount of \$261,531.00.
5. Resolution awarding a purchase order for class 5 and class 8 bucket trucks to Altec Industries Incorporated in the amount of \$1,686,234.00.

Items for October 6th Agenda

Items approved by BOC on September 16th

6. Resolution approving the Increase and Extension (Change No. 3) to Contract No. 12266, WECO Electric Meter Testing Application with Radian Research, Inc. to increase the contract value and extend the current contract in the funded amount of \$94,479.97.
7. Resolution awarding a purchase order for water meter parts to Badger Meter Incorporated in the amount of \$616,601.30.
8. Resolution awarding Contract No. 12720, External Auditing Services for Electric, Gas, and Water Divisions to CliftonLarsonAllen LLP (CLA) in the funded amount of \$1,087,500.00. (SAME NIGHT MINUTES REQUESTED)

Electric TDOT Utility Relocation

- Requested Funding: \$1,488,978.78
- Award Duration: Final Invoice (Lamar Ph. 2)
- Type of Bid: N/A
- Awarded to: Tennessee Department of Transportation (TDOT)
- Plain Language Description: State contract for which the utility is responsible for and is obligated to pay the State the estimated balance.
- Impact: This invoice includes cost incurred and payment received as of the invoice date. The cost is MLGW (Electric) share of costs less: prior deposits/payments and less interest.

Electric Utility Relocations for Street Improvement Project

- Requested Funding: \$250,000.00
- Award Duration: Ratification, Increase, and the Third of Four (4) renewals (August 21, 2026 through August 20, 2027)
- Type of Bid: RFQ
- Awarded to: Allen & Hoshall, Inc.
- Plain Language Description: This is to provide professional engineering services to MLGW for Tennessee Department of Transportation (TDOT) projects.
- Impact: The need exists to supplement MLGW's engineering staff, on an as-needed basis, for the design and relocation of the Division's distribution facilities impacted by TDOT street improvement projects.

External Corrosion Direct Assessment (ECDA)

- Requested Funding: \$228,000.00
- Award Duration: Increase and Third of four (4) annual renewals (January 1, 2027 through December 31, 2027)
- Type of Bid: Sealed Bid
- Awarded to: Integrity Solutions Field Services, Inc.
- Plain Language Description: This change is to renew the contract to conduct External Corrosion Direct Assessment (ECDA) survey gas transmission pipelines.
- Impact: Integrity Solutions Field Services conducts External Corrosion Direct Assessment (ECDA) surveys for MLGW gas transmission pipelines to ensure compliance and to conform to the latest revision of US DOT PHMSA requirements in 49 CFR Part 192.

MLGW Utility Payment Centers

- Requested Funding: \$261,531.00
- Award Duration: Increase and Extension (May 15, 2027 through May 14, 2028)
- Type of Bid: RFP
- Awarded to: FirsTech, Incorporated
- Plain Language Description: This change is to extend the current contract for one (1) additional year to allow MLGW time to evaluate RFPs for a new Vendor/Solution.
- Impact: This extension will allow MLGW to maintain uninterrupted service from FirsTech, Incorporated for accepting third party vendor payments on MLGW's behalf. MLGW customers are able to make payments at more than 200 payment agent locations. Customers have paid over \$101 million annually through these payment agents.

Class 5 and Class 8 Bucket Trucks

- Requested Funding: \$1,686,234.00
- Award Duration: One-Time Purchase
- Type of Bid: Utilizing Sourcewell Contract #110421-ALT
- Awarded to: Altec Industries Incorporated
- Plain Language Description: Division crews will utilize class 5 and class 8 bucket trucks to perform repairs on transformers and other electrical equipment affixed to utility poles and elevated platforms, to maintain reliable electric service. This will purchase 7 bucket trucks.
- Impact: Procuring the vehicles enhances the reliability of field operations by ensuring crews are equipped with dependable units capable of supporting daily maintenance activities and emergency response. The class 5 and class 8 bucket trucks will replace older equipment based on criteria such as age, operational usage, and repair costs. Modernizing the fleet by acquiring new bucket trucks ensures delivery of consistent and dependable service.

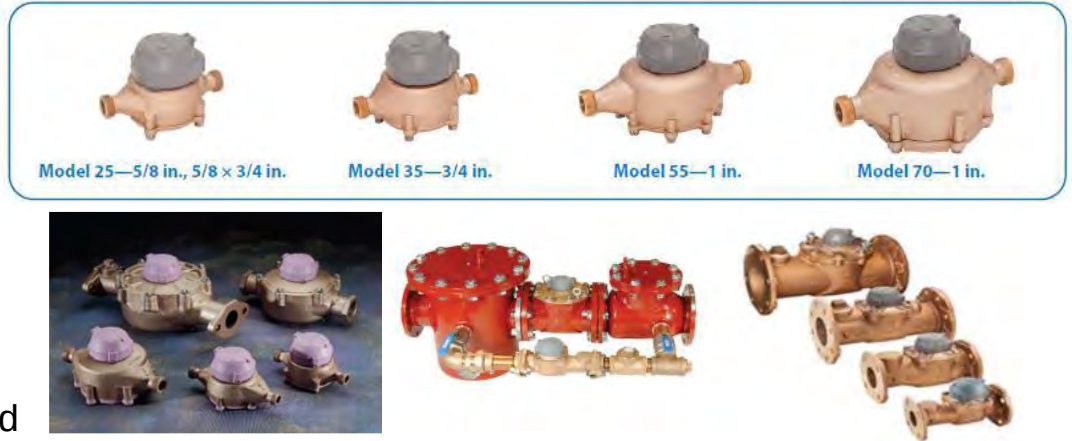


WECO Electric Meter Testing Application

- Requested Funding: \$94,479.97 (proposal amount of \$85,882.95 plus \$8,600.00 in contingency funds and minus \$2.98 current contract balance)
- Award Duration: Increase and Extension (October 29, 2026 through October 28, 2031)
- Type of Bid: Sole Source
- Awarded to: Radian Research, Inc.
- Plain Language Description: The purpose of extending the WECO Electric Meter Test Board warranty and accuracy re-certification for an additional five (5) years is to ensure the continued reliability, precision, and compliance of our testing equipment. Maintaining an active warranty and certification helps minimize downtime, supports accurate meter testing, and ensures we meet MLGW's standards and regulatory requirements. This extension also provides cost predictability by reducing the risk of unexpected repair expenses while preserving the long-term performance of the test board.
- Impact: If the WECO Electric Meter Test Board warranty and accuracy re-certification are not renewed, the risk of equipment failure, inaccurate meter testing, and non-compliance with MLGW's standards significantly increases. This could lead to unreliable test results, potential billing inaccuracies, and regulatory concerns. Additionally, any required repairs or replacements would result in unplanned costs and possible operational downtime, ultimately impacting productivity and the overall efficiency of the Electric Meter Shop.

Water Meter Parts

- Requested Funding: \$616,601.30
- Award Duration: One-Time Purchase
- Type of Bid: Sealed Bid
- Awarded to: Badger Meter Incorporated
- Plain Language Description: Fifteen distinct water meter components will be acquired for use in new service installations as well as for replacing failed, damaged, aging, or obsolete parts. These components are essential to maintaining accurate water usage measurements, which support precise customer billing.
- Impact: These parts reduce delays in the field, ensure accurate meter readings, and help deliver reliable water service. By streamlining maintenance and monitoring processes, the parts ensure the technicians can address issues promptly and efficiently.



External Auditing Services for Electric, Gas, and Water Divisions (Same Night Minutes Requested)

- Requested Funding: \$1,087,500.00
- Award Duration: 60 months from the date of the Notice to Proceed
- Type of Bid: Professional Services
- Awarded to: CliftonLarsonAllen LLP (CLA)
- Plain Language Description: This contract is for external auditing services with respect to the financial statements of MLGW Electric, Gas, and Water Divisions.
- Impact: The contract will provide independent audit assurance that MLGW's Electric, Gas, and Water financial statements are accurate, complete, fairly presented, and in compliance with applicable standards.

Questions





T-048

Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

Resolution seeking for approval of a seven (7) year initial lease term with an option to renew for one additional seven (7) period between the City of Memphis and Bluff City Athletics dba Bluff City Pickerball LLC at 940 Early Maxwell Blvd (Pipkin Bldg) Memphis, TN 38104.

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

Memphis Parks

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

N/A

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

Council District 4 and Super District 9

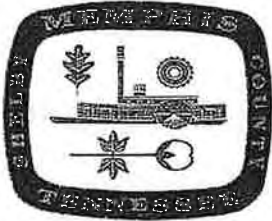
5. State whether this requires a new contract, or amends an existing contract, if applicable.

New Contract

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

This does not require an expenditure of funds/requires a budget amendment.

7. If same night minutes are requested, state the reason for the urgency.



T-048

***RESOLUTION TO APPROVE A LEASE AGREEMENT
BETWEEN THE CITY OF MEMPHIS, TENNESSEE AND BLUFF CITY
ATHLETICS, LLC D/B/A BLUFF CITY PICKLEBALL LLC FOR THE PIPKIN
BUILDING LOCATED AT 940 EARLY MAXWELL BOULEVARD MEMPHIS,
TENNESSEE 38104***

WHEREAS, the City of Memphis owns the property located at 940 Early Maxwell Boulevard, Memphis, Tennessee 38104, commonly known as the Pipkin Building, and oversees its use through the City of Memphis Parks Division; and

WHEREAS, the Pipkin Building has long been a recognizable part of the Memphis landscape, and the City desires to return this longstanding Memphis landmark to active and productive use in a manner that serves residents, enhances the surrounding community, and complements the continued redevelopment of Liberty Park; and

WHEREAS, the City has made progress in the redevelopment of Liberty Park, including the development and continued success of the Memphis Sports & Events Center and other investments that have transformed the area into a growing destination for sports, recreation, entertainment, and community activity; and

WHEREAS, Bluff City Athletics, LLC, doing business as Bluff City Pickleball, is an established local recreational business and has demonstrated experience in adaptively reusing existing property for recreational purposes, having previously transformed a vacant former movie theater into an active pickleball facility and community gathering space; and

WHEREAS, Bluff City Athletics, LLC desires to bring that experience to Liberty Park by transforming the Pipkin Building into a vibrant, year-round indoor pickleball and recreation center serving residents of varying ages and skill levels and providing opportunities for open play, leagues, clinics, youth instruction, tournaments, senior wellness activities, and other recreational programming; and

WHEREAS, placing the Pipkin Building into productive use through an established recreational operator represents an opportunity to activate an underutilized City asset while continuing the transformation of Liberty Park preserving City ownership of the property and securing substantial private investment in improvements necessary to prepare the building for its new use; and

WHEREAS, the City of Memphis desires to enter into a lease agreement (the "Lease Agreement") with Bluff City Athletics, LLC for the exclusive use and operation of the Pipkin Building for an initial term

T-048

of seven (7) years, with an option to extend the Lease Agreement for one (1) additional seven (7)-year period upon the mutual written agreement of the parties and subject to the terms of the Lease Agreement; and

WHEREAS, the Council finds that the proposed Lease Agreement advances the public interest by returning an underutilized City facility to productive use, leveraging private investment to improve a publicly owned asset, expanding recreational and wellness opportunities for Memphians, and furthering the continued revitalization of Liberty Park; and

WHEREAS, in accordance with the City of Memphis Code of Ordinances, the Council of the City of Memphis shall approve all leases involving City-owned property.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, that the proposed Lease Agreement between the City of Memphis and Bluff City Athletics, LLC, doing business as Bluff City Pickleball LLC, for the exclusive use of the Pipkin Building located at 940 Early Maxwell Boulevard, Memphis, Tennessee 38104, for an initial term of seven (7) years, with an option to extend for one (1) additional seven (7) -year period upon the mutual written agreement of the parties, is hereby approved substantially in the form presented to the Council.

BE IT FURTHER RESOLVED, that the City of Memphis Real Estate Department shall prepare and arrange for the execution of the Lease Agreement, and the Mayor of the City of Memphis is hereby authorized to execute said Lease Agreement and any other documents necessary or appropriate to effectuate the purposes of this Resolution.

RESOLUTION NO. _____**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE APPROVING (I) THE ECONOMIC IMPACT PLAN AND AUTHORIZING A SITE-SPECIFIC TAX INCREMENT FINANCING PLAN FOR THE 3535 CENTRAL PROJECT AND (II) THE THIRD AMENDMENT TO THE ECONOMIC IMPACT PLAN FOR THE UNIVERSITY NEIGHBORHOODS DEVELOPMENT CORPORATION**

WHEREAS, the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (“EDGE”) is organized under Tennessee Code Annotated, Sections 7-53-101 et seq. (the “Act”), and is authorized to prepare and submit economic impact plans to the City of Memphis, Tennessee (the “City”) and Shelby County, Tennessee (the “County”); and

WHEREAS, 3535 Partners, LLC, a Tennessee limited liability company (“3535 Partners”), owns certain real property located at 3535 Central Avenue in Memphis, Tennessee, as more particularly described in the Economic Impact Plan attached hereto as Exhibit “A” (the “3535 Plan Area”); and

WHEREAS, 3535 Partners proposes to construct a new upscale hotel expected to include 112 guest rooms, approximately 1,500 square feet of meeting and conference space, an approximately 88-seat restaurant, an approximately 28-seat lobby bar, an approximately 114-seat rooftop bar, and surface parking (the “3535 Central Project”); and

WHEREAS, the Economic Impact Plan for the 3535 Central Project, attached hereto as Exhibit “A” (the “3535 Economic Impact Plan”), provides for approximately \$6,000,000 in public infrastructure improvements within or benefiting the 3535 Plan Area; and

WHEREAS, in order to make the 3535 Central Project financially feasible, 3535 Partners has requested tax increment financing consisting of seventy-five percent (75%) of the incremental real property tax revenues generated solely within the 3535 Plan Area for a period of twenty (20) years (the “TIF Revenues”), to be applied only to eligible costs in accordance with the Act and the 3535 Economic Impact Plan; and

WHEREAS, the 3535 Central Project is expected to support approximately 293 construction jobs and approximately 96 permanent jobs following the opening of the hotel, while adding a new hospitality asset near the University of Memphis and encouraging further investment in the surrounding area; and

WHEREAS, 3535 Partners coordinated a public meeting on the 3535 Central Project and invited surrounding property owners and organizations to attend; and

WHEREAS, EDGE held a public hearing relating to the 3535 Economic Impact Plan on September 16, 2026, after publishing notice of such hearing in a newspaper of general circulation two (2) weeks prior to that date, and approved a resolution, a copy of which is attached hereto as Exhibit “C”, approving the 3535 Economic Impact Plan and recommending approval of

the 3535 Economic Impact Plan by the Memphis City Council and the Shelby County Board of Commissioners, in accordance with Tennessee Code Annotated, Section 7-53-312; and

WHEREAS, the tax increment financing obligations authorized under the 3535 Economic Impact Plan will be payable solely from the TIF Revenues and will not constitute a debt or pledge of the faith and credit or taxing power of the City, the County, EDGE, or the State of Tennessee; and

WHEREAS, the City Council finds that the 3535 Economic Impact Plan is in the interests of the citizens of the City of Memphis, Tennessee and will promote economic development, improve the 3535 Plan Area, and further the purposes of the Act; and

WHEREAS, the University Neighborhoods Development Corporation (“UNDC”) is a private, neighborhood-based organization engaged in formulating a community and economic development strategy for the area surrounding the University of Memphis; and

WHEREAS, to assist UNDC in constructing certain public infrastructure in the Highland Strip area around the University of Memphis, EDGE, the Memphis City Council, and the Shelby County Board of Commissioners previously approved the Economic Impact Plan for the University District – Highland Strip, which was approved by EDGE on September 21, 2016, by the Memphis City Council on October 18, 2016, and by the Shelby County Commission on October 31, 2016, as amended by that certain First Amendment to the UNDC Economic Impact Plan, approved by EDGE on June 20, 2018, by the Memphis City Council on July 24, 2018, and by the Shelby County Commission on July 30, 2018, and that certain Second Amendment to the UNDC Economic Impact Plan, approved by EDGE on April 21, 2021, by the Memphis City Council on June 1, 2021, and by the Shelby County Commission on May 24, 2021 (collectively, the “UNDC Economic Impact Plan”); and

WHEREAS, the 3535 Plan Area is currently located within the plan area of the UNDC Economic Impact Plan (the “UNDC Plan Area”); and

WHEREAS, as detailed in the Third Amendment to the Economic Impact Plan for the University District – Highland Strip (the “UNDC EIP Third Amendment”), attached hereto as Exhibit “B”, UNDC and EDGE have agreed to (i) remove the 3535 Plan Area from the UNDC Plan Area and (ii) extend the term of the UNDC Economic Impact Plan from a twenty (20) year term to a thirty (30) year term upon the receipt of written approval from the Comptroller of the State of Tennessee, the City of Memphis, and the County of Shelby, Tennessee; and

WHEREAS, UNDC coordinated a public meeting on the UNDC EIP Third Amendment and invited surrounding property owners and organizations to attend; and

WHEREAS, EDGE considered the UNDC EIP Third Amendment at a public meeting held on September 16, 2026, held a public hearing relating to the UNDC EIP Third Amendment on September 25, 2026, after publishing notice of such hearing in a newspaper of general circulation two (2) weeks prior to that date, and approved a resolution, a copy of which is attached hereto as Exhibit “C”, approving the UNDC EIP Third Amendment and recommending approval of the UNDC EIP Third Amendment by the Memphis City Council and the Shelby

County Board of Commissioners, in accordance with Tennessee Code Annotated, Section 7-53-312; and

WHEREAS, the City Council finds that the UNDC EIP Third Amendment is in the interests of the citizens of the City of Memphis, Tennessee and will promote economic development, improve the UNDC Plan Area, and further the purposes of the Act; and

WHEREAS, EDGE has approved and submitted the 3535 Economic Impact Plan and the UNDC EIP Third Amendment to the City Council of the City of Memphis, Tennessee for approval in accordance with Tennessee Code Annotated § 7-53-312;

NOW, THEREFORE, BE IT RESOLVED, by the City Council of the City of Memphis, Tennessee:

That the 3535 Economic Impact Plan, in the form attached hereto as Exhibit “A” and incorporated herein by reference, being in the interests of the citizens of the City of Memphis, Tennessee, is hereby approved by the City Council; and

That the UNDC EIP Third Amendment, in the form attached hereto as Exhibit “B” and incorporated herein by reference, being in the interests of the citizens of the City of Memphis, Tennessee, is hereby approved by the City Council; and

That the officers of the City are hereby authorized to take all appropriate action to carry out the terms of the 3535 Economic Impact Plan and the UNDC EIP Third Amendment.

Passed this ____ day of _____, 2026.

Paul A. Young, Mayor

ATTEST:

City Administrator

EXHIBIT “A”

3535 Central Economic Impact Plan

See attached.

EXHIBIT “B”

UNDC EIP Third Amendment

See attached.

EXHIBIT “C”

EDGE Resolution Approving the 3535 Central Economic Impact Plan and UNDC EIP Third
Amendment

See attached.

**ECONOMIC DEVELOPMENT GROWTH ENGINE
INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF MEMPHIS AND COUNTY OF SHELBY,
TENNESSEE**

**ECONOMIC IMPACT PLAN
FOR THE
3535 CENTRAL AVENUE PROJECT**

I. Introduction

3535 Partners, LLC, a Tennessee limited liability company (“3535 Central”), owns certain real property located in Memphis, Tennessee (the “City”) at the southeast corner of Central Avenue and Highland Street, and municipally known as 3535 Central Avenue, Memphis, Tennessee (the “Property”). 3535 Central has requested assistance from the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, a public nonprofit corporation organized under Tenn. Code Ann. §§ 7-53-101, *et. seq.* (the “Board” or “EDGE”), in connection with a project to be developed on the Property, as more particularly described below.

What follows is an economic impact plan for the development of the Property (the “Plan”). First, the Plan explains the statutory authority for financial assistance from the Board (Section II). Second, the Plan describes the proposed project, the area subject to this Plan, and the requested financial assistance from the Board in the form of tax increment financing (Sections III, IV, and V). Third, the Plan discusses the expected benefits to the City of Memphis and Shelby County from the project (Section VI). Finally, the Plan explains the mechanics of the requested tax increment financing and the public approval process for the Plan (Sections VII and VIII).

II. Authority for Economic Impact Plan

The Board is an “industrial development corporation” under Tenn. Code Ann. § 7-53-101 *et. seq.* (an “IDB”). An IDB is authorized under Tenn. Code Ann. § 7-53-312 to prepare and submit to cities and counties an economic impact plan with respect to an area that includes a project within the meaning of Tenn. Code Ann. § 7-53-101 and such other properties that the IDB determines will be directly improved or benefited due to the undertaking of such project. Tennessee Code Annotated § 7-53-312 also authorizes cities and counties to apply and pledge new incremental tax revenues that arise from the area subject to the economic impact plan to the IDB to promote economic development, to pay the cost of projects, or to pay debt service on bonds, notes, or other obligations issued by the IDB to pay the costs of projects.

III. The Project

The Property is the former site of the Third Church of Christ Scientist church. The Property is currently vacant and is strategically located at the intersection of Central Avenue and Highland Street, near the University of Memphis campus. 3535 Central or one or more affiliates thereof

(“Developer”) has proposed to construct a hotel development on the Property that is expected to include 112 guest rooms, approximately 1,500 square feet of meeting and conference space, an approximately 88-seat restaurant, and approximately 28-seat lobby bar, and approximately 114-seat rooftop bar, and surface parking (collectively, the “Project”). The Project will provide Memphis with a new, upscale hotel near the University of Memphis, supporting business activity, events, and visitor needs. The Project will be a distinctive development at a high-profile, strategic intersection in the University District, creating new opportunities for lodging, and dining along the Central and Highland corridor. A preliminary site plan for the Project is attached hereto as Exhibit A. The Project is an eligible “project” within the meaning of Tenn. Code Ann. § 7-53-101(15).

The Project, however, is not feasible without improvements to Central Avenue and Highland Street and significant investment in new and improved infrastructure in the area, including site design and analysis, site preparation, grading, and drainage improvements, and construction of driveways, curbs and gutters, sidewalks and pedestrian walkways, lighting, water lines, electrical line, gas lines, sewer lines, retaining walls, landscaping, parking areas, and other associated public infrastructure. In order to make the Project financially feasible, the Developer has requested that the City and Shelby County, Tennessee (the “County”) approve, as part of this Plan, a plan for tax increment financing through the Board pursuant to Title 7, Chapter 53 of Tennessee Code Annotated to provide funds to pay a portion of the costs of the improvements that are needed to permit the construction and operation of the Project, as more particularly described in Section V below. The proceeds of the tax increment financing would be used to pay certain eligible costs, in accordance with Tenn. Code Ann. § 7-53-312 and Tenn. Code Ann. §§ 9-23-101 *et. seq.* (collectively, the “Tax Increment Act”) relating to the Project (the “Tax Increment Incentive”).

IV. Boundaries of Plan Area

The area that would be subject to this Plan and to the Tax Increment Incentive is shown on the attached Exhibit B (the “Plan Area”), and a list of the existing tax parcel that is included in the Plan Area is attached hereto as Exhibit C. As more particularly described below, the Tax Increment Incentive may also be used for improvements to the adjoining areas that will directly benefit the Project and will be directly benefited by the Project, as more particularly described on the attached Exhibit D (such adjoining areas, the “Additional Development Area”), which Additional Development Area is currently subject to an economic impact plan for the benefit of University Neighborhoods Development Corporation, a Tennessee nonprofit corporation (“UNDC” and such economic impact plan, the “UNDC TIF”). The Plan Area is hereby declared to be subject to this Plan, and the Project is hereby identified as the project that will be located within the Plan Area.

V. Financial Assistance to Project

The Board will provide financial assistance to the Project by applying the proceeds of the Tax Increment Incentive to pay for the following (collectively, the “Eligible Costs”): (A) all of Developer’s costs that are (i) incurred in connection with (x) the design, construction, development, and financing of public infrastructure for the Project in the Plan Area or (y) the Tax

Increment Incentive and (ii) permitted under the Tax Increment Act, including, without limitation, the costs of designing, constructing, and installing the improvements described on the attached Exhibit E (the “Planned Improvements”); and (B) subject to the terms of the Development Agreement (defined below), all of UNDC’s costs of designing, constructing, installing, repairing, and maintaining improvements in the Additional Development Area as described on the attached Exhibit F. A final description of Eligible Improvements will be set forth in one or more development agreements to be executed by the Board, the Developer, and UNDC in connection with the Tax Increment Incentive and consistent with this Plan (the “Development Agreement”), as the same may be amended from time to time by the Board and the Developer so long as such amendments are consistent with this Plan. The Board will pay for, reimburse Developer for (or in the case of improvements to the Additional Development Area, reimburse UNDC for), or repay the debt (principal and interest) or other financing of (as applicable) the Eligible Costs upon receipt of adequate documentation of such costs and expenses, as more particularly set forth in the Development Agreement. The Board is hereby authorized to issue and sell bonds, notes, or other obligations for purposes of paying the Eligible Costs, subject to the terms and conditions set forth in Section VII.b. below. As used herein, “public infrastructure” has the meaning given to such term in Tenn. Code Ann. § 9-23-102.

Tenn. Code Ann. § 9-23-108 does not permit the application of incremental tax revenues pursuant to this Plan to pay certain costs relating to privately owned land without first receiving a written determination from the Comptroller of the State of Tennessee (the “State”) and the Commissioner of Economic and Community Development of the State that the use of tax increment revenues for such purposes is in the best interest of the State. The Board will not apply any tax increment revenues to pay costs as to which such a written determination is required without first obtaining such written determination and approval from the Shelby County Commission, Memphis City Council and EDGE Board.

VI. Expected Benefits to City and County

Implementation of the Project will yield significant benefits to the City and the County. A primary benefit of the Project will be to create a new, upscale hotel near the University of Memphis, which will enhance the quality of life, economic opportunity, and engagement for the University of Memphis community. The Project is also expected to preserve and create jobs within the City and the County. The Project is expected to create approximately 293 temporary construction jobs and support approximately 96 permanent jobs in the area.

In addition to the benefits realized from a vibrant hotel near the University of Memphis and expanding the job base, the City and the County are also expected to receive substantial additional taxes as a result of the Project. Since the Property is currently vacant and undeveloped, the current ad valorem taxes generated in the Plan Area amount to only \$10,185.42 per year. The total Project investment is estimated at approximately \$46,890,667. The total additional City and County property taxes to be generated by the Project during the term of the Tax Increment Incentive are estimated at approximately \$10.3 million for the City and \$10.7 million for the County, based on current tax rates. Of these property taxes, the City will receive approximately \$4.2 million, and the County will receive approximately \$3.1 million. A portion of the new

property taxes generated in the Plan Area would be available to pay for Eligible Costs and administrative expenses of the Tax Increment Incentive, as more particularly described below.

Following the expiration of the Tax Increment Incentive, the City and County will benefit from the entire increase in the property taxes, which is estimated to be approximately \$513,846 per year for the City and \$536,183 per year for the County.

In addition to the new property taxes discussed above, implementation of the Project will generate local sales taxes of approximately \$18,829,000 for the term of the Tax Increment Incentive. These tax revenue projections are based on current tax rates.

A further benefit to the City and the County is that the investments in public infrastructure contemplated by this Plan and enabled by the Project will defray the cost of essential upgrades and replacement that would otherwise have been made by the public sector. The private sector investments and new taxes will be long-lasting, well beyond the twenty-year term of the Tax Increment Incentive.

VII. Distribution of Property Taxes and Tax Increment Financing

a. Distribution of Taxes. Subject to the provisions of this Plan, property taxes imposed on real property and personal property located within the Plan Area shall be allocated and distributed as provided in this subsection. The taxes assessed by the City and County on such property within the Plan Area will be divided and distributed as follows in accordance with the Tax Increment Act:

- i. First, two percent (2%) of all of Shelby County property taxes payable with respect to the Plan Area shall be payable, as collected, to the Shelby County Trustee as set forth in Tenn. Code Ann. § 8-11-110 (“Shelby County Trustee Fee”).
- ii. Second, an amount equal to (x) the portion of the property taxes payable, as collected, with respect to the Plan Area for the Base Year, as defined below, other than any portion of such taxes that constitutes Dedicated Taxes, as defined below (the “Base Taxes”), plus (y) that portion of property taxes levied upon property within the Plan Area annually that constitute Dedicated Taxes, as defined below (such Dedicated Taxes together with the Base Taxes, the “Total Base Tax Amount”), less the Shelby County Trustee Fee, will, pursuant to Tenn. Code Ann. § 9-23-103, be allocated to and, as collected, paid to the City and Shelby County in the same manner as all other taxes levied by the City and Shelby County on all other properties; provided, however, that in any year in which the taxes on the property within the Plan Area are less than the Total Base Tax Amount, only the taxes actually imposed will be allocated and paid to the City and Shelby County. As used herein, (a) “Base Year” means 2025, and “Dedicated Taxes” means, (i) with

respect to the County, a percentage obtained by dividing the County's debt service tax levy for the applicable fiscal year by the total property tax levy for such fiscal year; and (ii) with respect to the City, a percentage calculated at the commencement of each fiscal year of the City by dividing (x) the debt service budgeted by the City for payment during such fiscal year and attributable to governmental activities (and not business-type activities), by (y) the total revenues of the City attributable to governmental activities budgeted for such fiscal year, excluding any revenues that are legally restricted for specific purposes.

- iii. Third, seventy-five percent (75%) of the excess of property taxes over the Total Base Tax Amount less the Shelby County Trustee Fee (the "TIF Revenues") will be allocated and, as collected, paid into a separate fund of the Board created to hold such payments until the tax proceeds in the fund are to be applied to pay the Eligible Costs as described above.
- iv. Fourth, five percent (5%) of the of the excess of property taxes over the Total Base Tax Amount less the Shelby County Trustee fee shall be payable to the Board as an administrative fee for administering the Tax Increment Incentive. Of the fees received by the Board, the Board shall distribute (i) one percent (1%) of the excess of City of Memphis property taxes over the portion of the Total Base Tax Amount attributable to City of Memphis property taxes to the City Treasurer to administer the Memphis Tax Increment Incentive and (ii) two percent (2%) of the excess of Shelby County property taxes over the portion of the Total Base Tax Amount attributable to Shelby County property taxes to the Shelby County Trustee to administer the Shelby County Tax Increment Incentive.
- v. Fifth, the remaining of the excess of property taxes over the Total Base Tax Amount less the Shelby County Trustee Fee will be allocated to and, as collected, paid to the City and the County as all other taxes levied by the City and County on all other properties.

The Plan Area may hereafter be divided into multiple tax parcels in order to facilitate the phased development of the Project. The Board is authorized to designate, by notice to the City and the County, that the allocation of TIF Revenues from any parcel or group of parcels in the Plan Area shall begin in any tax year within the following six (6) tax years after the last local approval is obtained in order to match TIF Revenues with the application of TIF Revenues for the purposes provided herein.

The Board is authorized to make all calculations of TIF Revenues on the basis of each parcel with the Plan Area instead of on an aggregate basis, as permitted by the Tax increment Act. If the Board opts to have such calculations made based upon each parcel, the Board shall give

notice to the City and the County that such methodology will be used prior to the first allocation date of any TIF Revenues.

TIF Revenues shall be paid to EDGE, to the extent received by the City or County, within ninety (90) days after the respective dates that taxes would be delinquent to the City and County for such tax year. TIF Revenues received by the City and County as delinquent taxes shall be paid to EDGE by the City and the County within thirty (30) days of receipt.

b. TIF Obligations. In order to pay for Eligible Costs of the Project, the Board intends to use the incremental tax revenues that it would receive as a result of the adoption of this Plan to pay debt service on obligations incurred to finance such costs or to reimburse Developer directly for Eligible Cost. This tax increment financing may be structured as follows:

i. The Board is authorized to borrow the amount necessary to pay for the Planned Improvements, the cost of financing the Planned Improvements, and related Eligible Costs through the issuance and sale of notes, bonds, or other obligations of the Board. Such amount will be applied to pay the costs relating to the Project after payment of costs incurred in connection with the issuance of the Tax Increment Financing. The Board may pledge the TIF Revenues allocated to the Board pursuant to this Plan to the payment of such notes, bonds, or other obligations, including, without limitation, principal and interest thereon. In no event will any such obligations issued by the Board be considered a debt or obligation of the City or the County in any manner whatsoever, and the source of the funds to satisfy the Board's payment obligations thereunder shall be limited solely to the TIF Revenues, and such obligations shall otherwise be non-recourse to the Board, the City and the County.

ii. The proceeds of the notes, bonds, or obligations may be used to pay Eligible Costs as described above, the costs of issuances relating to notes, bonds or obligations described above, and interest on such notes, bonds, or other obligations.

iii. The notes, bonds, or other obligations shall also be payable from other revenues of the Board and revenues from the Project as determined from time to time by the Board.

c. Time Period. Taxes on the real and personal property within the Plan Area will be divided and distributed as provided in this Plan for a period, as to each parcel of property in the Plan Area, not in excess of twenty (20) years as to any parcel but, in any event, such allocations shall cease when there are not Eligible Costs, including any debt service, to be paid from the TIF Revenues. The Developer must commence construction of the Project on or before September 30, 2029. As used in the previous sentence, the term "commence construction" means shall mean the date on which substantial and continuous physical construction activities constituting a material portion of the work contemplated by this Plan are commenced at the Project site. Commencement of Construction shall require the actual commencement of on-site construction work, including, as applicable, excavation, grading, foundation work, installation of underground utilities, or other comparable physical construction activities that are integral to the Project and undertaken pursuant to the approved plans and specifications. The following activities, standing alone, shall not

constitute Commencement of Construction: architectural or engineering work; surveying; soil testing; environmental testing or remediation; geotechnical investigations; obtaining permits or governmental approvals; financing activities; procurement of materials or equipment; mobilization of personnel or equipment to the Project site; site preparation that is preliminary or incidental to construction; or other activities that do not constitute substantial physical construction of the Project. If the Developer fails to “commence construction” (as defined above) on or before September 30, 2029, then all TIF Revenues received by the Board after such date will be used to pay for Eligible Costs incurred by UNDC, and such TIF Revenues may no longer be used to pay for Eligible Costs incurred by the Developer.

d. Qualified Use. The Board, the City, and the County, by the adoption of this Plan, find that the use of the TIF Revenues as described herein is in furtherance of promoting economic development in the City and County and that costs to be financed as described herein are costs of the Project.

VIII. Approval Process

Pursuant to Tenn. Code Ann. § 7-53-312, the process for the approval of this Plan is as follows:

- a. The Developer will hold a public meeting regarding the Project after first providing written notice of the meeting to adjoining property owners in accordance with the Shelby County Commission’s TIF policies.
- b. The Board will hold a public hearing relating to the proposed Plan after publishing notice of such hearing in a newspaper of general circulation in the City and County at least two (2) weeks prior to the date of the public hearing. The notice must include the time, place and purpose of the hearing as well as notice of how a map of the subject area may be viewed by the public. Following such public hearing, the Board may submit the Plan to the City and County for their approval.
- c. The governing bodies of the City and County must approve the Plan to be effective as to both the City and the County. The Plan may be approved by resolutions of the City Council of the City and County Commission of the County, whether or not the local charter provisions of the governing bodies provide otherwise. If the governing body of the City approves this Plan but the governing body of the County does not approve this Plan, at Developer’s option, this Plan shall still be effective as to the City, and all references to allocating TIF Revenues of the County shall be deemed deleted. If the governing body of the County approves this Plan but the governing body of the City does not approve this Plan, at Developer’s option, this Plan shall still be effective as to the County, and all references to allocating TIF Revenues of the City shall be deemed deleted.
- d. Once this Plan has been approved by the governing bodies of the City and County, the clerk or other recording official of the governing bodies shall transmit the following to the appropriate tax assessor and taxing agency affected: (a) a copy of the description of the property within the Plan Area and (b) a copy of the resolutions approving the Plan. A copy of the Plan and the resolutions approving the Plan shall be filed with the Comptroller of

the State and annual statements of incremental tax revenues allocated to the Board shall be filed with the State Board of Equalization as required by the Tax Increment Act. The Board will also comply with all other procedural requirements of the Tax Increment Act and other applicable laws.

- e. Once this Plan has been approved by the governing bodies of the City and County, the Board shall execute the Development Agreement. The Board's obligation to provide financial assistance to the Project is subject to the subsequent approval and execution and delivery of the Development Agreement by the Board and Developer.
- f. Prior to the execution of the Development Agreement, the parcel contained in the Plan Area as set forth in Exhibit C shall be removed from the UNDC TIF with written notice to City of Memphis, Tennessee and County of Shelby, Tennessee. At which time, the UNDC TIF shall receive no further increment generated from the parcel contained in the Plan Area, except as otherwise permitted under this Plan and the Development Agreement.

EXHIBIT A
Site Development Plan

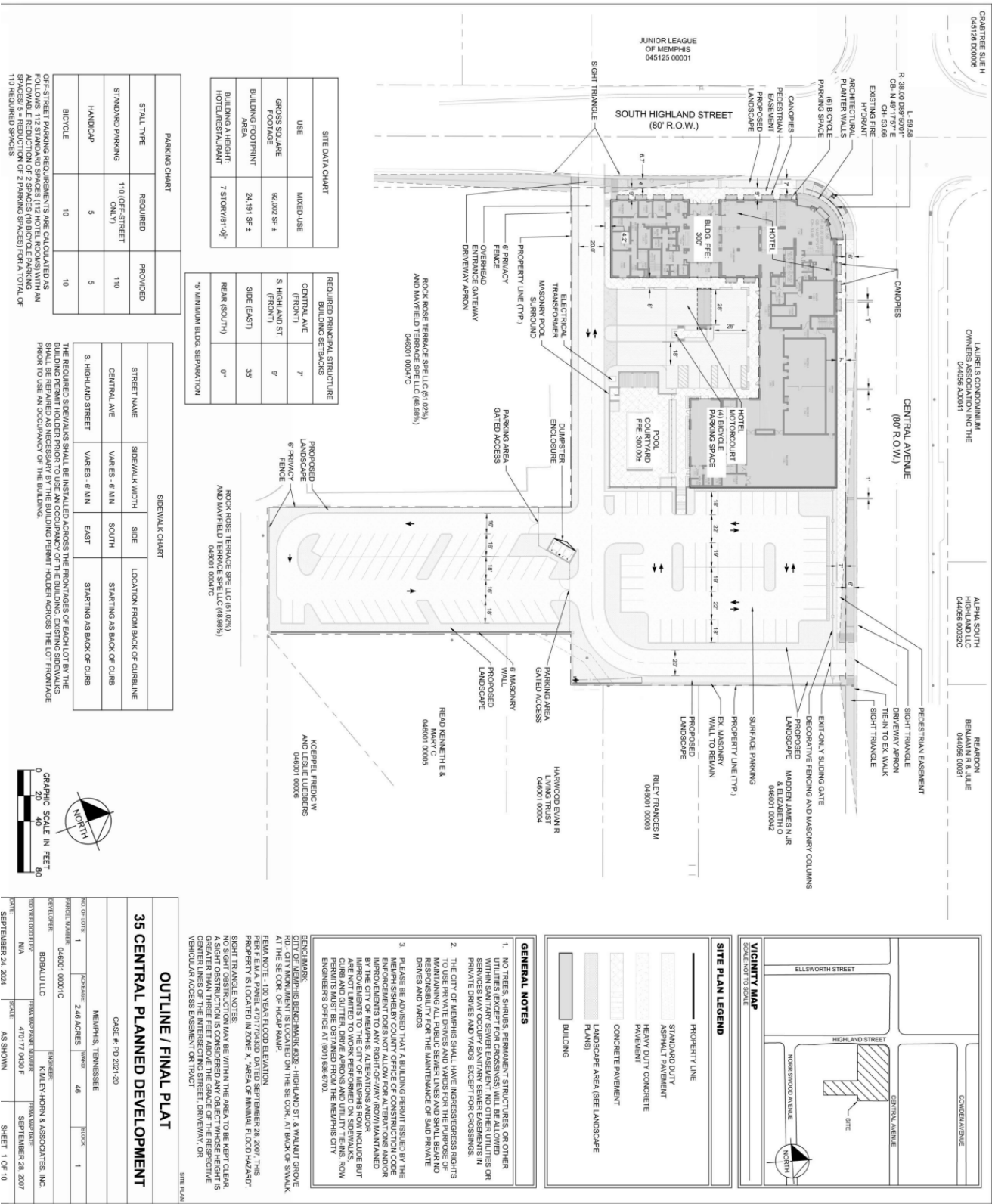


EXHIBIT B
Map of Plan Area



EXHIBIT C

Parcels in Plan Area

046001 00001C

EXHIBIT D
Additional Development Area

EXHIBIT E
Planned Improvements

The following improvements in the Plan Area:

- a) Demolition, clearing, grading, excavation, and erosion control,
- b) Soil remediation,
- c) Existing infrastructure demo and construction or reconstruction of public infrastructure,
- d) Utility connections and relocation, installation, replacement and placement to public utilities,
- e) Equipment located on a project site that constitutes public infrastructure,
- f) Architects and engineering costs for the design of any improvements to a project site,
- g) Access drives on a project site,
- h) Landscaping, irrigation, fencing, and street furnishings for a project site,
- i) Stormwater facilities (including water drainage and flood control) on a project site,
- j) Water system infrastructure and water features,
- k) Public sewer infrastructure and improvements,
- l) Electrical systems on public property or a public easement,
- m) Natural gas on public property or a public easement,
- n) Curbs, grates, gutters, medians, speed bumps and traffic calming devices,
- o) Pedestrian crosswalks, sidewalks and pedestrian safety features,
- p) Bike lanes and bike racks,
- q) Traffic signals, wayfinding, and district branding signs,
- r) Street lights and other safety lighting,
- s) Street signs,
- t) Street trees and site preparation,
- u) Parking lots,
- v) Public common areas,
- w) Acquisition of land for public infrastructure,
- x) Security enhancements, and
- y) Permits and permit fees, utility connection fees, legal, insurance, consulting, construction management fees and architectural, civil engineering, traffic engineering, landscape architecture consulting fees for specific planning, design and construction services reasonably required to accomplish any of the foregoing.

As used above, "public infrastructure" has the meaning given to such term in Tenn. Code Ann. § 9-23-102.

EXHIBIT F

UNDC Improvements

Acquisitions of property and infrastructure improvements intended for the economic and commercial development of, and the safety of residents and visitors, in the Additional Development Area, including, but not limited to, design, construction, installation, repair, and maintenance of the following:

- (a) New and existing sidewalk construction and repair;
- (b) Street lights, sidewalk and other safety lighting construction, installation, replacement and repair;
- (c) Street trees, grates, and site preparation;
- (d) Pet waste stations;
- (e) Interactive water features (e.g. splash pads, dry deck fountains, etc.)
- (f) Security cameras and systems;
- (g) Parking improvements and reconfiguration,
- (h) Street, sidewalk, driveway, curb, and gutter construction, repair, and reconfiguration;
- (i) Street medians and pedestrian refuge features;
- (j) Wayfinding and district branding signs, arches, and gateways within the public rights-of-way;
- (k) Utility relocation;
- (l) Pedestrian crosswalks and pedestrian safety features;
- (m) Bike lanes and bike racks;
- (n) Railroad crossing improvements (including but not limited to Quiet Zone improvements);
- (o) Landscaping, planters, irrigation systems, and street furnishings (e.g., benches, bollards, tables, chairs, etc.);
- (p) Traffic calming devices and improvements, including raised pedestrian crossings, textured crosswalks, speed tables, speed humps, and speed bumps;
- (q) Public art;
- (r) Bus and other transit stops;
- (s) Other improvements of a similar nature that would reasonably result in commercial or economic development of the Additional Development Area or the safety of motorized, pedestrian, or bicycle traffic in the Additional Development Area; and
- (t) Construction management fees and architectural, civil engineering, traffic engineering, and landscape architecture consulting fees for planning, design, and construction services reasonably required to accomplish any of the foregoing.



**ECONOMIC DEVELOPMENT
GROWTH ENGINE**
FOR MEMPHIS & SHELBY COUNTY

**RESOLUTION RELATED TO
THE ECONOMIC IMPACT PLAN FOR 3535 CENTRAL PROJECT
AND
MODIFICATION OF THE ECONOMIC IMPACT PLAN FOR THE UNIVERSITY
DISTRICT – HIGHLAND STRIP
BY THE ECONOMIC DEVELOPMENT GROWTH
ENGINE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS
AND COUNTY OF SHELBY, TENNESSEE**

WHEREAS, the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (the “Board”) is a nonprofit corporation duly organized and existing under and by virtue of the laws of the State of Tennessee and is empowered and authorized by Sections 7-53-101 et seq., Tennessee Code Annotated (the “Act”) to prepare and submit to the City of Memphis, Tennessee (the “City”) and the County of Shelby, Tennessee (the “County”) an economic impact plan with respect to an area that includes a project within the meaning of the Act and such other properties that the Board determines will be directly improved or benefitted due to the undertaking of such project; and

WHEREAS, 3535 Partners, LLC, a Tennessee limited liability company (“3535 Partners”) owns certain real property located at 3535 Central, Memphis, Tennessee (the “3535 Plan Area”), on which it intends to construct a new, upscale hotel development that is expected to include 112 guest rooms, approximately 1,500 square feet of meeting and conference space, an approximately 88-seat restaurant, an approximately 28-seat lobby bar, an approximately 114-seat rooftop bar, and surface parking (the “3535 Central Project”); and

WHEREAS, as set forth in the attached Economic Impact Plan attached hereto as Exhibit “A” (the “3535 Central Economic Impact Plan”), the 3535 Plan Area is currently located within the UNDC Plan Area (defined herein below) with the University Neighborhoods Development Corporation (“UNDC”); and

WHEREAS, if the 3535 Central Economic Impact Plan for the 3535 Central Project (“3535 Central TIF”) is approved by the Board, the Memphis City Council and the Shelby County Board of Commissioners, all parcels within the 3535 Plan Area shall be separated and removed from the current UNDC Plan Area before any parcel is designated for the 3535 Central TIF; and

WHEREAS, as set forth in the 3535 Central Economic Impact Plan, 3535 Partners intends to make public infrastructure improvements in the 3535 Plan Area, which will cost approximately \$6,000,000.00 and;

WHEREAS, in order to make the 3535 Central Project financially feasible, 3535 Partners has requested that the City and the County approve the 3535 Central Economic Impact Plan, which will provide tax increment financing through the Board pursuant to the Act providing tax

increment revenues to pay a portion of the Eligible Costs for the 3535 Central Project (as more particularly set forth in the 3535 Central Economic Impact Plan); and

WHEREAS, 3535 Partners has requested that the 3535 Central Project receive, for a period of twenty years, 75% of the incremental real property tax revenues ("TIF Revenues") accruing solely from the 3535 Plan Area pursuant to the Act; and

WHEREAS, as more particularly set forth in the 3535 Central Economic Impact Plan, the TIF Revenues will be used to pay the eligible costs of the public improvements relating to the 3535 Central Project in accordance with the Act; and

WHEREAS, the 3535 Central Project will encourage economic development for our community by supporting the private development of a new, upscale hotel near the University of Memphis, which will enhance the quality of life, economic opportunity, and engagement for the University of Memphis community and the 3535 Central Project will also support approximately 293 new construction jobs for the 3535 Central Project and approximately 96 permanent new jobs following the opening of the hotel within the 3535 Plan Area; and

WHEREAS, pursuant to the terms of the 3535 Central Economic Impact Plan, a Development Agreement between the Board and 3535 Partners (the "3535 Central Development Agreement") will be subsequently negotiated between the Board and 3535 Partners; and

WHEREAS, the Board shall require and ensure that the 3535 Central Development Agreement shall include provisions including, but not limited to, the following provisions:

- (a) UNDC, as a third-party beneficiary and for good and valuable consideration, will have approval rights with respect to any material or substantive changes to the 3535 Central Project's site plan, exterior building design, and construction materials, all as currently reflected on the plans and renderings to be attached hereto as Exhibit "B". Material or substantive aspects of the Project include, without limitation (1) building location site on the property; percentage and amount of brick used on Highland and Central frontages; (2) location of parking (which must be behind hotel structure and screened from Highland and Central); (3) no retail uses (excluding the hotel restaurant and bar but including the hotel gift shop) will be visible from Highland or Central; and (4) uses described in the Declaration of Covenants executed and recorded by 3535 Partners in connection herewith.
- (b) Provisions related to the conditions and use of the Tax Increment Incentive in the "Additional Development Area" permitted and defined in the 3535 Central Economic Impact Plan, and the procedure and process for administering said Increment.
- (c) All 3535 TIF Revenues will be automatically transferred for the benefit of the UNDC TIF in the following circumstance: (i) if 3535 Partners fails to commence construction of the 3535 Central Project on or before September 30, 2029 (as described in the 3535 Central Economic Impact Plan; or (ii) upon completion of the 3535 Central Project, payment in full of any tax increment financing loan arranged by 3535 Partners in connection with the 3535 Central Economic Impact Plan, and reimbursement of 3535 Partners from TIF Revenues of all eligible costs incurred by 3535 Partners under the 3535 Central Economic Impact Plan. As used in the previous sentence, the term "commence construction" means the date on

which substantial and continuous physical construction activities constituting a material portion of the work contemplated by the 3535 Central Economic Impact Plan are commenced at the Project site. Commencement of Construction shall require the actual commencement of on-site construction work, including, as applicable, excavation, grading, foundation work, installation of underground utilities, or other comparable physical construction activities that are integral to the Project and undertaken pursuant to the approved plans and specifications. The following activities, standing alone, shall not constitute Commencement of Construction: architectural or engineering work; surveying; soil testing; environmental testing or remediation; geotechnical investigations; obtaining permits or governmental approvals; financing activities; procurement of materials or equipment; mobilization of personnel or equipment to the Project site; site preparation that is preliminary or incidental to construction; or other activities that do not constitute substantial physical construction of the Project.

- (d) The UNDC shall be a signatory and party to the 3535 Central Development Agreement along with the Board and 3535 Partners, but only as to the provisions (a) – (c) above, and the UNDC’s consent shall be required for any amendment to those provisions.

WHEREAS, the Board has reviewed the 3535 Central Economic Impact Plan in an open, public meeting; and

WHEREAS, the Board desires that the UNDC provide written notice that they support the 3535 Central Project and the creation of a separate TIF for the 3535 Central Project as a welcome improvement in the area surrounding the University of Memphis along the Highland Strip; and

WHEREAS, the Board has conducted an open public hearing on the 3535 Central Economic Impact Plan held at least two (2) weeks after public notice of such hearing was published in accordance with Tennessee Code Annotated Section 7-53-312(g), a copy of which is attached as Exhibit “C”; and

WHEREAS, 3535 Partners has also coordinated a public meeting on the 3535 Central Project; and

WHEREAS, the UNDC is a private, neighborhood-based organization engaged in formulating a community and economic development strategy for the area surrounding the University of Memphis; and

WHEREAS, UNDC requested the assistance of the Board in connection with the construction of certain public infrastructure in the area more particularly described in the UNDC Economic Impact Plan (the “UNDC Plan Area”) pursuant to an Economic Impact Plan that was approved by the Board on September 21, 2016, by the Memphis City Council on October 18, 2016, and by the Shelby County Commission on October 31, 2016, as amended by that certain First Amendment to the UNDC Economic Impact Plan, approved by the Board on June 20, 2018, by the Memphis City Council on July 24, 2018, and by the Shelby County Commission on July 30, 2018, and that certain Second Amendment to the UNDC Economic Impact Plan approve by the Board on April 21, 2021, by the Memphis City Council on June 1, 2021, and by the Shelby County Commission on May 24, 2021 (collectively, the “UNDC Economic Impact Plan”); and

WHEREAS, the UNDC Economic Impact Plan provides for the distribution of incremental ad valorem property taxes to the Board to pay the Eligible Costs of the Planned Improvements or to UNDC pay the debt service on any TIF obligations issued by the Board, as such terms are defined in the UNDC Economic Impact Plan, and

WHEREAS, the Board subsequently approved and entered with UNDC into the UNDC Development Agreement, as amended; and

WHEREAS, the UNDC has proposed a third amendment to the UNDC Economic Impact Plan which would (i) remove the 3535 Central Plan Area from the UNDC Plan Area, and (ii) extend the term of the UNDC TIF from a twenty (20) year term to a thirty (30) year term upon the receipt of written approval for the State of Tennessee Comptroller, the City of Memphis and County of Shelby, Tennessee (“UNDC EIP Third Amendment”); and

WHEREAS, the Board has reviewed the UNDC EIP Third Amendment in an open, public meeting; and

WHEREAS, the Board shall conduct a public hearing on September 25, 2026 for the UNDC EIP Third Amendment which will be two (2) weeks after public notice of the hearing was published in accordance with Tennessee Code Annotated Section 7-53-312(g), a copy of the notice is attached as Exhibit “D”; and

WHEREAS, the UNDC has also coordinated a public meeting on the UNDC EIP Third Amendment; and

WHEREAS, the Board has determined that the Third Amendment to the UNDC Economic Impact Plan and the Third Amendment to the UNDC Development Agreement would further the purposes of the Act; and

WHEREAS, UNDC desires to submit the UNDC EIP Third Amendment to the Memphis City Council and to the Shelby County Commission; and

WHEREAS, it appears that the UNDC EIP Third Amendment is each in appropriate form and is an appropriate instrument to be accepted or executed and delivered by the Board for the purpose intended.

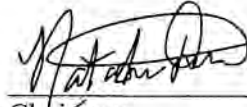
NOW, THEREFORE, BE IT RESOLVED, by the Board of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee as follows:

1. The foregoing recitals and whereas clauses are hereby incorporated into and made a part of these Resolutions for all purposes and shall have the same force and effect as if fully set forth in the Resolutions.
2. It is hereby found and determined by the Board that the 3535 Central Economic Impact Plan meets the requirements of the Act, will improve the 3535 Central Plan Area, increase surrounding property values, foster the further development and improvement of the City and the County and otherwise further the purposes of the Act.

3. The Board, subject to the receipt of written approval from the Tennessee Comptroller to extend the term of the UNDC TIF to a thirty (30) years, hereby approves the 3535 Central Economic Impact Plan and Third Amendment to the UNDC EIP as submitted to the Board and hereby submits it to the Memphis City Council and the Shelby County Commissioners with a recommendation of approval.
4. Subject to, and upon the approval of the 3535 Central Economic Impact Plan and to approval of the UNDC EIP Third Amendment by both the Memphis City Council and the Shelby County Board of Commissioners in the form of that submitted by the Board, and the subsequent execution and delivery by the Board, 3535 Partners, and UNDC of the 3535 Central Development Agreement and the subsequent execution and delivery of the Third Amendment of the UNDC Development Agreement, the Board hereby authorizes the collection of the TIF Revenues for the 3535 Central TIF and the UNDC EIP Third Amendment.
5. The Chairman, the Vice Chairman, President and Secretary of the Board (the "Authorized Officers"), any one of whom may act alone, are each hereby authorized and directed to negotiate the final terms of the 3535 Central Development Agreement and to the Third Amendment of the UNDC TIF Development Agreement and to present it to the Board for approval.
6. Mark Beutelschies and/or Stephen Anderson, jointly or individually, are appointed as hearing officers to take all public comments at the UNDC public hearing and to convey a summary to the EDGE President. The EDGE President shall report to the EDGE Board as necessary.
7. It is understood and agreed by and between the Board and 3535 Partners that the provisions of this Resolution, are not intended to, and shall not be construed or interpreted to, (a) obligate, or authorizes the expenditure of, any funds or monies of the Board derived from any source whatsoever other than the TIF Revenues as provided for in this Resolution or (b) obligate the Board to pay any costs incurred in connection with the implementation of the 3535 Central Economic Impact Plan, including without limitation the Board's attorneys' fees, from any source other than the TIF Revenues and funds to be paid by 3535 Partners, (c) constitute a debt or a pledge of the faith and credit or taxing power of the City of Memphis, Tennessee, the County of Shelby, Tennessee, the State of Tennessee other than the pledge of the TIF Revenues, or (d) create any personal liability of any officer, director or member of the Board or any official employee of the Board.
8. The approvals contained in this resolution for the 3535 Central TIF shall expire if the stated approvals in Section 3 above, are not obtained, a development agreement with EDGE has not been executed, and the parcel containing 3535 Central has not been activated in the 3535 Central TIF within three (3) years of the date of the adoption of this resolution.
9. The Authorized Officers are each hereby authorized and directed in the name and on behalf of the Board, and if appropriate, under its corporate seal, attested by its Secretary or any other officer of the Board, to execute all such other agreements, certificates and instruments and to take all such other action that any officer may consider necessary or appropriate to carry out the foregoing resolutions and transactions contemplated thereby.

10. All acts and doings of the officers of the Board that are in conformity with the purposes and intent of this Resolution and in furtherance of the implementation of the 3535 Economic Impact Plan and the Third Amendment to the UNDC EIP shall be and the same hereby are in all respects, approved and confirmed.

Adopted this 16th day of September 2026.

A handwritten signature in black ink, appearing to read "N. A. ...", is written over a horizontal line.

Chairman

EXHIBIT “A”

3535 Central Economic Impact Plan

See attached.

**ECONOMIC DEVELOPMENT GROWTH ENGINE
INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF MEMPHIS AND COUNTY OF SHELBY,
TENNESSEE**

**ECONOMIC IMPACT PLAN
FOR THE
3535 CENTRAL AVENUE PROJECT**

I. Introduction

3535 Partners, LLC, a Tennessee limited liability company ("3535 Central"), owns certain real property located in Memphis, Tennessee (the "City") at the southeast corner of Central Avenue and Highland Street, and municipally known as 3535 Central Avenue, Memphis, Tennessee (the "Property"). 3535 Central has requested assistance from the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, a public nonprofit corporation organized under Tenn. Code Ann. §§ 7-53-101, *et. seq.* (the "Board" or "EDGE"), in connection with a project to be developed on the Property, as more particularly described below.

What follows is an economic impact plan for the development of the Property (the "Plan"). First, the Plan explains the statutory authority for financial assistance from the Board (Section II). Second, the Plan describes the proposed project, the area subject to this Plan, and the requested financial assistance from the Board in the form of tax increment financing (Sections III, IV, and V). Third, the Plan discusses the expected benefits to the City of Memphis and Shelby County from the project (Section VI). Finally, the Plan explains the mechanics of the requested tax increment financing and the public approval process for the Plan (Sections VII and VIII).

II. Authority for Economic Impact Plan

The Board is an "industrial development corporation" under Tenn. Code Ann. § 7-53-101 *et. seq.* (an "IDB"). An IDB is authorized under Tenn. Code Ann. § 7-53-312 to prepare and submit to cities and counties an economic impact plan with respect to an area that includes a project within the meaning of Tenn. Code Ann. § 7-53-101 and such other properties that the IDB determines will be directly improved or benefited due to the undertaking of such project. Tennessee Code Annotated § 7-53-312 also authorizes cities and counties to apply and pledge new incremental tax revenues that arise from the area subject to the economic impact plan to the IDB to promote economic development, to pay the cost of projects, or to pay debt service on bonds, notes, or other obligations issued by the IDB to pay the costs of projects.

III. The Project

The Property is the former site of the Third Church of Christ Scientist church. The Property is currently vacant and is strategically located at the intersection of Central Avenue and Highland Street, near the University of Memphis campus. 3535 Central or one or more affiliates thereof

(“Developer”) has proposed to construct a hotel development on the Property that is expected to include 112 guest rooms, approximately 1,500 square feet of meeting and conference space, an approximately 88-seat restaurant, and approximately 28-seat lobby bar, and approximately 114-seat rooftop bar, and surface parking (collectively, the “Project”). The Project will provide Memphis with a new, upscale hotel near the University of Memphis, supporting business activity, events, and visitor needs. The Project will be a distinctive development at a high-profile, strategic intersection in the University District, creating new opportunities for lodging, and dining along the Central and Highland corridor. A preliminary site plan for the Project is attached hereto as Exhibit A. The Project is an eligible “project” within the meaning of Tenn. Code Ann. § 7-53-101(15).

The Project, however, is not feasible without improvements to Central Avenue and Highland Street and significant investment in new and improved infrastructure in the area, including site design and analysis, site preparation, grading, and drainage improvements, and construction of driveways, curbs and gutters, sidewalks and pedestrian walkways, lighting, water lines, electrical line, gas lines, sewer lines, retaining walls, landscaping, parking areas, and other associated public infrastructure. In order to make the Project financially feasible, the Developer has requested that the City and Shelby County, Tennessee (the “County”) approve, as part of this Plan, a plan for tax increment financing through the Board pursuant to Title 7, Chapter 53 of Tennessee Code Annotated to provide funds to pay a portion of the costs of the improvements that are needed to permit the construction and operation of the Project, as more particularly described in Section V below. The proceeds of the tax increment financing would be used to pay certain eligible costs, in accordance with Tenn. Code Ann. § 7-53-312 and Tenn. Code Ann. §§ 9-23-101 *et. seq.* (collectively, the “Tax Increment Act”) relating to the Project (the “Tax Increment Incentive”).

IV. Boundaries of Plan Area

The area that would be subject to this Plan and to the Tax Increment Incentive is shown on the attached Exhibit B (the “Plan Area”), and a list of the existing tax parcel that is included in the Plan Area is attached hereto as Exhibit C. As more particularly described below, the Tax Increment Incentive may also be used for improvements to the adjoining areas that will directly benefit the Project and will be directly benefited by the Project, as more particularly described on the attached Exhibit D (such adjoining areas, the “Additional Development Area”), which Additional Development Area is currently subject to an economic impact plan for the benefit of University Neighborhoods Development Corporation, a Tennessee nonprofit corporation (“UNDC” and such economic impact plan, the “UNDC TIF”). The Plan Area is hereby declared to be subject to this Plan, and the Project is hereby identified as the project that will be located within the Plan Area.

V. Financial Assistance to Project

The Board will provide financial assistance to the Project by applying the proceeds of the Tax Increment Incentive to pay for the following (collectively, the “Eligible Costs”): (A) all of Developer’s costs that are (i) incurred in connection with (x) the design, construction, development, and financing of public infrastructure for the Project in the Plan Area or (y) the Tax

Increment Incentive and (ii) permitted under the Tax Increment Act, including, without limitation, the costs of designing, constructing, and installing the improvements described on the attached Exhibit E (the "Planned Improvements"); and (B) subject to the terms of the Development Agreement (defined below), all of UNDC's costs of designing, constructing, installing, repairing, and maintaining improvements in the Additional Development Area as described on the attached Exhibit F. A final description of Eligible Improvements will be set forth in one or more development agreements to be executed by the Board, the Developer, and UNDC in connection with the Tax Increment Incentive and consistent with this Plan (the "Development Agreement"), as the same may be amended from time to time by the Board and the Developer so long as such amendments are consistent with this Plan. The Board will pay for, reimburse Developer for (or in the case of improvements to the Additional Development Area, reimburse UNDC for), or repay the debt (principal and interest) or other financing of (as applicable) the Eligible Costs upon receipt of adequate documentation of such costs and expenses, as more particularly set forth in the Development Agreement. The Board is hereby authorized to issue and sell bonds, notes, or other obligations for purposes of paying the Eligible Costs, subject to the terms and conditions set forth in Section VII.b. below. As used herein, "public infrastructure" has the meaning given to such term in Tenn. Code Ann. § 9-23-102.

Tenn. Code Ann. § 9-23-108 does not permit the application of incremental tax revenues pursuant to this Plan to pay certain costs relating to privately owned land without first receiving a written determination from the Comptroller of the State of Tennessee (the "State") and the Commissioner of Economic and Community Development of the State that the use of tax increment revenues for such purposes is in the best interest of the State. The Board will not apply any tax increment revenues to pay costs as to which such a written determination is required without first obtaining such written determination and approval from the Shelby County Commission, Memphis City Council and EDGE Board.

VI. Expected Benefits to City and County

Implementation of the Project will yield significant benefits to the City and the County. A primary benefit of the Project will be to create a new, upscale hotel near the University of Memphis, which will enhance the quality of life, economic opportunity, and engagement for the University of Memphis community. The Project is also expected to preserve and create jobs within the City and the County. The Project is expected to create approximately 293 temporary construction jobs and support approximately 96 permanent jobs in the area.

In addition to the benefits realized from a vibrant hotel near the University of Memphis and expanding the job base, the City and the County are also expected to receive substantial additional taxes as a result of the Project. Since the Property is currently vacant and undeveloped, the current ad valorem taxes generated in the Plan Area amount to only \$10,185.42 per year. The total Project investment is estimated at approximately \$46,890,667. The total additional City and County property taxes to be generated by the Project during the term of the Tax Increment Incentive are estimated at approximately \$10.3 million for the City and \$10.7 million for the County, based on current tax rates. Of these property taxes, the City will receive approximately \$4.2 million, and the County will receive approximately \$3.1 million. A portion of the new

property taxes generated in the Plan Area would be available to pay for Eligible Costs and administrative expenses of the Tax Increment Incentive, as more particularly described below.

Following the expiration of the Tax Increment Incentive, the City and County will benefit from the entire increase in the property taxes, which is estimated to be approximately \$513,846 per year for the City and \$536,183 per year for the County.

In addition to the new property taxes discussed above, implementation of the Project will generate local sales taxes of approximately \$18,829,000 for the term of the Tax Increment Incentive. These tax revenue projections are based on current tax rates.

A further benefit to the City and the County is that the investments in public infrastructure contemplated by this Plan and enabled by the Project will defray the cost of essential upgrades and replacement that would otherwise have been made by the public sector. The private sector investments and new taxes will be long-lasting, well beyond the twenty-year term of the Tax Increment Incentive.

VII. Distribution of Property Taxes and Tax Increment Financing

a. Distribution of Taxes. Subject to the provisions of this Plan, property taxes imposed on real property and personal property located within the Plan Area shall be allocated and distributed as provided in this subsection. The taxes assessed by the City and County on such property within the Plan Area will be divided and distributed as follows in accordance with the Tax Increment Act:

- i. First, two percent (2%) of all of Shelby County property taxes payable with respect to the Plan Area shall be payable, as collected, to the Shelby County Trustee as set forth in Tenn. Code Ann. § 8-11-110 ("Shelby County Trustee Fee").
- ii. Second, an amount equal to (x) the portion of the property taxes payable, as collected, with respect to the Plan Area for the Base Year, as defined below, other than any portion of such taxes that that constitutes Dedicated Taxes, as defined below (the "Base Taxes"), plus (y) that portion of property taxes levied upon property within the Plan Area annually that constitute Dedicated Taxes, as defined below (such Dedicated Taxes together with the Base Taxes, the "Total Base Tax Amount"), less the Shelby County Trustee Fee, will, pursuant to Tenn. Code Ann. § 9-23-103, be allocated to and, as collected, paid to the City and Shelby County in the same manner as all other taxes levied by the City and Shelby County on all other properties; provided, however, that in any year in which the taxes on the property within the Plan Area are less than the Total Base Tax Amount, only the taxes actually imposed will be allocated and paid to the City and Shelby County. As used herein, (a) "Base Year" means 2025, and "Dedicated Taxes" means, (i) with

respect to the County, a percentage obtained by dividing the County's debt service tax levy for the applicable fiscal year by the total property tax levy for such fiscal year; and (ii) with respect to the City, a percentage calculated at the commencement of each fiscal year of the City by dividing (x) the debt service budgeted by the City for payment during such fiscal year and attributable to governmental activities (and not business-type activities), by (y) the total revenues of the City attributable to governmental activities budgeted for such fiscal year, excluding any revenues that are legally restricted for specific purposes.

- iii. Third, seventy-five percent (75%) of the excess of property taxes over the Total Base Tax Amount less the Shelby County Trustee Fee (the "TIF Revenues") will be allocated and, as collected, paid into a separate fund of the Board created to hold such payments until the tax proceeds in the fund are to be applied to pay the Eligible Costs as described above.
- iv. Fourth, five percent (5%) of the of the excess of property taxes over the Total Base Tax Amount less the Shelby County Trustee fee shall be payable to the Board as an administrative fee for administering the Tax Increment Incentive. Of the fees received by the Board, the Board shall distribute (i) one percent (1%) of the excess of City of Memphis property taxes over the portion of the Total Base Tax Amount attributable to City of Memphis property taxes to the City Treasurer to administer the Memphis Tax Increment Incentive and (ii) two percent (2%) of the excess of Shelby County property taxes over the portion of the Total Base Tax Amount attributable to Shelby County property taxes to the Shelby County Trustee to administer the Shelby County Tax Increment Incentive.
- v. Fifth, the remaining of the excess of property taxes over the Total Base Tax Amount less the Shelby County Trustee Fee will be allocated to and, as collected, paid to the City and the County as all other taxes levied by the City and County on all other properties.

The Plan Area may hereafter be divided into multiple tax parcels in order to facilitate the phased development of the Project. The Board is authorized to designate, by notice to the City and the County, that the allocation of TIF Revenues from any parcel or group of parcels in the Plan Area shall begin in any tax year within the following six (6) tax years after the last local approval is obtained in order to match TIF Revenues with the application of TIF Revenues for the purposes provided herein.

The Board is authorized to make all calculations of TIF Revenues on the basis of each parcel with the Plan Area instead of on an aggregate basis, as permitted by the Tax increment Act. If the Board opts to have such calculations made based upon each parcel, the Board shall give

notice to the City and the County that such methodology will be used prior to the first allocation date of any TIF Revenues.

TIF Revenues shall be paid to EDGE, to the extent received by the City or County, within ninety (90) days after the respective dates that taxes would be delinquent to the City and County for such tax year. TIF Revenues received by the City and County as delinquent taxes shall be paid to EDGE by the City and the County within thirty (30) days of receipt.

b. TIF Obligations. In order to pay for Eligible Costs of the Project, the Board intends to use the incremental tax revenues that it would receive as a result of the adoption of this Plan to pay debt service on obligations incurred to finance such costs or to reimburse Developer directly for Eligible Cost. This tax increment financing may be structured as follows:

i. The Board is authorized to borrow the amount necessary to pay for the Planned Improvements, the cost of financing the Planned Improvements, and related Eligible Costs through the issuance and sale of notes, bonds, or other obligations of the Board. Such amount will be applied to pay the costs relating to the Project after payment of costs incurred in connection with the issuance of the Tax Increment Financing. The Board may pledge the TIF Revenues allocated to the Board pursuant to this Plan to the payment of such notes, bonds, or other obligations, including, without limitation, principal and interest thereon. In no event will any such obligations issued by the Board be considered a debt or obligation of the City or the County in any manner whatsoever, and the source of the funds to satisfy the Board's payment obligations thereunder shall be limited solely to the TIF Revenues, and such obligations shall otherwise be non-recourse to the Board, the City and the County.

ii. The proceeds of the notes, bonds, or obligations may be used to pay Eligible Costs as described above, the costs of issuances relating to notes, bonds or obligations described above, and interest on such notes, bonds, or other obligations.

iii. The notes, bonds, or other obligations shall also be payable from other revenues of the Board and revenues from the Project as determined from time to time by the Board.

c. Time Period. Taxes on the real and personal property within the Plan Area will be divided and distributed as provided in this Plan for a period, as to each parcel of property in the Plan Area, not in excess of twenty (20) years as to any parcel but, in any event, such allocations shall cease when there are not Eligible Costs, including any debt service, to be paid from the TIF Revenues. The Developer must commence construction of the Project on or before September 30, 2029. As used in the previous sentence, the term "commence construction" means shall mean the date on which substantial and continuous physical construction activities constituting a material portion of the work contemplated by this Plan are commenced at the Project site. Commencement of Construction shall require the actual commencement of on-site construction work, including, as applicable, excavation, grading, foundation work, installation of underground utilities, or other comparable physical construction activities that are integral to the Project and undertaken pursuant to the approved plans and specifications. The following activities, standing alone, shall not

constitute Commencement of Construction: architectural or engineering work; surveying; soil testing; environmental testing or remediation; geotechnical investigations; obtaining permits or governmental approvals; financing activities; procurement of materials or equipment; mobilization of personnel or equipment to the Project site; site preparation that is preliminary or incidental to construction; or other activities that do not constitute substantial physical construction of the Project. If the Developer fails to “commence construction” (as defined above) on or before September 30, 2029, then all TIF Revenues received by the Board after such date will be used to pay for Eligible Costs incurred by UNDC, and such TIF Revenues may no longer be used to pay for Eligible Costs incurred by the Developer.

d. Qualified Use. The Board, the City, and the County, by the adoption of this Plan, find that the use of the TIF Revenues as described herein is in furtherance of promoting economic development in the City and County and that costs to be financed as described herein are costs of the Project.

VIII. Approval Process

Pursuant to Tenn. Code Ann. § 7-53-312, the process for the approval of this Plan is as follows:

- a. The Developer will hold a public meeting regarding the Project after first providing written notice of the meeting to adjoining property owners in accordance with the Shelby County Commission’s TIF policies.
- b. The Board will hold a public hearing relating to the proposed Plan after publishing notice of such hearing in a newspaper of general circulation in the City and County at least two (2) weeks prior to the date of the public hearing. The notice must include the time, place and purpose of the hearing as well as notice of how a map of the subject area may be viewed by the public. Following such public hearing, the Board may submit the Plan to the City and County for their approval.
- c. The governing bodies of the City and County must approve the Plan to be effective as to both the City and the County. The Plan may be approved by resolutions of the City Council of the City and County Commission of the County, whether or not the local charter provisions of the governing bodies provide otherwise. If the governing body of the City approves this Plan but the governing body of the County does not approve this Plan, at Developer’s option, this Plan shall still be effective as to the City, and all references to allocating TIF Revenues of the County shall be deemed deleted. If the governing body of the County approves this Plan but the governing body of the City does not approve this Plan, at Developer’s option, this Plan shall still be effective as to the County, and all references to allocating TIF Revenues of the City shall be deemed deleted.
- d. Once this Plan has been approved by the governing bodies of the City and County, the clerk or other recording official of the governing bodies shall transmit the following to the appropriate tax assessor and taxing agency affected: (a) a copy of the description of the property within the Plan Area and (b) a copy of the resolutions approving the Plan. A copy of the Plan and the resolutions approving the Plan shall be filed with the Comptroller of

the State and annual statements of incremental tax revenues allocated to the Board shall be filed with the State Board of Equalization as required by the Tax Increment Act. The Board will also comply with all other procedural requirements of the Tax Increment Act and other applicable laws.

- e. Once this Plan has been approved by the governing bodies of the City and County, the Board shall execute the Development Agreement. The Board's obligation to provide financial assistance to the Project is subject to the subsequent approval and execution and delivery of the Development Agreement by the Board and Developer.
- f. Prior to the execution of the Development Agreement, the parcel contained in the Plan Area as set forth in Exhibit C shall be removed from the UNDC TIF with written notice to City of Memphis, Tennessee and County of Shelby, Tennessee. At which time, the UNDC TIF shall receive no further increment generated from the parcel contained in the Plan Area, except as otherwise permitted under this Plan and the Development Agreement.

EXHIBIT A Site Development Plan

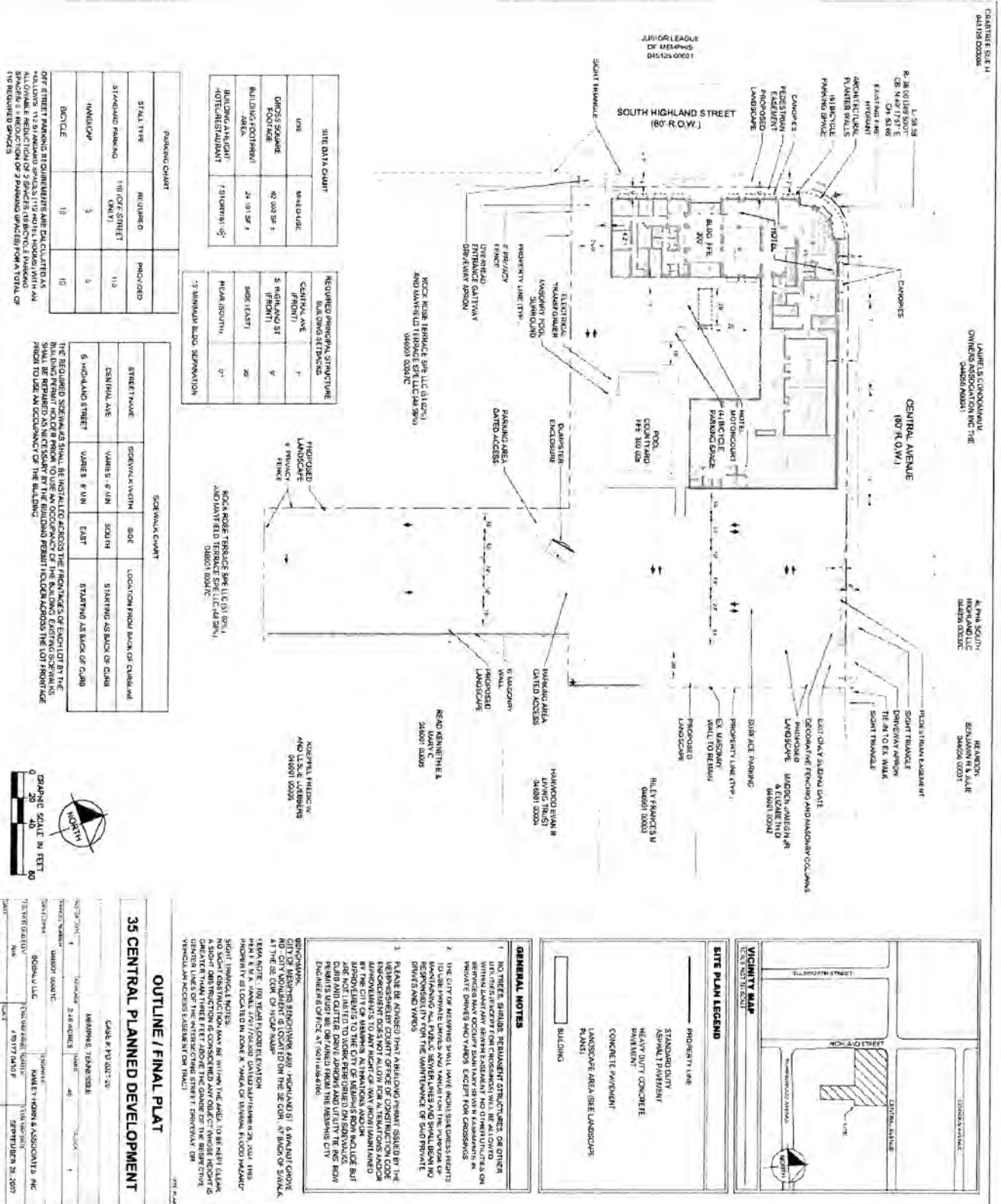


EXHIBIT B
Map of Plan Area



EXHIBIT C

Parcels in Plan Area

046001 00001C

EXHIBIT D
Additional Development Area



EXHIBIT E
Planned Improvements

The following improvements in the Plan Area:

- a) Demolition, clearing, grading, excavation, and erosion control,
- b) Soil remediation,
- c) Existing infrastructure demo and construction or reconstruction of public infrastructure,
- d) Utility connections and relocation, installation, replacement and placement to public utilities,
- e) Equipment located on a project site that constitutes public infrastructure,
- f) Architects and engineering costs for the design of any improvements to a project site,
- g) Access drives on a project site,
- h) Landscaping, irrigation, fencing, and street furnishings for a project site,
- i) Stormwater facilities (including water drainage and flood control) on a project site,
- j) Water system infrastructure and water features,
- k) Public sewer infrastructure and improvements,
- l) Electrical systems on public property or a public easement,
- m) Natural gas on public property or a public easement,
- n) Curbs, grates, gutters, medians, speed bumps and traffic calming devices,
- o) Pedestrian crosswalks, sidewalks and pedestrian safety features,
- p) Bike lanes and bike racks,
- q) Traffic signals, wayfinding, and district branding signs,
- r) Street lights and other safety lighting,
- s) Street signs,
- t) Street trees and site preparation,
- u) Parking lots,
- v) Public common areas,
- w) Acquisition of land for public infrastructure,
- x) Security enhancements, and
- y) Permits and permit fees, utility connection fees, legal, insurance, consulting, construction management fees and architectural, civil engineering, traffic engineering, landscape architecture consulting fees for specific planning, design and construction services reasonably required to accomplish any of the foregoing.

As used above, "public infrastructure" has the meaning given to such term in Tenn. Code Ann. § 9-23-102.

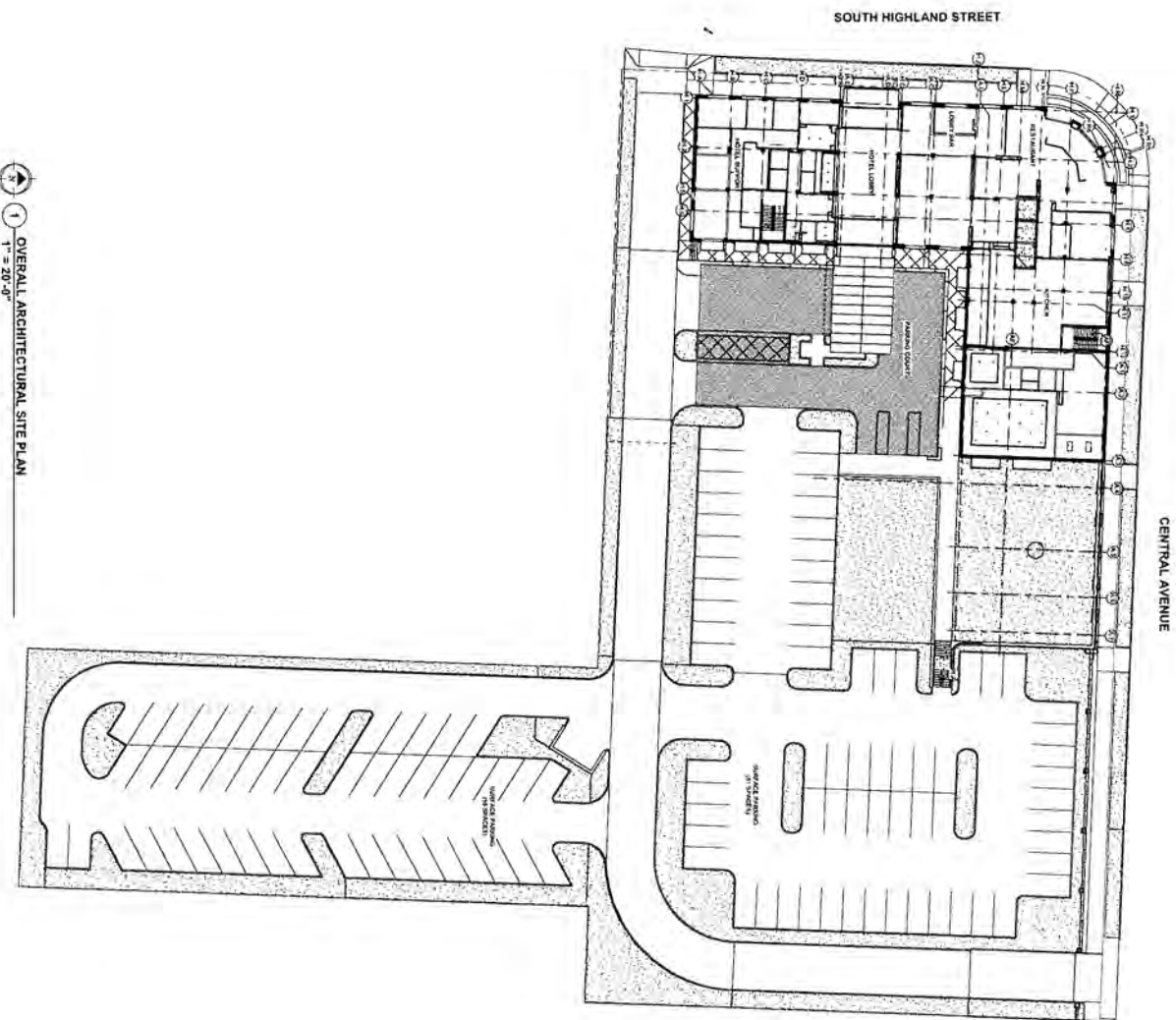
EXHIBIT F
UNDC Improvements

Acquisitions of property and infrastructure improvements intended for the economic and commercial development of, and the safety of residents and visitors, in the Additional Development Area, including, but not limited to, design, construction, installation, repair, and maintenance of the following:

- (a) New and existing sidewalk construction and repair;
- (b) Street lights, sidewalk and other safety lighting construction, installation, replacement and repair;
- (c) Street trees, grates, and site preparation;
- (d) Pet waste stations;
- (e) Interactive water features (e.g. splash pads, dry deck fountains, etc.)
- (f) Security cameras and systems;
- (g) Parking improvements and reconfiguration,
- (h) Street, sidewalk, driveway, curb, and gutter construction, repair, and reconfiguration;
- (i) Street medians and pedestrian refuge features;
- (j) Wayfinding and district branding signs, arches, and gateways within the public rights-of-way;
- (k) Utility relocation;
- (l) Pedestrian crosswalks and pedestrian safety features;
- (m) Bike lanes and bike racks;
- (n) Railroad crossing improvements (including but not limited to Quiet Zone improvements);
- (o) Landscaping, planters, irrigation systems, and street furnishings (e.g., benches, bollards, tables, chairs, etc.);
- (p) Traffic calming devices and improvements, including raised pedestrian crossings, textured crosswalks, speed tables, speed humps, and speed bumps;
- (q) Public art;
- (r) Bus and other transit stops;
- (s) Other improvements of a similar nature that would reasonably result in commercial or economic development of the Additional Development Area or the safety of motorized, pedestrian, or bicycle traffic in the Additional Development Area; and
- (t) Construction management fees and architectural, civil engineering, traffic engineering, and landscape architecture consulting fees for planning, design, and construction services reasonably required to accomplish any of the foregoing.

**EXHIBIT “B”
3535 EIP**

Plans and Renderings



1 OVERALL ARCHITECTURAL SITE PLAN
1" = 20'-0"



DESIGN

ARCHITECT
3535 CENTRAL AVE
MEMPHIS, TN 38111
TEL: 901.712.1000
WWW.DESIGN.COM

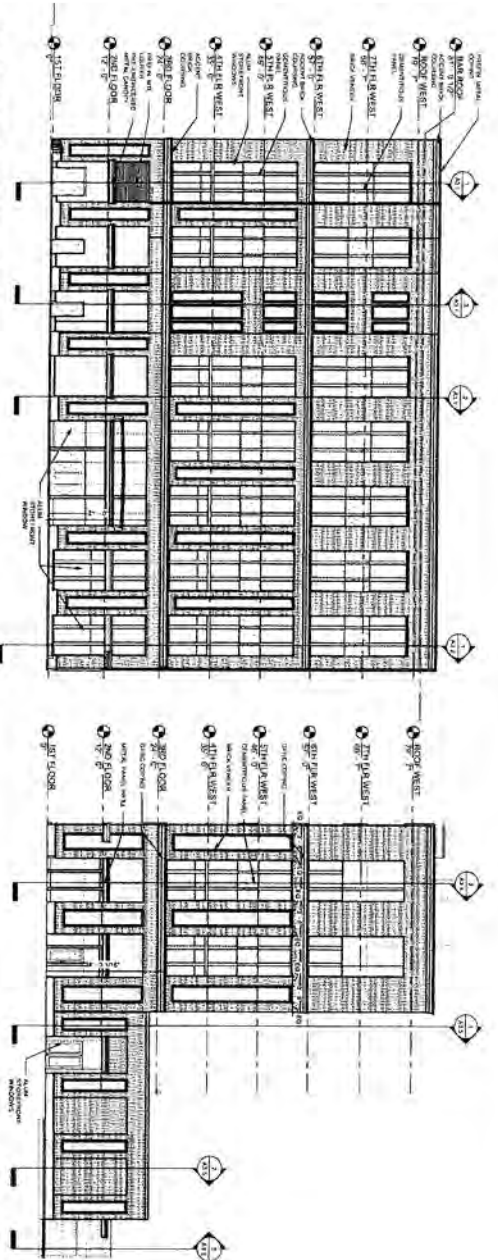
A MIXED-USE DEVELOPMENT
3535 CENTRAL
3535 Central Ave Memphis, TN, 38111

REDESIGN DD	
REVISIONS	
1	2025.04.11

DATE
2025.04.11
PROJECT NO.
3535-01
SHEET
01 OF 01

AS1.1

EXTERIOR FINISH LEGEND	
	BRICK
	CONCRETE
	STUCCO
	METAL PANELING
	GLASS
	WOOD SIDING
	ASPHALT SHINGLES
	GRAVEL
	CONCRETE SLAB
	CONCRETE FOUNDATION
	CONCRETE RETAINING WALL
	CONCRETE DRIVEWAY
	CONCRETE WALKWAY
	CONCRETE PARKING LOT
	CONCRETE SIDEWALK
	CONCRETE FOUNDATION
	CONCRETE RETAINING WALL
	CONCRETE DRIVEWAY
	CONCRETE WALKWAY
	CONCRETE PARKING LOT
	CONCRETE SIDEWALK

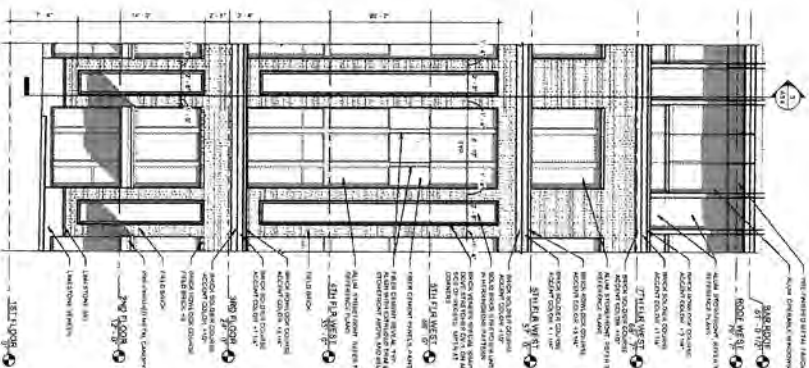


1 OVERALL WEST ELEVATION - HOTEL/PARKING COURT
3/12" = 1'-0"

2 OVERALL NORTH ELEVATION - HOTEL/PARKING COURT
3/12" = 1'-0"

3 OVERALL EAST ELEVATION - PARKING COURT - EAST
3/12" = 1'-0"

5 OVERALL EAST ELEVATION
3/12" = 1'-0"



4 ENLARGED ELEV - HOTEL NORTH
3/16" = 1'-0"



DESIGN

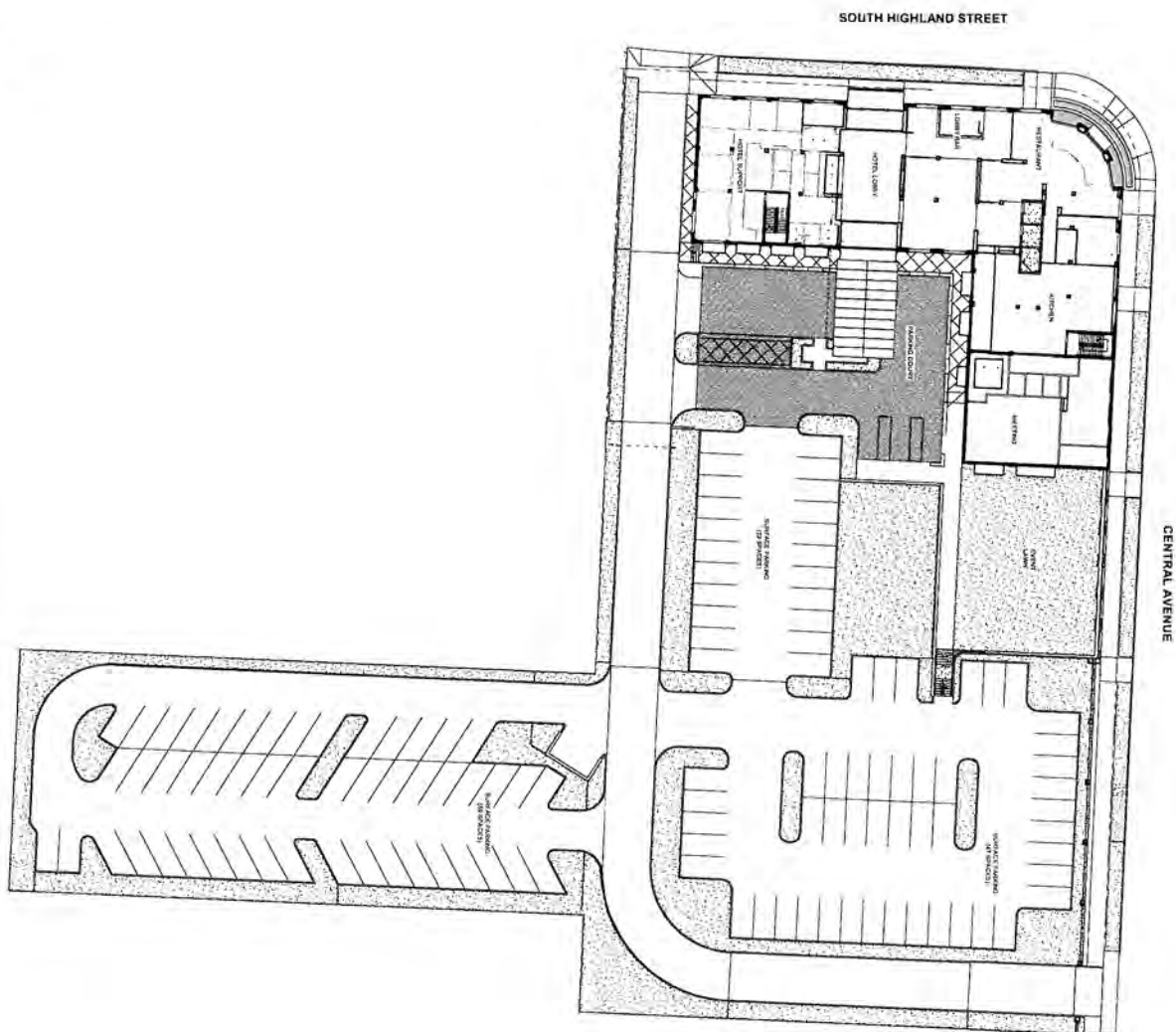
ARCHITECT
3535 CENTRAL AVE
MEMPHIS, TN 38111
TEL: 901.521.1234
WWW.3535CENTRAL.COM

A MIXED-USE DEVELOPMENT
3535 CENTRAL
3535 Central Ave Memphis, TN, 38111

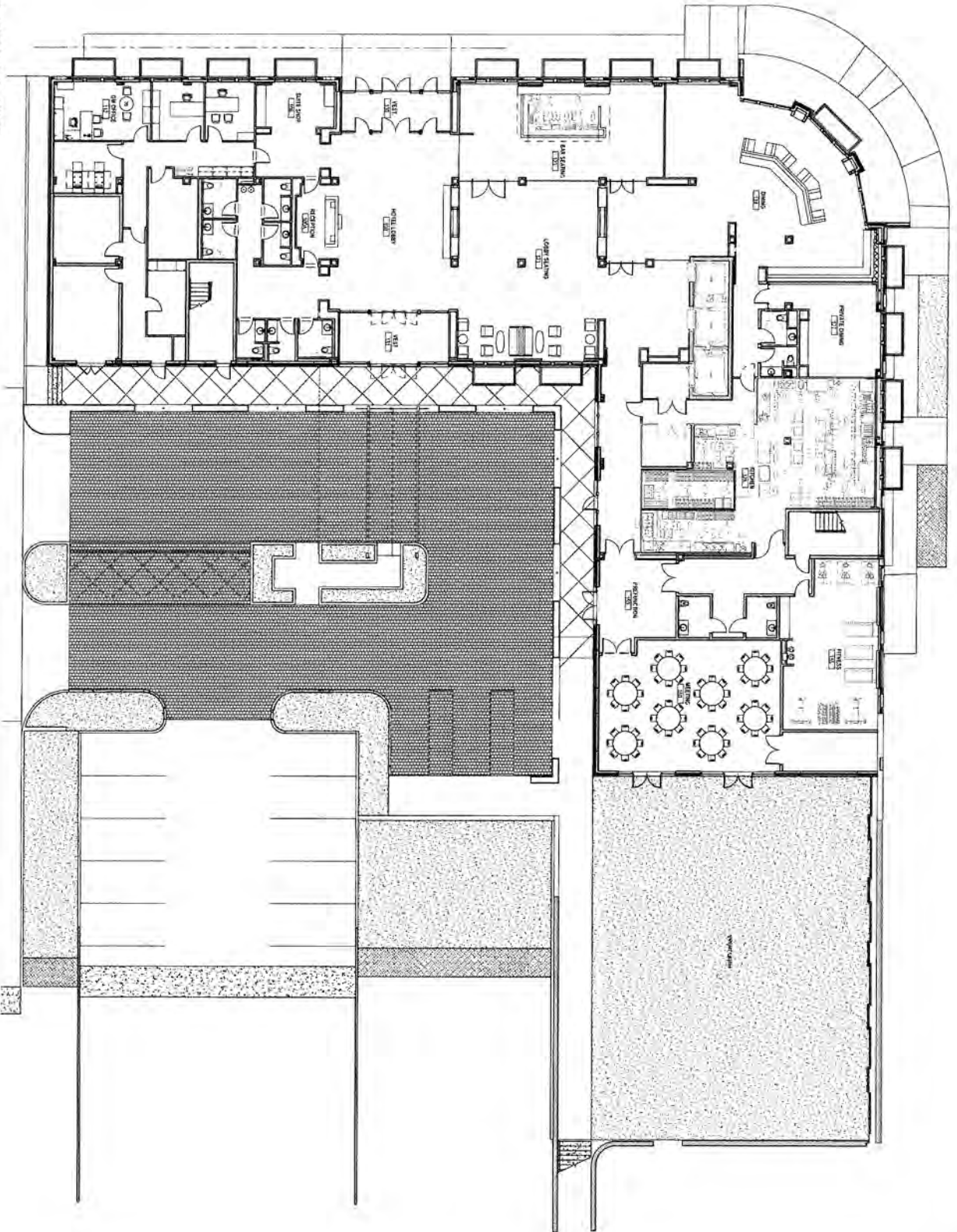
REVISIONS
DATE
BY
REVISIONS

OVERALL
ELEVATIONS

A2.1



1 FIRST FLOOR PLAN - COLOR
1/8" = 1'-0"



4010 N. GULF BLVD. SUITE 110
MEMPHIS, TN 38111
901.521.1234
WWW.DESIGNP2.COM

A MIXED-USE DEVELOPMENT 3535 CENTRAL

3535 Central Ave Memphis, TN, 38111

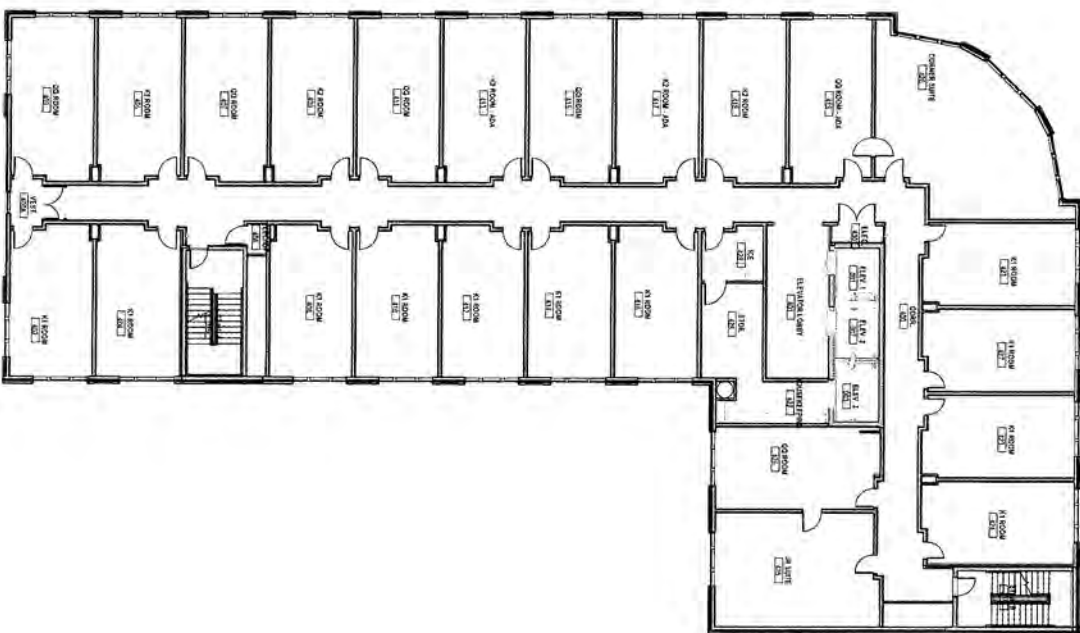
REDESIGN DD
REVISIONS
DATE
BY
CHECKED
DATE

DATE
DESIGNED
CHECKED
DATE

FIRST FLOOR PLAN

P2

P4



2 4TH FLR WEST
1/8" = 1'-0"



DESIGN

ARCHITECT
3535 CENTRAL AVENUE, SUITE 200
MEMPHIS, TN 38111
901.521.1234
WWW.DESIGNARCHITECTS.COM

A MIXED-USE DEVELOPMENT
3535 CENTRAL

3535 Central Ave Memphis, TN, 38111

REDESIGN DD

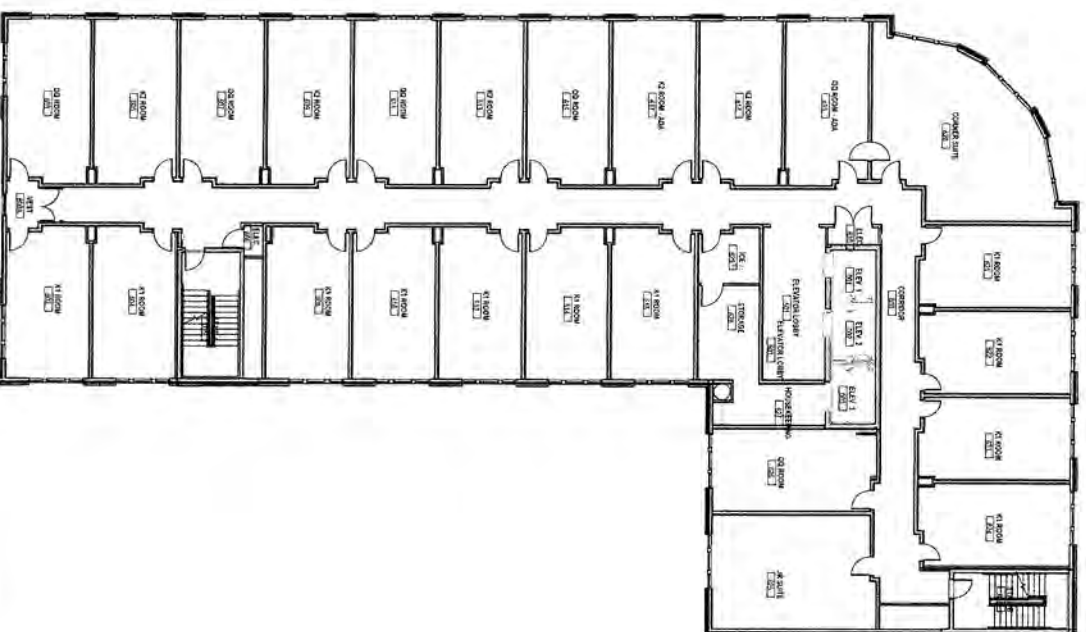
REVISIONS

Date: 01/11/2017

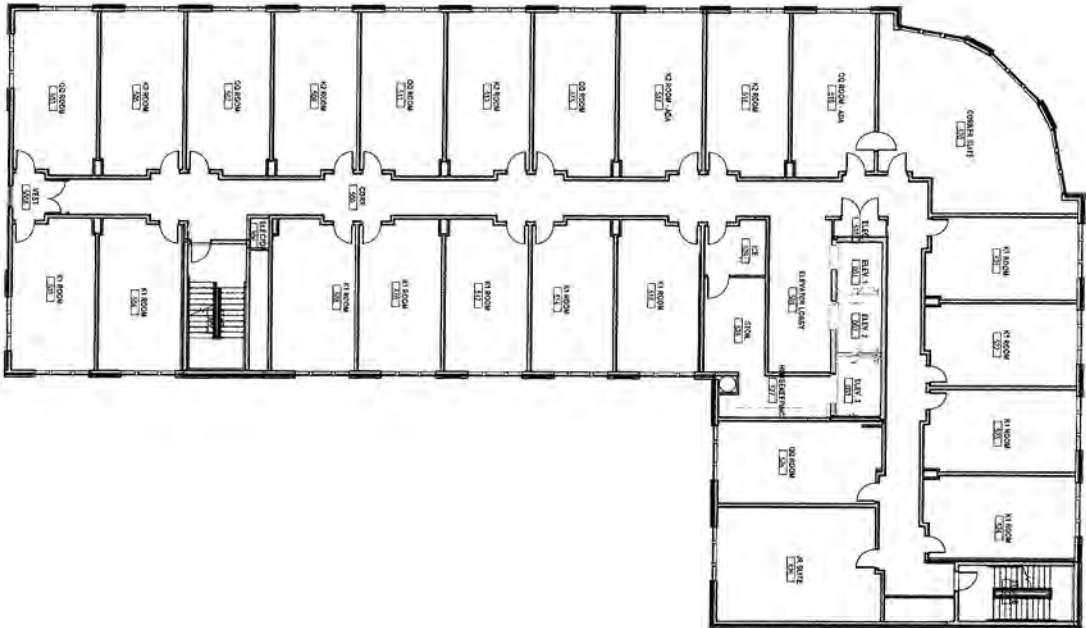
Date: 01/11/2017

FIFTH & SIXTH
FLOOR PLAN

P5

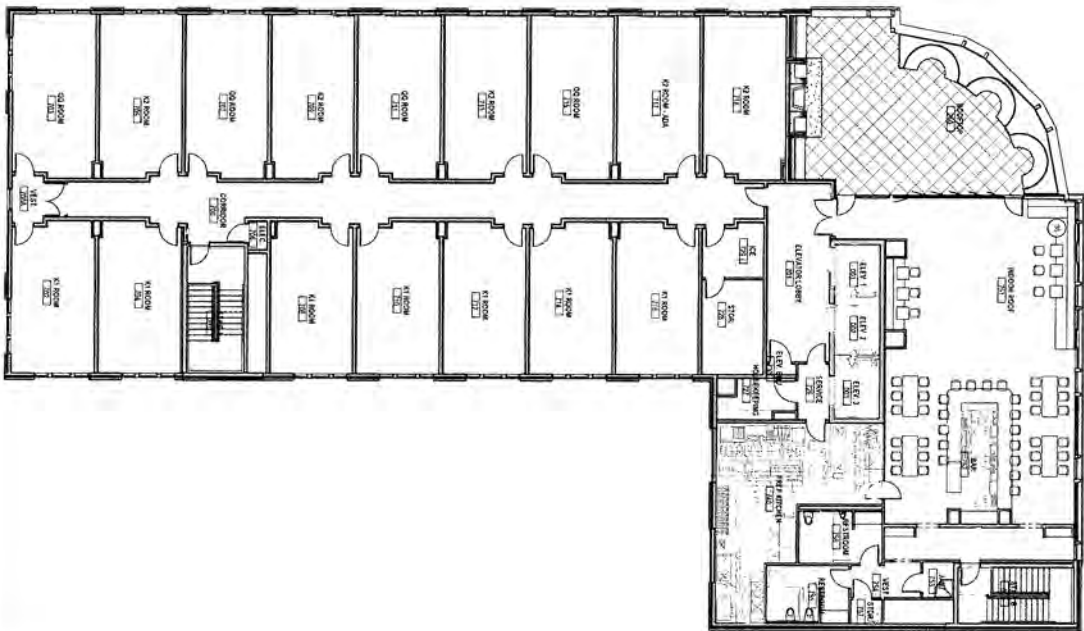


5TH FLOOR CLEAN
1/8" = 1'-0"



6TH FLOOR CLEAN
1/8" = 1'-0"

7TH FLOOR CLEAN
1/8" = 1'-0"



DESIGN



3535 CENTRAL
A MIXED-USE DEVELOPMENT
3535 Central Ave Memphis, TN, 38111

REDESIGN DD
REVISIONS

3535 Central Ave Memphis, TN, 38111

SEVENTH FLOOR
PLAN

P6

3535 CENTRAL

December 2025



AGENDA

By The Numbers

Site

Floor Plans

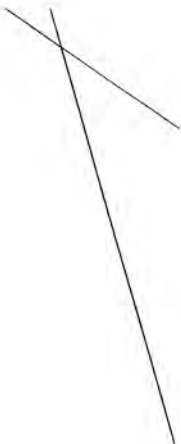
Exteriors

Summary

3535 CENTRAL

2

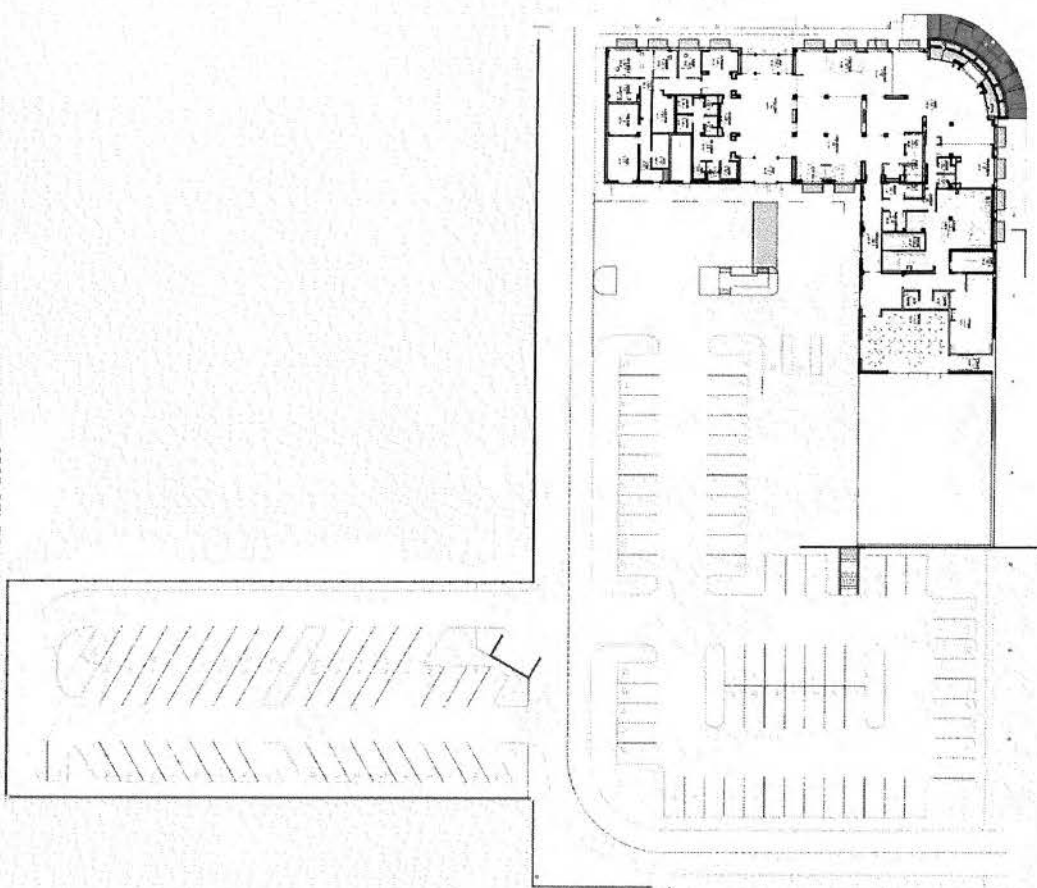




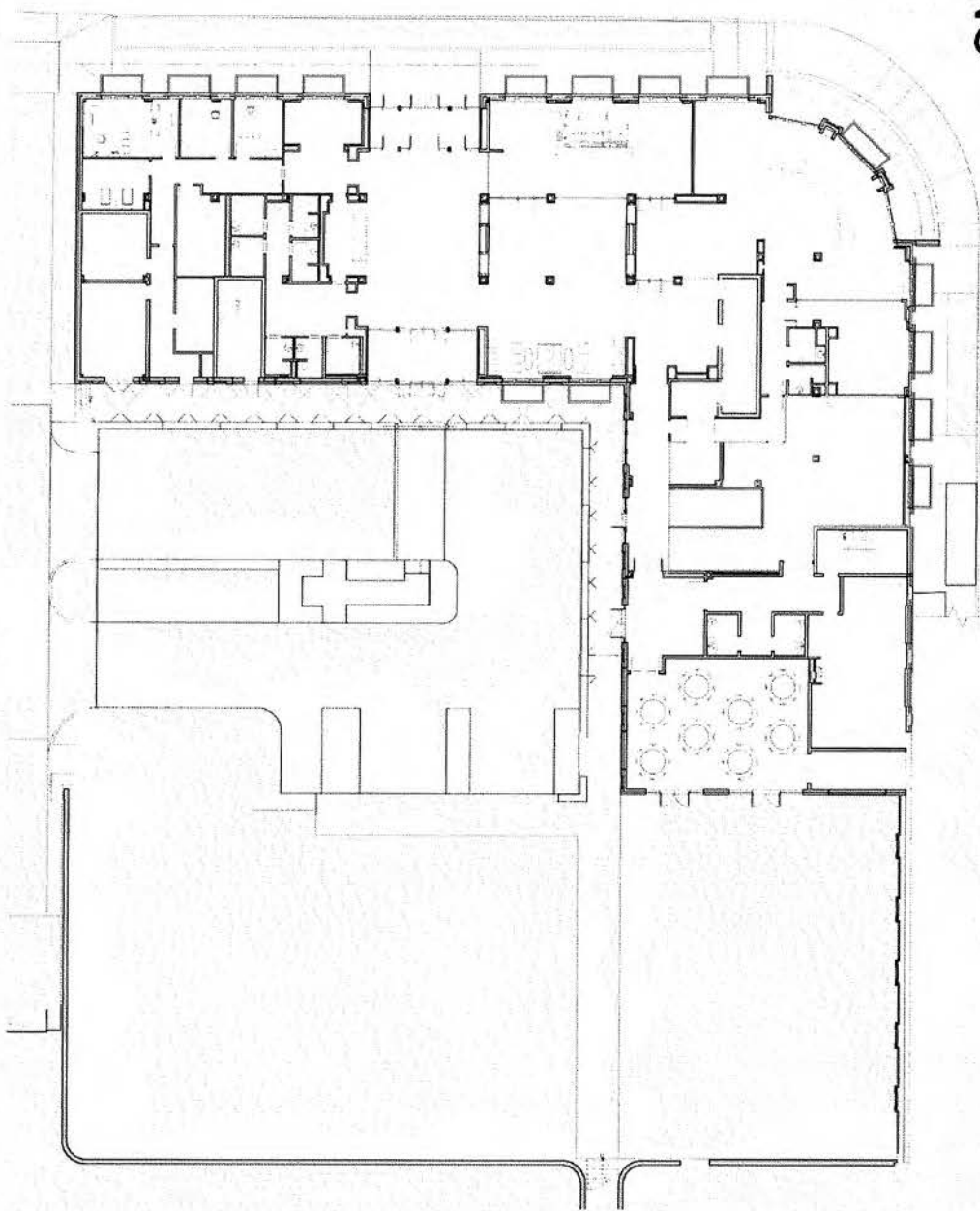
3535 BY THE NUMBERS

HOTEL	PARKING	HOSPITALITY	MEETING
<u>112 ROOMS</u>	180 SPACES	88-SEAT RESTAURANT	1200SF BALLROOM
76 KING ROOMS	EV-READY SPACES	28-SEAT LOBBY BAR	96 AT 8-TOPS
28 QUEEN/QUEEN		114-SEAT ROOFTOP BAR	300SF PREFUNCTION
8 SUITES			LOBBY

OVERALL SITE



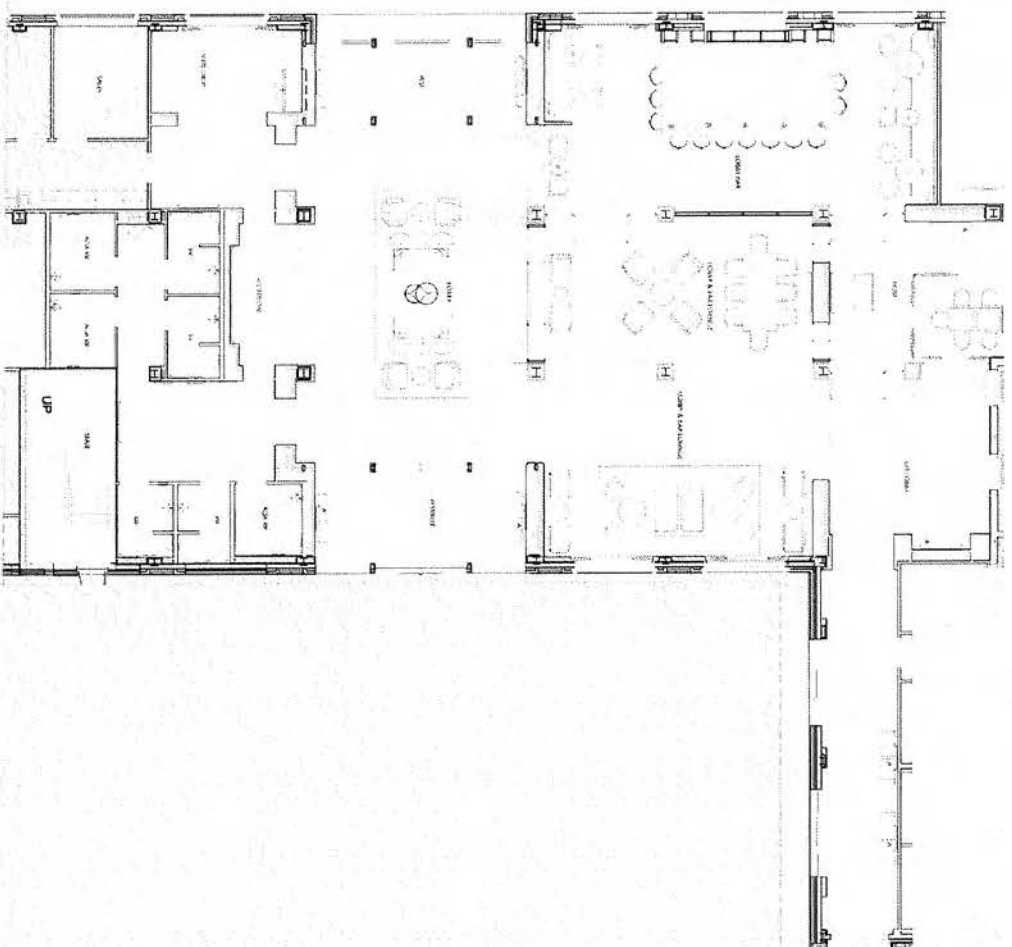
FLOOR PLANS



3535 CENTRAL

first floor
overall

FLOOR PLANS



3535 CENTRAL

hotel lobby
reception / lobby bar

INTERIORS



5 CENTRAL

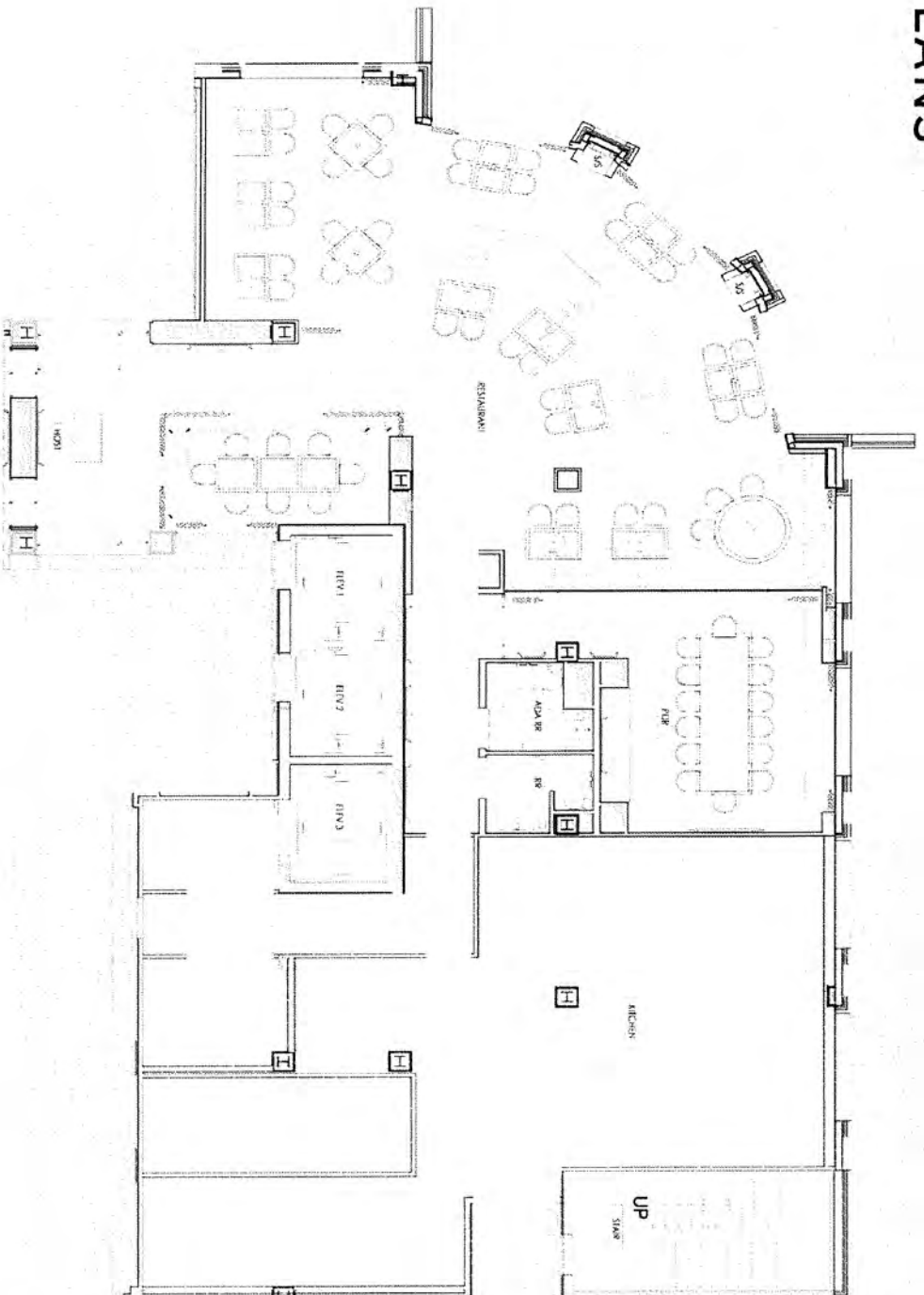
reception

INTERIORS



lobby bar

FLOOR PLANS



3535 CENTRAL

restaurant
dining / private dining

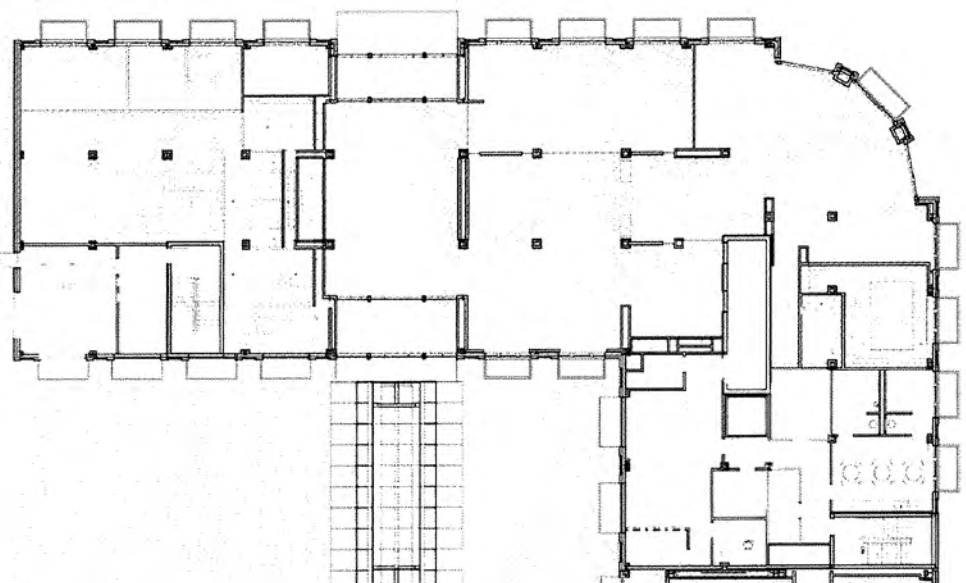
INTERIORS



3535

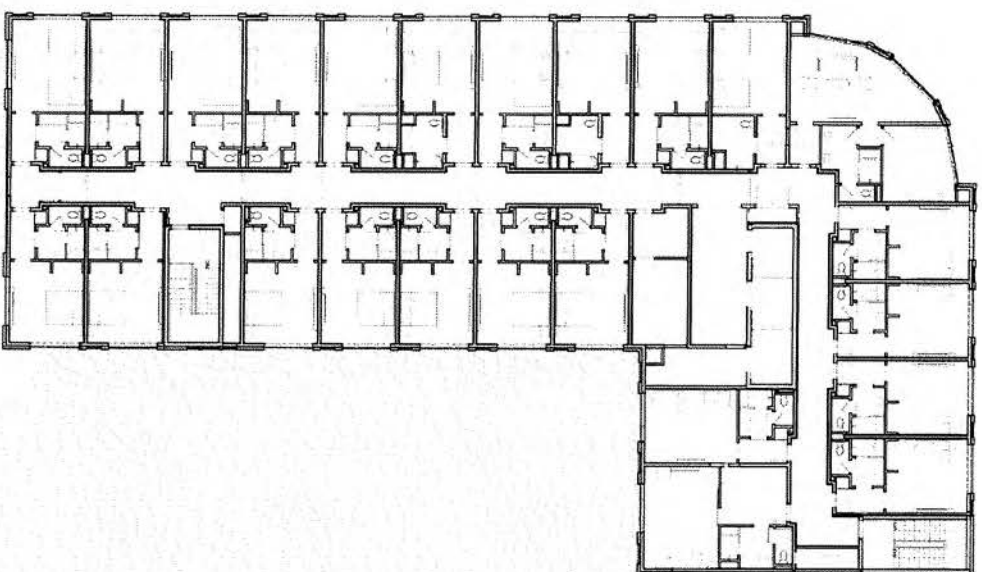
restaurant

FLOOR PLANS



second floor
office / support

FLOOR PLANS



3535 CENTRAL

3rd-6th floor
guestrooms

INTERIORS



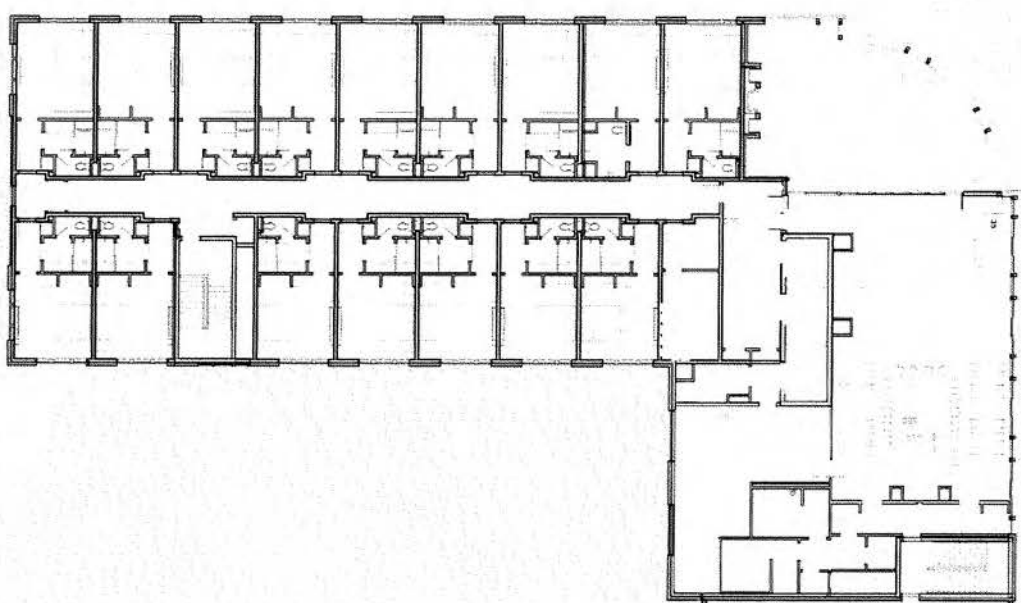
guestroom

INTERIORS



PRESENTATION TITLE

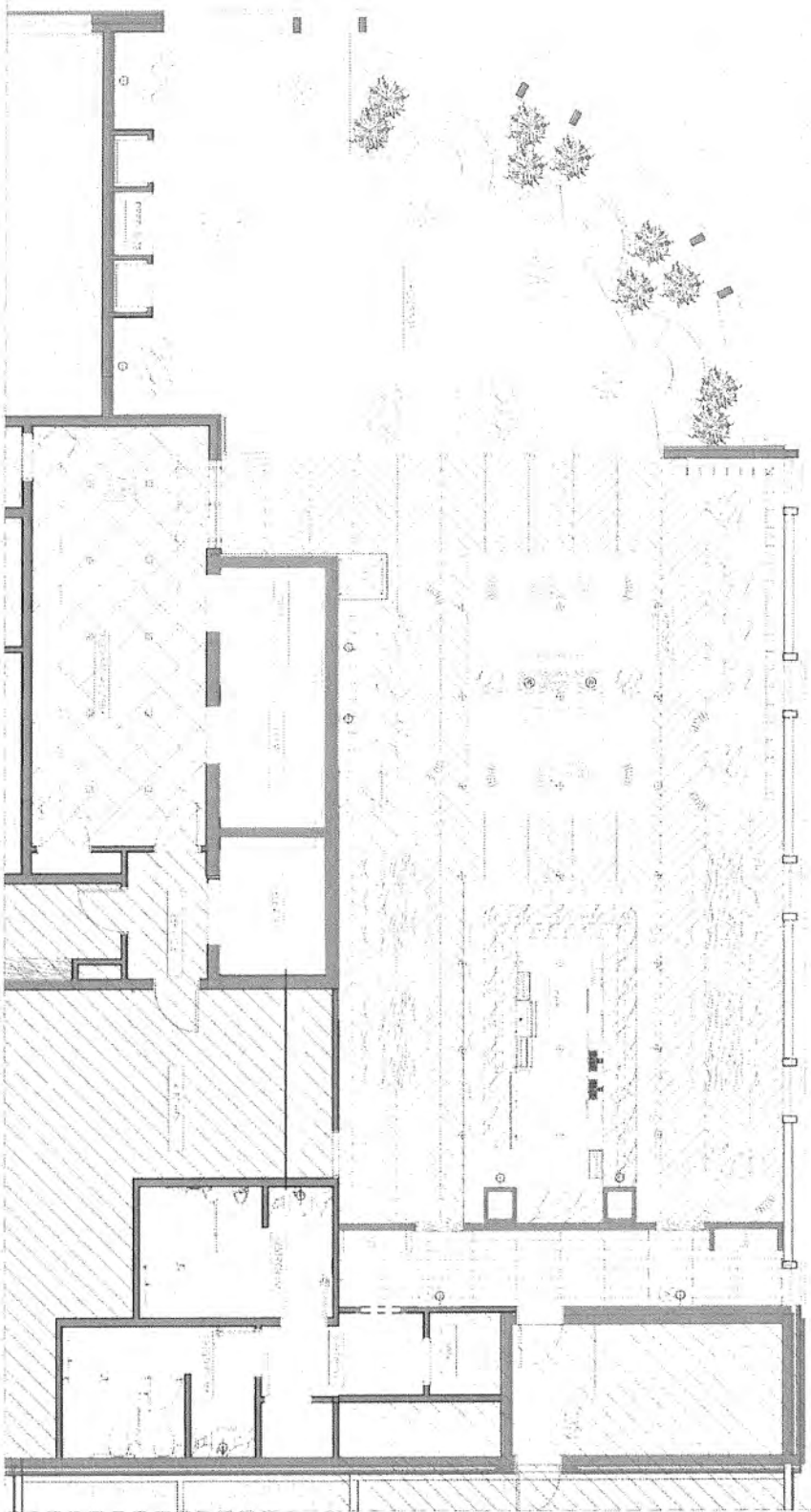
FLOOR PLANS



3535 CENTRAL

seventh floor
guestroom / rooftop bar

FLOOR PLANS



rooftop
indoor / outdoor / lounge

INTERIORS



8535 CENTRAL

rooftop bar

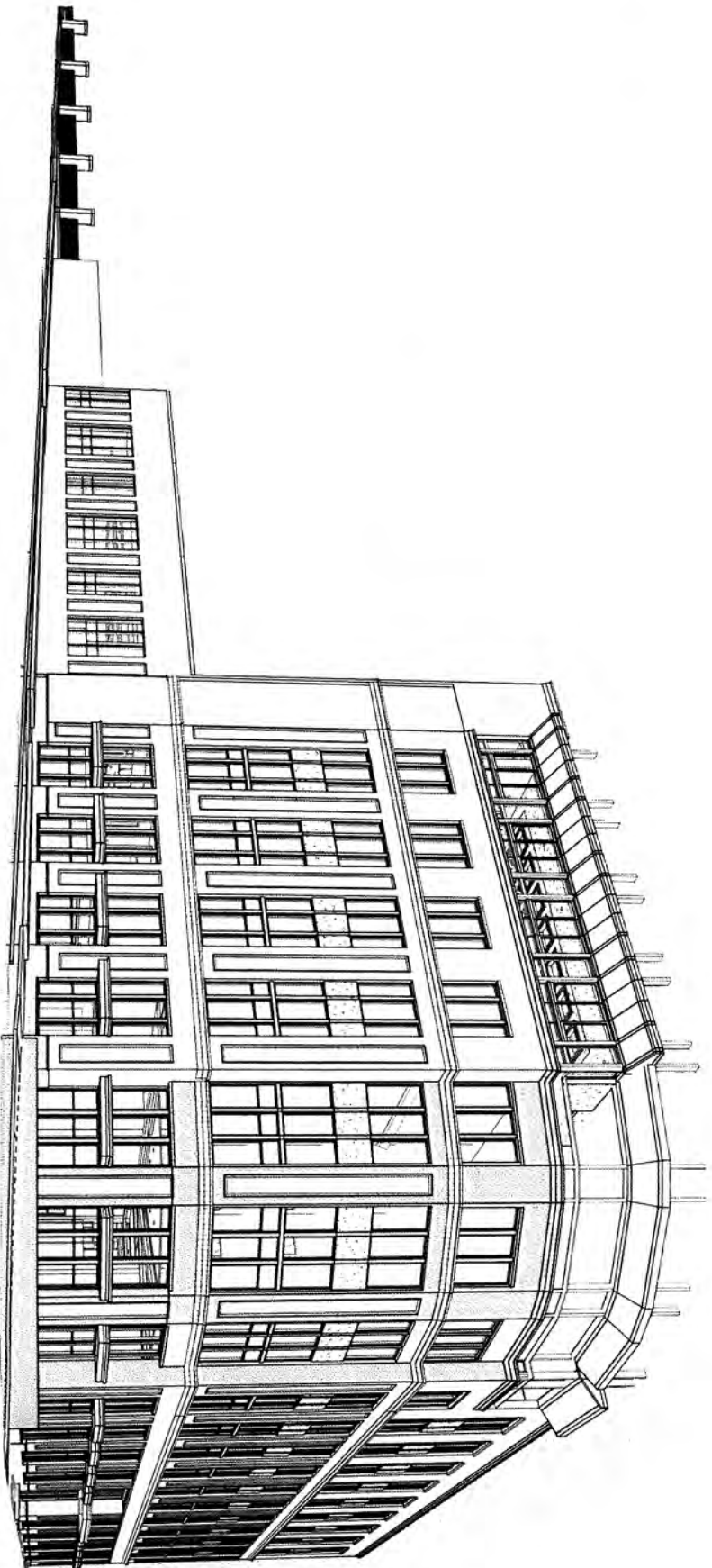
INTERIORS



835 CENTRAL

rooftop lounge

EXTERIORS



central ave
restaurant / ballroom / rooftop

3535 CENTRAL



THANK YOU



EXHIBIT "C"
3535 EIP

Public Notice

See attached.

PROOF OF PUBLICATION

MEMPHIS FOURTH ESTATE, INC, the Publisher of THE DAILY MEMPHIAN, a daily online news site in the City of Memphis, County of Shelby and State of Tennessee, states that the hereto attached publication appeared on

www.DailyMemphian.com beginning on the following date:

08/25/2026

The publication will appear on www.DailyMemphian.com for a minimum of 30 days from the above date.

Memphis Fourth Estate, Inc

By: _____

Mary Echols

STATE OF TENNESSEE

COUNTY OF SHELBY

On the 26th day of as August 2026, the individual above appeared before me, personally known (or proved to me on the basis of satisfactory evidence), who, being by me duly sworn did say that she is an authorized agent of the corporation of The Daily Memphian, that this instrument was signed and sealed on behalf of the corporation, by authority of its Board of Directors and Kathy Kendrick acknowledged the instrument to be the free act and deed of the corporation and that the corporation has no corporate seal.

This legal notice was published online at www.dailymemphian.com for the duration of the run dates listed above. This publication complies with the Tennessee Code Annotated 1-3-120, including all provisions that have gone into effect as of the dates of publication above.

WITNESS my hand and Official Seal at office this 26th day of August 2026.

Kathy Kendrick

Kathy Kendrick, Notary Public

NOTICE OF PUBLIC MEETING AND PUBLIC HEARING BY THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE

The Board of Directors ("Board") of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee ("EDGE") will hold a public meeting and public hearing on Wednesday, September 16, 2026 at 3:00pm p.m. at the Junior Achievement of Memphis and the Mid-South Simulation Space, 516 Tillman, Memphis, Tennessee 38112. There will be considered at such meeting an Economic Impact Plan for the 3535 Central Avenue Project (the "Plan") which will be submitted to the County Commission of Shelby County, Tennessee (the "County Commission") and to the City Council of the City of Memphis, Tennessee (the "City Council"). In connection with such proposed Plan, the Board will hold a public hearing relative to such Plan as required by Tenn. Code Ann. § 7-53-312(g). If the Plan is approved by the County Commission and by the City Council, certain incremental property tax revenue from the area that is the subject of the Plan would be made available to the Board to pay eligible project costs or to pay debt service on bonds, notes, or other obligations issued by the Board to pay such costs. The area that would be subject to the Plan is generally described as the former site of the Third Church of Christ Scientist Church at the intersection of Central Avenue and Highland Street, near the University of Memphis campus at 3535 Central Avenue located within the city limits of the City of Memphis. A copy of the proposed Plan and a map of the site area that is subject to the Plan may be viewed by the public at the offices of the EDGE at 100 Peabody Place, Suite 1100, Memphis, Tennessee 38103-3652. This Notice is published in compliance with Sections 8-44-101 to 8-44-106, inclusive, Tennessee Code Annotated.

THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE.

LEGAL 65999



EXHIBIT “D”

UNDC EIP Third Amendment

Public Notice

See attached.

NOTICE OF PUBLIC HEARING BY THE
BOARD OF DIRECTORS OF THE
ECONOMIC DEVELOPMENT GROWTH
ENGINE INDUSTRIAL DEVELOPMENT
BOARD OF THE CITY
OF MEMPHIS AND COUNTY OF SHELBY,
TENNESSEE

The Board of Directors ("Board") of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee ("EDGE") will hold a public hearing on September 25, 2026 at 10:00 a.m. at the office of EDGE at 100 Peabody Place, Suite 1100, Memphis, Tennessee 38103. There will be considered at such public hearing the approval of the submission of a proposed Third Amendment to The Economic Impact Plan for The University District-Highland Strip (the "Plan") to the Shelby County Commission of Shelby County, Tennessee (the "Shelby County Commission") and to the City Council of the City of Memphis, Tennessee (the "Memphis City Council"). The existing Plan was approved by EDGE on September 21, 2016, by the Memphis City Council on October 18, 2016, and by the Shelby County Commission on October 31, 2016. The Plan has been amended two times with the approval of EDGE, the Memphis City Council and the Shelby County Commission. The Third Amendment to the Plan will only be to: i) Remove parcels on an area generally described as the former site of the Third Church of Christ Scientist Church at the intersection of Central Avenue and Highland Street, near the University of Memphis campus at 3535 Central Avenue located within the city limits of the City of Memphis ("3535 Central Parcel") to allow the 3535 Central Parcel to be placed into a proposed Economic Impact Plan for the 3535 Central tax increment financing; and ii) To increase the length of the tax increment financing term for the UNDC TIF from Twenty (20) years to Thirty (30) years upon approval from the Tennessee Comptroller. In connection with such proposed amendment to the Plan, the Board will cause this public hearing to be held relative to such Plan amendment as required by Tenn. Code Ann. § 7-53-312(g). A map of the area that continues to be subject to the plan, as well as the 3535 Central Parcel may be viewed by the public at the offices of the EDGE at 100 Peabody Place, Suite 1100, Memphis, Tennessee 38103-3652, on or after August 28, 2026 by appointment made by calling (901) 341-2102.

This hearing is open to the public. This Notice is published in compliance with Sections 8-44-101 to 8-44-106, inclusive, Tennessee Code Annotated.

THE BOARD OF DIRECTORS OF THE
ECONOMIC DEVELOPMENT
GROWTH ENGINE INDUSTRIAL
DEVELOPMENT BOARD OF THE
CITY OF MEMPHIS AND COUNTY OF
SHELBY, TENNESSEE.

Sept. 11, 2026 Mdl16530

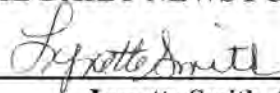
PROOF OF PUBLICATION

THE DAILY NEWS PUBLISHING COMPANY, the Publisher of THE DAILY NEWS, a daily newspaper of general circulation printed in the City of Memphis, County of Shelby and State of Tennessee and distributed in Shelby County in Tennessee, states that the hereto attached publication appeared in THE DAILY NEWS on the following dates:

September 11, 2026

THE DAILY NEWS PUBLISHING COMPANY

By:



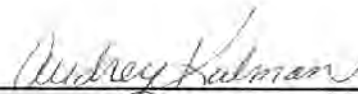
Lynette Smith, Office Administrator

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 11th day of September 2026, the individual above appeared before me, personally known, who, being by me duly sworn did say that she is an authorized agent of the corporation (or association) of The Daily News Publishing Company, that this instrument was signed and sealed on behalf of the corporation (or association), by authority of its CEO and Owner.

This legal notice was published online at www.memphisdailynews.com and www.tnpublicnotice.com for the duration of the run dates listed above. This publication fully complies with all public notice statutes in Tennessee Code Annotated.

WITNESS my hand and Official Seal at office this 11th day of September 2026.



Notary Public



**ECONOMIC DEVELOPMENT GROWTH ENGINE
INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE**

**THIRD AMENDMENT TO
THE
ECONOMIC IMPACT PLAN
FOR
THE UNIVERSITY DISTRICT – HIGHLAND STRIP**

I. Background

The Economic Impact Plan for the University District – Highland Strip (the “Plan”) was approved by (a) the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (“EDGE”) on September 21, 2016, (b) the Council of the City of Memphis, Tennessee (the “Memphis City Council”) on October 18, 2016, and (c) the Board of County Commissioners of Shelby County, Tennessee (the “Shelby County Commission”) on October 31, 2016. All capitalized terms used in this Amendment but not otherwise defined herein are given the meanings set forth in the Plan. The Plan was previously amended by EDGE on June 20, 2018, by the Memphis City Council on July 24, 2018, and by the Shelby County Commission on July 30, 2018. The Plan was amended for a second time by EDGE on April 21, 2021, by the Memphis City Council on June 1, 2021 and by the Shelby County Commission on May 24, 2021.

Pursuant to the terms of the Plan, UNDC has received a request for removal of one parcel within the Plan Area which the UNDC supports. UNDC has requested this Amendment to the Plan in order to delete one parcel to the Plan to allow the parcel to be used to allow for the redevelopment of the parcel. Additionally, UNDC has faced economic issues outside its control which have significantly reduced the current increment allocated to the UNDC Plan Area. As such, the UNDC is requesting that the term of the UNDC TIF be amended to extend the TIF authorization from 20 years to 30 years upon the receipt of the Tennessee Comptroller’s written consent.

II. Amendment to Plan

A. The Plan is hereby amended by amending Exhibit B to delete Parcel Number 046001 00001C with a street address of 3535 Central Avenue, Memphis, Tennessee (“Removed Parcel”) from the UNDC plan area commencing January 1, 2026, taxes on the Removed Parcel shall no longer be used in the UNDC TIF.

B. Upon the receipt of the written consent from the Tennessee Comptroller to extend the term of the UNDC TIF from 20 years to 30 years, the UNDC TIF shall have a 30 year term.

C. The terms and condition of the Plan, as amended by this Third Amendment to the Economic Impact Plan for the University District – Highland Strip, are hereby ratified and affirmed.

EXHIBIT B

REMOVED PARCEL IN THE PLAN AREA

046001 00001C



FIRM POWER FOR MEMPHIS

Battery Energy Storage, Sized to the Load Memphis Needs

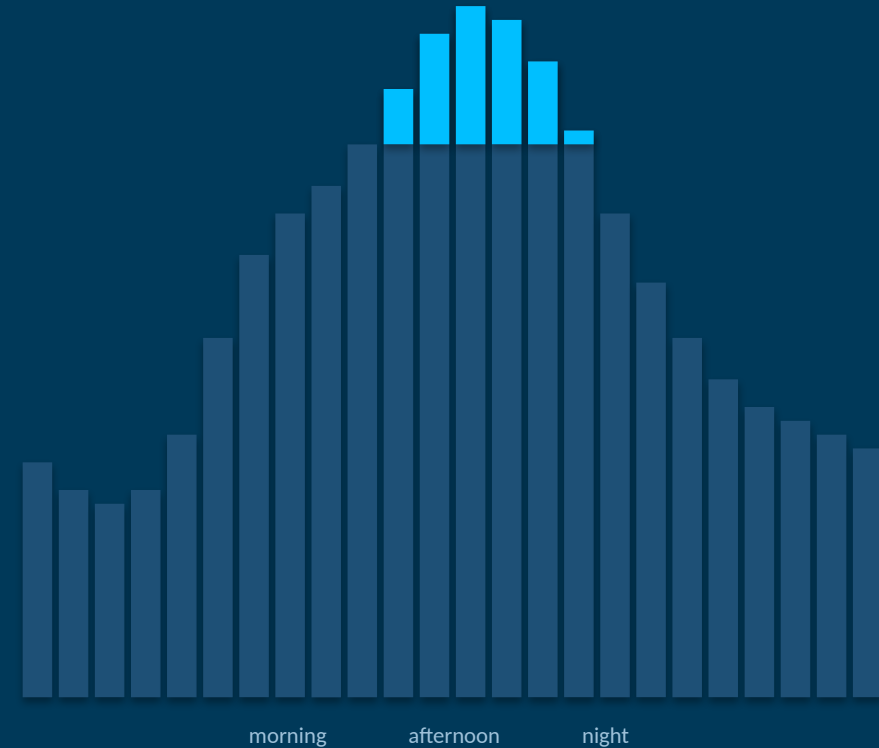
Power held on site, and given back at the peak

Owned outright by the City of Memphis

Built, commissioned and operated by Orion 9X

No fuel. No emissions. No air permit to wait on.

ONE DAY OF DEMAND



 The battery carries this part

 The city already covers this

What Memphis Is Facing

Demand is climbing, the city is buying storage, and storage does not make power

428,000

Electric customers

The largest three-service city-owned utility in the United States, and the single largest customer the Tennessee Valley Authority has, at about eleven per cent of its load.

150 MW

One data center's request

A single artificial intelligence data center requested a 150 MW substation in Memphis. That is roughly thirty thousand homes of capacity, for one customer.

100 MW

Storage already committed

Memphis Light, Gas and Water is taking up to 100 MW of battery storage. A utility does not commit to that unless the peak is a problem.

What the city may add, and what it may not

Memphis buys every kilowatt-hour it sells from a single seller, and under the power contract it holds today it neither produces its own supply nor buys generation from another producer. Storage is different. A battery makes no power, so owning one is not generation - which is why the city is already committing to storage. That is the half of the answer Memphis can own today, and it is what this document is about.

WHY THIS DOCUMENT IS ABOUT STORAGE

Storage shifts a peak. Generation ends a shortfall. Memphis can own the first today. The second is a separate project, and it is not something the city buys. Figures: the substation request and the storage plan as publicly reported; the customer count and the share of Authority load from Memphis Light, Gas and Water's own service profile.

What Is Open to Memphis, and What Is Not

Four routes to new capacity, and where each one stands

This page states what the city's own contract does. It draws no conclusion about the decision that made it.

The route	Open to the city?	Why
Battery energy storage	OPEN	A battery moves power in time and makes none of its own, so owning one is not generation. Memphis is already committing to storage.
Generating its own power	NOT OPEN	The right to self-generate is carried by the flexibility agreement, which is offered only to signatories of the twenty-year agreement.
Buying generation from a producer	NOT OPEN	The power contract Memphis holds today provides for a single seller of power.
Generation owned by a private customer	OPEN, and not a city purchase	A producer may own generation and supply a private customer on that customer's own land. That is a separate project, it is not part of this offer, and the city is never the purchaser.

What This Means in Practice

- The storage half is a purchase the city can make and own
- The generation half is a separate project and is not part of this offer
- Orion never asks the city to buy power from anybody
- Memphis stays the host, the permitting authority and the interconnection party
- If counsel finds the city may not own outright, Orion owns the system and the city hosts it for an availability fee

What the Storage System Is

Battery energy storage, sized to the load it carries

A battery does not make power. It holds power and gives it back in the hours when the system is shortest, and those hours are where the cost and the risk sit.

What You Can Count on

- Power on hand for the peak window, recharged off peak
- Availability guaranteed by contract
- No combustion and no emissions
- Run by a local Orion 9X team

Orion 9X Provides

- Battery Energy Storage Systems (BESS), customized to the load
- Siting, permitting, interconnection
- Construction and commissioning
- Operations and maintenance

The City's Part

- The sites and the rights of way
- The local approvals and permits
- Confirmation of the load to be served
- And the city owns the systems outright

The city owns the systems outright from day one. Not a lease, not a share, not a joint venture.
Capacity is added later, without touching what is already standing.

What It Does, and What It Does Not Do

The limit is set down here rather than left to be found later

What It Does

- Takes the evening peak off the system
- Holds capacity in reserve for critical loads
- Defers spending on substation and feeder work
- Arrives in stages, against the city's own dates
- Runs with no fuel, no stack and no air permit

What It Does Not Do

- It does not add a megawatt of generation
- Every kilowatt-hour it releases is bought first
- It does not change what the power contract permits
- It does not, on its own, end a shortfall
- It does not lower a bill on its own, and no saving is quoted here

Why we say so in writing

Storage answers the shape of a load, not its size. It moves the problem hour to an easier hour, and it buys the city time and reserve while the larger question is worked out. What it cannot do is make a megawatt that was not there before. Anyone offering the city storage as an answer to a shortfall is offering the wrong half, and that will be found out in the room.

We would rather set that limit down in front of you at the start than have it raised at the end.
The half that does add a megawatt is a separate project, and it is not a purchase the city makes.

How It Works

The city buys and owns the systems. Orion 9X builds them and stays to run them

1 The City Buys and Owns the Systems

The city funds them and provides the sites. Nothing is sold across a meter, so no power purchase agreement is needed.

2 Orion 9X Builds and Commissions

Siting, permitting, environmental review, construction and interconnection. One accountable party, not a set of separate suppliers.

3 The City Owns Them Outright

The systems are the city's from the day they are commissioned. Not a lease, not a share, not a joint venture.

4 Orion 9X Operates and Maintains Them

We stay and run them for a fixed fee, with a local team the community knows. We do not build and walk away.

What the Agreement Covers, and How It Is Paid

- Paid in four stages: on signature, on the equipment order, on delivery, and on commissioning
- Ownership, the operating term, availability guarantees, and a local operating team

What Orion Charges For

And what it never charges for. One drafting choice separates a service contract from a sale of power

A charge for work done	Payment for electricity
A fixed annual fee to operate and maintain the systems	A fee per kilowatt-hour
A fee for each megawatt kept fit to run	A share of the city's savings on its bill
An availability guarantee, payable when the system is fit to operate	Any charge that rises and falls with electricity delivered

The Rest of What Orion Is Paid for, and None of It Is Electricity

- Engineering and construction, operations and maintenance, spare parts and warranty
- Remote monitoring and dispatch, an availability guarantee, and replacement at end of life

A fee that varies with kilowatt-hours is payment for electricity whatever the contract calls it.
No rate appears anywhere in this document. Counsel drafts the clause and the term sheet carries the figure.

Clean, Quiet, No Waste

The environmental reality of each source, set side by side

Source	Emissions and fumes	Noise	Waste
Orion 9X storage system	None in operation	Low. No combustion	None. Recyclable parts
Gas turbine (peaker)	Carbon dioxide and nitrogen oxides	High. Jet-engine noise	Continuous flue-gas fumes
Natural gas (combined cycle)	Carbon dioxide and nitrogen oxides	Moderate to high	Fumes and wastewater
Coal	Highest. Carbon dioxide and mercury	High	Toxic coal ash and fumes
Nuclear	None in operation	Low	Radioactive waste for millennia

WHAT THE COMPARISON DOES AND DOES NOT CLAIM

A storage system burns nothing. There is no stack, no fuel delivery, no ash and no air permit to contest.

What it charges with still comes off the grid, so the emissions of that power belong to the grid rather than to the system.

What Memphis Gets Out of It

Orion cannot sell the city power. This is what it can do for the city instead

Not one line of this is electricity sold to Memphis. It is work done in Shelby County, equipment the city owns outright, and power on hand when the grid goes down.

Construction and Operating Jobs in Shelby County

A local Orion 9X operating team, not a remote call center. Jobs building the systems and then running them, and the people who maintain them live here.

The City Owns the Equipment, and It Stays Here

The systems are the city's from the day they are commissioned, built and maintained on site by a team that stays with them.

When the Storm Comes, the City Does Not Have to Call Anyone

Memphis owns these systems, so in an emergency the city decides where the power goes. No contract to invoke, no supplier to reach, no fuel truck to wait on. Systems can sit at the loads the city cannot afford to lose: a water pumping station, a 911 center, a shelter, a hospital feeder. For a longer event, Orion can bring in mobile battery units on call and connect them on site. Those are a separate service, arranged separately, and they are not part of the systems the city buys here.

Straight about what it is: a battery holds a set amount of energy, so it carries critical load for hours, not days. What it buys Memphis is the first hours after the grid goes down, which is the window that hurts people. Storage placed to protect critical facilities is also the shape of project that hazard mitigation funding is written for.

The Questions You Will Want to Ask

Eight questions, and the answer Orion 9X would give to each

Can the city lawfully own storage?

A battery makes no power, so owning one is not self-generation. Memphis is already committing to storage today.

Does the Authority have to approve it?

Not settled. Whether review applies to a system that does not export is a question we put to the Authority before anything is built.

What does it cost the city?

This is a purchase by the city, so it means public bidding and a council vote. Orion is paid in stages as the work is done.

Who operates it afterward?

We do, with a local team, for a fixed fee that never moves with kilowatt-hours. We do not build and walk away.

Does this add generation?

No. It shifts the peak and holds reserve. Generation is a separate project and not a city purchase.

Will it lower our bill?

We do not quote a saving. The utility's standby and backup tariff has never been obtained, and no saving can be calculated without it.

Is there room for it?

A system is a compact installation on a small footprint, sited against the city's own plan and agreed with your team first.

How long does it take?

Approvals and interconnection set the timetable, not construction. We would rather agree a date than quote one.

Nothing on this page quotes a price, a saving or a rate, and that is deliberate until the tariff is in hand.
If a question is not on this page, it is one we want to hear.

The Path Forward

From this document to systems on the line

1 This Conversation

Understand what Memphis needs, when it is needed, and what limits the answer.

2 Confirm the Sites and the Load

Agree where the systems stand and the demand they serve. Orion 9X handles siting.

3 Counsel Confirms the Structure

The city's attorney and Orion's counsel confirm the city may own and operate the systems.

4 Term Sheet and the City's Own Procurement Route

Move to a term sheet, a capital plan and a firm delivery date.

5 Own and Operate

The city owns the systems. Orion 9X stays and runs them.



Robert E. Barnes

Chief Executive Officer

(312) 826-6400

r.barnes@orion9xtech.com



Donna Harmon

Chief Operating Officer / Senior Project Developer

(662) 560-7511

drdonnaharmon@orion9xtech.com



Orion 9X Technologies

Company site and capability overview

orion9xtech.com

Resolution xxx: Authorize Mid-South Coliseum Conservancy (MSCC) to conduct predevelopment efforts for Mid-South Coliseum

WHEREAS, the Memphis City Council recognizes the importance and historical significance of the Mid South Coliseum; and

WHEREAS, the Memphis City Council aims to increase purposeful tax revenue generating activity in the Liberty Park TDZ to support Liberty Park infrastructure and benefit the tourism industry; and

WHEREAS, the Memphis City Council believes a Mid-South Coliseum developed for a new mix of uses would create tax revenue and bring great social and cultural benefit to the City of Memphis and surrounding communities; and

WHEREAS, the non-profit Mid-South Coliseum Conservancy has presented the City of Memphis and the Memphis City Council with a clear plan to create a development proposal, informed by previous studies, executed by experienced professionals, and currently funded by community stakeholders;

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council does hereby express its full support for the execution of pre-development planning for the Mid South Coliseum and commissions the Mid-South Coliseum Conservancy to conduct that pre-development project. The City Council authorizes **the City (who specifically?)** to memorialize the project terms and execute an agreement by Nov 30, 2026.

BE IT FURTHER RESOLVED that the Memphis City Council extends its gratitude to MSCC for its efforts to restore this historic venue and provide value to the greater Memphis community. This resolution shall take effect immediately upon its adoption.

Adopted by the Memphis City Council on this day of , 2026.

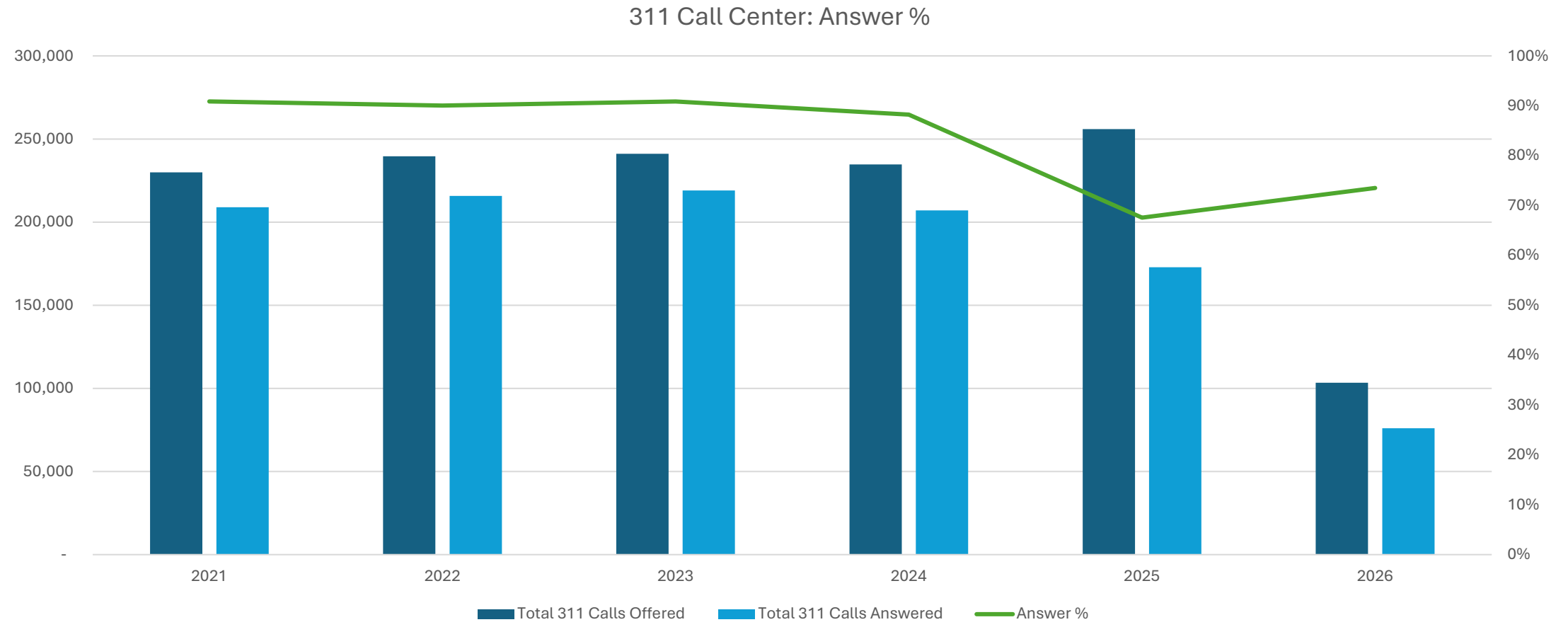


311 Resident Services Updates

Presented by: Karen D. Gause, Special Assistant to the Mayor-Neighborhood Concerns

City of
MEMPHIS

311 Call Performance Year-Over-Year



Top Call Drivers

TOP 5 SERVICE REQUEST TYPES AUGUST 2026

Service Request Type	Count
Missed Bulk Trash	3,507
Garbage Missed	861
Cart Repair	745
Recycling Missed	677
Weeds Occupied Property	606

311 Call Comparison

Metric	Aug 2024	Aug 2026	Change
Calls offered	21,225	20,888	-1.6%
Calls answered	19,185	13,753	-28.3%
Answer rate	90.4%	65.8%	-24.6 pts
Long-abandon rate	7.2%	22.7%	+15.5 pts
Average speed of answer	1:29	6:41	+5:12
Average handling time	2:17	2:47	+21.2%
Total Make Busy Time	294:27:35	397:47:43	+35.1%
Non-Make-Busy logged-in hours per weekday	44.1	37.2	-15.6%
Frontline leave hours per weekday	5.6	11.0	+96.9%

Efforts to Improve Call Performance

- Ensuring “Make Busy” statuses are used appropriately amongst 311 agents and leadership
- Increasing logged-in hours resulting in more time spent on the phones
- Staffing to full compliment
- Continued monitoring and coaching
- Reduction in Bulk Waste call volume

Questions?

**A RESOLUTION CALLING FOR THE REMOVAL OF ICE AND THE NATIONAL GUARD
AS PART OF THE MEMPHIS SAFE TASK FORCE FROM THE CITY OF MEMPHIS**

WHEREAS, the Memphis Safe Task Force was established pursuant to a presidential memorandum issued on September 15, 2025, to coordinate federal, state, and local law enforcement operations in Memphis, with Task Force operations beginning on September 29, 2025, and including support from the Tennessee National Guard; and

WHEREAS, every Memphian deserves to be safe from violent crime and to live in a community where public safety efforts protect residents, strengthen neighborhoods, and maintain public trust; and

WHEREAS, prior to the deployment of the Memphis Safe Task Force, the Memphis Police Department reported that overall crime during the first eight months of 2025 had reached a 25-year low, including 25-year lows in robbery, burglary, and larceny, and attributed this progress to focused local enforcement strategies, strengthened partnerships, and community engagement; and

WHEREAS, on August 30, 2026, U.S. Immigration and Customs Enforcement conducted a large-scale enforcement operation in Memphis that resulted in the detention of 121 individuals, raising concerns about due process and the impact of federal immigration enforcement on local communities, including the disruption and separation of Memphis families; and

WHEREAS, six individuals have died during or as a result of incidents involving Memphis Safe Task Force operations, including encounters with Task Force personnel and law enforcement pursuits, raising serious concerns about the safety and consequences of these operations within Memphis communities; and

WHEREAS, sustainable public safety requires more than law enforcement alone and is strengthened by strategies that address the conditions contributing to violence and instability, prevent harm, promote healing, support individuals and families, and build trust between residents and government; and

WHEREAS, Memphis residents and community-based organizations possess valuable knowledge, experience, and relationships that can help shape effective and sustainable approaches to public safety.

NOW, THEREFORE, BE IT RESOLVED, that the Memphis City Council calls upon the City of Memphis to partner with residents and community-based organizations to develop sustainable public safety strategies that reflect community priorities and needs.

BE IT FURTHER RESOLVED, that the Memphis City Council calls for the removal of U.S. Immigration and Customs Enforcement and Tennessee National Guard personnel participating in the Memphis Safe Task Force from operations within the City of Memphis.

Sponsor:

Dr. Michalyn Easter-Thomas

Yolanda Cooper-Sutton

Chair:

Jana Swearengen-Washington



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

Resolution to transfer and appropriate \$150,000.00 in FY2027 funding for the Safeways Initiative from City Finance Grants and Initiatives to the Memphis Police Department. The funding will allow MPD to administer the initiative and assume responsibility for the related Safeways, Inc. contract and payments for consulting services related to crime prevention and suppression in apartment communities.

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

Memphis Police Department

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

Yes. This resolution implements the City Council-approved FY2027 funding for the Safeways Initiative by transferring the \$150,000.00 appropriation currently held in City Finance Grants and Initiatives to the Memphis Police Department.

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

No specific Council District or Super District is identified. The Safeways Initiative supports crime prevention and suppression efforts in apartment communities within the City of Memphis.

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

Yes. MPD will assume responsibility for the Safeways, Inc. contract associated with the initiative. Any contract action will be processed in accordance with applicable City procurement and contracting requirements.

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

Yes. The resolution requires an FY2027 budget amendment to transfer and appropriate \$150,000.00 from City Finance Grants and Initiatives to the Memphis Police Department. The City Council has already approved funding for the Safeway Initiative.

7. If same night minutes are requested, state the reason for the urgency.

Same night minutes are not requested.



A Resolution to transfer and appropriate One Hundred Fifty Thousand Dollars (\$150,000.00) in FY2027 funding for the Safeways Initiative from City Finance Grants and Initiatives to the Memphis Police Department for the continuation of the Initiative related to crime prevention and suppression in apartment communities.

WHEREAS, the Memphis Police Department has previously utilized Safeways, Inc. to provide consulting services related to crime prevention and suppression in apartment communities; and

WHEREAS, the Memphis City Council approved One Hundred Fifty Thousand Dollars (\$150,000.00) in FY2027 funding for the Safeways Initiative, and said funding is currently appropriated within City Finance Grants and Initiatives; and

WHEREAS, transferring the approved funding to the Memphis Police Department is necessary to allow the Department to administer the Safeways Initiative and assume responsibility for the related contract administration and payments; and

WHEREAS, it is therefore necessary to amend the FY2027 Operating Budget to transfer and appropriate One Hundred Fifty Thousand Dollars (\$150,000.00) from City Finance Grants and Initiatives to the Memphis Police Department for the Safeways Initiative.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the FY2027 Operating Budget is hereby amended to transfer and appropriate One Hundred Fifty Thousand Dollars (\$150,000.00) in funding for the Safeways Initiative from City Finance Grants and Initiatives to the Memphis Police Department, thereby authorizing the Memphis Police Department to administer the initiative and assume responsibility for the related contract and payments.



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

The Memphis Police Department is requesting approval of a resolution to accept and appropriate \$1,453,600.00 in State of Tennessee Special Revenue funding to support Police In-Service Training for commissioned officers.

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

Memphis Police Department

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

N/A

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

All districts

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

N/A

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

Acceptance will require an amendment to the FY2027 operating budget to appropriate the funds

7. If same night minutes are requested, state the reason for the urgency.

N/A



A Resolution to accept and appropriate \$1,453,600.00 in State of Tennessee funds for Memphis Police Department In-Service Training for commissioned officers in the Fiscal Year 2027 Operating Budget.

WHEREAS, the Memphis Police Department is eligible to receive funding from the State of Tennessee to support required In-Service Training for commissioned police officers; and

WHEREAS, the State of Tennessee has made available One Million Four Hundred Fifty-Three Thousand Six Hundred Dollars (\$1,453,600.00) for Police In-Service Training; and

WHEREAS, the City of Memphis must accept and appropriate these State funds in order for the Memphis Police Department to use the funding for eligible In-Service Training expenses; and

WHEREAS, it is necessary to amend the Fiscal Year 2027 Operating Budget by appropriating \$1,453,600.00 in Special Revenue funding for Police In-Service Training;

NOW, THEREFORE, BE IT RESOLVED, by the Council of the City of Memphis, that \$1,453,600.00 in State of Tennessee funding for Police In-Service Training is hereby accepted by the City of Memphis and appropriated to the Memphis Police Department for eligible In-Service Training expenses in the Fiscal Year 2027 Operating Budget.

BE IT FURTHER RESOLVED, that the Fiscal Year 2027 Operating Budget be and is hereby amended to appropriate the Special Revenue as follows:

REVENUES

In-Service Grant	\$1,453,600.00
Total	\$1,453,600.00

EXPENDITURES

Personnel	\$1,453,600.00
Total Expenditures	\$1,453,600.00

September 29, 2026

The Honorable Janika White, Chairwoman
Personnel and Government Affairs
City Hall - Room 514
Memphis, TN 38103

Dear Chairwoman White:

Subject to Council approval, I hereby recommend that:

Myrtle Winfield

be appointed to the Board of Ethics with a term expiration date of January 12, 2030.

I have attached biographical information.

Sincerely,



Paul A. Young
Mayor

Enclosure
cc: Council Members

MEMPHIS BOARD OF ETHICS

8 Member Board

6 Year Term

Oath of Office Required

Purpose:

The Board of Ethics shall have jurisdiction of all ethics complaints lodged against all full-time and part-time elected or appointed officers and employees, whether compensated or not, including those of any separate board, commission, committee, authority, corporation, or other instrumentality appointed or created by the City.

Vacancy		Dist. 1	01-12-30
Scott McCormick		Dist. 2	01-12-32
Blanch Thomas		Dist. 3	01-12-28
Carolyn Goodwin Willet		Dist. 4	01-12-28
James Crone		Dist. 5	01-12-32
Edward L. Vaughn		Dist. 6	01-12-28
Nicholas Thompson		Dist. 7	01-12-30
Vacancy	Judge/Atty	Chairperson	01-12-26

Updated 09/2026



Jana Swearengen-Washington
CHAIRWOMAN

TO: Members of the Memphis City Council
FROM: Chairwoman Jana Swearengen-Washington
DATE: September 29, 2026
SUBJECT: Recommendation for Chairman of the Board of Ethics

Councilmembers,

I am writing to inform you that Chief Ethics Officer Laquita Stokes has recommended **Retired Judge Loyce Lambert-Ryan** for appointment as Chairman of the City of Memphis Board of Ethics.

The Board of Ethics chair is required to be a retired judicial officer who left office in good standing and is responsible for presiding over meetings of the Board.

After consideration of the recommendation, I would like to place Judge Lambert-Ryan's appointment on the **Personnel & Governmental Affairs Committee agenda for October 6, 2026**, for the Council's consideration.

Judge Lambert-Ryan's appointment will be presented to the committee for review and, if recommended, advanced for consideration by the full Council. We are requesting **same night minutes** for this appointment.

Please feel free to contact my office if you have any questions regarding the recommendation or appointment process.

Respectfully,

Yours in Service,

Jana Swearengen-Washington
Chairwoman

RESOLUTION TO AMEND THE FY27 COUNCIL COMMUNITY GRANT ALLOCATIONS

WHEREAS, the FY27 Operating Budget included \$2,600,000 in funding for the Council's Community Grant Program with an equal apportionment to the 13 Councilmembers in the amount of \$200,000; and

WHEREAS, the Memphis City Council allowed presentations by prospective organizations, and members were able to select individual grant award amounts to organizations that successfully completed the application process; and

WHEREAS, Councilman JB Smiley, Jr. would like to amend the current FY27 Council Community Grant Program allocations to add allocations from his allotment of funds.

NOW, THEREFORE, BE IT RESOLVED that the FY27 Council Community Grant Program allocations shall be amended to include the grant allocations in Attachment A.

Sponsor:
JB Smiley, Jr.

ATTACHMENT A: FY27 Council Community Grant Program Allocations (Councilman JB Smiley, Jr.)

Organization Name	Amount to be Allocated
Academy for Youth Empowerment	\$2,000
Alcy Ball Development Corporation	\$2,000
Alpha & Omega Nutrition Program Inc.	\$2,000
Asha's Refuge	\$2,000
Bevo Boys Fitness Academy	\$2,000
Binghampton Christian Academy	\$4,000
Bloomfield Urban Initiatives, Inc.	\$2,000
Catholic Charities of West Tennessee Inc.	\$2,000
CB Seed	\$3,500
Children and Family Enrichment at Idlewild	\$1,000
City Year Inc	\$2,000
Code Crew	\$2,000
Community Legal Center	\$4,000
Delta Boule	\$3,500
Destination Education Family Services	\$3,000
Dress for Success Memphis Inc.	\$5,000
Emmanuel Center	\$3,500
Families Matter	\$3,500
Feed the Needy	\$3,500
Forward Memphis	\$2,000
Frayser CDC	\$2,000
Glenview Edgewood Manor Area	\$7,500
Impact America Ministries	\$3,000
Hopeworks	\$2,000
Hospitality Hub	\$1,000
JIFF, Inc.	\$2,000
Junior Achievement of Memphis and the Mid-South, Inc.	\$2,000
Lee Jazz Omega Incorporated	\$2,000
Magic Dads Youth Mentor Group	\$1,000
Memphis Area Legal Services	\$4,000
Memphis Center for Reproductive Health DBA CHOICES	\$4,000
Memphis Child Advocacy Center	\$2,000
Memphis Public Interest Law Center	\$4,000
Memphis Urban League	\$2,000
Metropolitan Community Development Corporation	\$2,000
Midtown Memphis Development Corporation	\$2,000
MIFA	\$4,000
My Cup of Tea, Inc.	\$2,000

ATTACHMENT A: FY27 Council Community Grant Program Allocations (Councilman JB Smiley, Jr.)

Neighborhood Christian Centers, Inc.	\$2,000
New Ballet Ensemble	\$4,000
New Dawn Social Services	\$2,000
Overton Park Conservancy	\$2,000
Peer Power Foundation, Inc.	\$2,000
Perfecting Gifts Incorporated	\$2,000
Princeton James Project	\$2,000
Protect Our Aquifer	\$2,000
Room in the Inn	\$2,000
Safeways Incorporated	\$2,000
School Seed Foundation	\$2,000
Serving Others Well (S.O.W.)	\$1,000
Shelby County Pro-Am Youth Empowerment	\$3,500
Shelby Metro Sheriffs and Police Activities League of Memphis	\$4,000
Show Up Collective Inc.	\$2,000
Shower Up	\$3,500
Solid Rock Development Corporation	\$2,000
Soulsville Foundation	\$2,000
Steadfast Haven	\$2,000
SVP Kids, Inc.	\$4,000
Taste of Aviation	\$1,000
The Dennis Price Jr. Foundation	\$2,000
The Gaal House	\$3,500
The Gentlemen's League	\$3,000
The Memphis 13 Foundation	\$1,500
Uplift Memphis Foundation Inc.	\$2,000
Vollintine Evergreen Community Association (VECA)	\$2,000
Young Actors Guild	\$2,000
Youth Engineered Success	\$2,000
TOTAL	\$169,000

An aerial night photograph of a city skyline, likely New York City, featuring prominent skyscrapers like the Empire State Building and the Chrysler Building. The city is illuminated with warm lights, and a large river, the Hudson River, is visible on the right side. The text "Solid Waste Update" is overlaid in a large, white, sans-serif font across the center of the image.

Solid Waste Update



~180,000

Homes Serviced Citywide



380,000

Total Tons Collected Annually

200,000 MSW | 172,000 Vegetative & Construction | 8,000 Recyclables



578

Active Headcount

Out of 628 total Solid Waste complement

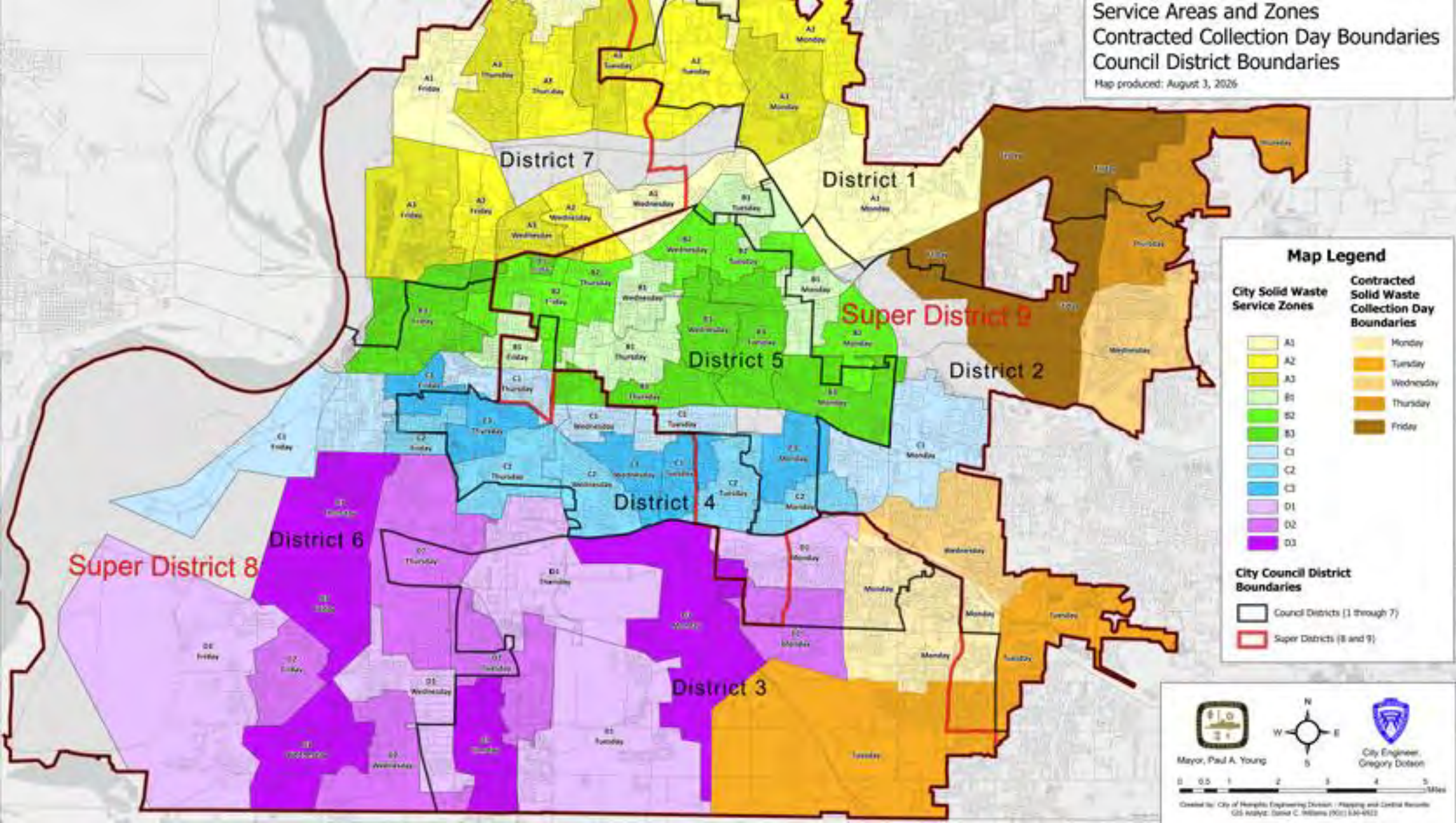


424

Pieces of Rolling Stock

Service Areas and Zones Contracted Collection Day Boundaries Council District Boundaries

Map produced: August 3, 2026

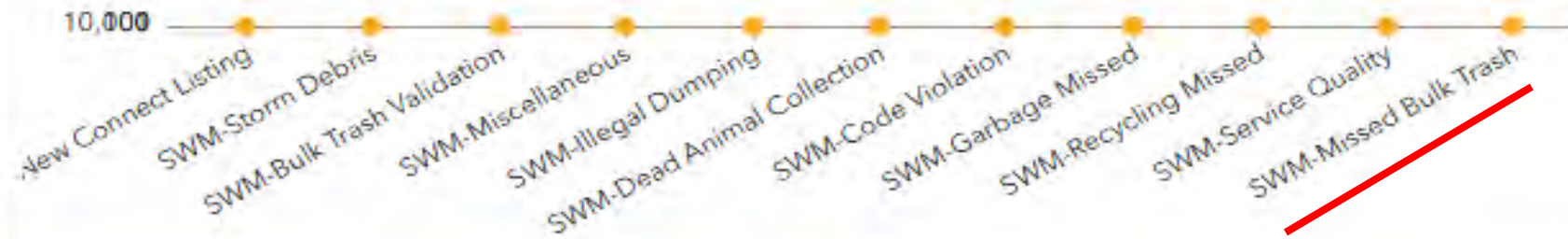


Non-Carts

2,906

2,508 Over SLA

Ticket Counts by Type



Area A

180

129 Over SLA

Area B

420

342 Over SLA

Area C

505

399 Over SLA

Area D

1,501

1,393 Over SLA

Area E

251

196 Over SLA

Open Missed Bulk Trash Requests (Out of 2,022 Total)

Area D: 1,077 (53.3%)
Area C: 452 (22.4%)
Area B: 268 (13.2%)
Area E: 126 (6.2%)
Area A: 66 (3.3%)
Blank: 33 (1.6%)

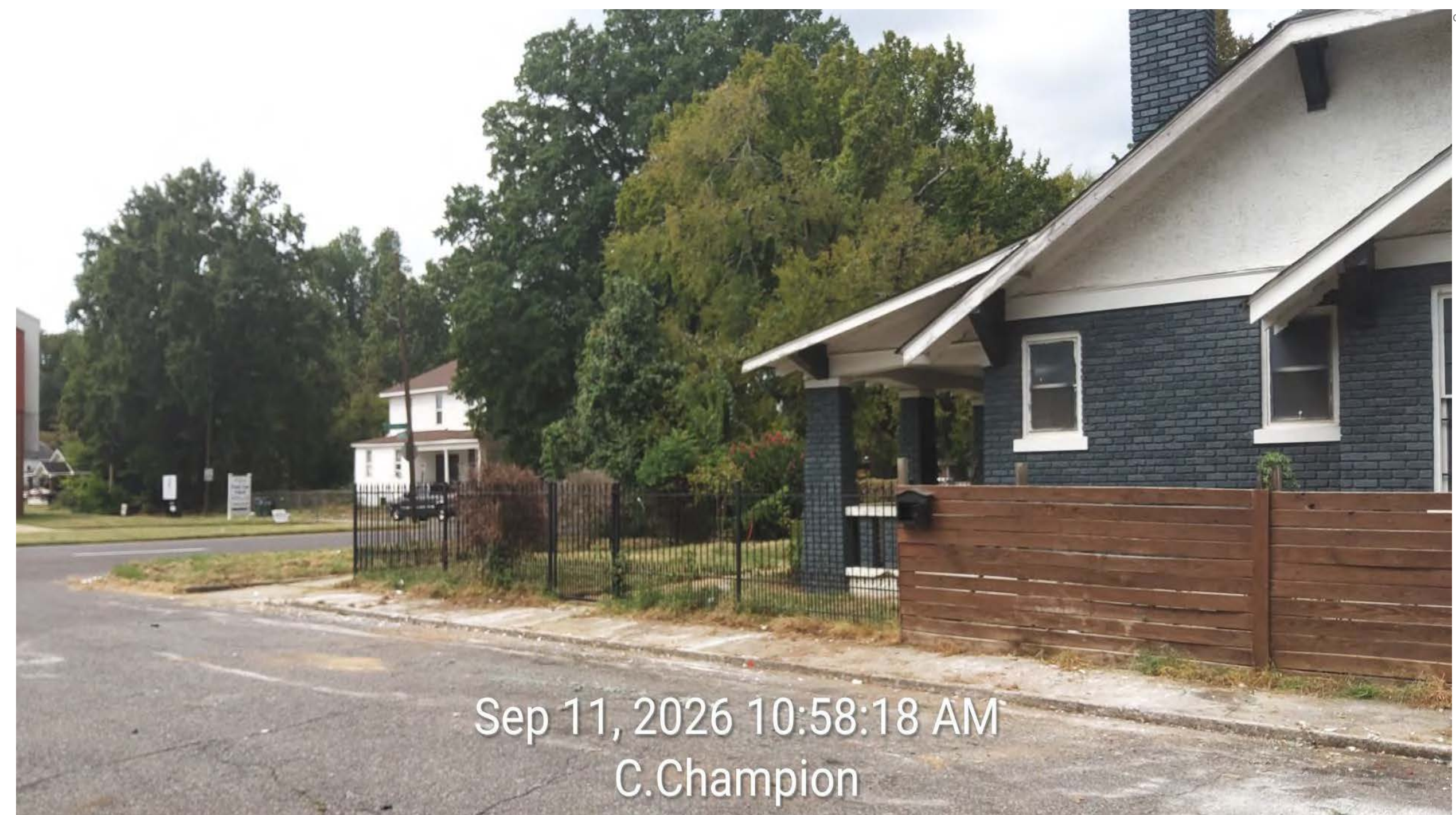
* Data snapshot 8/1/2026



Area D has a large percentage of rental properties with a higher volume of tenant turnover and illegal dumping.

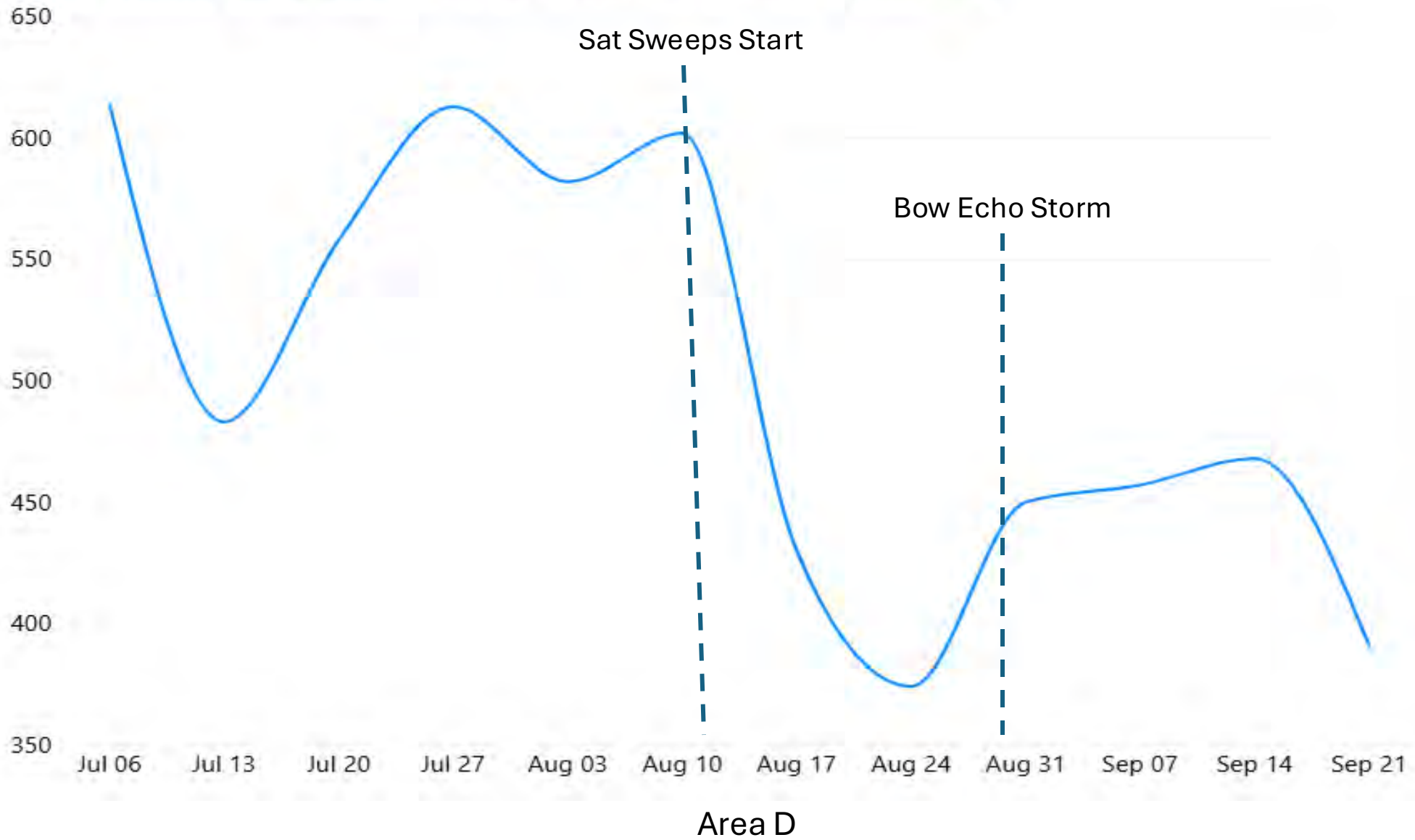
Sep 10, 2026 at 4:25:33 PM
1419-1455 Humber St
Memphis TN 38106
United States





Sep 11, 2026 10:58:18 AM
C.Champion

Solid Waste Total Reported Requests — Rolling 12 Weeks







Non-Carts

1,568

1,131 Over SLA

Area A

131

59 Over SLA

Area B

412

329 Over SLA

Area C

414

333 Over SLA

Area D

184

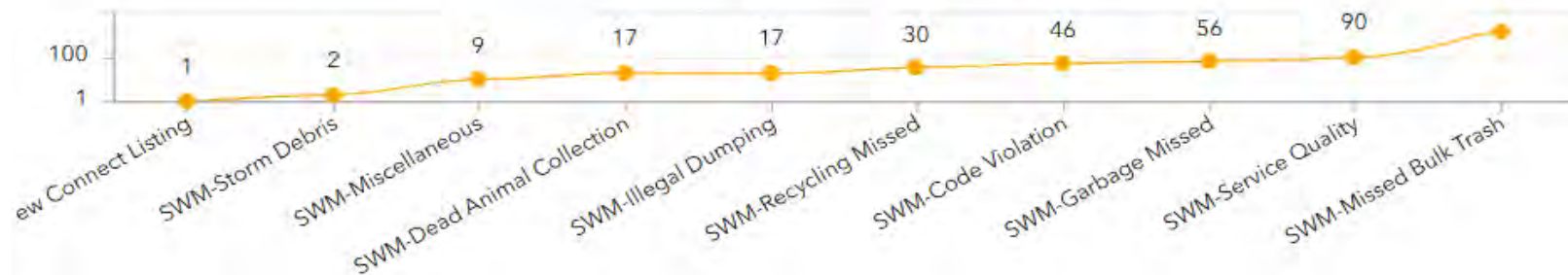
112 Over SLA

Area E

389

263 Over SLA

Ticket Counts by Type



Resolution to Accept Grant



A resolution amending the FY27 CIP Budget by accepting additional Federal grant funding from the Tennessee Department of Transportation (TDOT) and appropriating \$129,220.45 to initiate construction on the Range Line Sidewalk Enhancement Project (EN01064). **Council District 7, and Super District 8.** Sponsored by Engineering. **(Request for Same Night Minutes)**

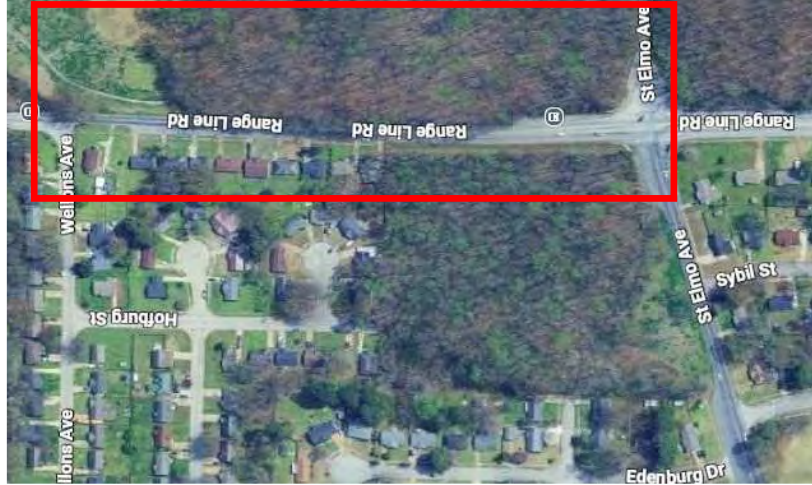
- **Division:** Engineering
- **Name of Grantor:** Tennessee Department of Transportation
- **Funding Amount:** \$ 129,220.45
- **Award Duration:** January 2015 - June 2027
- **Award Type:** Federal Grants
- **Plain Language Description:** Funding to start construction on a sidewalk enhancement project
- **Impact:** This project includes the installation of sidewalk, curb and gutter, curb ramps, signage and new pavement markings along Range Line Road between St. Elmo Avenue and Wellons Avenue.
- **Use of Funds:** \$129,220.45 for construction



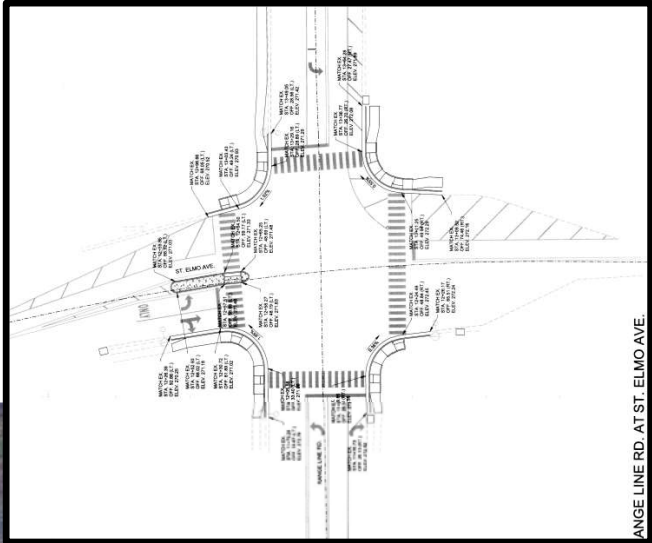
Range Line Sidewalk Enhancement Project



EN01064



PROJECT SITE LOCATION



<u>Revenue</u>	
TDOT (Grant Funding)	\$129,220.45
<u>Expenditure</u>	
Contract A&E (CEI)	\$25,000.00
Contract Construction	\$104,220.45
Total:	\$129,220.45



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

A resolution amending the FY27 CIP Budget by accepting additional Federal grant funding from the Tennessee Department of Transportation (TDOT) and appropriating \$129,220.45 to initiate construction on the Range Line Sidewalk Enhancement Project (EN01064).

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

Engineering

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

N/A

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.

Amends an existing grant agreement with the Tennessee Department of Transportation for EN01064 to award the Construction funds.

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

Appropriation will require an amendment to the FY27 Capital Budget to appropriate funds in the amount of \$129,220.45.

7. If same night minutes are requested, state the reason for the urgency.

This project bid for construction on 8-19-26. Same night minutes are being requested to expedite grant acceptance.

G021

RESOLUTION

Caption: *A resolution amending the FY27 CIP Budget by accepting additional Federal grant funding from the Tennessee Department of Transportation (TDOT) and appropriating \$129,220.45 to initiate construction on the Range Line Sidewalk Enhancement Project (EN01064).*

WHEREAS, the Tennessee Department of Transportation has awarded \$129,220.45 in additional Federal grant funding for the construction phase of the Range Line Sidewalk Enhancement Project (EN01064); and

WHEREAS, it is necessary to accept grant funding and amend the Fiscal Year 2027 CIP Budget to initiate construction on Range Line Sidewalk Enhancement Project (EN01064); and

WHEREAS, it is necessary to appropriate funding in the amount of One-Hundred and Twenty-Nine Thousand, Two-Hundred and Twenty-Two Dollars and Forty-Five Cents (\$129,220.45) for the Range Line Sidewalk Enhancement Project (EN01064); and

WHEREAS, this appropriation would allow the encumbrance of funding for a construction contract.; and

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, that the Fiscal Year 2027 Capital Budget be and is hereby amended by accepting, allocating, and appropriating Federal grant funding in the amount of \$129,220.45 for the Range Line Sidewalk Enhancement Project (EN01064).

BE IT FURTHER RESOLVED BY THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, that the Fiscal Year 2027 Capital Budget be and is hereby amended by appropriating the Expenditures and Revenues for Range Line Sidewalk Enhancement Project (EN01064) in the amount of \$129,220.45 as follows:

<u>Revenue</u>	
TDOT (Grant Funding):	\$129,220.45
<u>Expenditures</u>	
Contract A&E (CEI):	\$ 25,000.00
Contract Construction:	\$104,220.45
Total:	\$129,220.45



Memphis City Council Summary Sheet

(Revised January 28, 2026)

T-056

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

Resolution requesting approval for the nominal conveyance of City-owned property located at 3628 Summer Avenue, Memphis, Tennessee (Parcel ID #038065 00019) to Broad Avenue Community and Economic Development Corporation for social services, community-based programming, and related activities.

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

General Services - Real Estate Service Center.

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. It is a new resolution authorizing the conveyance pursuant to applicable City property-disposition requirements, including Ordinance No. 5637.

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

Council District 5 and Super District 9. The proposed use is intended to serve the Binghampton Community and residents of the City of Memphis.

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

New contract/documentation required - execution of a Purchase and Sale Agreement, quitclaim deed, and other documents necessary to complete the conveyance. It does not amend an existing contract.

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

No City expenditure of funds or budget amendment is required. The property will be conveyed for nominal consideration; the specific amount is not stated in the resolution.

7. If same night minutes are requested, state the reason for the urgency.

N/A - Same night minutes are not requested.

T-056



City Council Resolution

A Resolution requesting approval for the nominal conveyance of City-owned property located at 3628 Summer Avenue, Memphis, Shelby County, Tennessee, and further described as Parcel ID #038065 00019, to Broad Avenue Community and Economic Development Corporation

WHEREAS, the City of Memphis is the owner of a surplus parcel of real property known as **3628 Summer Avenue, Memphis, Tennessee**, further described as **Parcel ID #038065 00019**; and

WHEREAS, Broad Avenue Community and Economic Development Corporation has requested that the City of Memphis convey the subject property for nominal consideration for the purpose of establishing and providing social services benefiting residents of the Binghampton Community and the City of Memphis; and

WHEREAS, Broad Avenue Community and Economic Development Corporation has represented that the proposed use of 3628 Summer Avenue is part of its long-term organizational plan to expand and provide social services and community-based programming within the Binghampton Community and throughout the City of Memphis; and

WHEREAS, the proposed use of the property is intended to promote community development and provide services and resources that benefit residents of the surrounding community and further a public and community purpose; and

WHEREAS, the City of Memphis has determined that there are no further anticipated municipal uses for the subject property and that the conveyance of the property for the proposed community-serving purpose is in the best interest of the City of Memphis; and

WHEREAS, the conveyance shall be subject to all applicable terms, conditions, restrictions, and requirements established by the City of Memphis, including the requirement that the property be utilized for the purposes represented by Broad Avenue Community and Economic Development Corporation; and

WHEREAS, the conveyance shall include an appropriate reversionary provision providing that the property may revert to the City of Memphis in the event the property is not developed, maintained, or utilized in accordance with the approved purpose and conditions of conveyance within the time and manner prescribed by the City; and

T-056

WHEREAS, the City of Memphis shall retain easements for any existing utilities, sanitary sewer, drainage facilities, and other public infrastructure, whether recorded or unrecorded, located in, upon, across, or under the above-described parcel of real property; and

WHEREAS, in accordance with the City of Memphis Code of Ordinances, the Council of the City of Memphis shall approve the conveyances City-owned property following the adoption at two separate meetings of the City Council.

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis, Tennessee, that the nominal conveyance of the City-owned property located at 3628 Summer Avenue, Memphis, Tennessee, Parcel ID #038065 00019, to Broad Avenue Community and Economic Development Corporation is hereby approved, subject to the applicable provisions of City of Memphis Ordinance No. 5637, City policies and procedures governing the disposition of City-owned real property, and the terms and conditions established by the City of Memphis Real Estate Department.

BE IT FURTHER RESOLVED that the City of Memphis Real Estate Department shall prepare and arrange for the execution of the Purchase and Sale Agreement, quitclaim deed, and any other documents incidental or necessary to complete the transfer, and the Mayor of the City of Memphis is hereby authorized to execute said deed and any other documents necessary to complete the conveyance following the adoption of two readings of this resolution.

T-056



Willie F. Brooks, Jr.
Shelby County Register of Deeds

Owner:

CITY OF MEMPHIS SHELBY C

Parcel Address: 3628 SUMMER AVE

Parcel ID: 038065 00019

2026 Appraisal: \$0

Tax District: MEMPHIS

Year Built:

Lot Number: 26&27

Subdivision: HIGHLAND HGTS BLK 21

Plat BK & PG: 4-118

Dimensions: 100.6/100X206.90/205.87

Total Acres: 0.476

Owner Address: 3628 SUMMER AVE

MEMPHIS TN

38122 3740

Map prepared on 8/19/2026



© OpenStreetMap (and) contributors, CC-BY-SA, Imagery © Mapbox
TNS / Parcel 180 North Main, Suite 1000 Memphis, TN 38103
Email: info@shelbycountytexas.gov | www.shelbycountytexas.gov

Solid Waste FY 2027 Vehicle Lease- Amend Budget

Request

Approval to amend the fiscal year 2027 CIP budget

Total Financing:

- \$643,810 (On May 12, 2026, Council approved execution of financing lease)

Equipment:

- Twenty (20) vehicles

Purpose:

- Strengthen enforcement and compliance of Solid Waste regulations

Funding:

- Three (3) year tax exempt lease purchase executed
- Lender: Clayton Holdings, LLC. (Closed on 6/2/2026)
- Annual payment \$229,912.20
- First payment November 1, 2026
- Interest rate locked at 3.79%

Status:

- The City has taken delivery of vehicles to support Inspectors in the enforcement of Solid Waste ordinances





CITY OF MEMPHIS

COUNCIL CAPITAL PROJECT INFORMATION SHEET

posted August 2026

DEPARTMENT INFORMATION

Department / Division: Solid Waste Division

Council Action Date: 10/06/2026

Receiving Project Name & Number: Solid Waste Lease 2026 A

COMPLETED BY CIP TEAM:

Transaction Number (P###): P038

FINANCIAL SNAPSHOT OF RECEIVING PROJECT

Allocation-To-Date: \$0.00

Appropriation-To-Date: \$0.00

Spend-To-Date: \$0.00

Remaining Balance: \$643,810.00

Encumbrances / Committed Funds: \$0.00

Contract(s) Attached? Yes: ☐ No: ☒

PURPOSE OF TRANSACTION

To amend the 2027 CIP budget for these vehicles.

CIP TRANSFER AND/OR APPROPRIATION AMOUNT

Transferred / Appropriated Amount: \$ 643,810.00

PROJECT STATUS & TIMELINE

Status: Active Start Date: _____ End Date: _____

ANTICIPATED ISSUES / RISKS

N/A



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

A resolution to amend the Fiscal Year 2027 CIP Budget by allocating and appropriating Six Hundred Forty Three Thousand Eight Hundred Ten Dollars (\$643,810) in funds for the various service vehicles through incurrence of indebtedness via the execution of a financing lease.

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

Solid Waste Division

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

N/A

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

All

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

No

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

Yes, this project requires an amendment to the FY27 CIP Budget.

7. If same night minutes are requested, state the reason for the urgency.

No



P038

A resolution to amend the Fiscal Year 2027 CIP Budget by allocating and appropriating Six Hundred Forty Three Thousand Eight Hundred Ten Dollars (\$643,810) in funds for the various service vehicles through incurrence of indebtedness via the execution of a financing lease.

WHEREAS, it is necessary and in the public interest that the City of Memphis Solid Waste Division incur indebtedness through the execution of a financing lease for the purpose of financing Solid Waste vehicles as hereinafter more fully described; and

WHEREAS, the Solid Waste Division is committed to improving the quality of life for all citizens of the City of Memphis through effective enforcement of Solid Waste ordinances and the maintenance of clean, safe, and healthy communities; and

WHEREAS, on May 12, 2026, the Memphis City Council approved the a resolution authorizing the execution, delivery, and performance of a financing related to the acquisition of solid waste vehicle; and

WHEREAS, it is necessary for the financing to procure various vehicles for the Solid Waste Division, to pay costs incident thereto and costs in connection with the incurrence of the indebtedness, in the amount of Six Hundred Forty-Three Thousand Eight Hundred Ten Dollars (\$643,810) through the execution of a financing lease.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the Fiscal Year 2027 Capital Improvement Program (CIP) Budget be and is hereby amended by allocating and appropriating Six Hundred Forty Three Thousand Eight Hundred Ten Dollars (\$643,810) in funds for the procurement of various service vehicles to support code inspectors in enforcing Solid Waste ordinances.

Project Title	Solid Waste 2026 Lease A
Project Number	WM _TBD
Total Amount	\$643,810

T. 283



RESOLUTION AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE OF A FINANCING LEASE IN AN AMOUNT NOT EXCEEDING \$643,810, RELATING TO THE ACQUISITION OF VARIOUS SOLID WASTE VEHICLES AND TO APPROVE CERTAIN OTHER MATTERS RELATING THERETO

WHEREAS, the City's Solid Waste Division has need of various service vehicles to support code inspectors in enforcing a Solid Waste ordinance and related municipal codes (collectively, the "Solid Waste Equipment"); and

WHEREAS, the City has selected Clayton Holdings, LLC ("Clayton Holdings"), a subsidiary of Commerce Bank, to serve as financing lessor for the City's proposed acquisition of the Solid Waste Equipment; and

WHEREAS, the Solid Waste Equipment will be acquired via a lease agreement between the City and Clayton Holdings (the "Lease Agreement"); and

WHEREAS, the Lease Agreement is subject to termination for non-appropriation, without cause, in any year; and

WHEREAS, in accordance with the requirements of T.C.A. §§ 9-24-104 et seq., the form of documents associated with the Lease Agreement (the "Lease Documents") have been reviewed and approved by the designee of the Tennessee Comptroller of the Treasury, and such approval is attached to this resolution as Exhibit B; and

WHEREAS, approval by the Council of the City of Memphis is required for such lease financing

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis as follows:

Section 1. Authorization of Lease Documents. The Mayor or his designee, along with other authorized officers are hereby empowered and directed to execute, acknowledge and deliver the Lease Documents in substantially the forms as presented in Exhibit A, with such changes, insertions or omissions as may be deemed reasonably necessary by the persons executing the same, upon advice of counsel, to accomplish the purposes of the transaction contemplated therein and in this resolution and shall not be inconsistent with or contrary to such purposes.

Execution of the Lease Documents shall constitute conclusive evidence that such documents—and any revisions thereto—have been approved by the individuals executing them.

T-2677

Section 2. Information Reporting. The Chief Financial Officer of the City (the "CFO") or his designee is hereby authorized to sign and file or cause to be filed a completed I.R.S. Form 8038-G, "Information Return for Tax-Exempt Governmental Obligations," as required by Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 3. Non-Arbitrage Certificate. The CFO is hereby authorized to execute a non-arbitrage certificate to comply with Section 148 of the Code, and the applicable income tax regulations thereunder.

Section 4. Budget Amendment. The CFO is hereby authorized to amend the operating budget of the Solid Waste Division to account for any changes made in compliance with the Lease Documents.

Section 5. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Lease Documents shall be deemed to be a stipulation, obligation or agreement of any officer, agent or employee of the City in their individual capacity, and such persons shall be deemed to act solely in their official capacities.

Section 6. General Authority. From and after the execution and delivery of the documents hereinabove authorized and consented to, the Mayor of the City, his designee, and the proper officers, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the execution and delivery of the Lease Documents and to document compliance with the Code.

Section 7. Actions Ratified, Approved and Confirmed. All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Resolution and the execution, delivery and performance of the Lease Documents shall be, and the same hereby are, in all respects ratified, approved and confirmed.

Section 8. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof.

Section 9. Repealing Clause. All resolutions or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Resolution to Appropriate CIP Funds

A Resolution appropriating FY27 allocations, in the amount of \$1,500,000, in CIP project number GS222202 City Hall Improvements 2.

- **Division:** General Services
- **Funding Amount:** \$1,500,000
- **Budget Impact:** **NEUTRAL**. Funds were already allocated in FY27 CIP Budget.
- **Plain Language Description:** Chiller installation at City Hall
- **Impact:** Installation of a new chiller will improve the reliability of the HVAC system serving City Hall and provide dependable temperature control for employees, visitors, and City operations. The project will reduce the risk of extended HVAC outages, improve facility resiliency, and help prevent emergency repairs and operational disruptions associated with aging or unreliable cooling equipment.
- **Project Status:** Active
- **Timeline for Implementation:** Work to be completed by the end of June 30, 2027
- **Use of Funds:**
 - Construction - \$1,500,000





CITY OF MEMPHIS COUNCIL CAPITAL PROJECT INFORMATION SHEET

posted August 2026

DEPARTMENT INFORMATION

Department / Division: General Services

Council Action Date: _____

Receiving Project Name & Number: GS22202 City Improvements 2

COMPLETED BY CIP TEAM:

Transaction Number (P###): P032

FINANCIAL SNAPSHOT OF RECEIVING PROJECT

Allocation-To-Date: \$10,372,857.55Appropriation-To-Date: \$8,872,857.55Spend-To-Date: \$6,813,430.35Remaining Balance: \$267,426.36Encumbrances / Committed Funds: \$1,792,000.84Contract(s) Attached? Yes: ☐ No: ☒

PURPOSE OF TRANSACTION

appropriating FY27 allocations

CIP TRANSFER AND/OR APPROPRIATION AMOUNT

Transferred / Appropriated Amount: \$ 1,500,000.00

PROJECT STATUS & TIMELINE

Status: Active Start Date: 07/01/2022 End Date: 12/31/2030

ANTICIPATED ISSUES / RISKS



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

A Resolution appropriating FY27 allocations in the amount of \$1,500,000, in CIP project number GS22202 – Major Modifications – City Hall Improvements for the installation of replacement chillers.

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 7 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 to appropriate FY27 allocations.

7. If same night minutes are requested, state the reason for the urgency.

N/A

P032



A Resolution appropriating FY27 allocations in the amount of \$1,500,000 in CIP project number GS22202 – Major Modification – City Hall Improvements for the installation of replacement chillers.

WHEREAS, the Council of the City of Memphis did include CIP Project number GS22202 – Major Modification – City Hall Improvements, as part of the FY27 Capital Improvement Program budget; and

WHEREAS, it is necessary to appropriate FY27 allocations in the sum of \$1,500,000 in Contract Construction funded by G O Bonds – General in CIP project number GS22202 – Major Modification – City Hall Improvements for the installation of replacement chillers at City Hall.

NOW, THEREFORE, BE IT RESOLVED that the Council of the City of Memphis hereby approves appropriating FY27 allocations in the sum of \$1,500,000 in Contract Construction, in CIP project number GS22202 – Major Modifications – City Hall Improvements and credited as follows:

Project Title:	CIP – City Hall Improvements
Project Number:	GS22202
Amount:	\$1,500,000

Resolution to Appropriate CIP Funds

A Resolution appropriating FY27 allocations, in the amount of \$513,000, in CIP project number GS24105 FY24 Major Mod - Carpentry.

- **Division:** General Services
- **Funding Amount:** \$513,000
- **Budget Impact:** **NEUTRAL.** Funds were already allocated in FY27 CIP Budget.
- **Plain Language Description:** Holt Training Center South Side Foundation Repair and PW-Collins Yard Mechanic Shop Metal
- **Impact:** The proposed carpentry improvements will address structural and building-envelope needs at the Holt Training Center and Public Works Collins Yard Mechanic Shop. Completion of these projects will improve the safety, functionality, and longevity of the facilities while reducing the potential for continued deterioration, work disruptions, and more costly corrective repairs in the future.
- **Project Status:** Active
- **Timeline for Implementation:** Work to be completed by the end of December 31, 2027
- **Use of Funds:**
 - Construction - \$513,000





CITY OF MEMPHIS
COUNCIL CAPITAL PROJECT INFORMATION SHEET
posted August 2026

DEPARTMENT INFORMATION

Department / Division: General Services
Council Action Date:
Receiving Project Name & Number: GS24105 FY24 Major Mod Carpentry

COMPLETED BY CIP TEAM:

Transaction Number (P###): P036

FINANCIAL SNAPSHOT OF RECEIVING PROJECT

Allocation-To-Date: \$1,599,000
Appropriation-To-Date: \$1,086,000
Spend-To-Date: \$606,929.05
Remaining Balance: \$145,643.17
Encumbrances / Committed Funds: \$333,427.75
Contract(s) Attached? Yes: ☐ No: ☒

PURPOSE OF TRANSACTION

appropriating FY27 allocations

CIP TRANSFER AND/OR APPROPRIATION AMOUNT

Transferred / Appropriated Amount: \$ 513,000.00

PROJECT STATUS & TIMELINE

Status: Active Start Date: 07/01/2024 End Date: 12/31/2030

ANTICIPATED ISSUES / RISKS



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

A resolution appropriating FY27 allocations in the amount of \$513,000, in CIP project number GS24105 – Major Modification – Carpentry for the Holt Training Center South Side Foundation Repair and Public Works Collins Yard Mechanic Shop Metal 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.

Districts 5 & 7; Super Districts 8 & 9

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 to appropriate FY27 allocations.

7. If same night minutes are requested, state the reason for the urgency.

N/A

P036



A resolution appropriating FY27 allocations in the amount of \$513,000, in CIP project number GS24105 – Major Modification – Carpentry for the Holt Training Center South Side Foundation Repair and Public Works Collins Yard Mechanic Shop Metal Building.

WHEREAS, the Council of the City of Memphis did include CIP Project number GS24105 – Major Modification – Carpentry, as part of the FY27 Capital Improvement Program (CIP) budget; and

WHEREAS, it is necessary to appropriate FY27 allocations in the sum of \$513,000 in Contract Construction funded by G O Bonds – General in CIP project number GS24105 – Major Modification – Carpentry for Holt Training Center South Side Foundation Repair and Public Works Collins Yard Mechanic Shop Metal Building.

NOW, THEREFORE, BE IT RESOLVED that the Council of the City of Memphis hereby approves appropriating FY27 allocations in the sum of \$513,000 in Contract Construction, in CIP Project number GS24105 – Major Modification – Carpentry and credited as follows:

Project Title:	FY24 Major Modification – Carpentry
Project Number:	GS24105
Amount:	\$513,000

P035



A resolution appropriating FY27 allocations in CIP Project number GS24104 – Major Modification - HVAC for HVAC repairs and/or replacement for Pink Palace Heat Exchange, Mallory Neely House, Tillman Police Precinct and Ridgeway Police Precinct.

WHEREAS, the Council of the City of Memphis did include CIP Project number GS24104 – Major Modification – HVAC as part of the FY27 Capital Improvement Program budget; and

WHEREAS, it is necessary to appropriate FY27 allocations in the sum of \$666,2550 in Contract Construction funded by G O Bonds – General, in CIP project number GS24104 – Major Modification – HVAC for HVAC repairs and/or replacement for Pink Palace Heat Exchange, Mallory Neely House, Tillman Police Precinct and Ridgeway Police Precinct.

NOW, THEREFORE, BE IT RESOLVED that the Council of the City of Memphis hereby approves appropriating FY27 allocations in the sum of \$666,250 in Contract Construction, in CIP project GS24104 – Major Modification – HVAC and credited as follows:

Project Title:	FY24 Major Modification – HVAC
Project Number:	GS24104
Amount:	\$666,250



CITY OF MEMPHIS

COUNCIL CAPITAL PROJECT INFORMATION SHEET

posted August 2026

DEPARTMENT INFORMATION

Department / Division: General Services

Council Action Date: _____

Receiving Project Name & Number: GS24104 FY24 Major Mod HVAC

COMPLETED BY CIP TEAM:

Transaction Number (P###): P035

FINANCIAL SNAPSHOT OF RECEIVING PROJECT

Allocation-To-Date: \$7,476,350

Appropriation-To-Date: \$6,810,100

Spend-To-Date: \$6,397,060.94

Remaining Balance: \$398,784.42

Encumbrances / Committed Funds: \$14,254.64

Contract(s) Attached? Yes: ☐ No: ☒

PURPOSE OF TRANSACTION

appropriating FY27 allocations

CIP TRANSFER AND/OR APPROPRIATION AMOUNT

Transferred / Appropriated Amount: \$ 666,250.00

PROJECT STATUS & TIMELINE

Status: Active Start Date: 07/01/2024 End Date: 12/31/2030

ANTICIPATED ISSUES / RISKS



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

A resolution appropriating FY27 allocations in the amount of \$666,250, in CIP project number GS24104 – Major Modification - HVAC for HVAC repairs and/or replacement for Pink Palace Heat Exchange, Mallory Neely House, Tillman Police Precinct and Ridgeway Police Precinct.

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.

Districts 3, 5 & 6; Super Districts; 8 & 9

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 to appropriate FY27 allocations.

7. If same night minutes are requested, state the reason for the urgency.

N/A

P035



A resolution appropriating FY27 allocations in CIP Project number GS24104 – Major Modification - HVAC for HVAC repairs and/or replacement for Pink Palace Heat Exchange, Mallory Neely House, Tillman Police Precinct and Ridgeway Police Precinct.

WHEREAS, the Council of the City of Memphis did include CIP Project number GS24104 – Major Modification – HVAC as part of the FY27 Capital Improvement Program budget; and

WHEREAS, it is necessary to appropriate FY27 allocations in the sum of \$666,2550 in Contract Construction funded by G O Bonds – General, in CIP project number GS24104 – Major Modification – HVAC for HVAC repairs and/or replacement for Pink Palace Heat Exchange, Mallory Neely House, Tillman Police Precinct and Ridgeway Police Precinct.

NOW, THEREFORE, BE IT RESOLVED that the Council of the City of Memphis hereby approves appropriating FY27 allocations in the sum of \$666,250 in Contract Construction, in CIP project GS24104 – Major Modification – HVAC and credited as follows:

Project Title:	FY24 Major Modification – HVAC
Project Number:	GS24104
Amount:	\$666,250

Resolution to Appropriate CIP Funds

A Resolution appropriating FY27 allocations, in the amount of \$375,000, in CIP project number GS24107 FY24 Major Mod - Contingency.

- **Division:** General Services
- **Funding Amount:** \$375,000
- **Budget Impact:** **NEUTRAL**. Funds were already allocated in FY27 CIP Budget.
- **Plain Language Description:** Break/Fix for Emergency Repairs for City-owned facilities
- **Impact:** These funds will provide the City with the ability to respond to unforeseen and emergency repairs affecting City-owned facilities. Maintaining this contingency funding will allow critical facility issues to be addressed in a timely manner, helping minimize operational disruptions, prevent further property damage, protect City assets, and maintain safe and functional facilities.
- **Project Status:** Active
- **Timeline for Implementation:** Work to be completed by the end of December 31, 2027
- **Use of Funds:**
 - Construction - \$375,000





CITY OF MEMPHIS
COUNCIL CAPITAL PROJECT INFORMATION SHEET
posted August 2026

DEPARTMENT INFORMATION

Department / Division: General Services

Council Action Date:

Receiving Project Name & Number: GS24107 Major Mod - Contingency

COMPLETED BY CIP TEAM:

Transaction Number (P###): P037

FINANCIAL SNAPSHOT OF RECEIVING PROJECT

Allocation-To-Date: \$4,174,218.08

Appropriation-To-Date: \$3,799,218.08

Spend-To-Date: \$3,218,450.54

Remaining Balance: \$428,772.71

Encumbrances / Committed Funds: \$151,994.83

Contract(s) Attached? Yes: ☐ No: ☒

PURPOSE OF TRANSACTION

appropriating FY27 allocations

CIP TRANSFER AND/OR APPROPRIATION AMOUNT

Transferred / Appropriated Amount: \$ 375,000.00

PROJECT STATUS & TIMELINE

Status: Active Start Date: 07/01/2024 End Date: 12/31/2030

ANTICIPATED ISSUES / RISKS



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

A resolution appropriating FY27 allocations in the amount of \$375,000 in CIP project number GS24107 – Major Modification – Contingency for emergency repairs throughout the City facilities.

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.

Districts; Various; Super Districts; All

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 to appropriate FY27 allocations.

7. If same night minutes are requested, state the reason for the urgency.

N/A

P037

A resolution appropriating FY27 allocations in the amount of \$375,000, in CIP project number GS24107 – Major Modification – Contingency for emergency repairs throughout the City facilities.

WHEREAS, the Council of the City of Memphis did include allocations for the FY27 CIP Project number GS24107 – Major Modification – Contingency as part of the FY27 Capital Improvement Program budget; and

WHEREAS, it is necessary to appropriate FY27 allocations in the sum of \$375,000 in Contract Construction funded by G O Bonds – General in CIP project number GS24107 – Major Modification – Contingency for emergency repairs throughout the City facilities.

NOW, THEREFORE, BE IT RESOLVED that the Council of the City of Memphis hereby approves appropriating FY27 allocations in the sum of \$375,000 in Contract Construction, in CIP project number GS24107 – Major Modification – Contingency and credited as follows:

Project Title:	FY24 Major Modification – Contingency
Project Number:	GS24107
Amount:	\$375,000

Resolution to Appropriate CIP Funds

A Resolution appropriating FY27 allocations, in the amount of \$800,000, in CIP project number GS20170 – 170 N Main Modifications (Public Safety Building).

- **Division:** General Services
- **Funding Amount:** \$800,000
- **Budget Impact:** **NEUTRAL**. Funds were already allocated in FY27 CIP Budget.
- **Plain Language Description:** Public Safety Building Roof Replacement
- **Impact:** Replacement of the Public Safety Building roof will protect the City's facility and its interior assets from continued deterioration and water intrusion. The project will improve the reliability and service life of the building, reduce the potential for damage to interior spaces and equipment, and minimize the need for emergency repairs and associated operational disruptions.
- **Project Status:** Active
- **Timeline for Implementation:** Work to be completed by the end of June 30, 2027
- **Use of Funds:**
 - Construction - \$800,000





CITY OF MEMPHIS

COUNCIL CAPITAL PROJECT INFORMATION SHEET

posted August 2026

DEPARTMENT INFORMATION

Department / Division: General Services

Council Action Date: _____

Receiving Project Name & Number: GS20170 N Main Modifications

COMPLETED BY CIP TEAM:

Transaction Number (P###): P031

FINANCIAL SNAPSHOT OF RECEIVING PROJECT

Allocation-To-Date: \$1,400,000

Appropriation-To-Date: \$600,000

Spend-To-Date: \$400,000

Remaining Balance: \$200,000

Encumbrances / Committed Funds: \$200,000

Contract(s) Attached? Yes: ☐ No: ☒

PURPOSE OF TRANSACTION

appropriating FY27 allocations

CIP TRANSFER AND/OR APPROPRIATION AMOUNT

Transferred / Appropriated Amount: \$ 800,000.00

PROJECT STATUS & TIMELINE

Status: Active Start Date: 07/01/2020 End Date: 12/31/2030

ANTICIPATED ISSUES / RISKS



Memphis City Council Summary Sheet

(Revised January 28, 2026)

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

A Resolution appropriating FY27 allocations in the amount of \$800,000 in CIP project number GS20170 – 170 N Main (Public Safety Building) for the Roof Replacement.

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

7 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 to appropriate FY27 allocations.

7. If same night minutes are requested, state the reason for the urgency.

N/A

P031



A Resolution appropriating FY27 allocations in the amount of \$800,000 in CIP project number GS20170 – Major Modification – 170 N Main (Public Safety Building).

WHEREAS, the Council of the City of Memphis did include allocations for the FY27 CIP Project number GS20170 – Major Modification – 170 N Main (Public Safety Building), as part of the FY27 Capital Improvement Program budget; and

WHEREAS, it is necessary to appropriate FY27 allocations in the sum of \$800,000 in Contract Construction funded by G O Bonds – General in CIP project number GS20170 – Major Modification – 170 N Main (Public Safety Building) for the roof replacement.

NOW, THEREFORE, BE IT RESOLVED that the Council of the City of Memphis hereby approves appropriating FY27 allocations in the sum of \$800,000 in Contract Construction, in CIP project number GS20170 – Major Modification – 170 N Main (Public Safety Building) and credited as follows:

Project Title:	CIP – Major Mod – 170 N Main (Public Safety Building)
Project Number:	GS20170
Amount:	\$800,000



SAPPHIRE RESERVE

Building Workforce Housing. Strengthening Communities. Expanding Opportunity.

PRESENTED BY

Brooke Boone, LMSW — Managing Member
Bailey & Brock Enterprises, LLC

PRESENTED TO

Memphis City Council
October 2026

THE OPPORTUNITY AT A GLANCE

An Investment in Memphis Homeownership

115

new homes
over a 5-year build

85%

for ownership
98 of 115 units for sale

\$80M

economic impact
to Memphis & Shelby County

1,725

construction jobs
created or supported

At its core, Sapphire Reserve is a homeownership opportunity designed to strengthen community from the ground up. It is a chance to deliver new housing, support local economic impact, and help ensure Southwest Memphis is included in the next chapter of the city's growth

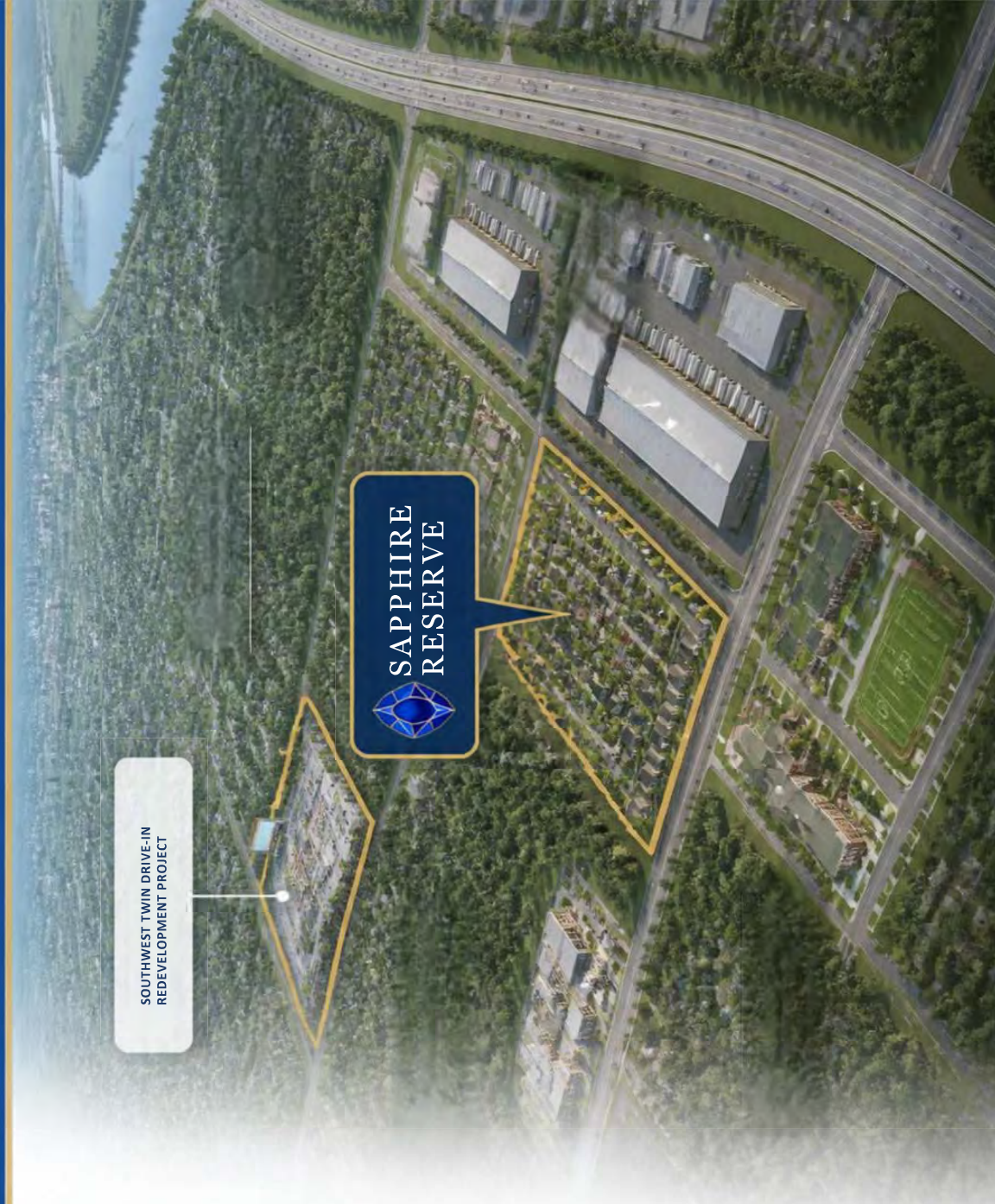
THE OPPORTUNITY AT A GLANCE

Sapphire Reserve

Located in Southwest Memphis, about **three miles from the Southwest Twin Drive-In redevelopment project**. Sapphire Reserve sits near emerging investment activity, established neighborhoods, major employment corridors, logistics assets, and community-serving institutions.

Sapphire Reserve supports the spirit of Memphis 3.0 by advancing new homeownership opportunities in Southwest Memphis and helping direct reinvestment into an established neighborhood area.

Sapphire Reserve · Workforce Housing Community · Memphis, TN



THE OPPORTUNITY AT A GLANCE

Proposed Homeownership Vision

The vision for Sapphire Reserve is to create a new homeownership community designed for working families, first-time buyers, and residents seeking quality housing options in Southwest Memphis.

The project is intended to offer attainable, well-designed homes that support pride of ownership, long-term residency, and generational wealth-building. Sapphire Reserve is not simply a housing development; it is envisioned as a community where residents can build stability, connection, and opportunity.



PROJECT OVERVIEW

A Workforce Community for Whitehaven & Southwest Memphis

PROPOSED DEVELOPMENT

ADDRESS	5336 S. Weaver Rd., Memphis, TN 38109
CONTEXT	West of Diamond Estates & Ruby Estates subdivisions
PROXIMITY	~3 miles from the Southwest Twin Center project
SITE PLAN	115 single-family homes
AMENITIES	Dog park, pickleball courts, walking paths
STANDARD	Every home: minimum 3 beds, 2 baths, attached garage

115 SINGLE FAMILY HOMES

1,600–1,800 heated square feet
Targeted starting price \$275,000
50% priced at or below 120% AMI
vs. county average new-home price exceeding \$500,000

NEIGHBORHOOD LAYOUT

Sapphire Reserve Site Plan — 115 Total Lots

115

Single-Family Lots

Avg. 40' wide x 150' deep

PLANNED AMENITIES

- Dog park
- Pickleball courts
- Walking paths along Gemstone Way
- Connected to existing neighborhoods

Need For Newer Housing Options In Southwest Memphis

Sapphire Reserve is positioned near some of Southwest Memphis’ most important employment, education, healthcare, and civic anchors, including Methodist South Hospital, Whitehaven High School, Southwest Tennessee Community College’s Whitehaven Center, the airport/logistics employment corridor, and long-standing faith institutions.

These anchors suggest a practical buyer universe of healthcare workers, educators, public-sector employees, airport and logistics workers, first-time homebuyers, returning Whitehaven families, and multigenerational households seeking newer homeownership options close to work, family, worship, and community life.

- Methodist South Hospital
- Whitehaven High School
- Southwest Tennessee Community College’s Whitehaven Center
- Airport/Logistics Employment Corridor
- Long-standing Faith Institutions

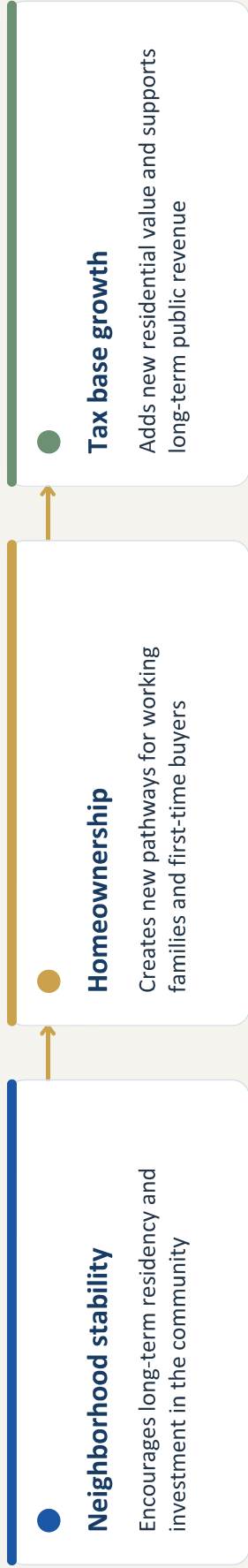
					
 Healthcare Workers	 Educators	 Public-Sector Employees	 Airport & Logistics Workers	 First-Time Homebuyers	 Returning Whitehaven Families & Multigenerational Households

Sapphire Reserve • Workforce Housing Community • Memphis, TN

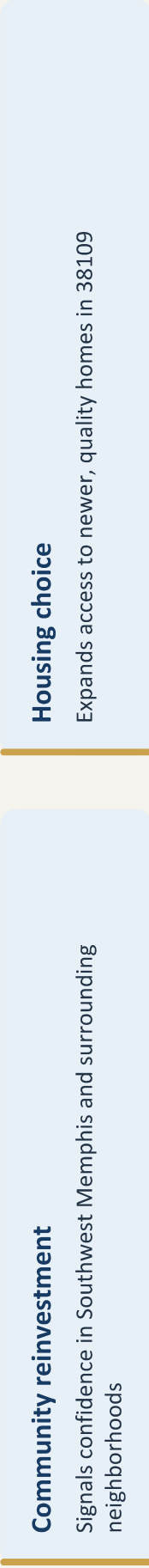
COMMUNITY BENEFITS

Benefits To Neighborhood Stability, Homeownership And The Tax Base

Sapphire Reserve can support Southwest Memphis in several important ways:



ADDITIONAL COMMUNITY EFFECTS



THE BOTTOM LINE
At its strongest, Sapphire Reserve can help transform underutilized land into a productive residential community that benefits homeowners, surrounding neighborhoods, and the City of Memphis.

THE CASE FOR INVESTMENT

Memphis Is Losing Residents — and the Housing to Keep Them

5,000+

residents lost per year

since 2020 (U.S. Census)

164

new-construction homes

sold in all of Memphis in 2025 (MAAR)

#1 / #10

population vs. housing

Memphis ranks #1 in population but #10 in housing creation (THDA)

MONEY IS LEAVING FOR DESOTO COUNTY

Pinewood in Southaven, MS — a 607-unit subdivision less than 2 minutes across the TN/MS line — started sales at \$304,000. 85% of buyers came from Memphis.

OUR HOUSING STOCK IS AGING OUT

80%+ of housing stock in 38109 is 46 years or older — vs. just 14% in DeSoto County and 26% in Fayette County.

Sapphire Reserve directly supports the Memphis Mayor's goal of 10,000 new housing units by 2030.



EARLY PLANNING & VALIDATION STAGE

Current Development Stage

At this stage, the focus is on identifying what support may be needed, and ensuring the project is positioned as a credible, community-aligned opportunity.



Work Underway To Validate Key Assumptions

The project team is currently working to validate the major assumptions that will shape Sapphire Reserve's next steps, including:

DONE



Complete site control



Engineering and site infrastructure requirements, proposal and scope of work



Market demand and potential buyer profiles



Construction costs and delivery timelines



Capital stack and financing options



WORK IN PROGRESS



Alignment with public goals and community priorities



WORK IN PROGRESS



Development phasing and implementation strategy



This work is intended to ensure that Sapphire Reserve moves forward with clarity, discipline, and a realistic understanding of what will be required to deliver a successful homeownership community in Southwest Memphis.



Infrastructure & Development Requirements



Roadway access and internal streets



Water and sewer capacity



Stormwater management and drainage



Utility connections



Sidewalks, lighting, and pedestrian infrastructure



Site grading and preparation



Public safety access and circulation



Planning, permitting and review fees

PROVEN MODELS

How Cities Like Memphis Support Housing Development

Right-sized comparisons — cities and states of similar scale to Memphis (pop. ~606K), not the largest U.S. metros.

City / State	Scale vs. Memphis	Program	Investment	Housing / Infrastructure Impact
Louisville, KY	~628K — 98% match	Affordable Housing Trust Fund	\$14M/yr	Gap funding, construction loans & developer subsidy for ownership + rental
Nashville, TN	In-state peer	Connecting Housing to Infrastructure (CHIP)	\$4M	Directly funds infrastructure (sewer, water, roads) for housing — the closest match to our ask
Birmingham, AL	~196K metro core	Birmingham Housing Trust (ARPA)	\$10M	Affordable housing construction citywide
Little Rock, AR	~202K	New Affordable Housing Construction Program	\$6.5M	New construction of affordable units within the city
State of Alabama	Regional model	Workforce Housing Tax Credit	\$2M/project	Up to \$2M per project for 10 yrs for workforce housing

Takeaway: Nashville’s CHIP program — funding infrastructure directly for housing — is the strongest precedent for the exact mechanism Sapphire Reserve is requesting.

Source: Louisville AHTF, Nashville CHIP, City of Birmingham, City of Little Rock, AL Dept. of Revenue

Sapphire Reserve · Workforce Housing Community · Memphis, TN

THE TEAM

Experienced Partners Behind Sapphire Reserve

Bailey & Brock Enterprises, LLC

DEVELOPER

Lead developer and project sponsor

Brooke Boone, LMSW

MANAGING MEMBER

10-yr real estate agent & investor; completed the Emerging Developer Academy with the Alliance for Housing Progress (2025)

David Walker

DEVELOPMENT CONSULTANT

30 years of experience; developer of Diamond, Ruby, Emerald Estates & Southern Heights in Memphis

Kate Haywood

ARCHITECT

Daily Design Group

The Reaves Firm

CIVIL ENGINEER

Planning, engineering, landscape architecture and land surveying

Let's Build It Together

Thank You · Questions & Discussion

Brooke Boone, LMSW · Managing Member · Bailey & Brock Enterprises, LLC

Contact: BrookeBooneRealEstate@gmail.com

ORDINANCE NO. 5982

AN ORDINANCE DECLARING A TEMPORARY MORATORIUM ON THE ACCEPTANCE, PROCESSING, APPROVAL, AND ISSUANCE OF ZONING, LAND USE, BUILDING, AND OTHER ASSOCIATED INFRASTRUCTURE PERMITS FOR DATA CENTER DEVELOPMENTS WITHIN THE CITY OF MEMPHIS

WHEREAS, pursuant to Tennessee Code Annotated § 13-7-201, the Memphis City Council possesses the authority to regulate land use, zoning, and development to protect the public health, safety, and welfare of its citizens; and

WHEREAS, there has been substantial growth nationwide and throughout Tennessee in the development of large-scale data centers and high-density computing facilities supporting cloud computing, artificial intelligence, digital storage, cryptocurrency operations, and other advanced computing technologies; and

WHEREAS, modern data centers differ significantly from traditional commercial and industrial developments because they may require exceptionally high electrical loads, extensive backup generation systems, electrical substations, battery storage systems, mechanical cooling equipment, water resources, telecommunications infrastructure, and continuous twenty-four-hour operations; and

WHEREAS, such facilities may generate impacts relating to electrical infrastructure capacity, water consumption, wastewater management, stormwater runoff, emergency services, traffic, lighting, vibration, noise, air quality, fuel storage, public utilities, and surrounding neighborhoods; and

WHEREAS, the Memphis and Shelby County Unified Development Code does not presently classify or comprehensively regulate data center developments as a distinct land use and therefore does not specifically address their unique operational characteristics or potential community impacts; and

WHEREAS, additional study is necessary before permitting additional data center developments to ensure that appropriate zoning classifications, siting standards, buffering requirements, operational standards, utility protections, environmental safeguards, and community protections are established; and

WHEREAS, a temporary moratorium should serve as a defined planning and regulatory-development period and not as an indefinite or blanket prohibition, and should culminate in a transparent framework identifying where qualifying facilities may appropriately be located, what information applicants must submit, how proposed projects will be evaluated regardless of energy source, and how affected communities will participate in the process; and

WHEREAS, meaningful public participation should occur before the City designates preferred areas for future data center development so that neighborhood impacts, infrastructure needs, environmental concerns, economic opportunities, and community priorities may inform the final siting and regulatory framework; and

WHEREAS, a temporary moratorium is necessary to prevent applications from vesting under existing regulations while the City undertakes the community-engagement, study, siting, and permanent-regulation process established by this Ordinance.

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

SECTION 1. DEFINITIONS

For purposes of this Ordinance, the following terms shall have the meanings set forth below:

Affiliated Facility means a facility, phase, parcel, project entity, tenant, or power-supply arrangement under common ownership or control, developed pursuant to a common plan, sharing material infrastructure, or located on contiguous or proximate parcels.

Data Center means any building, structure, campus, or facility primarily designed for housing, operating, or maintaining computer servers, data storage equipment, networking equipment, telecommunications infrastructure, or other electronic systems used for processing, transmitting, or storing digital information, together with all associated cooling systems, backup generators, substations, battery storage, mechanical equipment, and supporting infrastructure.

High-Density Computing Facility means any facility engaged primarily in artificial intelligence processing, cryptocurrency mining, commercial server farming, or other computing activities requiring substantial electrical demand or specialized computing equipment.

Maximum Site Electrical Demand or MSED means the greatest projected coincident electrical demand of the complete facility or campus during its first five (5) years after initial operation, regardless of whether supplied by Memphis Light, Gas and Water (“MLGW”), a TVA-connected service, an independent power producer, behind-the-meter generation, onsite generation, storage, or any combination thereof, measured before subtracting onsite generation or storage.

Utility Requested Load means the maximum firm or interruptible electric demand an applicant requests from MLGW, excluding generation not supplied by MLGW.

Discretionary Public Development Value means a PILOT, public land sale or lease, option, grant, public financing, public infrastructure commitment not available as of right, expedited district position, or other discretionary City-controlled economic value. Ordinary permits and utility service available under generally applicable law and rates shall not constitute Discretionary Public Development Value.

Eligible Digital Infrastructure Expenditures means the purchase or lease price of servers, processors, accelerators, storage devices, networking and switching equipment, racks, qualified software, cooling equipment, backup or onsite generation equipment, and other capital equipment installed for the facility, excluding payroll, employee benefits, debt service, taxes, and land purchase price.

SECTION 2. TEMPORARY MORATORIUM

Beginning on the effective date of this Ordinance, the City of Memphis may continue to accept applications for the limited purposes of docketing and completeness review; provided, however, that no application subject to this Section shall be processed, scheduled, heard, approved, or issued during the moratorium.

All review deadlines otherwise applicable under state law, the Memphis and Shelby County Unified Development Code, or administrative rule shall be tolled to the extent permitted by law for the duration of the moratorium.

During the moratorium, the Memphis and Shelby County Division of Planning and Development shall not process any of the following for a new Data Center or High-Density Computing Facility located within the corporate limits of the City of Memphis:

1. Rezoning applications;
2. Planned development applications;
3. Special use permits;
4. Conditional use permits;
5. Site plan approvals;
6. Building permits;
7. Grading permits;
8. Land disturbance permits; or
9. Any other discretionary land-use approval.

No City department, board, commission, agency, or official shall approve any application subject to this Section during the moratorium except as expressly provided in Section 3 of this Ordinance.

SECTION 3. EXEMPTIONS

The moratorium established by this Ordinance shall **not** apply to:

A. Existing lawfully operating Data Centers or High-Density Computing Facilities that do not expand their building footprint, electrical demand, utility capacity, or operational intensity;

B. Applications legally vested pursuant to applicable state or local law prior to the introduction of this Ordinance;

C. Routine maintenance, repair, replacement, or modernization of an existing facility that does not materially increase operational impacts;

D. Accessory Computing Uses. Computer servers, data storage equipment, networking equipment, telecommunications equipment, or related computing infrastructure that is accessory or incidental to another lawful principal use of property and primarily serves the operational needs of such principal use. This exclusion includes, without limitation, computing infrastructure accessory to hospitals and healthcare facilities, financial institutions, educational institutions, governmental facilities, offices, retail establishments, manufacturing facilities, telecommunications facilities, and similar principal uses; and

E. A waiver granted by the Memphis City Council upon written findings that strict application of the moratorium would deny an applicant all economically viable use of the property. An applicant may initiate the waiver process through the Memphis and Shelby County Division of Planning and Development utilizing the applicable appeal process to the Council.

SECTION 4. STUDY AND PERMANENT REGULATORY DELIVERABLES

During the moratorium period, the Memphis and Shelby County Division of Planning and Development, working in coordination with MLGW, the Shelby County Health Department, Memphis Fire Department, Engineering Division, Public Works Division, EDGE/IDB, and such other departments, agencies, or entities as may be appropriate, shall prepare recommendations for comprehensive permanent zoning and development regulations governing Data Centers and High-Density Computing Facilities.

The study and recommendations shall evaluate, at a minimum:

1. Appropriate zoning districts and permitted locations;
2. Classification of facilities by size, MSSED, Utility Requested Load, water demand, and operational intensity;
3. Minimum separation distances and buffering from residential neighborhoods, schools, parks, hospitals, greenways, and other sensitive land uses;
4. Noise mitigation standards, including operational sound limits and acoustic studies;
5. Water consumption, cooling technologies, conservation measures, reclaimed-water alternatives, and protection of the Memphis Sand aquifer;
6. Wastewater discharge requirements;
7. Stormwater management standards;

8. Lighting and visual-screening requirements;
9. Emergency access and fire-protection requirements;
10. Backup generator operations, onsite generation, battery systems, and fuel storage;
11. Electrical infrastructure impacts, including substations and transmission improvements;
12. Allocation of infrastructure costs to developers to ensure that public utility customers are not responsible for costs attributable to new high-demand facilities;
13. Traffic impacts during construction and operation;
14. Environmental sustainability measures; including but not limited to renewable, clean and green energy.
15. Public-notification and community-engagement requirements;
16. A substantial-compliance checklist consistent with Section 7;
17. A source-neutral energy review framework consistent with Section 8;
18. A designated data center development area or areas consistent with Section 6; and
19. Any additional development standards reasonably necessary to ensure compatibility with surrounding land uses and protection of the public health, safety, and welfare.
20. The feasibility of a community benefits agreement for the long-term financial benefits of the community, including Section 9 of this ordinance.

The permanent regulatory recommendations shall be presented to the Memphis City Council no later than one hundred eighty (90) days following the effective date of this Ordinance, unless the Council authorizes additional time based upon a written progress report demonstrating the need for such additional time.

SECTION 5. COMMUNITY ENGAGEMENT AND PUBLIC INPUT

A. The City Council, in conjunction with the Office of Comprehensive Planning, shall conduct a structured community-engagement process during the moratorium and prior to recommending or adopting any designated area for future Data Center or High-Density Computing Facility development.

B. The Memphis City Council, in conjunction with the Office of Comprehensive Planning, shall conduct no fewer than three (3) public community meetings. Such meetings shall be geographically distributed throughout the City of Memphis and shall include at least one (1) meeting held at a location reasonably accessible to residents of an area in which a Data Center or High-Density Computing Facility is located and operating as of the effective date of this Ordinance.

C. The community-engagement process shall solicit public input concerning, at a minimum:

1. Land-use compatibility;
2. Proximity to residential neighborhoods and sensitive land uses;
3. Water and energy impacts;
4. Air quality and noise;
5. Traffic and construction impacts;
6. Emergency services;
7. Environmental justice and cumulative impacts;
8. Infrastructure needs;
9. Workforce-development and contracting opportunities;
10. Community benefits; and
11. Appropriate uses of revenues or capital contributions associated with future projects.

D. The Office of Comprehensive Planning shall maintain a public-comment period of not fewer than thirty (30) days and shall make available to the public, to the extent permitted by law, non-confidential maps, criteria, studies, agency findings, and other materials used to evaluate potential candidate areas.

E. Following completion of the community-engagement process and prior to Council consideration of any permanent siting map, designated development area, or comprehensive permanent regulatory framework, the Office of Comprehensive Planning shall transmit to the Memphis City Council a final Community Engagement Report. The report shall summarize:

1. The meetings conducted;
2. Public comments received;
3. Principal community concerns and recommendations;
4. Responses from relevant City departments and agencies; and
5. Any material changes made or recommended to the proposed siting or regulatory framework as a result of public input.

SECTION 6. DESIGNATED DATA CENTER DEVELOPMENT AREA OR AREAS

A. Following completion of the community-engagement process required by Section 5, the Memphis and Shelby County Division of Planning and Development, in consultation with MLGW, Public Works, Engineering, the Memphis Fire Department, the Shelby County Health

Department, EDGE/IDB, and other appropriate agencies, shall identify and recommend to the Memphis City Council one or more areas in which future Data Centers and High-Density Computing Facilities may be permitted, subject to comprehensive permanent development standards.

B. The site-selection analysis shall consider, at a minimum:

1. Industrial compatibility;
2. Separation and buffering from residential neighborhoods and sensitive land uses;
3. Existing and planned electric and gas infrastructure;
4. MSED and utility deliverability;
5. Reclaimed water and wastewater potential;
6. Protection of the Memphis Sand aquifer;
7. Fiber availability;
8. Road capacity;
9. Emergency access;
10. Environmental baseline conditions;
11. Air and noise burdens;
12. Stormwater impacts;
13. Brownfield or previously industrial land opportunities;
14. The ability of a facility to expand without encroaching upon residential neighborhoods;
and
15. The cumulative impact of multiple facilities.

C. The Division of Planning and Development shall present to the Memphis City Council a proposed map, objective siting criteria, and any amendments to the Unified Development Code determined to be necessary. No area shall become a designated data center development area solely through administrative action. Final designation shall require approval by the Memphis City Council through the legally required land-use and ordinance process.

D. Designation of an area shall not guarantee approval of any individual project, reserve utility capacity, waive any permit or regulatory requirement, or create any vested right. Each future project shall remain subject to all applicable laws, permanent development standards, utility requirements, and project-specific review.

SECTION 7. SUBSTANTIAL COMPLIANCE CHECKLIST

A. To the extent applicable under Tennessee Code Annotated §§ 13-4-310(e) and 13-3-413(e), and as part of the permanent framework developed during the moratorium, an application for a qualifying Data Center or High-Density Computing Facility shall not be deemed substantially compliant unless it includes, at a minimum:

1. Legal site control and parcel identification;
2. Ownership, control, end-user, and affiliate disclosure;
3. A full-campus conceptual plan and phase schedule;
4. MSSED, Utility Requested Load, annual ramp, and interconnection assumptions;
5. An Energy Supply and Operations Plan disclosing all utility, independent-power, onsite, backup, storage, fuel, and hybrid components;
6. Potable, nonpotable, reclaimed, process, peak, drought-stage, and wastewater projections, cooling technology, and proposed water-use efficiency;
7. Noise, air, fuel, battery, fire, emergency, traffic, stormwater, and decommissioning concepts;
8. Evidence of financial capacity and payment of any lawfully required published study deposits;
9. A complete list of requested Discretionary Public Development Value; and
10. Certification under penalty of applicable law that no Affiliated Facility or material phase has been omitted.

B. The Division of Planning and Development shall publish the proposed checklist for public review before permanent regulations become operative and may recommend only objective, publicly posted technical requirements. No unpublished or open-ended standard shall determine substantial compliance.

C. Nothing contained in this Section shall authorize approval of a project during the moratorium. This Section establishes the minimum application framework to be incorporated into permanent regulations or otherwise implemented through the legally appropriate process before termination of the moratorium.

SECTION 8. TWO ENERGY PATHS; ONE FULL-SITE RECORD

A. Utility-Served and Hybrid Facilities. An applicant seeking MLGW electric service shall obtain the applicable MLGW study or readiness statement and comply with all applicable MLGW large-load service and capacity requirements. No City approval shall constitute or be construed as a reservation or guarantee of electric capacity.

B. Self-Supplied or Behind-the-Meter Facilities. An applicant proposing no MLGW electric service, or proposing onsite generation or an independent power producer, shall submit an Energy Supply and Operations Plan addressing full MSED, generation technology, fuel supply, expected operating hours, air emissions, noise, cooling and water requirements, electrical safety, islanding, interconnection, if applicable, emergency operation, fire protection, fuel storage, decommissioning, and construction phasing.

C. MLGW approval shall be required only to the extent required by applicable law, contract, utility service, interconnection, backup service, or safety requirements. The absence of MLGW jurisdiction over a private power arrangement shall not exempt a facility from applicable land-use, air, water, fire, building, noise, traffic, fiscal, or other lawful local requirements.

D. A hybrid facility shall disclose both MSED and Utility Requested Load. City review shall evaluate the complete facility and shall not treat a self-supplied campus as consuming no public or environmental resources solely because its Utility Requested Load is zero.

SECTION 9. STUDY OF A STRATEGIC DATA CENTER CAPITAL EXPENDITURE FUND

A. As part of the study required by Section 4, the City shall evaluate the feasibility and legality of establishing a Strategic Data Center Capital Expenditure Fund (the “proposed Fund”) to support lawful capital investments for the public good. The study shall identify permissible funding sources and uses, fiscal requirements, and any further Council action necessary to establish, fund, administer, and oversee the proposed Fund.

B. The study shall evaluate whether the proposed Fund could lawfully receive:

1. Memphis City Council appropriations;
2. Grants and intergovernmental transfers;
3. Proceeds dedicated by separate ordinance; and
4. Contractual capital contributions negotiated in connection with Discretionary Public Development Value, including a Strategic Development Agreement, PILOT, public land transaction, public infrastructure commitment, or other discretionary economic-development arrangement.

C. The study shall evaluate the legal authority and practical feasibility of negotiating recurring contractual capital contributions from a Data Center or High-Density Computing Facility receiving material Discretionary Public Development Value. The evaluation shall consider potential methods for calculating contributions, project economics, public return, and the circumstances under which a contribution would be appropriate.

The study shall distinguish contributions negotiated through a lawful contract, incentive agreement, land instrument, or other valid legal authority from charges imposed as a condition of an ordinary permit otherwise available as of right. This subsection does not impose a payment obligation or establish a negotiating floor.

D. The study shall evaluate the lawful capital purposes for which money in the proposed Fund could be used, including but not limited to: :

1. Shared utility and public infrastructure;
2. Water and wastewater infrastructure and water alternatives;
3. Road, drainage, and stormwater improvements;
4. Environmental-monitoring infrastructure;
5. Resilience and emergency response infrastructure;
6. Fiber or other public digital infrastructure;
7. Public-compute or research infrastructure;
8. Capital improvements in host or impacted communities, and
9. Other capital projects determined by the Memphis City Council to serve the public good, to the extent permitted by applicable law

The study shall further evaluate lawful ways to prioritize Memphis residents and businesses in employment, contracting, and projects supported by the proposed Fund, consistent with applicable procurement, funding, and other legal requirements.

The study shall also consider how to distinguish additional community benefits from ordinary taxes, legally required infrastructure costs, and compliance with generally applicable law.

E. The study shall recommend appropriate Council oversight and financial controls if the proposed Fund is established, including an annual report of receipts, contractual sources, expenditures, encumbrances, project purposes, and remaining balance. It shall also evaluate whether transfers to the General Fund may lawfully be prohibited or conditioned on a subsequent ordinance stating the purpose and amount of the transfer.

F. This Section directs further study only. It does not establish the proposed Fund, dedicate revenue, impose a contribution, authorize an expenditure, or restrict a transfer of existing City funds. Any such action shall require subsequent Council approval in accordance with applicable law.

SECTION 10. MORATORIUM EXIT FRAMEWORK AND PROGRESS REPORTS

A. The purpose of this moratorium is to establish a defined period for community engagement, study, siting analysis, and development of comprehensive permanent regulations governing Data Centers and High-Density Computing Facilities.

Accordingly, prior to termination of the moratorium pursuant to the permanent-regulation provisions of Section 11, the City shall, through the legally appropriate process:

1. Complete the community-engagement process required by Section 5 and transmit the final Community Engagement Report to the Memphis City Council;
2. Adopt or formally act upon a designated data center development area or areas and objective siting criteria pursuant to Section 6;
3. Publish and adopt, as legally appropriate, the substantial-compliance requirements contemplated by Section 7;
4. Adopt a source-neutral, full-site energy disclosure and review framework consistent with Section 8;
5. Establish the fiscal and administrative mechanisms necessary to receive and administer the Fund described in Section 9; and
6. Adopt comprehensive permanent zoning and development standards addressing the subjects identified in Section 4.

B. The Division of Planning and Development shall provide a written progress report to the Memphis City Council within ninety (90) days following the effective date of this Ordinance and every ninety (90) days thereafter for so long as the moratorium remains in effect.

Each progress report shall identify, at a minimum:

1. Tasks completed;
2. Tasks remaining;
3. Community engagement completed;
4. Candidate siting analysis undertaken;
5. Interagency coordination;
6. Draft regulatory provisions developed; and
7. Any legal, administrative, technical, or other obstacle that may delay adoption and operative implementation of the permanent regulatory framework.

SECTION 11. DURATION

A. Except as otherwise provided herein, the moratorium established by this Ordinance shall remain in full force and effect until the earliest to occur of the following:

1. Twelve (12) months following the effective date of this Ordinance;
2. Following completion of the community-engagement process and submission of the final Community Engagement Report required by Section 5, adoption and operative implementation by the Memphis City Council of comprehensive zoning and development regulations governing Data Centers and High-Density Computing Facilities, including the regulatory framework contemplated by Section 10 of this Ordinance; or
3. Repeal, modification, or termination of the moratorium by subsequent ordinance of the Memphis City Council.

B. For purposes of subsection A(2), completion of the community-engagement process or submission of the final Community Engagement Report, standing alone, shall not terminate the moratorium. Termination pursuant to subsection A(2) shall occur only after both:

1. Completion of the community-engagement and reporting requirements established by this Ordinance; and
2. Adoption and operative implementation of the comprehensive permanent zoning and development regulations contemplated by this Ordinance.

SECTION 12. SEVERABILITY

The provisions of this Ordinance are hereby declared severable. If any section, subsection, provision, sentence, clause, phrase, or portion of this Ordinance is for any reason held to be unconstitutional, invalid, or otherwise unenforceable by a court of competent jurisdiction, such determination shall not affect the validity or enforceability of the remaining portions of this Ordinance, which shall remain in full force and effect.

SECTION 13. EFFECTIVE DATE

This Ordinance shall take effect from and after the date it shall have been passed by the Memphis City Council, signed by the Chair of the Council, certified and delivered to the Office of the Mayor in writing.

Sponsors:
JB Smiley, Jr.
Jana Swearengen-Washington
Jerri Green
Dr. Michalyn Easter-Thomas

Chairwoman
Jana Swearengen-Washington

DRAFT – PENDING LEGAL AND COUNCIL REVIEW

ORDINANCE NO. _____

AN ORDINANCE TO ESTABLISH A STRATEGIC LARGE-LOAD DEVELOPMENT AND DIGITAL INFRASTRUCTURE DISTRICT PROGRAM; TO REPLACE A BLANKET DATA-CENTER MORATORIUM WITH SOURCE-NEUTRAL, TIERED, AND TIMED REVIEW; TO DEFINE SUBSTANTIAL COMPLIANCE; TO ADOPT A MEMPHIS WATER ASSURANCE STANDARD AND RECURRING FISCAL FLOOR; TO REQUIRE STRATEGIC DEVELOPMENT AGREEMENTS; TO AUTHORIZE MEMPHIS DIGITAL INFRASTRUCTURE DEVELOPMENT DISTRICT NO. 1; AND FOR RELATED PURPOSES

WHEREAS, Memphis seeks to become a preferred location for high-value digital and strategic large-load investment by offering faster certainty, prepared infrastructure, and a durable public bargain rather than either unregulated first-come access or a blanket closure;

WHEREAS, the City already has agencies responsible for land use, utility service, air, water, fire, building, and economic development, but lacks one source-neutral operating system for extraordinary full-campus demand, recurring fiscal return, cumulative resource allocation, and competitive public development packages;

WHEREAS, Public Chapter 961 of the Public Acts of 2026 establishes a statutory cost-responsibility floor for defined electrical infrastructure and permits certain independent-power and behind-the-meter arrangements, making it necessary for local land-use and development rules to measure total site demand rather than utility load alone;

WHEREAS, Tennessee Code Annotated §§ 13-4-310(e) and 13-3-413(e), as applicable, require local governments to specify what constitutes substantial compliance for vested-right purposes, and Tennessee Code Annotated, Title 7, Chapter 51, Part 22, as enacted by Public Chapter 1044 of 2026, imposes development-service deadlines beginning January 1, 2027;

WHEREAS, the Memphis Sand aquifer is a strategic regional asset, and a verifiable low-potable-water development standard can protect that asset while creating a commercially valuable Memphis certification;

WHEREAS, a recurring fiscal floor, competitive site allocation, ground rent, project security, and reinvestment in the next district create greater long-term value than reliance upon announced capital investment or one-time contributions;

WHEREAS, the City intends to launch a prepared digital infrastructure district now through existing City, County, and industrial-development powers, without waiting for later State enabling legislation;

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

SECTION 1. SHORT TITLE.

This ordinance may be cited as the “Memphis Strategic Large-Load Development and Digital Infrastructure District Ordinance.”

SECTION 2. PURPOSE AND CONSTRUCTION.

(a) The purposes of this ordinance are to:

- (1) keep qualified development applications moving under enforceable, predictable standards;
- (2) protect citizens, neighborhoods, utility reliability, existing customers, public finances, water resources, and future economic options;

- (3) create recurring and competitive economic return from extraordinary public development value;
- (4) establish one source-neutral review record for the full campus, regardless of the project's energy supplier or ownership structure;
- (5) create and market prepared digital infrastructure districts; and
- (6) provide a bankable public bargain that is not reopened after approval except for default, material modification, or lawful amendment.

(b) This ordinance supplements and does not replace the jurisdiction of MLGW, TVA, TDEC, the Shelby County Health Department, DPD, the Fire Department, Public Works, or any State or federal agency. No provision shall be construed to authorize the City to set a utility rate, reserve electric capacity, approve a private power sale, or waive another agency's permit.

SECTION 3. DEFINITIONS.

"Affiliated Facility" means a facility, phase, parcel, project entity, tenant, or power-supply arrangement under common ownership or control, developed pursuant to a common plan, sharing material infrastructure, or located on contiguous or proximate parcels.

"Core Computing Personal Property" means servers; processors; graphics, tensor, or other accelerators; storage devices; network and switching equipment; racks; internal uninterruptible power and distribution systems; and replacement, refresh, leased, affiliate-owned, or functionally equivalent equipment primarily used for computation, artificial intelligence, data storage, or data movement.

"Covered Facility" means a new or expanded facility, campus, or integrated group of facilities primarily used for high-density computation, artificial intelligence, cloud services, data storage, cryptocurrency or blockchain computation, or similar digital processing, with a Maximum Site Electrical Demand of ten megawatts or more. A telecommunications switching or network facility is excluded unless its digital-compute load independently meets the threshold.

"Digital Infrastructure Development District" means a defined development program or area in which public or authority-controlled land, infrastructure planning, utility studies, water solutions, rights-of-way, standard agreements, and coordinated review are assembled and competitively offered. The term does not by itself create a tax district or alter zoning.

"Discretionary Public Development Value" means a PILOT, public land sale or lease, option, grant, public financing, public infrastructure commitment not available as of right, expedited district position, or other discretionary City-controlled economic value. Ordinary permits and utility service available under generally applicable law and rates are not Discretionary Public Development Value.

"Eligible Digital Infrastructure Expenditures" means the purchase or lease price of Core Computing Personal Property, qualified software, cooling equipment, backup or onsite generation equipment, and other capital equipment installed for the Facility, plus facility energy purchases, but excluding payroll, employee benefits, debt service, taxes, land purchase price, and amounts already remitted as the State Digital Infrastructure Growth Surcharge.

"Maximum Site Electrical Demand" or "MSED" means the greatest projected coincident electrical demand of the complete Facility or campus during its first five years after initial operation, whether supplied by MLGW, TVA-connected service, an independent power producer, behind-the-meter generation, onsite generation, storage, or any combination. MSED is measured before subtracting onsite generation or storage.

"Onsite Generation" means electric generation, cogeneration, fuel cells, turbines, engines, solar, storage-discharge systems, or other production located on or directly serving the site. Emergency backup

generation remains Onsite Generation for disclosure and safety purposes even if excluded from ordinary energy-supply calculations.

“Program Administrator” means the DPD official designated to maintain the single application record, coordinate agency review, issue the official completeness and deficiency notices, and publish the Resource and Return Ledger.

“Regional Growth Dividend” means the contractual payment required by Section 16 when a Covered Facility receives Discretionary Public Development Value. It is distinct from the State Digital Infrastructure Growth Surcharge proposed in the Tennessee Enabling Act.

“Strategic Development Agreement” or “SDA” means the integrated, enforceable agreement among the project entity and applicable public parties governing land, infrastructure, fiscal return, development value, performance, security, reporting, transfer, expansion, default, and remedies.

“Utility Requested Load” means the maximum firm or interruptible electric demand the applicant requests from MLGW, excluding generation not supplied by MLGW.

“Gate Viability Finding” means the written determination required by the Master Delivery Compact that a proposed public development package presents a material, evidence-based advantage over lawful private or self-supplied alternatives.

“Interim Program Executive” means the accountable implementation executive designated under the Master Delivery Compact. The Executive controls the integrated critical path and readiness certifications but does not exercise another body’s final statutory or contractual authority.

“Competitive Boundary Model” means the independent twenty-year comparison of a representative 100-MW campus in Memphis, Southaven/DeSoto County, and at least one other relevant market using current taxes, incentives, utility pathways, land, water, infrastructure, schedule, and financing risk.

“Water Usage Effectiveness” or “WUE” means annual site water consumption for data-center operation divided by annual information-technology energy use, expressed in liters per kilowatt-hour or a successor metric approved by DPD and MLGW.

“Water-Assured Facility” means a Facility certified under Section 12 and Appendix B as satisfying the Memphis Water Assurance Standard.

SECTION 4. SOURCE-NEUTRAL TIERS AND AGGREGATION.

(a) A Covered Facility is classified by MSED:

- (1) Tier I: at least 10 MW but less than 25 MW;
- (2) Tier II: at least 25 MW but less than 50 MW; and
- (3) Tier III: 50 MW or more.

(b) Affiliated Facilities shall be aggregated if developed during a five-year period, under common ownership or control, pursuant to a common plan, on contiguous or proximate parcels, or with shared electric, water, generation, fiber, road, or other material infrastructure. The Program Administrator shall look to substance over entity form.

(c) An applicant shall disclose the full planned campus and all phases. Deliberate segmentation or material omission is grounds for rejection, revocation, forfeiture, and referral for enforcement.

SECTION 5. APPLICABILITY, EXISTING RIGHTS, AND MATERIAL EXPANSIONS.

(a) This ordinance applies prospectively to new Covered Facilities and to the unvested portion of an expansion, new phase, increase in MSED or Utility Requested Load, material change in energy source, new nonemergency Onsite Generation, or material increase in potable-water demand.

(b) A lawfully vested right is respected only to the extent and scope established by Tennessee law and the approved or substantially compliant submission creating the right. A vested site does not create a vested right to undisclosed future phases, increased load, a different energy system, a new PILOT, public land, or other Discretionary Public Development Value.

(c) A transfer of ownership or operator does not extinguish obligations that run with an SDA, land instrument, utility agreement, permit, or other binding approval.

SECTION 6. IMPLEMENTATION EXECUTIVE, SINGLE INTAKE, AND PROGRAM ADMINISTRATOR.

(a) Within five business days after adoption, the Mayor shall designate the Interim Program Executive and activate the Master Delivery Compact, subject to lawful appointment, procurement, employment, and funding requirements.

(b) The Interim Program Executive shall maintain the integrated critical path, common data room, authority matrix, readiness certifications, and public escalation protocol. The Executive shall not exercise a permit, utility, tax, land, appropriation, or elected decision reserved to another body.

(c) Within five business days after the operative date, the DPD Director shall designate one Program Administrator and one electronic application record for each Tier II and Tier III Facility.

(d) MLGW, DPD, Public Works, Fire, the Shelby County Health Department, EDGE, and other participating agencies shall transmit comments to the Program Administrator. The Program Administrator shall issue the City's consolidated completeness or deficiency notice. Nothing in this subsection transfers a final agency decision.

(e) The City shall conduct one mandatory pre-submittal conference before accepting a Tier II or Tier III development application as substantially compliant.

SECTION 7. SUBSTANTIAL COMPLIANCE CHECKLIST.

(a) Pursuant to Tennessee Code Annotated §§ 13-4-310(e) and 13-3-413(e), as applicable, a Tier II or Tier III application is not substantially compliant unless it includes each item in Appendix E, including at minimum:

- (1) legal site control and parcel identification;
- (2) ownership, control, end-user, and affiliate disclosure;
- (3) a full-campus conceptual plan and phase schedule;
- (4) MSED, Utility Requested Load, annual ramp, and interconnection assumptions;
- (5) an Energy Supply and Operations Plan disclosing all utility, independent-power, onsite, backup, storage, fuel, and hybrid components;
- (6) potable, nonpotable, reclaimed, process, peak, drought-stage, and wastewater projections, cooling technology, and proposed WUE;
- (7) noise, air, fuel, battery, fire, emergency, traffic, stormwater, and decommissioning concepts;
- (8) evidence of financial capacity and payment of published study deposits;
- (9) a complete list of requested Discretionary Public Development Value; and
- (10) certification under penalty of applicable law that no Affiliated Facility or material phase has been omitted.

(b) DPD shall publish the checklist before this ordinance becomes operative and may add only objective, publicly posted technical items. No unpublished or open-ended standard may determine substantial compliance.

(c) If an applicant declines a lawful extension needed to complete independent technical review, the City shall act within applicable deadlines on the record then available and may issue a deficiency or denial when required evidence is absent. The City shall not create an accidental approval by failing to act.

SECTION 8. TIERED AND TIMED REVIEW.

(a) Tier I. Registration, full-campus disclosure, ordinary permits, applicable operating standards, and annual energy/water reporting. DPD shall target an initial coordinated determination within thirty business days after a substantially compliant submission.

(b) Tier II. Applicant-funded technical review; energy-track determination; Water Assurance review; Resource and Return Ledger; and Strategic Infrastructure Readiness Determination before final discretionary City action. DPD shall target sixty business days after a complete technical record.

(c) Tier III. All Tier II requirements; independent infrastructure and fiscal underwriting; public presentation of the Resource and Return Ledger; and Council ratification of any SDA or extraordinary allocation. DPD shall target ninety business days after a complete technical record, excluding applicant-caused delay and mandatory external process.

(d) These targets are operating commitments, not guarantees of approval or waivers of State law. The Program Administrator shall maintain a deadline ledger under Tennessee Code Annotated § 7-51-2204 and shall issue no more deficiency reports than permitted by law.

SECTION 9. TWO ENERGY PATHS; ONE FULL-SITE RECORD.

(a) Utility-served and hybrid path. An applicant seeking any MLGW electric service shall obtain the applicable MLGW study or readiness statement and comply with the MLGW Large-Load Service and Capacity Policy. No City approval creates a Capacity Reservation.

(b) Self-supplied or behind-the-meter path. An applicant proposing no MLGW electric service, or proposing Onsite Generation or an independent power producer, shall submit an Energy Supply and Operations Plan addressing full MSED, generation technology, fuel supply, expected operating hours, air emissions, noise, cooling and water, electrical safety, islanding, interconnection if any, emergency operation, fire protection, fuel storage, decommissioning, and construction phasing.

(c) MLGW approval is required only to the extent required by law, contract, utility service, interconnection, backup service, or safety. Absence of MLGW jurisdiction over a private power purchase does not exempt the Facility from land-use, air, water, fire, building, noise, traffic, fiscal, SDA, or other lawful local requirements.

(d) A hybrid Facility shall disclose both MSED and Utility Requested Load. The Resource and Return Ledger shall never treat a self-supplied campus as consuming zero resources merely because Utility Requested Load is zero.

SECTION 10. STRATEGIC INFRASTRUCTURE READINESS DETERMINATION.

(a) The Program Administrator shall issue a written determination stating whether the application presents a credible path to satisfy land use, energy supply, water, wastewater, roads, fiber, emergency response, fire, air, noise, lighting, stormwater, fuel, security, and decommissioning requirements.

(b) The determination incorporates, but does not duplicate or supersede, the written findings and permits of agencies with independent jurisdiction.

(c) A favorable determination requires findings that:

- (1) the project has a technically credible energy path without representing that utility capacity is reserved;

- (2) statutory electrical infrastructure costs and contractual incremental public costs are allocated to the project and secured;
- (3) the project can satisfy the Memphis Water Assurance Standard or has obtained the limited waiver authorized by Section 12;
- (4) the project will not materially impair critical public service or an adopted resource budget;
- (5) land-use, air, noise, fire, emergency, fuel, and operating requirements can be satisfied; and
- (6) all material phases, affiliates, energy sources, and public requests have been disclosed.

SECTION 11. PROJECT COST RESPONSIBILITY AND SECURITY.

- (a) “Statutory Electrical Infrastructure Costs” means the capitalizable costs governed by Public Chapter 961 and successor law. Those costs shall be assigned and recovered as required by law and neutral utility policy.
- (b) “Contractual Incremental Public Costs” means additional but-for costs reasonably attributable to the Facility, including water, wastewater, road, emergency-service, public-safety, monitoring, land, operating, maintenance, and decommissioning exposure. Such costs may be imposed only through an SDA, utility agreement, land instrument, incentive agreement, lawful fee supported by required cost documentation, or other valid contract or authority.
- (c) Tier II and Tier III Facilities shall provide deposits, letters of credit, guarantees, bonds, take-or-pay obligations, completion security, decommissioning security, or other protection proportionate to public exposure before a public entity constructs ahead of the project.
- (d) Construction of the project’s required infrastructure, payment of ordinary taxes, and compliance with law are not community benefits and shall not be counted as negotiated value.

SECTION 12. MEMPHIS WATER ASSURANCE STANDARD.

- (a) A Tier II or Tier III Facility shall be designed and operated as a Water-Assured Facility.
- (b) After a commissioning period not exceeding ninety days, potable water shall not be used for routine heat rejection or evaporative cooling at a Tier II or Tier III Facility. Permitted approaches include dry cooling, closed-loop systems with de minimis make-up demand, reclaimed or treated wastewater, captured stormwater, direct-to-chip or immersion systems, or another independently verified technology meeting equal or better performance.
- (c) Each Facility shall install separate meters for potable, nonpotable, reclaimed, and process water; report monthly use and annual/peak WUE; maintain a drought-stage reduction and curtailment plan; and fund annual independent verification.
- (d) Each Tier II and Tier III application shall quantify, under published Memphis design-day assumptions, the cooling design’s expected PUE, cooling-related peak megawatts, annual megawatt-hours, potable and total water demand, and onsite-emissions effect relative to feasible alternatives. The Resource and Return Ledger shall display the water savings and energy penalty or benefit together. No cooling technology is presumed costless.
- (e) As a condition of an SDA, District participation, City-controlled Discretionary Public Development Value, MLGW water service, and City land-use approval to the extent authorized by law, a Tier II or Tier III Facility shall not rely on a new direct withdrawal from the Memphis Sand aquifer for routine process or cooling use unless: (1) every permit and approval required from the Shelby County Health Department, the Groundwater Quality Control Board, TDEC, and any other competent authority has been obtained; and (2) the Council approves a time-limited SDA exception by a two-thirds vote after public hearing and written findings of necessity, monitoring, capacity, and no superior alternative. The

Council does not issue or substitute for a well permit, and this subsection does not displace another agency's jurisdiction.

(f) The Council may grant a time-limited potable-water waiver for no more than three years by a two-thirds vote only upon findings that:

- (1) no technically and commercially reasonable nonpotable or dry alternative can be available on the required schedule;
- (2) MLGW confirms sufficient capacity without impairing critical or ordinary customer needs;
- (3) the SDA establishes a binding WUE ceiling, separate metering, drought curtailment, and a funded conversion plan;
- (4) the applicant finances or provides an equivalent nonpotable-water, conservation, or system-capacity improvement; and
- (5) the waiver is necessary to secure demonstrably superior long-term regional value.

(g) DPD and MLGW shall publish the technical schedule in Appendix B, update measurement protocols administratively, and issue a public "Memphis Water-Assured" certification only after independent verification. Confidential infrastructure-security details may be protected as allowed by law, but aggregate use, PUE, and performance shall be public.

SECTION 13. RECURRING FISCAL FLOOR.

(a) No City-approved or City-recommended PILOT, lease, incentive, or other discretionary arrangement for a Covered Facility shall reduce the annual City payment attributable to Core Computing Personal Property below one hundred percent of the ad valorem tax that would be due if the property were privately owned and fully taxable.

(b) The annual City payment attributable to land shall be one hundred percent of the ordinary City ad valorem tax equivalent. The annual City payment attributable to cooling, backup or nonemergency generation, storage, and other support personal property shall be at least fifty percent of the ordinary City ad valorem tax equivalent. The annual payment attributable to other real-property improvements shall be at least twenty-five percent of the ordinary City ad valorem tax equivalent.

(c) Core Computing Personal Property includes every replacement, refresh, upgrade, leased asset, affiliate-owned asset, and functionally equivalent item placed in service during the term. A change in owner, lessor, affiliate, assessment classification, or equipment cycle does not reset or evade the floor.

(d) The minimum is a floor, not an entitlement. A competitive award may require higher payments. The City shall evaluate twenty-year net present value and recurring annual yield, but no year may fall below the applicable floor.

(e) Ordinary taxes and minimum PILOT payments shall not be represented as community benefits. A reduction from a requested abatement is not a negotiated contribution.

(f) The City shall not recommend a joint City-County PILOT inconsistent with this Section. County participation and the County share are governed by the Shelby County Companion Measure.

SECTION 14. REGIONAL RESOURCE AND RETURN LEDGER.

(a) The Program Administrator shall publish a project ledger for each Tier II and Tier III Facility, using assumptions certified by the applicant and reviewed by an independent underwriter for Tier III.

(b) The Ledger shall separately disclose at least:

- (1) twenty-year net public fiscal value and recurring annual public revenue;
- (2) Utility Requested Load, MSED, load ramp, cooling-related peak megawatts and annual megawatt-hours under Memphis design conditions, and flexibility or curtailment value;

- (3) potable, nonpotable, reclaimed, peak, and drought-stage water demand, WUE, and the paired energy-water tradeoff of the selected cooling design;
 - (4) acreage, land-control structure, public infrastructure exposure, and useful infrastructure retained for future users;
 - (5) Onsite Generation, expected operating hours, fuel source, air/noise burden, storage, and resilience;
 - (6) ground rent, option fees, reservation deposits, bid premium, Growth Dividend, and other direct consideration;
 - (7) permanent payroll, local procurement, workforce, public-compute, research, and supplier-ecosystem value;
 - (8) financial strength, construction certainty, default security, and stranded-asset risk; and
 - (9) the opportunity and option value surrendered by committing land, capacity, water, infrastructure, or public credit.
- (c) No single score is dispositive. A project must first satisfy hard floors; it must fit within adopted resource budgets; and only then may it compete on return, performance, speed, and strategic value.

SECTION 15. STRATEGIC DEVELOPMENT AGREEMENT.

- (a) A Tier III Facility, and a Tier II Facility receiving material Discretionary Public Development Value, shall execute an SDA before receiving the value or final extraordinary City approval.
- (b) The SDA shall include, as applicable:
- (1) site, option, lease, ground-rent, and public-infrastructure terms;
 - (2) MSED, Utility Requested Load, energy source, water envelope, expansion, and transfer restrictions;
 - (3) statutory and contractual cost responsibility;
 - (4) recurring fiscal floor and Growth Dividend;
 - (5) construction, financing, procurement, energization, employment, and operational milestones;
 - (6) deposits, guarantees, letters of credit, take-or-pay, forfeiture, reversion, clawback, and liquidated-damages terms;
 - (7) water, air, noise, fire, emergency, security, monitoring, and decommissioning obligations;
 - (8) local procurement, workforce, supplier, public-compute, research, or host-area commitments included in the competitive award;
 - (9) public reporting, audit rights, change control, and remedies; and
 - (10) a project-certainty covenant that the public parties will not reopen the ratified economic terms absent default, material modification, fraud, or lawful amendment.
- (c) Professional staff may negotiate. The Council shall ratify an SDA after public presentation of material economic terms. County ratification is required when County taxes, property, infrastructure, or discretionary value are involved.

SECTION 16. CONTRACTUAL REGIONAL GROWTH DIVIDEND.

- (a) A Tier II or Tier III Facility receiving Discretionary Public Development Value shall pay a Regional Growth Dividend equal to one-half of one percent of Eligible Digital Infrastructure Expenditures, unless the competitive award requires a higher payment.
- (b) The payment is contractual consideration for discretionary value and is not imposed solely as a condition of an ordinary permit available as of right.

(c) The Dividend shall be calculated and paid quarterly, with officer certification, related-party rules, audit rights, and record retention. Payroll is excluded. Ordinary taxes, statutory infrastructure costs, contractual incremental public costs, and legal compliance are not credits.

(d) When the State Digital Infrastructure Growth Surcharge becomes effective on the same base, the contractual payment is reduced dollar-for-dollar only to prevent duplicate payment, unless the bidder expressly offered an additional amount above the required floor.

(e) City receipts shall be deposited in a restricted Strategic Digital Infrastructure Fund and used for prepared districts, shared infrastructure, water alternatives, fiber, resilience, public compute, workforce, and other capacity-building purposes. General-fund transfer is prohibited except by later ordinance stating the specific emergency and amount.

SECTION 17. MEMPHIS DIGITAL INFRASTRUCTURE DEVELOPMENT DISTRICT NO. 1.

(a) The City hereby authorizes the creation and immediate development of Memphis Digital Infrastructure Development District No. 1 through EDGE/IDB or another lawful City-County vehicle using existing powers.

(b) Within fifteen days, the Mayor shall transmit to the Council and EDGE/IDB:

- (1) a site-selection protocol emphasizing industrial compatibility, separation from residential uses, electric and gas pathways, reclaimed-water potential, fiber, roads, emergency access, environmental baseline, and expansion;
- (2) an initial predevelopment budget and funding resolution;
- (3) an independent underwriting and engineering procurement plan; and
- (4) a proposed City-County participation agreement.

(c) Within fifteen business days, MLGW shall provide the preliminary District Deliverability Inventory required by the Master Delivery Compact. The inventory is not a reservation or service commitment.

(d) Within forty-five days, EDGE/IDB shall shortlist candidate sites through an open RFQ or comparable public process. Within seventy-five days, it shall seek option, ground-lease, or other control over one preferred site, subject to due diligence and public approval where required.

(e) No competitive solicitation may be released until the Interim Program Executive issues a positive Gate Viability Finding and the independent underwriter completes the Competitive Boundary Model. If those prerequisites are satisfied, EDGE/IDB shall publish the development package and competitive solicitation no later than Day 120.

(f) No City, EDGE/IDB, or project representative may describe District No. 1 service as accelerated, priority, firm, or faster, or state an energization date, without a written MLGW basis and the Interim Program Executive's certification that the public statement is supported by the current record.

(g) "Build ahead" during the interim means site control, surveys, baseline studies, preliminary engineering, utility studies, water strategy, rights-of-way, permits capable of being obtained before tenant selection, standard agreements, and long-lead procurement rights. No general-obligation debt or full speculative infrastructure construction is authorized without a separate public financing decision.

(h) Public or authority ownership with long-term ground leasing is preferred. A sale requires written findings that it produces greater risk-adjusted value and preserves performance and reversion rights.

(i) The district solicitation shall publish the hard floors, verified resource envelope, water standard, fiscal floor, standard SDA, bid security, evaluation method, and decision schedule. Qualified bidders compete for a finite position; no unsolicited announcement creates priority.

SECTION 18. INDEPENDENT UNDERWRITING AND CONFLICT FIREWALL.

- (a) Recruitment and advocacy staff may develop prospects but shall not make the sole fiscal, resource, or risk determination.
- (b) A Tier III SDA or district award requires an independent fiscal and infrastructure underwriting report and written conflict disclosures from decision participants.
- (c) Material contacts, bid criteria, evaluated terms, and final rationale shall be documented. Bona fide trade secrets and infrastructure-security information may be protected only as allowed by law.

SECTION 19. MILESTONES, WAREHOUSING, AND FORFEITURE.

- (a) No land option, district position, public commitment, or utility reservation may be held indefinitely. Each agreement shall contain financing, construction, procurement, and operation milestones.
- (b) Missed milestones cause automatic reduction, release, forfeiture, or reversion unless the responsible body grants a written, time-limited extension based on circumstances beyond the applicant's control and continued superior public value.
- (c) A district or capacity position is nontransferable without written approval and updated underwriting. The public parties may capture transfer value and may reject a transfer that weakens security, performance, or strategic return.

SECTION 20. OPERATING, REPORTING, AND ENFORCEMENT.

- (a) Tier II and Tier III Facilities shall provide annual reports on energy source and demand, water and WUE, equipment value and refresh, employment and procurement commitments, public payments, emissions and generator operation where lawfully reportable, incidents, and material changes.
- (b) The City may inspect, audit, require corrective action, suspend discretionary benefits, draw security, impose contract remedies, or seek injunctive relief for material noncompliance. Permit enforcement remains with the responsible agency.
- (c) The Program Administrator shall publish an annual regional dashboard showing aggregate committed MSER, Utility Requested Load, water demand, recurring revenue, district positions, useful infrastructure, and remaining adopted resource budgets, with lawful security redactions.

SECTION 21. PROJECT CERTAINTY.

Once a Facility has received final approvals and executed all required agreements, the City shall administer those approvals according to their terms. Political reconsideration alone is not grounds to reopen a lawful agreement. Material expansion, default, misrepresentation, ownership transfer where approval is required, or changed operations remains subject to review.

SECTION 22. PERMANENT SYSTEM DELIVERABLES.

Within one hundred eighty days, the Mayor, DPD, MLGW, EDGE/IDB, and participating County officials shall submit: (1) permanent UDC text; (2) the first regional resource budget; (3) District No. 1 status and financing plan; (4) the permanent Authority transition plan; (5) the State legislative package; and (6) an audit of every serious Tier II or Tier III inquiry and the status of any claimed vested right.

SECTION 23. EFFECTIVE DATE; MORATORIUM REPLACEMENT; NO GAP.

- (a) This ordinance becomes operative only when:
 - (1) the City has activated the Master Delivery Compact, designated the Interim Program Executive, and opened the common implementation record;
 - (2) DPD has published the Section 7 checklist and designated the Program Administrator;

- (3) the MLGW Large-Load Service and Capacity Policy, or an interim equivalent approved by the proper authority, is effective; and
- (4) the Council Attorney certifies the coordinated effective date and procedural route.
- (b) At the exact time this ordinance becomes operative, the pending data-center moratorium is withdrawn, repealed, superseded, or terminated through the procedurally appropriate action. There shall be no interval in which the moratorium is absent and the replacement standards are not operative.
- (c) If a severable provision is enjoined or invalidated, remaining provisions continue. If a core no-gap provision cannot legally become operative, the Council shall use the narrow sixty-day Tier III fallback described in the Action Plan until corrected.

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, AMENDING ORDINANCE NO. 5367, KNOWN AS THE MEMPHIS AND SHELBY COUNTY UNIFIED DEVELOPMENT CODE, TO ESTABLISH REGULATIONS FOR THE SITING, INITIAL DEVELOPMENT, CONSTRUCTION, EXPANSION, ALTERATION, AND OPERATION OF LARGE-SCALE DATA CENTERS; ESTABLISHING DATA CENTER DEVELOPMENT STANDARDS; PROHIBITING ROUTINE EVAPORATIVE AND ONCE-THROUGH COOLING; REQUIRING CLOSED-LOOP WATER-CIRCULATION SYSTEMS; PROHIBITING MAJOR WITHDRAWALS OF LOCAL WATER RESOURCES FOR DATA CENTER COOLING; REQUIRING WATER CONSERVATION AND MONITORING; REQUIRING PROGRESSIVE USE OF RENEWABLE AND NON-CARBON ELECTRICITY; ESTABLISHING A SCHEDULE FOR THE PHASE-OUT OF CARBON-BASED ELECTRICITY; ESTABLISHING REQUIREMENTS FOR EXPANSION OF EXISTING DATA CENTERS; PROVIDING FOR PUBLIC DISCLOSURE, REPORTING, ENFORCEMENT, PENALTIES, AND OTHER MATTERS RELATED THERETO.

WHEREAS, the City Council of Memphis recognizes that large-scale data centers can require substantial amounts of electricity, water, land, electrical infrastructure, cooling infrastructure, and other public resources; and

WHEREAS, the City Council recognizes its responsibility to protect the health, safety, welfare, environmental quality, water resources, neighborhoods, infrastructure, and long-term economic interests of the residents of Memphis; and

WHEREAS, the Tennessee Department of Environment and Conservation recognizes that local governments may address data center siting, zoning, land-use compatibility, noise, and local infrastructure matters through local governmental processes; and

WHEREAS, the City of Memphis possesses authority to regulate land uses and zoning within the City pursuant to applicable Tennessee law and the Memphis and Shelby County Unified Development Code; and

WHEREAS, the Memphis and Shelby County Unified Development Code was adopted by Ordinance No. 5367 and has been amended from time to time by the City Council; and

WHEREAS, the Memphis City Council has determined that data center development should be subject to standards appropriate to the scale and intensity of the use; and

WHEREAS, the City Council finds that the protection of water resources is a legitimate public purpose and that cooling technologies that continuously circulate water in closed systems can substantially reduce water consumption; and

WHEREAS, the City Council finds that routine evaporative cooling can result in continuing consumption of water through evaporation and can place unnecessary demands upon municipal and regional water resources; and

WHEREAS, the City Council finds that data center electricity demand can be substantial and that increasing reliance upon renewable and non-carbon energy sources is in the public interest; and

WHEREAS, the City Council further finds that the costs of electrical infrastructure required solely or primarily because of data center development should not be shifted to residential customers or unrelated commercial customers to the extent prohibited or regulated by Tennessee law; and

WHEREAS, the City Council enacted Ordinance No. 5982 establishing a temporary moratorium on certain data center permits in order to provide time for the City to study and establish appropriate permanent development standards; and

WHEREAS, the City Council now determines that permanent standards governing water, energy, environmental sustainability, development, expansion, and infrastructure are necessary;

NOW, THEREFORE,

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE:

SECTION 1.

DATA CENTER DEFINED.

The Memphis and Shelby County Unified Development Code shall be amended to establish the following definition:

“DATA CENTER” means a building, structure, campus, or collection of buildings and associated infrastructure principally used for the housing, operation, storage, processing, management, transmission, or distribution of digital information through electronic computing equipment, including servers, computer systems, artificial-intelligence computing equipment, telecommunications equipment, network equipment, data-storage equipment, environmental control systems, electrical systems, substations, backup power systems, cooling systems, and related infrastructure.

A facility shall be considered a Data Center regardless of whether its computing equipment is operated by the owner of the real property, a tenant, contractor, affiliate, subsidiary, or other entity.

SECTION 2.

LARGE DATA CENTER.

A “LARGE DATA CENTER” means a Data Center that:

A. has a projected electrical demand of twenty (20) megawatts or greater; or

B. is designed or intended to increase electrical demand to twenty (20) megawatts or greater within ten (10) years of initial occupancy.

The City Council may establish a lower threshold by subsequent amendment to the Unified Development Code.

SECTION 3.

APPLICABILITY.

The requirements of this Ordinance shall apply to:

- A. every new Large Data Center;
- B. every new Data Center proposed after the effective date of this Ordinance;
- C. every expansion of an existing Data Center that increases electrical demand, computing capacity, building area, cooling capacity, or water demand;
- D. every conversion of an existing building or property to Data Center use;
- E. every new Data Center campus or expansion of an existing Data Center campus; and
- F. any phased development where multiple buildings or facilities are operated under common ownership, control, management, or utility service.

SECTION 4.

DATA CENTER DEVELOPMENT APPROVAL REQUIRED.

No person shall establish, construct, expand, enlarge, or materially modify a Data Center unless the applicant has obtained all applicable zoning, land-use, site-plan, building, utility, environmental, and other approvals required by the City and applicable law.

No Data Center development shall be approved unless the applicant demonstrates compliance with this Ordinance.

SECTION 5.

DISCLOSURE OF ULTIMATE DEVELOPMENT.

Every application for a new Data Center shall disclose the maximum reasonably anticipated development of the property, including:

- A. ultimate building area;
- B. ultimate electrical demand;
- C. anticipated computing capacity;
- D. number and capacity of cooling systems;
- E. maximum anticipated water demand;
- F. proposed water sources;
- G. proposed wastewater discharge;
- H. backup-generation capacity;
- I. battery-storage capacity;

- J. renewable-energy generation or procurement;
- K. anticipated carbon-based electricity consumption; and
- L. all known phases of future development.

No applicant shall avoid the requirements of this Ordinance by dividing a single Data Center campus into separate buildings, ownership entities, applications, phases, or permits.

SECTION 6.

CLOSED-LOOP COOLING REQUIRED.

- A. All new Data Centers shall use closed-loop cooling systems.
- B. Cooling water shall be continuously circulated and reused within the cooling system.
- C. The cooling system shall be designed so that water is not routinely consumed through evaporation.
- D. Once-through cooling systems are prohibited.
- E. Open-loop cooling systems are prohibited.
- F. Routine evaporative cooling towers are prohibited.
- G. Routine cooling-water blowdown, bleed-off, or discharge is prohibited except where specifically approved by the City Engineer as necessary for system safety or maintenance and where the discharge complies with all applicable law.
- H. Acceptable cooling technologies may include:
 - 1. air cooling;
 - 2. dry cooling;
 - 3. direct-to-chip cooling;
 - 4. rear-door heat exchangers;
 - 5. immersion cooling;
 - 6. closed-circuit cooling;
 - 7. other non-evaporative technologies approved by the City Engineer.

SECTION 7.

PROHIBITION ON MAJOR LOCAL WATER WITHDRAWALS.

A. No Data Center shall use groundwater, surface water, municipal drinking water, aquifer water, river water, lake water, reservoir water, or other Local Water Resources for routine cooling operations if the withdrawal constitutes a Major Water Withdrawal.

B. No new private well shall be constructed for the primary purpose of supplying routine Data Center cooling.

C. No Data Center shall divert water from the Mississippi River, Wolf River, Nonconnah Creek, groundwater aquifers, reservoirs, lakes, or other local water resources for routine cooling operations unless expressly authorized by applicable law and separately approved by the City following a public review.

D. The City shall favor reclaimed, recycled, captured, non-potable, or otherwise non-freshwater sources where water is permitted for an authorized use.

E. No approval shall be granted where the proposed cooling-water demand would materially impair the City's ability to provide water for residential, public health, fire protection, environmental, agricultural, or other essential purposes.

SECTION 8. POTABLE WATER.

Routine Data Center cooling shall not use treated potable drinking water supplied through the City's public water system except for:

A. initial filling of an approved closed-loop cooling system;

B. replacement of unavoidable system losses;

C. emergency conditions;

D. maintenance necessary to protect equipment or public safety; or

E. another use expressly approved by the City.

No potable water shall be used for intentional evaporative cooling.

SECTION 9. INITIAL COOLING SYSTEM FILL.

The applicant shall disclose the volume of water required to initially fill the cooling system.

The City Engineer shall determine whether the proposed initial fill can be supplied without adversely affecting public water supply, fire protection capacity, wastewater capacity, or other essential municipal services.

The City may require phased filling or alternative water sources when necessary to protect municipal water capacity.

SECTION 10.

WATER CONSERVATION PLAN.

Every applicant shall submit a Water Conservation and Resource Protection Plan containing:

- A. cooling-system specifications;
- B. initial water-fill requirements;
- C. anticipated annual water consumption;
- D. anticipated maximum daily water consumption;
- E. water-source identification;
- F. anticipated makeup-water requirements;
- G. procedures preventing evaporation;
- H. procedures preventing routine discharge;
- I. leak-detection procedures;
- J. water-metering procedures;
- K. water-recycling procedures;
- L. emergency-water procedures;
- M. wastewater-management procedures; and
- N. certification by a Tennessee-licensed professional engineer.

SECTION 11.

SEPARATE WATER METERING.

Every Data Center shall install meters capable of separately measuring:

- A. total water entering the facility;
- B. cooling-system water;
- C. makeup water;
- D. water used for non-cooling purposes; and
- E. wastewater discharge where technically feasible.

The City shall have the right to inspect and verify such meters.

SECTION 12.

WATER REPORTING.

Every Data Center shall submit an annual report to the City containing:

- A. total water consumption;
- B. total cooling-water consumption;
- C. makeup-water consumption;
- D. water source;
- E. initial cooling-system fill;
- F. water lost through leakage;
- G. any authorized discharge;
- H. any emergency withdrawal; and
- I. certification by the facility owner or authorized representative.

The City may make such information available to the public subject to applicable trade-secret and public-records law.

SECTION 13.

RENEWABLE ENERGY REQUIREMENT.

Every new Data Center shall obtain electricity from qualifying renewable or other non-carbon energy resources according to the following schedule:

- A. Beginning upon commencement of commercial operation:

Not less than sixty percent (60%) of annual electricity consumption shall be matched by qualifying renewable or non-carbon electricity.

- B. Beginning three (3) years after commencement of commercial operation:

Not less than seventy-five percent (75%) shall be matched by qualifying renewable or non-carbon electricity.

- C. Beginning six (6) years after commencement of commercial operation:

Not less than ninety percent (90%) shall be matched by qualifying renewable or non-carbon electricity.

- D. Beginning ten (10) years after commencement of commercial operation:

One hundred percent (100%) shall be matched by qualifying renewable or non-carbon electricity.

SECTION 14.

QUALIFYING RENEWABLE ENERGY.

Qualifying renewable electricity may include electricity generated from:

- A. solar;
- B. wind;
- C. geothermal;
- D. qualifying hydroelectric resources;
- E. onsite renewable generation;
- F. qualifying utility renewable-energy programs;
- G. long-term renewable power-purchase agreements;
- H. community renewable-energy programs; or
- I. other renewable-energy procurement mechanisms approved by the City Attorney.

Renewable Energy Certificates may be used for compliance only where legally recognized and where the certificates are retired for the benefit of the Data Center.

SECTION 15.

CARBON-BASED ELECTRICITY PHASE-OUT.

A. Routine electricity consumption from coal, petroleum, natural gas, diesel, gasoline, fuel oil, or other fossil-fuel generation shall be progressively reduced.

B. No new Data Center shall exceed the following annual carbon-based electricity limits:

- 1.
Years 1-3: forty percent (40%);
- 2.
Years 4-6: twenty-five percent (25%);
- 3.
Years 7-9: ten percent (10%);
- 4.
Year 10 and thereafter: zero percent (0%).

C. Carbon-based backup generators shall not be considered routine electricity sources when operated solely for emergency response, legally required testing, maintenance, or grid emergency purposes.

SECTION 16.

FOSSIL-FUEL BACKUP GENERATORS.

A. New Data Centers shall minimize reliance upon fossil-fuel emergency generation.

B. Fossil-fuel generators may operate only:

1.
during electrical outages;
2.
during declared emergencies;
3.
during required testing;
4.
during maintenance;
5.
to protect life or critical equipment; or
6.
when required by the applicable electric utility or governmental emergency authority.

C. No fossil-fuel generator may serve as the routine primary electrical supply for a Data Center.

D. New Data Centers shall evaluate battery storage and renewable backup generation as alternatives to fossil-fuel generation.

SECTION 17.

EXPANSION OF EXISTING DATA CENTERS.

A. No expansion may proceed without demonstrating compliance with this Ordinance.

B. An expansion that increases the facility's electrical demand by twenty percent (20%) or more shall be reviewed as a new Large Data Center.

C. An expansion that increases water demand shall demonstrate that the increased demand complies with Sections 6 through 12.

D. Replacement of cooling equipment shall comply with the closed-loop, non-evaporative requirements of this Ordinance.

E. A facility shall not avoid these requirements through phased expansion.

SECTION 18.

EXISTING DATA CENTERS.

Existing Data Centers lawfully operating before the effective date of this Ordinance may continue their lawful operations, subject to applicable existing law.

However, existing Data Centers shall submit to the City, within twelve (12) months of the effective date of this Ordinance:

- A. a water-use report;
- B. a cooling-system description;

- C. electrical consumption data;
- D. renewable-energy procurement information;
- E. fossil-fuel generator information;
- F. maximum electrical demand;
- G. maximum water demand; and
- H. an expansion plan, if applicable.

No major expansion shall be approved unless the facility complies with this Ordinance.

SECTION 19.

ELECTRICAL INFRASTRUCTURE COSTS.

Nothing in this Ordinance shall authorize the City or any municipal utility to violate Tennessee law.

To the extent permitted by law, a Data Center applicant shall identify and be responsible for incremental electrical infrastructure costs attributable to its proposed development.

The City shall not voluntarily absorb Data Center-specific infrastructure costs where such absorption is prohibited by Tennessee law.

The applicant shall provide documentation demonstrating the anticipated electrical infrastructure requirements associated with the project.

SECTION 20.

GRID AND ENERGY IMPACT STATEMENT.

Before approval of a Large Data Center, the applicant shall provide:

- A. projected electrical demand;
- B. expected annual electricity consumption;
- C. expected peak demand;
- D. anticipated interconnection requirements;
- E. proposed renewable-energy procurement;
- F. proposed energy-storage capacity;
- G. expected carbon-based electricity consumption;
- H. anticipated electrical infrastructure requirements; and

I. documentation from the serving electric utility concerning available service and anticipated infrastructure requirements, to the extent such documentation may lawfully be obtained.

SECTION 21.

PUBLIC DISCLOSURE.

Except for information protected by applicable trade-secret law, proprietary information law, cybersecurity requirements, or other applicable law, the City shall maintain a publicly accessible Data Center Development Register containing:

- A. approved Data Centers;
- B. pending applications;
- C. electrical demand;
- D. projected water demand;
- E. water-source information;
- F. cooling technology;
- G. renewable-energy percentage;
- H. carbon-based electricity percentage;
- I. backup-generation capacity;
- J. major expansion applications; and
- K. annual compliance reports.

SECTION 22.

ANNUAL COMPLIANCE CERTIFICATION.

Each Data Center shall annually certify compliance with this Ordinance.

The certification shall be signed by an authorized officer, manager, or responsible engineer of the facility.

Knowingly submitting false information shall constitute a violation of the Memphis Code of Ordinances.

SECTION 23.

ENFORCEMENT.

The City may enforce this Ordinance through all remedies available under the Memphis Code of Ordinances and applicable Tennessee law.

Available remedies may include:

- A. notices of violation;
- B. civil penalties;
- C. suspension of permits;
- D. denial of expansion applications;
- E. revocation of approvals where legally authorized;
- F. injunctive relief;
- G. recovery of enforcement costs where authorized by law; and
- H. any other remedy authorized by law.

Each day of continuing violation may constitute a separate violation where permitted by law.

SECTION 24. PERMIT CONDITION.

Compliance with this Ordinance shall be a condition of:

- A. zoning approval;
- B. site-plan approval;
- C. special-use approval;
- D. building-permit approval;
- E. certificate of occupancy;
- F. approval of a material expansion; and
- G. other applicable development approvals.

SECTION 25. NO PREEMPTION OF STATE OR FEDERAL AUTHORITY.

Nothing in this Ordinance shall be construed to regulate matters exclusively reserved to the State of Tennessee, the Tennessee Valley Authority, the Tennessee Public Utility Commission, the Federal Energy Regulatory Commission, or the federal government.

Where state or federal law regulates electricity generation, transmission, utility rates, or environmental permitting, this Ordinance shall operate through the City's lawful zoning, land-use, development, building, water, infrastructure, and permitting authority.

SECTION 26.

IMPLEMENTATION THROUGH THE UNIFIED DEVELOPMENT CODE.

The Memphis and Shelby County Unified Development Code, Ordinance No. 5367, shall be amended as necessary to incorporate the provisions of this Ordinance into the applicable use, development, site-plan, special-use, performance-standard, and permitting sections of the Code.

The Division of Planning and Development, in consultation with the City Attorney, Memphis Light, Gas and Water Division, Memphis Department of Public Works, Memphis Department of Engineering, and other appropriate agencies, shall prepare conforming amendments necessary to implement this Ordinance.

SECTION 27. ADMINISTRATIVE RULES.

The Director of Planning and Development, City Engineer, Water Services Director, Sustainability Officer, or their designees may promulgate reasonable administrative rules necessary to administer this Ordinance.

Such rules shall not exceed the authority granted by this Ordinance or applicable law.

SECTION 28. REVIEW OF ORDINANCE.

The City Council shall receive an annual report concerning Data Center compliance, including:

- A. water consumption;
- B. water-source impacts;
- C. electrical demand;
- D. renewable-energy use;
- E. carbon-based electricity use;
- F. infrastructure costs;
- G. emergency-generator operation;
- H. violations;
- I. enforcement actions; and
- J. recommended amendments.

SECTION 29. SEVERABILITY.

If any section, subsection, paragraph, sentence, clause, phrase, or provision of this Ordinance is determined to be invalid or unconstitutional, such determination shall not affect the validity of the remaining portions.

**SECTION 30.
EFFECTIVE DATE.**

This Ordinance shall take effect upon passage according to the procedures prescribed by the Charter of the City of Memphis and applicable Tennessee law.

**SECTION 31.
CODIFICATION.**

The City Clerk is directed to cause this Ordinance to be incorporated into the Code of Ordinances of the City of Memphis and the applicable portions of the Memphis and Shelby County Unified Development Code.

PASSED AND ADOPTED this ____ day of _____, 2026.

**CHAIRWOMAN / CHAIRMAN
MEMPHIS CITY COUNCIL**

ATTEST:

CITY COMPTROLLER / CITY CLERK

APPROVED:

**MAYOR
CITY OF MEMPHIS**

ORDINANCE NO. _____

AN ORDINANCE AMENDING THE MEMPHIS AND SHELBY COUNTY UNIFIED DEVELOPMENT CODE, AS ADOPTED BY THE CITY OF MEMPHIS ON AUGUST 10, 2010, AND AS AMENDED, TO ESTABLISH A LAND-USE AND SITING FRAMEWORK FOR DATA CENTERS AND OTHER RESOURCE-INTENSIVE USES WITHIN THE CITY OF MEMPHIS.

WHEREAS, the Memphis and Shelby County Unified Development Code (“UDC”) establishes the zoning and subdivision regulations applicable within the City of Memphis; and

WHEREAS, the Memphis City Council is authorized to initiate amendments to the Unified Development Code; and

WHEREAS, the City is presently undertaking a comprehensive update of the Unified Development Code; and

WHEREAS, technological and economic development has resulted in new land uses, including large-scale data centers and high-density computing facilities, whose electrical, water, infrastructure, noise, cooling, backup-generation, and land-use characteristics may differ substantially from conventional office, commercial, and industrial development; and

WHEREAS, the existing Unified Development Code does not contain a comprehensive land-use and siting framework specifically addressing the location and development characteristics of modern large-scale data centers; and

WHEREAS, clear land-use classifications and siting standards provide predictability to residents, neighborhoods, developers, property owners, utilities, and public officials before individual development applications are submitted; and

WHEREAS, the City Council finds that the appropriate regulation of data centers begins with the determination of **where such uses are compatible with the City's neighborhoods, natural resources, infrastructure, and long-range development objectives**; and

WHEREAS, the Council further finds that the ongoing update of the Unified Development Code provides an appropriate opportunity to establish a durable framework for data centers and other emerging resource-intensive land uses;

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

SECTION 1. DATA CENTER USE CLASSIFICATION

The Division of Planning and Development shall prepare for consideration through the Unified Development Code amendment process a distinct principal-use classification for **Data Centers**.

The proposed amendment shall evaluate whether separate classifications should be established for facilities of differing size or intensity, including a Hyperscale or **Large-Scale Data Center** classification based upon measurable characteristics including electrical demand, water demand, site or building area, cooling systems, backup generation, associated utility infrastructure, or other relevant land-use characteristics.

SECTION 2. LOCATION AND SITING

The proposed UDC amendment shall establish the zoning districts and circumstances in which each data-center classification shall be:

- (a) prohibited;
- (b) permitted subject to specific development standards; or
- (c) permitted only following Special Use Approval or another legally authorized discretionary land-use review.

The proposed amendment shall further evaluate appropriate siting standards addressing:

1. proximity to residential zoning and residential uses;
2. schools and childcare facilities;
3. parks and public recreational facilities;
4. waterways, floodplains, wetlands, and environmentally sensitive areas;
5. setbacks and landscape buffers;
6. noise-producing equipment;
7. backup generators and fuel storage;
8. substations, transformers, and other electrical infrastructure;
9. cooling and mechanical equipment;
10. lighting, screening, and site design; and
11. such additional conditions necessary to determine compatibility with surrounding land uses.

SECTION 3. NATURAL RESOURCE AND INFRASTRUCTURE INFORMATION

For data-center applications subject to land-use review, the proposed UDC amendment shall establish appropriate disclosure requirements sufficient to permit DPD, the Land Use Control Board, and the City Council, where applicable, to understand the infrastructure and natural-resource characteristics relevant to the proposed location.

Such information may include:

- (a) projected electrical demand;
- (b) projected water demand;
- (c) cooling methodology;
- (d) wastewater generation;
- (e) backup generation;

- (f) required substations, transmission, or utility infrastructure;
- (g) anticipated noise-producing equipment;
- (h) proposed phases of development or expansion; and
- (i) infrastructure improvements required to serve the site.

Such information shall be used to inform land-use and siting decisions consistent with applicable law.

SECTION 4. RESOURCE-INTENSIVE USES

As part of the ongoing UDC update, DPD shall evaluate the establishment of a broader **Resource-Intensive Use** framework for emerging land uses whose operation may place extraordinary demands upon natural resources or public infrastructure.

Such evaluation shall consider measurable factors including water consumption, electrical demand, wastewater generation, noise, emissions, land consumption, and infrastructure requirements.

Nothing herein shall require different resource-intensive uses to be regulated identically. Standards shall be tailored to the land-use characteristics and impacts of each use.

SECTION 5. EXISTING CODE AND SITING ANALYSIS

Within **45 days**, DPD shall present to the Planning and Zoning Committee an analysis identifying:

1. the existing UDC classifications under which a data center could presently be interpreted as permitted, accessory, conditional, special, or otherwise allowable;
2. the zoning districts associated with those classifications;
3. the areas within the City of Memphis containing substantial concentrations of such zoning;
4. the relationship of those areas to residential neighborhoods, schools, parks, waterways, floodplains, and other sensitive resources; and
5. DPD's preliminary recommendations concerning appropriate and inappropriate zoning districts for data-center development.

To the extent reasonably practicable, the analysis shall include maps illustrating potential siting areas.

SECTION 6. UDC TEXT AMENDMENT

Within **90 days**, DPD shall prepare the proposed UDC text amendment required by this Ordinance and initiate the process necessary for its consideration by the Memphis and Shelby County Land Use Control Board.

The proposed amendment shall thereafter proceed through all notice, hearing, recommendation, and legislative procedures required by applicable law.

Completion of the broader UDC update shall **not be a prerequisite** to consideration of the targeted data-center amendment required herein.

SECTION 7. COUNCIL OVERSIGHT

DPD shall report to the Planning and Zoning Committee regarding implementation of this Ordinance, including:

- (a) proposed definitions;
- (b) proposed zoning districts;
- (c) siting and buffering recommendations;
- (d) natural-resource protections;
- (e) infrastructure considerations;
- (f) stakeholder and public engagement;
- (g) the status of the proposed text amendment; and
- (h) the anticipated date of Land Use Control Board consideration.

SECTION 8. INTERIM LAND-USE PROTECTION

The Division of Planning and Development and the City Attorney shall advise the Council regarding interim land-use measures legally available during development and consideration of the permanent UDC amendment contemplated herein.

Any such interim measure shall comply with applicable Tennessee law and shall protect vested rights and previously granted entitlements as required by law.

SECTION 9. SEVERABILITY

BE IT FURTHER ORDAINED that the provisions of this Ordinance are hereby severable. If any section, provision, sentence, clause, phrase, or part is held unconstitutional or void, the remainder shall continue in full force and effect.

SECTION 10. EFFECTIVE DATE

BE IT FURTHER ORDAINED that this Ordinance shall take effect following passage by the City Council and completion of all other procedures required by applicable law.

Sponsored By: Logan, Cooper-Sutton, Swearngen-Washington, Easter-Thomas, Walker, Warren

A RESOLUTION REQUESTING COMPREHENSIVE DATA CENTER STANDARDS TO PROTECT MEMPHIS RESIDENTS, RATEPAYERS, AND PUBLIC RESOURCES

WHEREAS, Memphis welcomes responsible investments that strengthen the local economy, create quality employment, and produces lasting public benefits; and

WHEREAS, Memphis residents and small businesses should not bear higher utility rates, taxes, or service risks created by infrastructure built primarily to serve a single high-demand customer; and

WHEREAS, any company creating the need for new or upgraded generation, transmission, substations, water, sewer, road, emergency-response, or other public infrastructure should bear the full and fairly allocated cost of that infrastructure, together with appropriate financial security; and

WHEREAS, enforceable ratepayer protections should ensure that large-load customers pay rates, demand charges, deposits, stranded-cost protections, and other charges sufficient to prevent cross-subsidization by residential and small-business customers; and

WHEREAS, the City of Memphis seeks to establish clear and enforceable safeguards for data-center development, including appropriate residential buffers, measurable noise limits, water-conservation requirements, protections against excessive groundwater withdrawal, full-cut-off lighting, environmental monitoring, and decommissioning obligations; and

WHEREAS, residents living near proposed or operating data centers deserve timely notice, meaningful opportunities to participate, access to understandable information, and transparent reporting concerning noise, air emissions, water use, energy demand, emergency operations, tax incentives, and promised community benefits; and

WHEREAS, any public incentive, tax arrangement, utility commitment, or development agreement should produce measurable and enforceable benefits for Memphis residents, including neighborhood investment, workforce development, local hiring, education support, and other lawful forms of direct taxpayer benefit; and

WHEREAS, the Memphis City Council finds that a uniform, transparent, and enforceable framework is necessary to protect public health, environmental justice communities, utility reliability, the Memphis Sand Aquifer, taxpayers, ratepayers, and the long-term fiscal interests of the City of Memphis.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the following principles constitute the policy priorities of the Memphis City Council for the review, approval, expansion, incentivization, and operation of large-scale data centers and artificial-intelligence computing facilities within the City of Memphis:

SECTION 1. DEVELOPER-FUNDED INFRASTRUCTURE AND RATEPAYER PROTECTION.

Standards presented for Council consideration should require each applicant, to the extent permitted by law, to pay the reasonable and documented costs of project-specific studies, utility connections, infrastructure improvements, capacity additions, and public services made necessary by the proposed facility.

Applicable utility agreements should be structured by the governmental and utility entities having jurisdiction to prevent project-related costs from being shifted to residential and small-business customers. Such agreements should include, as appropriate, cost-of-service rates, demand charges, deposits or other credit support, minimum payment

obligations, and protections against costs resulting from project cancellation, closure, relocation, or reduced operations. The methodology used to allocate project-related costs should be documented and independently reviewed, with a nonconfidential summary made available to the public.

SECTION 2. FISCAL TRANSPARENCY AND ENFORCEABLE COMMUNITY BENEFITS.

Before final approval of any City-supported incentive or development agreement involving a data-center facility, the appropriate reviewing entity should provide a publicly available, plain-language fiscal-impact statement identifying the value and duration of the proposed incentive; projected tax revenue; infrastructure and utility obligations; anticipated public costs; potential effects on Memphis-Shelby County Schools and other public schools serving Memphis residents; and all proposed community benefits.

To the extent permitted by law, applicable agreements should establish measurable performance requirements; timelines for delivering community benefits; annual public reporting; appropriate audit and verification rights; and remedies for noncompliance, where legally permissible, development agreements should establish a Resident Benefit and Utility Relief Fund supported by payments from the applicant or a defined portion of project-generated revenue. The fund may provide utility-bill credits, property-tax relief, home energy-efficiency assistance, scholarships, or other direct and measurable benefits, with priority given to residents and neighborhoods most directly affected by the project. Any such program should include clear eligibility requirements, transparent administration, annual public reporting, and protections ensuring that benefits are not substituted for the applicant's other infrastructure, tax, environmental, or community obligations.

SECTION 3. LAND-USE AND NEIGHBORHOOD PROTECTIONS.

Standards presented for Council consideration should include, at minimum, an appropriate buffer between data-center facilities and residential properties; measurable daytime and nighttime noise limits; noise measurements conducted at facility property lines and affected residential properties; protections against continuous, low-frequency, and vibration-producing sound; full-cutoff, downward-directed lighting; screening and landscaping; designated truck routes; and reasonable construction-hour restrictions. Any exception request should require public notice, documented technical justification, and Council review to the extent permitted by law.

SECTION 4. WATER, AIR AND AQUIFER PROTECTION.

Standards presented for Council consideration should require applicants for new data-center facilities and material expansions to submit a water-use and conservation plan before project approval. The plan should disclose projected average and peak water demand, proposed water sources, cooling technology, anticipated wastewater discharge, conservation measures, and drought and emergency operating procedures. Applicants should be required to utilize closed-loop or other water-efficient cooling technologies and reclaimed or other non-potable water sources when reasonably available and technically appropriate, with the goal of minimizing the use of potable water drawn from the Memphis Sand Aquifer.

Private production wells and direct withdrawals from the Memphis Sand Aquifer for routine data-center cooling should not be authorized unless approved by the appropriate governmental and regulatory authorities following public notice, independent technical review, and a finding that no reasonably available, less water-intensive alternative exists. Facilities should also report actual water use and discharge at regular intervals and implement corrective or conservation measures when established usage limits are exceeded.

The City should establish a formal reporting process with the Shelby County Health Department requiring quarterly presentations to the Memphis City Council on air quality and pollution associated with data-center operations. Presentations should include available monitoring results, emissions data, permit compliance, reported violations, enforcement actions, and potential public-health concerns. The information should be presented in plain language and made publicly available so Councilmembers can clearly inform their constituents about local air-quality conditions. Any project-specific monitoring or reporting costs should be paid by the data-center operator.

SECTION 5. AIR QUALITY ENERGY AND EMERGENCY OPERATIONS.

Standards presented for Council consideration should require applicants for new data-center facilities and material expansions to disclose all proposed primary, backup, temporary, emergency, and behind-meter energy-generation equipment. Required disclosures should include the type and number of units, generating capacity, fuel source, anticipated operating hours, projected emissions, applicable permit status, and emergency operating procedures.

No combustion turbine, generator, or other emissions-producing equipment should operate without all permits and approvals required by applicable federal, state, and local law. Facilities should be subject to appropriate emissions monitoring, inspection, nonconfidential public reporting, resident complaint-response procedures, and enforceable corrective-action requirements in coordination with the governmental and regulatory authorities having jurisdiction.

SECTION 6. DECOMMISSIONING AND FINANCIAL ASSURANCE.

Standards presented for Council consideration should require new data-center facilities and material expansions, to the extent permitted by law, to submit a decommissioning and site-restoration plan before beginning operations. The plan should address the removal of equipment and structures, proper disposal of regulated materials, remediation of any environmental conditions for which the facility is legally responsible, and restoration of the site in accordance with applicable law. The City should also consider requiring a bond, letter of credit, or other appropriate financial assurance based on a documented decommissioning cost estimate and periodically reviewed to protect the City and its taxpayers from abandonment-related expenses.

SECTION 7. MEMPHIS WORKFORCE AND BUSINESS PARTICIPATION.

Projects receiving City support should commit to measurable goals for hiring Memphis residents, providing family-sustaining wages, creating registered apprenticeship and workforce-training opportunities, and utilizing minority-owned, women-owned, and small local businesses in accordance with applicable law and City programs. Projects should also establish partnerships with Memphis-area high schools, colleges, technical-training programs, workforce-development organizations, and other qualified community partners. Required reports should distinguish temporary construction jobs from permanent positions and identify employee residency, wages, apprenticeship and training participation, business-contracting outcomes, and the number of permanent jobs created and retained.

SECTION 8. IMPLEMENTATION.

The City Administration, Division of Planning and Development, Division of Public Works, Division of Finance, Law Division, Memphis Light, Gas and Water Division, and other appropriate entities are requested to develop and present, within 60 days of adoption of this Resolution, proposed ordinance language, review criteria, model agreement terms, monitoring requirements, and enforcement mechanisms consistent with these policy priorities.

SECTION 9. APPLICABILITY.

The policy priorities established by this Resolution should be considered and, to the maximum extent permitted by law, incorporated into the review of new data-center facilities, material expansions of existing facilities, new or amended utility arrangements, renewed or modified incentive agreements, and new or amended development agreements affecting facilities within the City of Memphis. Nothing in this Resolution shall impair an existing contractual obligation or supersede any stricter requirement imposed by federal, state, or local law.

BE IT FURTHER RESOLVED that the Memphis City Council encourages the Economic Development Growth Engine for Memphis and Shelby County, Shelby County Government, Memphis Light, Gas and Water Division, the Tennessee Valley Authority, and other appropriate governmental and utility entities, acting within their respective authority, to coordinate with the City of Memphis and incorporate protections consistent with this Resolution into applicable incentive agreements, utility arrangements, infrastructure commitments, and development-review processes.

Sponsor: Councilwoman Yolanda Cooper-Sutton, Super District 8-3

Adopted: _____, 2026

Yolanda Cooper-Sutton
Memphis City Council, Super District 8-3