

WHEREAS, in 1985, the American Cancer Society was instrumental in starting the event that would become National Breast Cancer Awareness Month, observed in October now for more than four decades; and

WHEREAS, apart from skin cancers, breast cancer is the most common form of cancer among women in the United States; the American Cancer Society estimates that nearly 322,000 women will receive a breast cancer diagnosis in 2026; the statistics translate to show that a woman has a 1 in 8 chance of developing breast cancer in her lifetime; and

WHEREAS, from 1989 through 2023, the rate of breast cancer deaths in the United States saw an overall decline of 44 percent; this is attributed to early detection through screening and to the development of more effective treatments; and

WHEREAS, the American Cancer Society has been instrumental both in raising awareness of breast cancer and the importance of early detection, and in funding research to develop improved treatments; in 2025, the ACS funded more than \$82 million in grants for breast cancer research; and

WHEREAS, each year the ACS holds the Making Strides Against Breast Cancer fundraising walk, which since 1993 has grown into the nation's largest breast cancer movement, with events taking place in communities nationwide; that event was just held in Memphis this past Saturday, October 17, 2026.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council stands in solidarity with those battling breast cancer and those at risk for breast cancer and designates the month of October, 2026, as

BREAST CANCER AWARENESS MONTH

in the City of Memphis, and that all citizens are encouraged to understand the importance of breast cancer screening for early detection, and to support the American Cancer Society in its goal to end breast cancer.

Adopted: October 20, 2026

WHEREAS, the Memphis City Council deems it fitting to recognize and celebrate the men and women who enhance the lives of people through faith-based worship in the City of Memphis and communities throughout the United States; and

WHEREAS, Clergy Appreciation Month is a dedicated time to honor Pastors, Priests, Ministers, and Spiritual Leaders observed in the month of October with Pastor's Appreciation Day being held the Second Sunday in October; and

WHEREAS, Clergy Appreciation Month is also a dedicated time to write sentiments to worship leaders, give out gifts or special offerings, host a reception, and volunteer to ease the load of the spiritual leader; and

WHEREAS, the Memphis City Council proudly joins communities across the country in celebrating **Clergy Appreciation Month** and recognizing the many men and women whose contributions and spiritual leadership continue to strengthen our neighborhoods, support our economy, and help shape the future of our city.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council hereby recognizes the Month of October, as

Clergy Appreciation Month

and honors the sacrifices, spiritual leadership, guidance, and contributions to the City of Memphis and the United States.

Adopted October 20, 2026

WHEREAS, the growth, equity, and stability of the City of Memphis are strengthened by dedicated public administrators and civic leaders who serve as vital pillars within municipal government, transforming urban policy into measurable progress for Memphis neighborhoods, and **Leslie Smith** is one such leader deserving of this recognition; and

WHEREAS, **Leslie Smith** has built an exemplary career defined by public service, executive leadership, and community-centered innovation, serving as an integral leader within the municipal governance structure of the City of Memphis; and

WHEREAS, as the founding Executive Director of the Blight Authority of Memphis, established as an official municipal entity and agency of the City of Memphis, **Leslie Smith** directed key components of municipal property disposition and neighborhood recovery, successfully building it into a fully functional public land bank; and

WHEREAS, under **Leslie Smith**'s leadership, the Blight Authority of Memphis launched Tennessee's historic first-ever Land Deposit Program, empowering municipal administration to clear titles, eradicate urban blight, and return long-abandoned tax-delinquent parcels to productive use for affordable housing and community assets; and

WHEREAS, **Leslie Smith** further reinforced her deep municipal ties through impactful leadership at BLDG Memphis, directly collaborating with City administration and community partners to shape the Memphis 3.0 Comprehensive Plan and advocate for the establishment and sustainable funding of the Memphis Affordable Housing Trust Fund; and

WHEREAS, **Leslie Smith** has taken this Memphis-forged municipal executive excellence to the national stage as Executive Director of the Omaha Municipal Land Bank (OMLB), establishing landmark policies in resident-first disposition and language access that are cited as national best practices by the Center for Community Progress and The Land Bank Playbook; and

WHEREAS, on the occasion of **Ms. Smith**'s return to Memphis for the Cities United 2026 Annual Convening, the Memphis City Council proudly welcomes home one of our city government's most impactful alumni and leaders, celebrating her enduring public service legacy in Memphis.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council hereby recognizes and extends its gratitude to

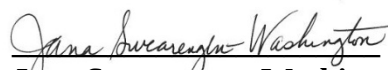
LESLIE SMITH

for her distinguished leadership as an integral executive within City of Memphis government, her transformative stewardship of the Blight Authority of Memphis, and her lasting contributions to the revitalization of Memphis neighborhoods.

ADOPTED: October 20, 2026



JB Smiley, Jr.
Memphis City Council
Super District 8-1



Jana Swarengen-Washington
Memphis City Council
Chairwoman, District 4

WHEREAS, the Memphis City Council takes great pride in recognizing individuals whose dedication to public service and community leadership has made a lasting impact on the lives of others; and

WHEREAS, **Marvin Wiggins** is a dedicated public servant and community leader who has devoted 15 years to law enforcement, serving and protecting others while demonstrating an unwavering commitment to the people of Memphis and Shelby County; and

WHEREAS, his spirit of service extends far beyond the badge. Through neighborhood cleanups, food drives, clothing distributions, and youth initiatives, **Mr. Wiggins** has consistently answered the call to serve those in need; and

WHEREAS, his commitment to strengthening families and communities is further demonstrated through his service on the boards of the Christopher A. Pugh II Center and UniverCity Family CDC, along with his volunteer work with Freedom From Unnecessary Negatives (FFUN) and Legacy of Legends CDC; and

WHEREAS, as President of the Berryhill Farms Homeowners Association, representing more than 1,000 homes, **Mr. Wiggins** has championed neighborhood safety, beautification, and community engagement. Through his leadership, he helped secure grant funding for neighborhood security cameras, making safety a shared priority; and

WHEREAS, with a heart for serving others, **Mr. Wiggins** established Mow It Forward, a volunteer initiative providing lawn care assistance to elderly, disabled, and financially disadvantaged residents. This effort reflects his belief that even the simplest acts of kindness can make a meaningful difference; and

WHEREAS, guided by his personal motto, “Be The Change,” **Mr. Wiggins** has demonstrated that true leadership is not defined by a title, but by a willingness to show up, lend a helping hand, and leave every community stronger than he found it; and

WHEREAS, **Marvin Wiggins** exemplifies the very best of servant leadership, inspiring others through his compassion, dedication, and unwavering commitment to making Memphis a better place for all.

NOW, THEREFORE, BE IT RESOLVED, that the Memphis City Council hereby honors and commends

Lieutenant Marvin Wiggins

for his outstanding public service, exemplary community leadership, and continued dedication to improving the lives of citizens throughout Memphis and Shelby County.

BE IT FURTHER RESOLVED, that the Memphis City Council extends its sincere appreciation to **Mr. Wiggins** for his many contributions and presents this resolution as a lasting expression of gratitude for his service, his leadership, and his commitment to “Be The Change.”

Given by my hand and under great seal of the
City of Memphis this 20th day of October
2026.



Jana Swearengen-Washington
Chairwoman, Memphis City Council –
District 4

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, Swearengen-Washington, Easter-Thomas, Walker, Warren

RESOLUTION SUMMARY

- 1. Short title description – Contract No. 9955 - Partial Funding of Pollution Control-Ground Water Quality Control Program**
- 2. Requested Funding – \$141,512.25**
- 3. Award Duration – N/A; Annual fee**
- 4. Type of Bid – Sole Source; Annual fee**
- 5. Awarded to – N/A; Annual fee to Memphis and Shelby County Health Department**
- 6. Plain Language Description – The annual fee is for the funding of the Memphis & Shelby County Health Department, Pollution Control, Ground Water Quality Control Program via the assessment of a per meter connection rate (\$0.55 per meter) for each municipality in Shelby County:**
 - Bartlett**
 - Collierville**
 - Germantown**
 - Millington**
 - MLGW**
- 7. Impact – This program supports:**
 - A comprehensive program to prevent ground water contamination through permitting of wells.**
 - A comprehensive and expanding program of sampling and monitoring of all existing wells.**
 - A compilation and maintenance of an inventory of all existing and abandoned wells.**
 - A comprehensive and vigorous enforcement program of all relevant ordinances and regulations.**
 - Water Well Permitting - Any person in Shelby County requesting the installation, modification, repair, or abandonment of a water well or any other type of well shall make an application to the Water Quality Branch and Septic Tank Program.**
 - The Health Department provides oversight and guidance for the Shelby County Ground Water Quality Control Board**

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of October 7, 2026 approved the Increase and Payment (*Change No. 22*) to Contract No. 9955, Partial Funding of Pollution Control-Ground Water Quality Control Program with Memphis & Shelby County Health Department to authorize the annual fee payment in the funded amount of \$141,512.25, and is now recommending to the Council of the City of Memphis that it approves said increase and payment as funded in the 2026 budget; and

WHEREAS, the project scope is to implement a comprehensive aquifer protection program as mandated by local ordinance and regulations promulgated by the Shelby County Groundwater Quality Control Board. Joint funding is provided by MLGW and the incorporated towns of Bartlett, Collierville, Germantown, and Millington. The annual fee assessed to MLGW is based on an adjusted number of meter connections and the current per meter charge. The contract award was selected using the Sole Source process; and

WHEREAS, this change is to authorize the annual payment in the funded amount of \$141,512.25 based on Fiscal Year 2025 data, covering January 1, 2025 through December 31, 2025, with no change in the amount of meters from the previous year. This payment request complies with all applicable laws and policies. The new contract value is \$2,670,155.40; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the Increase and Payment (*Change No. 22*) to Contract No. 9955, Partial Funding of Pollution Control-Ground Water Quality Control Program with Memphis & Shelby County Health Department to authorize the annual fee payment in the funded amount of \$141,512.25 chargeable to the 2026 budget as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
October 7, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners the approval of the Increase and Payment (*Change No. 22*) to Contract No. 9955, Partial Funding of Pollution Control-Ground Water Quality Control Program with Memphis & Shelby County Health Department to authorize the annual fee payment in the funded amount of \$141,512.25.

The project scope is to implement a comprehensive aquifer protection program as mandated by local ordinance and regulations promulgated by the Shelby County Groundwater Quality Control Board. Joint funding is provided by MLGW and the incorporated towns of Bartlett, Collierville, Germantown, and Millington. The annual fee assessed to MLGW is based on an adjusted number of meter connections and the current per meter charge. The contract award was selected using the Sole Source process.

This change is to authorize the annual payment in the funded amount of \$141,512.25 based on Fiscal Year 2025 data, covering January 1, 2025 through December 31, 2025, with no change in the amount of meters from the previous year. This payment request complies with all applicable laws and policies. The new contract value is \$2,670,155.40

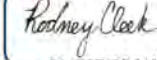
NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of the Increase and Payment (*Change No. 22*) to Contract No. 9955, Partial Funding of Pollution Control-Ground Water Quality Control Program with Memphis & Shelby County Health Department to authorize the annual fee payment in the funded amount of \$141,512.25, as outlined in the foregoing preamble, is approved and further,

That the President or his designated representative is authorized to execute the Increase and Payment.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular meeting held on 7th day of October, 2026, at which a quorum was present.

DocuSigned by:



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VP, CFO & Secretary - Treasurer

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12698 - South Second Street and Union Avenue Water Main Replacement**
- 2. Requested Funding – \$1,100,000.00 (\$990,500.00 bid amount plus \$109,500.00 in contingency)**
- 3. Award Duration – One (1) year from the date of the Notice to Proceed**
- 4. Type of Bid – Sealed Bid**
- 5. Awarded To – Magnolia Underground Construction, Inc.**
- 6. Plain Language Description – This project will replace 12-inch water pipes on South Second Street; 8-inch water pipes on Union Ave; and provide several reconnections of services, fire protections, and fire hydrants.**
- 7. Impact – This project will replace a section of water pipeline in a congested downtown area that has experienced several failures in recent years. This replacement should improve reliability for this section of water main.**

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of October 7, 2026 awarded Contract No. 12698, South Second Street and Union Avenue Water Main Replacement to Magnolia Underground Construction, Inc. in the funded amount of \$1,100,000.00, and is now recommending to the Council of the City of Memphis that it approves said award as approved; and

WHEREAS, the project scope is to furnish all work including supervision, equipment, transportation, materials, labor, and tools to install a new 12-inch ductile iron pipe along South Second Street and a new 8-inch ductile iron pipe on Union Avenue. This work includes reconnecting water service lines, fire protection lines, and adding new fire hydrants on South Second Street. After the new mains are in place, the existing 12-inch and 8-inch cast iron water pipes will be abandoned in place, cut, and plugged; and

WHEREAS, the Notice to Bidders was advertised using The Memphis Daily News, The Daily Memphian, and MLGW's Online Bid Notification portal on May 29, 2026. MLGW solicited 10 firms; of which, six (6) Contractors attended the Mandatory Site Visit held on June 3, 2026 and were deemed qualified to bid on the project. Four (4) bids were received on June 17, 2026. The lowest and best bid received was from Magnolia Underground Construction, Inc. in the funded amount of \$990,500.00. MLGW is requesting contingency funds in the amount of \$109,500.00 for any unforeseen circumstances that may occur. The total funded amount of this award is \$1,100,000.00. The term of this contract is one (1) year from the date of the Notice to Proceed. This award complies with all applicable laws and policies; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved an award of Contract No. 12698, South Second Street and Union Avenue Water Main Replacement to Magnolia Underground Construction, Inc. in the funded amount of \$1,100,000.00 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
October 7, 2026

The Director of Procurement, Contracts and Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners that it awards Contract No. 12698, South Second Street and Union Avenue Water Main Replacement to Magnolia Underground Construction, Inc. in the funded amount of \$1,100,000.00.

The project scope is to furnish all work including supervision, equipment, transportation, materials, labor, and tools to install a new 12-inch ductile iron pipe along South Second Street and a new 8-inch ductile iron pipe on Union Avenue. This work includes reconnecting water service lines, fire protection lines, and adding new fire hydrants on South Second Street. After the new mains are in place, the existing 12-inch and 8-inch cast iron water pipes will be abandoned in place, cut, and plugged.

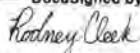
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NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the award of Contract No. 12698, South Second Street and Union Avenue Water Main Replacement to Magnolia Underground Construction, Inc. in the funded amount of \$1,100,000.00, as outlined in the above preamble, is approved and further,

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

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular meeting held on 7th day of October, 2026, at which a quorum was present.

DocuSigned by:


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VP, CFO & Secretary - Treasurer

RESOLUTION SUMMARY

1. **Short Title Description – 12625 Meter Interval Data Analysis**
2. **Requested Funding – \$580,539.30**
3. **Award Duration – 5 years**
4. **Type of Bid – RFP**
5. **Awarded To – LBMC, LLC**
6. **Plain Language Description** – MLGW's electric advanced metering collects readings every 30 minutes throughout each day. Using these 30-minute interval readings, the project will enable the Budget and Rates and Electric System Planning teams to forecast future utility demand based on customer consumption patterns.
7. **Impact** – This study helps MLGW understand how much energy our customers use at different times of the day. With this information, MLGW can:
 - Predict how much energy will be needed in the future
 - Prepare for days when people use a lot of power
 - Make better plans for the electric system
 - Keep energy service steady and reliable

DEMAND FORECAST



RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of October 7, 2026 approved the award of Contract No. 12625, Meter Interval Data Analysis to LBMC, PC, in the funded amount of \$580,539.30, and is now recommending to the Council of the City of Memphis that it approve said award as approved; and

WHEREAS, the project scope is to provide software and implementation services for a utility-focused Machine Learning Demand Forecasting solution for the analysis of Meter Interval Data; and

WHEREAS, the Request for Proposal was advertised using MLGW's Online Bid Notification System on February 16, 2026. MLGW solicited eight (8) firms and received five (5) proposals on March 20, 2026. Proposals were evaluated on the following criteria: 1) Implementation/Timeline; 2) Payment and Milestone Schedule; 3) Functionality; 4) Support Services; 5) References; and 6) Interview/Presentations. Three (3) firms were short-listed to provide presentations on how the requirements will be fulfilled. The most responsive proposal and presentation was from LBMC, PC in the proposed amount of \$527,763.00. Additionally, MLGW is requesting contingency funds in the amount of \$52,776.30 for any unforeseen circumstances that may occur. The total funded amount of this award is \$580,539.30. The term of this contract is 60 months from the date of the Notice to Proceed. This award complies with all applicable laws and policies; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved an award of Contract No. 12625, Meter Interval Data Analysis to LBMC, PC, in the funded amount of \$580,539.30 as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
October 7, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners that it awards Contract No. 12625, Meter Interval Data Analysis to LBMC, PC, in the funded amount of \$580,539.30.

The project scope is to provide software and implementation services for a utility-focused Machine Learning Demand Forecasting solution for the analysis of Meter Interval Data.

The Request for Proposal was advertised using MLGW's Online Bid Notification System on February 16, 2026. MLGW solicited eight (8) firms and received five (5) proposals on March 20, 2026. Proposals were evaluated on the following criteria: 1) Implementation/Timeline; 2) Payment and Milestone Schedule; 3) Functionality; 4) Support Services; 5) References; and 6) Interview/Presentations. Three (3) firms were short-listed to provide presentations on how the requirements will be fulfilled. The most responsive proposal and presentation was from LBMC, PC in the proposed amount of \$527,763.00. Additionally, MLGW is requesting contingency funds in the amount of \$52,776.30 for any unforeseen circumstances that may occur. The total funded amount of this award is \$580,539.30. The term of this contract is 60 months from the date of the Notice to Proceed. This award complies with all applicable laws and policies.

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

THAT, Subject to the consent and approval of the Council of the City of Memphis, the award of Contract No. 12625, Meter Interval Data Analysis to LBMC, PC, in the funded amount of \$580,539.30, as outlined in the foregoing preamble, is approved and further,

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

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular meeting held on 7th day of October, 2026, at which a quorum was present.

DocuSigned by:

Rodney Clerk

C84E2E63D610415

VP, CFO & Secretary - Treasurer

RESOLUTION SUMMARY

1. **Short Title Description** – Standard Concrete Post Tops
2. **Requested Funding** – \$754,188.80
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Sealed Bid
5. **Awarded To** – Engineered Sealing Components, LLC
6. **Plain Language Description** – The standard concrete post tops are durable, precast concrete structures designed to support lighting fixtures on major and residential streets. A quantity of 320 standard concrete post tops will be procured for replacements and emergency knockdowns.
7. **Impact** – The post tops are needed for upcoming projects and for infrastructure updates.



RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of October 7, 2026 approved the purchase of standard concrete post tops and is now recommending to the Council of the City of Memphis that it approves said purchase; and

WHEREAS, the standard concrete post tops are durable, precast concrete structures designed to support lighting fixtures on major and residential streets. The post tops are needed for upcoming projects and for infrastructure updates; and

WHEREAS, bids were opened May 27, 2026. Notice to Bidders was advertised. Eight bids were solicited, and four bids were received with the most responsive and best complying bidder in accordance with MLGW's Local Bidding Preference policy, being the firm of Engineered Sealing Components LLC. This award complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the purchase of standard concrete post tops from Engineered Sealing Components LLC in the amount of \$754,188.80 chargeable subsequent budget year as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
October 7, 2026

The Director of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a purchase order for standard concrete post tops to Engineered Sealing Components LLC in the amount of \$754,188.80.

The standard concrete post tops are durable, precast concrete structures designed to support lighting fixtures on major and residential streets. The post tops are needed for upcoming projects and for infrastructure updates.

Bids were opened on May 27, 2026. Notice to Bidders was advertised. Eight bids were solicited, and four bids were received with the most responsive and best complying bidder in accordance with MLGW's Local Bidding Preference policy, being the firm of Engineered Sealing Components LLC. This award complies with all applicable laws and policies.

The 2026 budgeted amount for Leased Outdoor Lighting is \$6,000,000.00; the amount spent year-to-date is \$3,093,841.84; leaving a balance available of \$2,906,158.16; of which \$754,188.80 will be spent in subsequent budget year as approved; and

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

THAT, subject to the consent and approval of the Council of the City of Memphis, awards a purchase order to Engineered Sealing Components LLC is approved for furnishing:

320 – Standard concrete post-tops 17 ½ inch;

Totaling \$754,188.80; f.o.b. Memphis, Tennessee, our dock; transportation prepaid; said price firm; the quantity is for estimation purposes only and does not create a commitment for MLGW to purchase any specific minimum or maximum quantity, with actual purchases to be made according to operational needs, not to exceed the approved total expenditure; delivery in 8 weeks, terms net 30 days.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular meeting held on 7th day of October, 2026, at which a quorum was present.

DocuSigned by:

Rodney Creek

C84E2E63D810415...

VP, CFO & Secretary - Treasurer

RESOLUTION SUMMARY

1. **Short Title Description** – Luminaire Floodlights LED 1000W Equivalent
2. **Requested Funding** – \$663,644.00
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Sealed Bid
5. **Awarded To** – ATG Supply LLC
6. **Plain Language Description** – The 1000W luminaires deliver broad and intense clear, white light for large demanding environments where visibility and energy savings are crucial. Purchasing a quantity of 661 units will provide sufficient inventory to support replacements and facilitate the expansion of the lighting infrastructure.
7. **Impact** – The luminaires are utilized to distribute and control artificial lighting across MLGW's service area. The luminaires are needed for upcoming projects and for infrastructure updates.



RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of October 7, 2026 approved the purchase of luminaire floodlights LED 1000W and is now recommending to the Council of the City of Memphis that it approves said purchase; and

WHEREAS, the floodlight luminaires deliver broad and intense clear, white light for large demanding environments where visibility and energy savings are crucial. The luminaries are needed to maintain sufficient inventory to support replacements and facilitate the expansion of the lighting infrastructure; and

WHEREAS, bids were opened on June 17, 2026. Notice to Bidders was advertised. Fifteen bids were solicited, and six bids were received with the best complying and most responsive bidder in accordance with MLGW's Local Bidding Preference policy, being the firm of ATG Supply LLC. This award complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the purchase of luminaire floodlights LED 1000W from ATG Supply LLC in the amount of \$663,644.00 chargeable to subsequent budget year as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
October 7, 2026

The Director of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a purchase order for floodlight luminaires LED 1000W equivalent to ATG Supply LLC in the amount of \$663,644.00.

The floodlight luminaires deliver broad and intense clear, white light for large demanding environments where visibility and energy savings are crucial. The luminaries are needed to maintain sufficient inventory to support replacements and facilitate the expansion of the lighting infrastructure.

Bids were opened on June 17, 2026. Notice to Bidders was advertised. Fifteen bids were solicited, and six bids were received with the best complying and most responsive bidder in accordance with MLGW's Local Bidding Preference policy, being the firm of ATG Supply LLC. This award complies with all applicable laws and policies.

The 2026 budgeted amount for Leased Outdoor Lighting is \$6,000,000.00; the amount spent year-to-date is \$3,093,841.84; leaving a balance available of \$2,906,158.16; of which \$663,644.00 will be spent in the subsequent budget year as approved; and

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

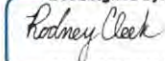
THAT, subject to the consent and approval of the Council of the City of Memphis, awards a purchase order to ATG Supply LLC is approved for furnishing:

661 – Luminaire floodlights LED 1000W equivalent 4000K;

Totaling \$663,644.00; f.o.b. Memphis, Tennessee, our dock; transportation prepaid; said price firm; the quantity is for estimation purposes only and does not create a commitment for MLGW to purchase any specific minimum or maximum quantity, with actual purchases to be made according to operational needs, not to exceed the approved total expenditure; delivery in 6-8 weeks, terms net 15 days.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular meeting held on 7th day of October, 2026, at which a quorum was present.

DocuSigned by:



C84E2E63D610415...

VP, CFO & Secretary - Treasurer

RESOLUTION SUMMARY

1. **Short Title Description** – 477 KCM Wire, Ratification of Purchase Order Number 7087081
2. **Requested Funding** – \$1,704,645.00
3. **Award Duration** – Twenty-four months with the option to extend for two, twelve-month intervals
4. **Type of Bid** – Ratification of Purchase Order Number 7087081
5. **Awarded To** – Brighter Days & Nites, Inc.
6. **Plain Language Description** – To ratify Purchase Order number 7087081 for 477 KCM wire. The wire is a thick, strong bare conductor, used to carry electricity on power lines. Some wires have a steel core for extra strength, while others are aluminum for lighter, more flexible use.
7. **Impact** – The 477 KCM wire is needed to ensure reliable customer service. Wire will be ordered as needed for upcoming projects and for infrastructure updates.



RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of October 7, 2026 approved the ratification of Purchase Order number 7087081 and is now recommending to the Council of the City of Memphis that it approves said purchase; and

WHEREAS, the 477 KCM wire is a thick, strong bare conductor, used to carry electricity on power lines. The wire will be ordered as needed to ensure we have wire for upcoming projects and for infrastructure updates; and

WHEREAS, approval is requested to ratify Purchase Order number 7087081. To ensure the timely delivery of wire to meet project requirements and ongoing work orders, the purchase order was issued. This ratification complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the ratification of Purchase Order Number 7087081 to Brighter Days & Nites, Inc. in the amount of \$1,704,645.00 chargeable to subsequent budget years as approved.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
October 7, 2026

The Director of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it approves the ratification of Purchase Order number 7087081 with Brighter Days & Nites, Inc. in the amount of \$1,704,645.00.

The 477 KCM wire is a thick, strong bare conductor, used to carry electricity on power lines. The wire will be ordered as needed to ensure we have wire for upcoming projects and for infrastructure updates.

Approval is requested to ratify Purchase Order number 7087081. To ensure the timely delivery of wire to meet project requirements and ongoing work orders, the purchase order was issued. This ratification complies with all applicable laws and policies.

The 2026 budgeted amount for New Circuits is \$11,700,000.00; the amount spent year-to-date is \$288,547.00; leaving a balance available of \$11,411,453.00; of which \$1,704,645.00 will be spent in subsequent budget years as approved; and

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

THAT, subject to the consent and approval of the Council of the City of Memphis, approves the ratification of Purchase Order Number 7087081 with Brighter Days & Nites, Inc. is approved as outlined in the foregoing preamble.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular meeting held on 7th day of October, 2026, at which a quorum was present.

DocuSigned by:



C84E2E63D610415

VP, CFO & Secretary - Treasurer

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 MSSED, 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 TO AMEND THE MEMPHIS CODE OF ORDINANCES
TO AMEND, CONSOLIDATE AND ADOPT ORDINANCES RELATIVE
TO BLIGHT REMEDIATION AND NEIGHBORHOOD
IMPROVEMENT

WHEREAS, the City Council has the power, by ordinance, to define, prevent and remove nuisances within the City; and

WHEREAS, the City Council has the power, and duty, to condemn as nuisances all buildings and other erections in the City, which, on inspection, shall be found to be unhealthy, unsanitary, or dangerous to persons or property, and cause the same to be abated or removed, unless the owners thereof, at their own expense, upon notice, shall reconstruct the same in such manner as shall be prescribed by the Ordinances of the City; and

WHEREAS, the Memphis City Council has the power by proper ordinance to require all rank weeds and grasses to be kept cut or otherwise destroyed, and shall have the authority to compel the owner, occupant or tenant of any property to cut or destroy such weeds or grasses; they shall also have power upon the refusal of the owner to cut or destroy such weeds or grasses, or in case the owner of the property is a nonresident or unknown, to cut or destroy such weeds or grasses, and shall have a lien upon the property on which said weeds or grasses are cut or destroyed for the cost of such removal, which lien can be enforced by attachment suit in any court of competent jurisdiction; they shall also have the power to make the refusal to cut or destroy such weeds or grasses a misdemeanor, punishable as other City offenses are punishable; and

WHEREAS, the City Council desires to establish an ordinance that establishes a comprehensive City program for eliminating or remediating blight within the City of Memphis; and

WHEREAS, the Council also desires to authorize the City Administration to establish programs for funding and incentivizing the construction of new affordable housing and for rehabilitation and/or

demolition of substandard and blighted properties within disadvantaged neighborhoods within the City; and

WHEREAS, the Council desires to centralize the administration and enforcement of all City ordinances and programs addressing blighted properties and neighborhoods within the City; and

WHEREAS, it is the intent of the Council to employ its plenary power to preserve the health and safety of residents of the City by eradicating nuisances, unhealthy, unsanitary vacant, abandoned, and/or dangerous properties and other private improvements, rank weeds, grasses and noxious growths, personal property abandoned in City rights-of-way and sidewalks, breeding grounds for mosquitoes and other insects, conditions which favor the multiplication and continued existence of rats and other vermin.

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

Section 1. Intent and Scope of Ordinance. This Ordinance is intended to amend, consolidate and supplement certain provisions of the 1985 Memphis City Code of Ordinances, namely, Chapter 15 (Garbage, Trash, Refuse and Solid Waste) and Chapter 16 (Health and Sanitation—Weeds/Grass/Refuse Removal, Litter Control and Enforcement, Urban Blight Nuisances). In addition, this ordinance will provide procedures for more robust enforcement of blight remediation violations, including the increased use of civil actions to remove blighted properties and other conditions that may be injurious to human health or constitute a public nuisance.

Section 2. Consistent with the Titles and Chapters adopted by the Council for the 2021 Memphis Code of Ordinances, the Council hereby adopts the following Chapters and Sections for Title 9 of the 2021 Code of Ordinances as set forth in Section 3 of this Ordinance.

Section 3. TITLE 9- HEALTH AND SAFETY

CHAPTER 1.

BLIGHT REMEDIATION

Section 9-1-1. Definitions.

The following definitions shall apply to the interpretation and enforcement of this chapter:

Abandoned is any tangible personalty or property left unclaimed for a period of 30 days or more without any identifiable ownership and its presence raises a presumption of abandonment by owner of property upon which the personalty is found, left unattended in an obvious state of disrepair or declared by owner of property as worthless or not under his or her ownership.

Bulky refuse means discarded appliances such as stoves, refrigerators, water tanks, washing machines, discarded furniture, and inoperable motor vehicles, or similar bulky materials having a weight greater than 75 pounds and/or volume greater than 35 gallons.

Business building means any structure, whether public or private, that is adapted for occupancy for transaction of business, for rendering of professional service, for amusement, for the display, sale or storage of goods, wares, or merchandise, or for the performance of work or labor, including hotels, rooming houses, office buildings, public buildings, stores, theaters, markets, restaurants, grain elevators, abattoirs, warehouses, workshops, factories, and all outhouses, sheds, barns and other structures on premises used for business purposes.

Cut and clean means cutting and removal of grass and/or rank grass and the clearing of the area from which such cuttings were made, the removal of all substances found upon the ground, the removal of noxious growth, tree branches, saplings, bushes, vines, undergrowth, abandoned foundations, abandoned piles of trash or any abandoned material, or tangible personalty which causes an obstruction to view of premises from the street, thoroughfare, or alleyway.

Garbage includes putrescible animal and vegetable wastes resulting from the handling, preparation, cooking and consumption of food.

Hazardous substances and conditions means any element, chemical compound or otherwise which is a physical or health hazard as defined in the OSHA standard in 29 CFR, No. 1910-120(c) or a hazardous substance as defined in the OSHA standards in 29 CFR No. 1901-120(d), or any county health department regulation, which provides the

opportunity to expose unsuspecting city grounds maintenance employees, grass cutter personnel, and other humans, particularly children, and animals.

Litter includes garbage, refuse, rubbish and all other waste materials.

Low-Income Resident means Residents of the City who are 65 or older, disabled homeowners or 100 % disabled veteran homeowners or their surviving spouses and who meet annual income requirements certified each year by the City Treasurer, except for 100% disabled veterans or their widows/widowers, for example the 2024 Maximum household income is \$37,530.

Multifamily dwelling/apartment house means any building or portion thereof used as a multiple dwelling for the purpose of providing two or more separate dwelling units which may share means of egress and other essential facilities.

Nuisance means a structure, building, portion of building, foundations, in such a state of deterioration or abandonment or vacant lot(s) that is a blighting influence on neighboring properties. The fact that such buildings or structures on neighboring properties are abandoned or deteriorated is not a defense.

Occupant means the individual, partnership or corporation that owns or has the use of or occupies any business building or multifamily dwelling or part or fraction thereof, whether the actual owner or tenant. In the case of vacant business buildings or any vacant portion of a business building or multifamily dwelling, the owner, agent or other person having custody of the building shall have the responsibilities of an occupant of a building.

Owner means the actual owner of a business building, multifamily dwelling/apartment house, single-family dwelling/dwelling unit, or townhouse, whether individual, partnership or corporation, or the agent

of the building or other person having custody of the building or to whom rent is paid.

Person means every natural person, firm, partnership, association, corporation, municipal corporation or public authority.

Refuse is a comprehensive term meaning any worthless property or items left to be discarded, on protected or unprotected lots, vacant or structured, including, but not limited to, garbage, all putrescible substances, bulky refuse, rubbish, undergrowth, (to include bushes, vines, saplings), household fixtures, furniture, cartons, boxes, excelsior, rags, building/construction materials, abandoned materials (in bulk) such as residue from burning of wood, coal, coke, ashes, firewood, tree trunk/hazardous limbs/branches, gravel, tar, macadam, concrete, plaster, glass, plasterboard, tiles, and industrial or hazardous waste, are left by benign neglect for a period of 30 days or more.

Rubbish includes all combustible and noncombustible waste materials, except garbage. The term shall include the residue from the burning of wood, coal, coke and other combustible materials, paper, rags, cartons, boxes, wood, excelsior, rubber, leather, tree branches, yard trimmings, tin cans, metals, mineral matter, glass, crockery, dust and other similar materials.

Single-family dwelling/dwelling unit means a single unit providing complete, independent living facilities for one or more persons including permanent provisions for living, sleeping, eating, cooking and sanitation.

Tangible personalty includes personal property such as goods, chattels and other articles which are capable of manual or physical possession, machinery and equipment detachable from real property, growing crops, pastures, orchards, plants, trees, timber, poles conduits, asphalt, macadam, rock, stone, and brick products.

Townhouse is a single-family dwelling unit constructed in a series or group of attached units with property lines separating such units.

Urban blight means a condition existing on property without apparent or patent supervision by an owner or tenant so that the

exterior of property is in disrepair, or contains unduly amounts of high weeds, tall grass, unkept greenery and undergrowth (to include trees, saplings, vines, bushes), about the premises creating an invitation to dust, obstructions to view, harboring of unauthorized persons or animals, vermin, health problems, promotes vandalism, danger to innocent passerby, illicit drug traffic or illegal activity, and is detrimental to the immediate neighborhood.

Weeds, grass and noxious growth shall not be interpreted to require the property owner to dispose of, or cut down growing trees, shrubs, or crops on his or her property. Weeds and noxious growth shall, however, include: (1) trees, shrubbery and rank grasses, due to neglect, that overhang either the city streets or walkways abutting the city streets; or (2) weeds and rank grass, left unattended for a period of time creating urban blight and a nuisance.

Section 9-1-2 VIOLATIONS

(A) Generally. No owner or owners of any dwellings in the City shall allow any such dwellings to be or become unfit for human habitation due to dilapidation, defects increasing the hazards of loitering, illegal activities, fire, accidents or other calamities, lack of ventilation, light or sanitary facilities, or due to other conditions, including, but not those conditions set forth in subsection (B) hereof, rendering such dwellings unsafe or insanitary, or dangerous or detrimental to the health, safety or morale, or otherwise inimical to the general welfare of the residents of the City.

(B) Prohibited Blight Conditions

1) No person shall throw, dump, deposit, or cause to be thrown, dumped, or deposited, litter or maintain a nuisance on property, improved or vacant or on any public parkway, pathway, street, or road, upon public parks, or recreation areas, or upon any other public property, except that property designated for that use.

2) No owner or owners of all lands or lots in the city shall allow high weeds, rank grass and noxious growth of any kind to exist upon such property which will constitute a public nuisance and urban blight.

- 3) No person shall allow conditions giving rise to the breeding or proliferation of mosquitoes on his or her property.
- 4) No person shall place, leave, dump or permit to accumulate any old appliances, demolition materials, garbage, rubbish or trash in any building or premises, improved or vacant, in the city which may afford food or harborage for rats or other vermin.
- 5) No owner or person in possession of a dwelling, business or multifamily dwelling shall fail to exterminate insects, rodents, vermin, or other pests in all areas of the premises that may be injurious to human health or constitute a public nuisance.
- 6) No owner or person in possession, charge of or control of any dwelling, business or premises shall keep, cause to be kept, or allow the keeping on any premises within the corporate limits of the city any solid waste in such manner that it will become offensive or deleterious to health or likely to cause disease, and the same is declared a public nuisance.

CHAPTER 2.

BLIGHT REMEDIATION ENFORCEMENT

Section 9-2-1. ENFORCEMENT.

(A) The Mayor is authorized to assign one or more City Divisions to enforce the provisions of this Chapter or alternatively, the Mayor may create a separate City Division, with the concurrence of the Council as provided in the City's Charter, to exercise the powers granted by this Chapter and to enforce the provisions of this Chapter for eliminating blight in the City. In either case, the Mayor may designate and appoint one or more Public Property Inspectors ("Public Officers") to make such unannounced inspections of the interior and exterior of dwellings, business, buildings, multifamily dwellings or properties when any such investigator has or is presented with evidence that establishes reasonable cause that violations of this Chapter have occurred and are continuing.

(B) A petition may be filed with the Mayor or with the director of the duly established City Division for eliminating blight by at least five (5) residents of a City Council District charging that any building, dwelling, vacant lot, business or property is unfit for human habitation or that conditions exist on or about any building, dwelling, business or property within the City that creates or constitutes a public nuisance or blight.

(C) That whenever a petition is filed with the Mayor or a duly appointed Public Officer by at least five residents of a City Council District charging that any building, dwelling, vacant lot or business or property is unfit for human habitation or constitutes a public nuisance or whenever it appears to the public officer (on his or her own motion) that any dwelling, building or property is unfit for human habitation or constitutes a public nuisance, such officer, in consultation with the City Attorney, shall, if his or her preliminary investigation discloses a basis for such charges, issue and cause to be served upon the owner, every mortgagee of record and all parties in interest in such building, dwelling, business or property (including persons in possession) a complaint stating the charges and violations of this Chapter in that respect. Such complaint shall contain a notice that an administrative hearing will be held before the public officer or his designated agent at a

place therein fixed not less than ten (10) days nor more than thirty (30) days after the serving of said complaint; that the owner, mortgagee and parties in interest shall be given the right to file an answer to the complaint and to appear in person, or otherwise, and give testimony at the place and time fixed in the complaint; and that the rules of evidence prevailing in courts of law or equity shall not be controlling in hearings before the public officer.

(D) A Public Officer may also determine that a dwelling, building or property is unfit for human habitation or constitutes a public nuisance if such officer finds that conditions exist in such dwelling which are dangerous or injurious to the health, safety or morale of the occupants of such dwelling, the occupants of neighboring dwellings or other residents of such municipality, or which have a blighting influence on properties in the area. Such conditions may include the following, without limitations: Defects therein increasing the hazards of fire, accident, or other calamities; lack of adequate ventilation, light or sanitary facilities; dilapidation; disrepair; structural defects; uncleanness; rat harborage, overcrowding; inadequate ingress and egress; inadequate drainage; or any violation of health, fire, building or zoning regulations, or any other laws or regulations relating to the use of land and the use and occupancy of buildings and improvements.

(E) That if, after such notice and hearing, the public officer determines that the dwelling or business under consideration is unfit for human habitation or constitutes a public nuisance or blight he or she shall state in writing his findings of fact in support of such determination and shall issue and cause to be served upon the owner thereof an order which provides that:

- 1) If the repair, alteration or improvement of the said dwelling or building can be made at a reasonable cost in relation to the value of the dwelling (the ordinance of the municipality shall fix a certain percentage of such cost as being reasonable for such purpose), requires the owner, within the time specified in the order, to repair, alter, or improve such dwelling to render it fit for human habitation or to vacate and close the dwelling as a human habitation; or

2) If the repair, alteration or improvement of the said dwelling cannot be made at a reasonable cost in relation to the value of the dwelling (the ordinance of the municipality shall fix a certain percentage of such cost as being reasonable for such purpose), requires the owner, within the time specified in the order, to remove or demolish such dwellings or buildings.

(F) That, if the owner fails to comply with an order to repair, alter or improve or to vacate and close the dwelling, the public officer may cause such dwelling to be repaired, altered or improved, or to be vacated and closed.

(G) That, if the owner fails to comply with an order to remove or demolish the dwelling, the public officer may cause such dwelling to be removed or demolished.

(H) That the amount of the cost of such repairs, alteration or improvements, or vacating and closing, or removal or demolition by the City shall be a lien against the real property upon which such cost was incurred, which may be filed with the Register's Office of Shelby County. If the dwelling is removed or demolished by the public officer, such officer or his or her designee shall sell the materials of such dwelling or building, if any, and shall credit the proceeds of such sale against the cost of the removal or demolition and any balance remaining shall be deposited in the Chancery Court of Shelby County by the public officer, shall be secured in such manner as may be directed by such court, and shall be disbursed by such court to the persons found to be entitled thereto by final order or decree of such court. The City shall be entitled to recover all costs of collection, including a reasonable attorney's fee and interest as provided by law.

(I) Complaints or orders issued by a public officer pursuant to this Chapter shall be served upon persons either personally, by registered mail or on the next business day after the same is deposited with a nationally recognized overnight delivery service that guarantees overnight delivery, but if the whereabouts of such persons is unknown and the same cannot be ascertained by the public officer in the exercise of reasonable diligence, and the public officer shall make an affidavit to that effect, then the serving of such complaint or order upon such persons may be made by publishing the same once each week for two consecutive weeks in a newspaper printed and published in the City, or, in the absence of such

newspaper, in one printed and published in the County and circulating in the City in which the dwellings, buildings of properties are located. A copy of such complaint or order shall be posted in a conspicuous place on the premises affected by the complaint or order. A certified copy of such complaint or order shall also be filed with the Register's Office of Shelby County and such filing of the complaint or order shall have the same force and effect as other lis pendens notices provided by law.

(J) Within sixty days after the posting and service of the order of the public officer any person aggrieved by an order issued by a public officer of the City may petition the Chancery Court of Shelby County for an injunction restraining the public officer from carrying out the provisions of the order, and the court may, upon such petition and proper bond, issue a temporary injunction restraining the public officer pending the final disposition of the cause; **provided, however, that, such person shall petition the court.** Hearings shall be had by the court on such petitions within twenty (20) days, or as soon thereafter as possible, and shall be given preference over other matters on the court's calendar. The court shall hear and determine the issues raised and shall enter a final order or decree in the proceedings. In all such proceedings the findings of the public officer as to fact, if supported by evidence, shall be conclusive. Costs shall be in the discretion of the court. The remedies herein provided shall be exclusive remedies and no person affected by an order of the public officer shall be entitled to recover any damages for action taken pursuant to any order of the public officer, or because of compliance by such person with any order of the public officer.

(K) Any duly authorized public officer of the City may exercise such powers as may be necessary or convenient to carry out and effectuate the purposes and provisions of this Chapter, including the following powers in addition to others herein granted:

- (1) To investigate the dwelling, buildings and property conditions in the City in order to determine which dwellings therein are unfit for human habitation;
- (2) To administer oaths, affirmations, examine witnesses and receive evidence;
- (3) To enter upon premises for the purpose of making examinations, provided that such entries shall be made in such manner as to

cause the least possible inconvenience to the persons in possession, and to obtain a subpoena from the City Council or an order for this purpose from a court of competent jurisdiction in the event entry is denied or resisted;

(4) To appoint and fix the duties of such officers, agent and employees as he deems necessary to carry out the purposes of such ordinance; and

(5) To delegate any of his functions and powers under the Chapter to such officers, agents and employees of the City as he may designate.

(L) Nothing in this section shall be construed to abrogate or impair the powers of the courts or of any Division of the City appointed by the Mayor to enforce any provisions of its charter or its ordinances or regulations, nor to prevent or punish violations thereof; and the powers conferred by this Chapter shall be in addition and supplemental to the powers conferred by any other law.

(M) Nothing in this section shall be construed to impair or limit in any way the power of the City to define and declare nuisances and to cause their removal or abatement, by summary proceedings administratively or by law or equity or otherwise.

Section 9-2-2 Alternate or Cumulative Remedies for City Removal of Weeds, Noxious Growths and Refuse

(A) If a Public Officer determines that an owner or person in possession of property within the city has failed to cut, or have cut, weeds, rank grass or noxious growths or to remove refuse from his or her property and dispose of it in accordance with the law such public officer shall issue and cause to be served upon the owner, every mortgagee of record and all parties in interest in such building, dwelling, business or property (including persons in possession) a notice on such persons to cut or to have cut, within five days of the service of such notice, all weeds, grass, or noxious growth upon such property or to remove refuse from such property and dispose of it in accordance with the law . Such notice may be served by any method authorized in Section 9-2-1(I).

(B) Service of notice under this section with regard to weeds and similar noxious growths only, shall be required to be made by the city only one time during a growth season and shall be deemed to be sufficient, satisfactory and legal notice to the property owner for any further violations during the balance of that growth season. "Growth season" is defined to be that period of time between May 1 and September 30 of each calendar year.

(C) Should the owner or responsible tenant in charge fail to cut and clean the property following notice as set out in this Chapter, The City or a private contractor hired by the City under supervision of director of general services reserves the right to enter the premises for the purpose of removing abandoned tangible personal property and trash, weeds, rank grass and noxious growths to prevent hazard conditions, nuisances, and urban blight.

(D) In addition to or in lieu of any other remedy available to the City under this Chapter, the City is authorized and directed to have a statement of the cost thereof served on the owner or person in possession of property with a copy filed with the director of finance or his or her designee and with the City Attorney. The amount of the cost of removal of such abandoned tangible personal property and trash, weeds, rank grass and noxious growths shall be a lien against the real property upon which such cost was incurred, which may be filed with the Register's Office of Shelby County. Any un recovered costs shall be collected as provided in this Chapter.

CHAPTER 3.

BLIGHT REMEDIATION ENFORCEMENT AND LOW INCOME ACCESS FUND

Section 9-3-1 – Estimates of the City's Cost of Blight Remediation

(A) The City Administration shall as soon as possible thereafter prepare an estimate of the annual expenses or costs to provide the equipment, personnel and supplies necessary for periodic examinations and investigations of the dwellings, buildings and properties for the purpose of determining the fitness of such dwellings for human habitation, and for the enforcement and

administration of any ordinance or ordinances adopted under this Chapter or otherwise for blight remediation in the City.

- (B) The Division of Finance shall prepare a cost study of the City's estimated annual costs and revenues associated with the administration of the Blight Remediation programs authorized by this ordinance and propose an annual Blight Remediation Administration fee to be assessed against habitual offenders, who have failed to remediate Urban Blighted conditions on their properties, which methodology for calculating and assessment of the annual Blight Remediation Administration fee shall be adopted by the Council from time to time as a supplemental amending ordinance to this master ordinance.

Section 9-3-2 – Blight Remediation Administration and Low-Income Remediation Access Fund

- (A) **Purpose.** There is hereby created a Blight Remediation Administration and Low-Income Remediation Access Fund to help defray or subsidize the City's costs of administration of the Blight Remediation programs authorized by this ordinance and to assist low-income persons in remediating blighted conditions on their properties costs on a first-come first served basis.
- (B) **Administration of Fund and Accounting.** The Blight Remediation Administration and Low-Income Remediation Access Fund shall be maintained and accounted for by the City as a separate discrete fund to be used until all monies therein are exhausted and only for the purposes specified in this Chapter, unless otherwise provided by the Council by resolution, in accordance with procedures and rules promulgated by the City Administration.

Section 4 Severability Clause.

BE IT FURTHER ORDAINED That the provisions of this Ordinance are hereby severable. If any of these sections, provisions, sentences, clauses, phrases, or parts is held unconstitutional or void, the remainder of this Ordinance shall continue in full force and effect.

Section 5 Codification Clause.

BE IT FURTHER ORDAINED that this Ordinance amends Title 9, Chapter 16 of the Official 2021 City Code. The City has authorized the Municipal Code Corporation to provide a republication of the City's Ordinances in the Official City Code, as amended from time to time, for the convenience of the public. The Official 2021 City Code and the official version of all new, amending, repealing and clarifying ordinances adopted by the City Council are maintained by the City's Comptroller in the Office of Council Records.

Section 6 Effective Date. BE IT FURTHER ORDAINED, That this Ordinance shall take effect after having been passed by City Council, signed by the Chair of Council, certified and delivered to the office of the Mayor in writing by the comptroller, and becomes effective as otherwise provided by law and shall remain effective and operative unless and until the City Council alters, amends clarifies or repeals it by a superseding, amending, clarifying or codifying ordinance.

SPONSOR(S): Council Members

White
Green
Spinosa

J. FORD CANALE
CHAIRMAN



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



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



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



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



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



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

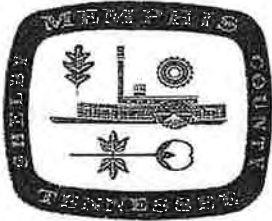
5. State whether this requires a new contract, or amends an existing contract, if applicable.

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.



CITY OF MEMPHIS COUNCIL CAPITAL PROJECT INFORMATION SHEET

posted August 2026

DEPARTMENT INFORMATION

Department / Division: Solid Waste DivisionCouncil Action Date: 10/06/2026Receiving Project Name & Number: Solid Waste Lease 2026 A

COMPLETED BY CIP TEAM:

Transaction Number (P###): P038

FINANCIAL SNAPSHOT OF RECEIVING PROJECT

Allocation-To-Date: \$0.00Appropriation-To-Date: \$0.00Spend-To-Date: \$0.00Remaining Balance: \$643,810.00Encumbrances / Committed Funds: \$0.00Contract(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.



**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.

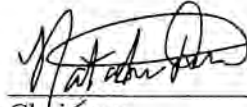
NOW, THEREFORE, BE IT RESOLVED, by the Board of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee as follows:

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 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:

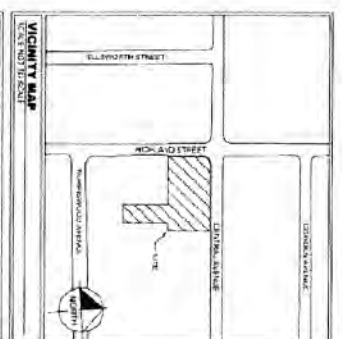
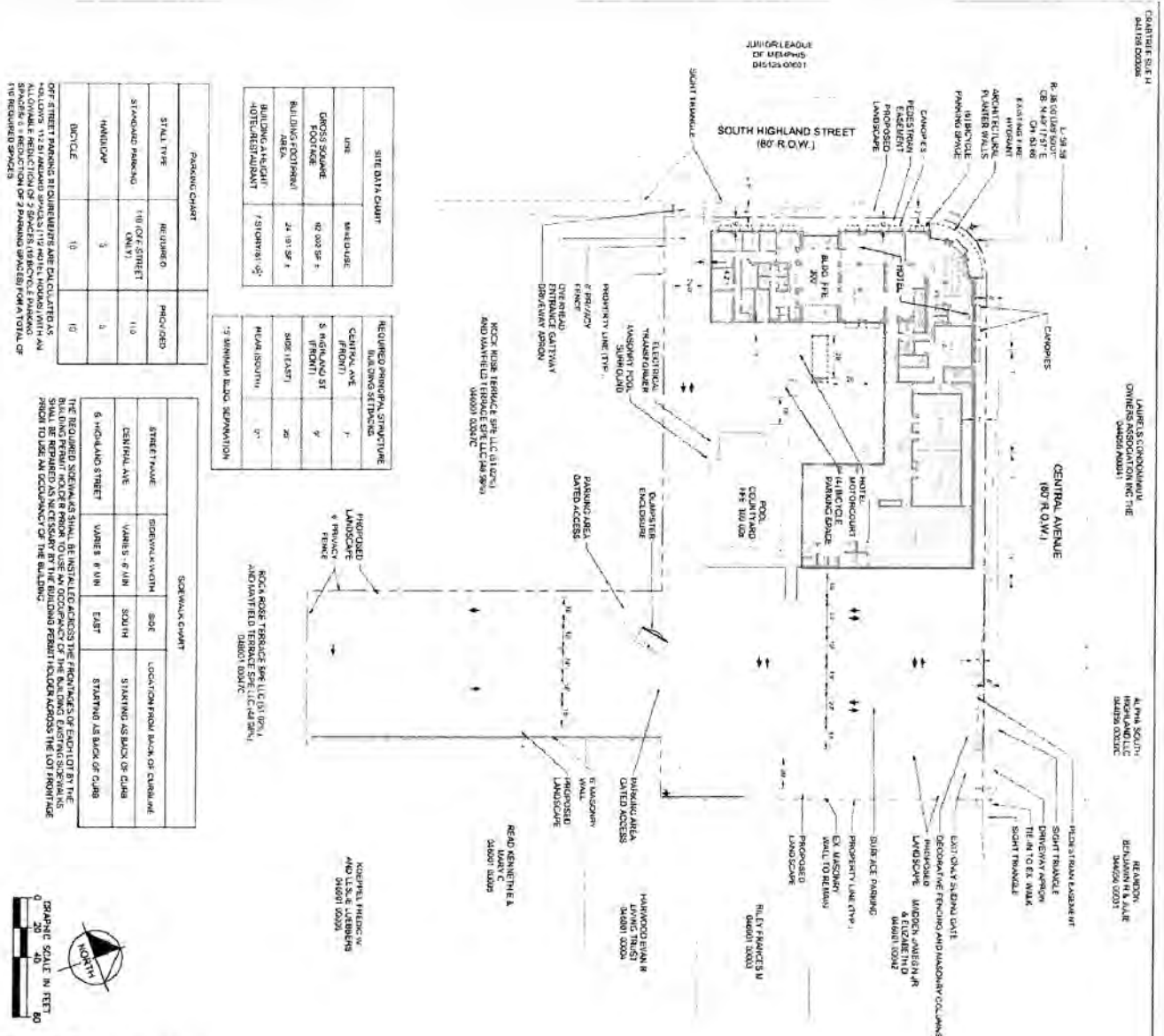
- a. The Developer will hold a public meeting regarding the Project after first providing written notice of the meeting to adjoining property owners in accordance with the Shelby County Commission’s TIF policies.
- b. The Board will hold a public hearing relating to the proposed Plan after publishing 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



- ### GENERAL NOTES

[illegible]

OUTLINE / FINAL PLAT

35 CENTRAL PLANNED DEVELOPMENT

[illegible]

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.

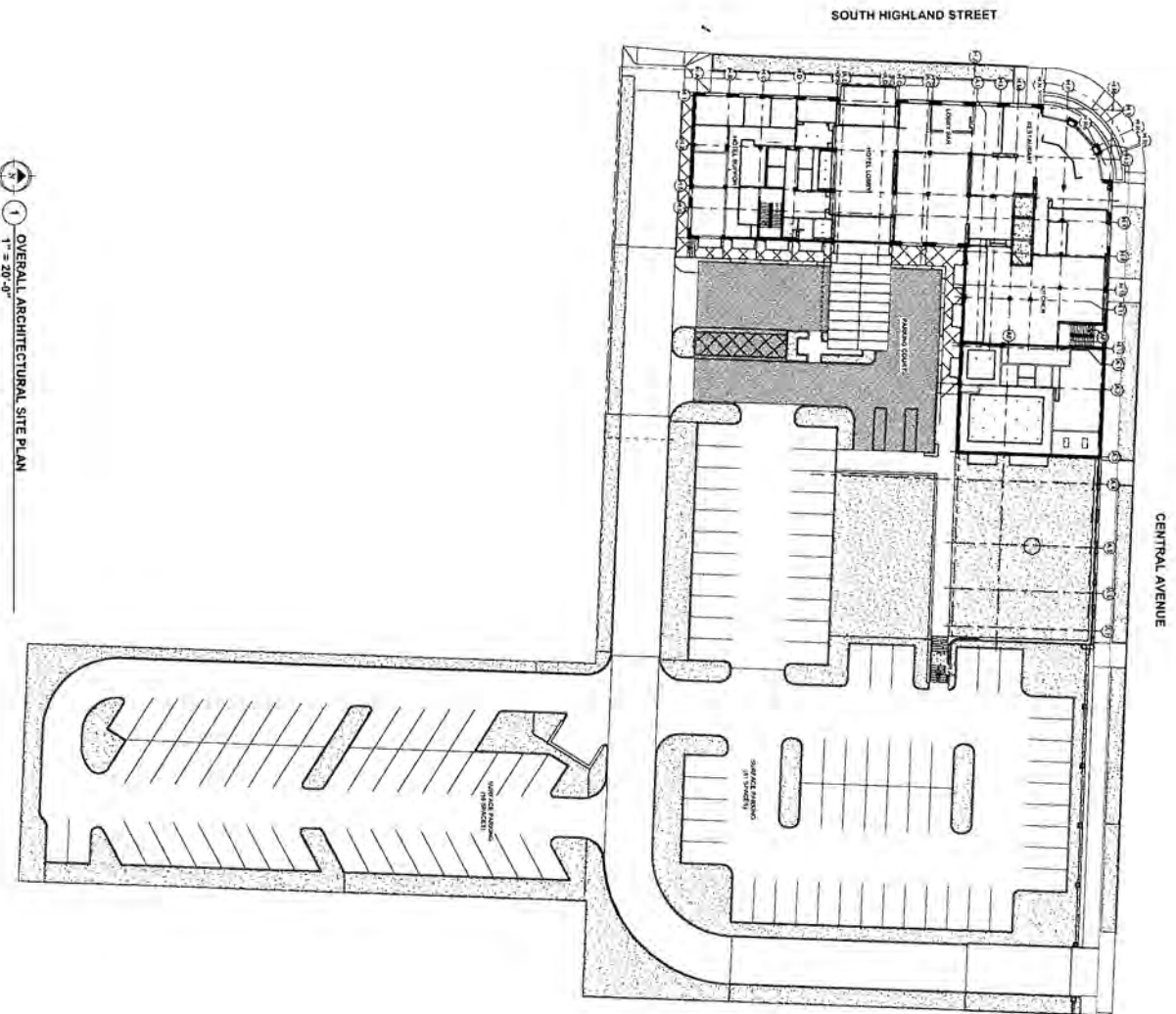
EXHIBIT F
UNDC Improvements

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

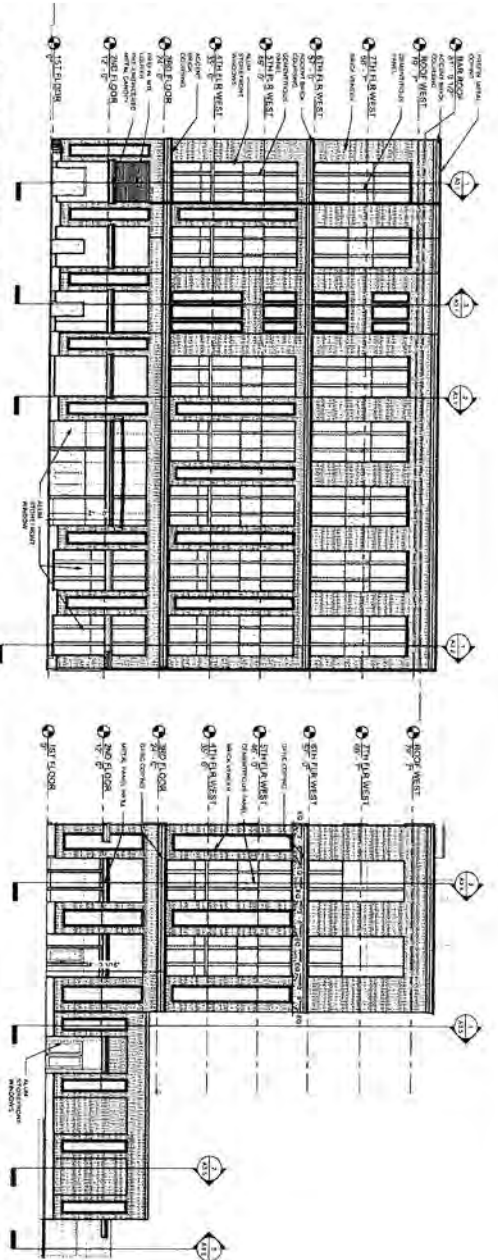
3535 Central Ave Memphis, TN, 38111

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REVISIONS	
1	2025.04.11

DATE: 2025.04.11
PROJECT: 3535 CENTRAL
SHEET: 01

AS1.1

EXTERIOR FINISH LEGEND	
	BRICK
	CONCRETE
	STUCCO
	METAL PANELING
	GLASS
	SIDING
	ASPHALT
	GRAVEL
	CONCRETE SLAB
	CONCRETE FOUNDATION
	CONCRETE RETAINING WALL
	CONCRETE DRIVEWAY
	CONCRETE WALKWAY
	CONCRETE PATIO
	CONCRETE DECK
	CONCRETE STAIRS
	CONCRETE FOUNDATION
	CONCRETE RETAINING WALL
	CONCRETE DRIVEWAY
	CONCRETE WALKWAY
	CONCRETE PATIO
	CONCRETE DECK
	CONCRETE STAIRS

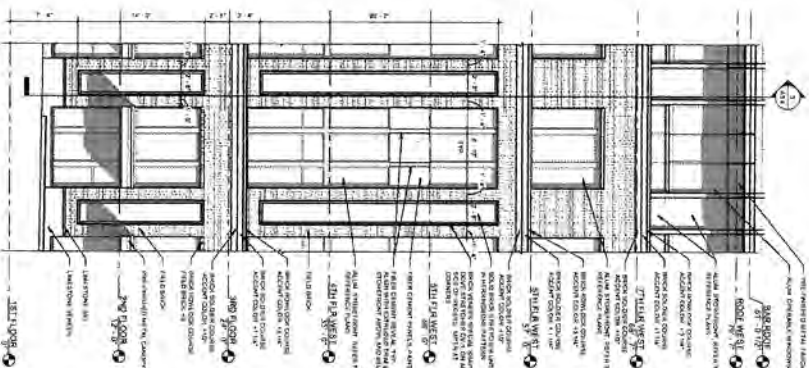


1 OVERALL WEST ELEVATION - HOTEL/PARKING COURT
3/12" = 1'-0"

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
MEMPHIS, TN 38111
313.555.1234
WWW.3535CENTRAL.COM

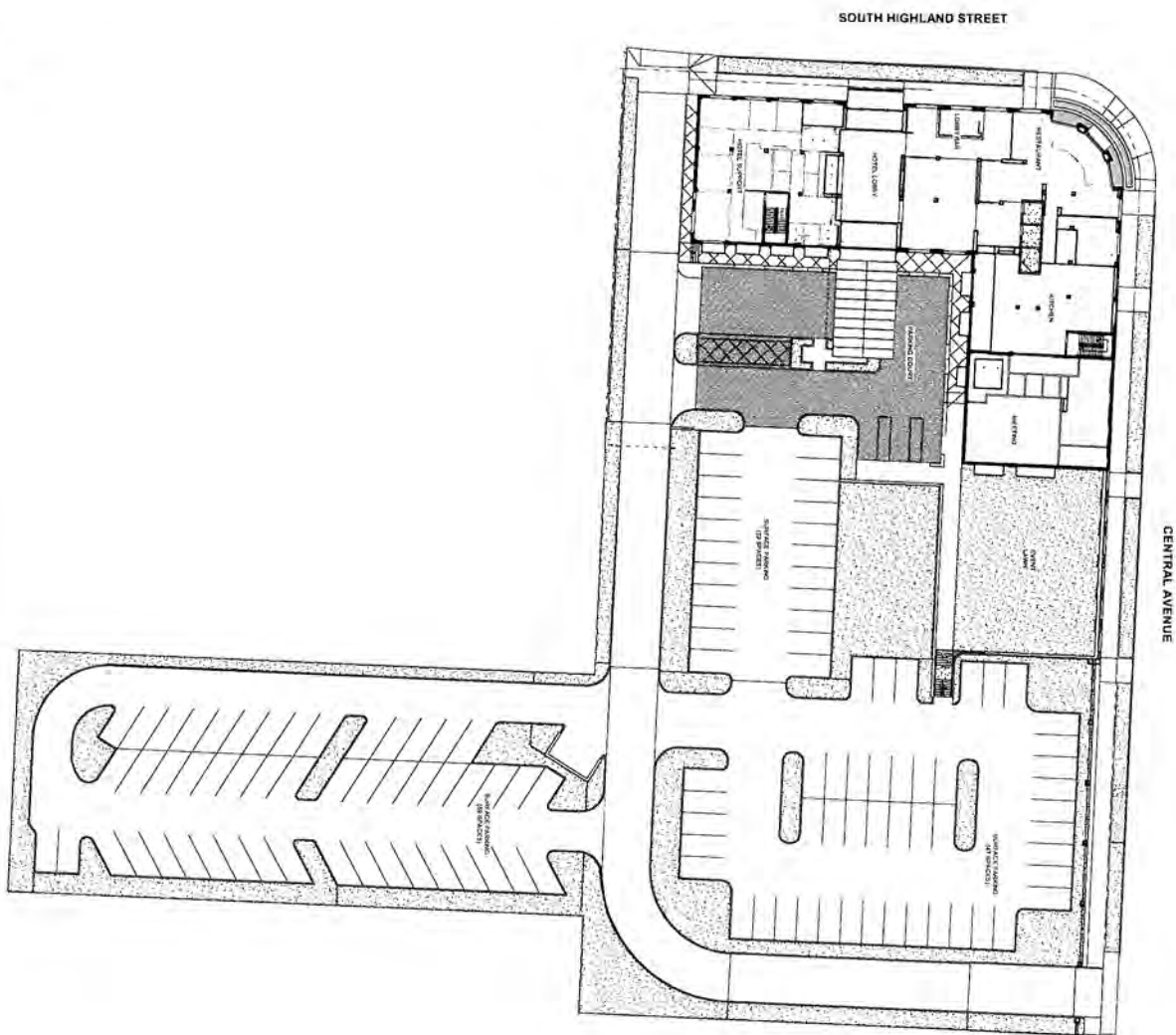
A MIXED-USE DEVELOPMENT
3535 CENTRAL
3535 Central Ave Memphis, TN, 38111

REVISIONS
DATE
BY
REVISIONS

OVERALL
ELEVATIONS

A2.1

1 PRESENTATION ARCHITECTURAL SITE PLAN
T = 20'-0"



DESIGN
ARCHITECTURE
INTERIOR DESIGN
LANDSCAPE ARCHITECTURE
PLANNING
ENGINEERING
CONSULTING
1000 N. GLENN ST.
MEMPHIS, TN 38111
(901) 525-1234
www.design.com

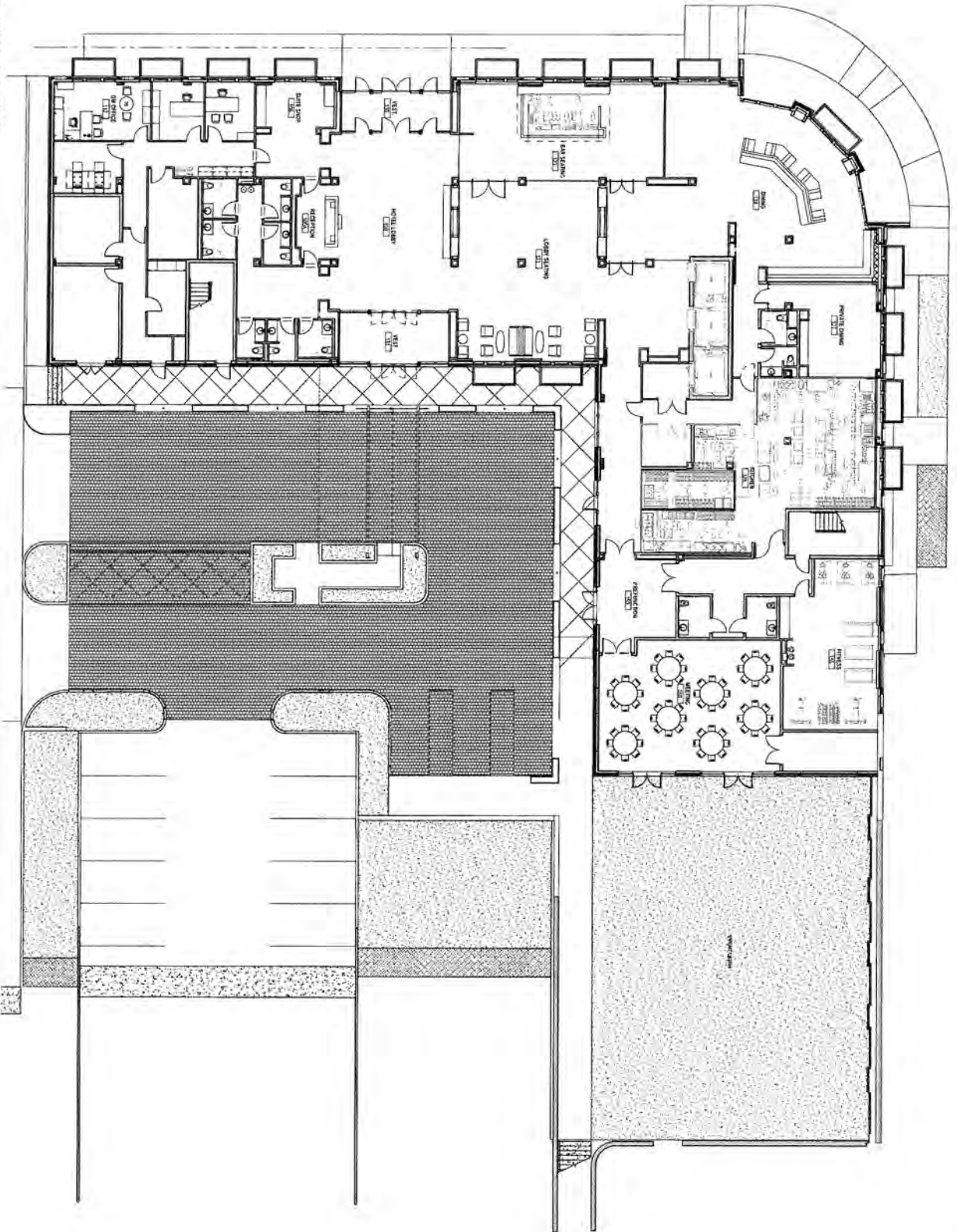
A MIXED-USE DEVELOPMENT
3535 CENTRAL

3535 Central Ave Memphis, TN, 38111

REDESIGN DD
REVISIONS
DATE
BY
CHECKED BY

DATE
PROJECT NUMBER
SHEET
SITE PLAN

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



DESIGN
ARCHITECTS
3535 CENTRAL AVE
MEMPHIS, TN 38111
TEL: 901.521.1234
WWW.DESIGNARCHITECTS.COM

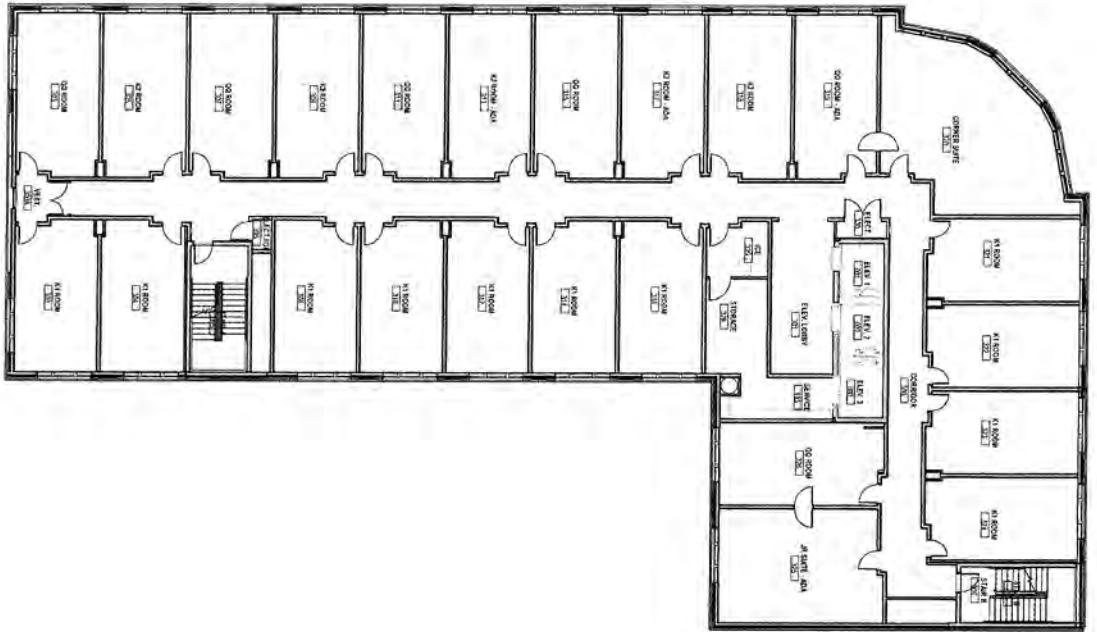
A MIXED-USE DEVELOPMENT **3535 CENTRAL**

3535 Central Ave Memphis, TN, 38111

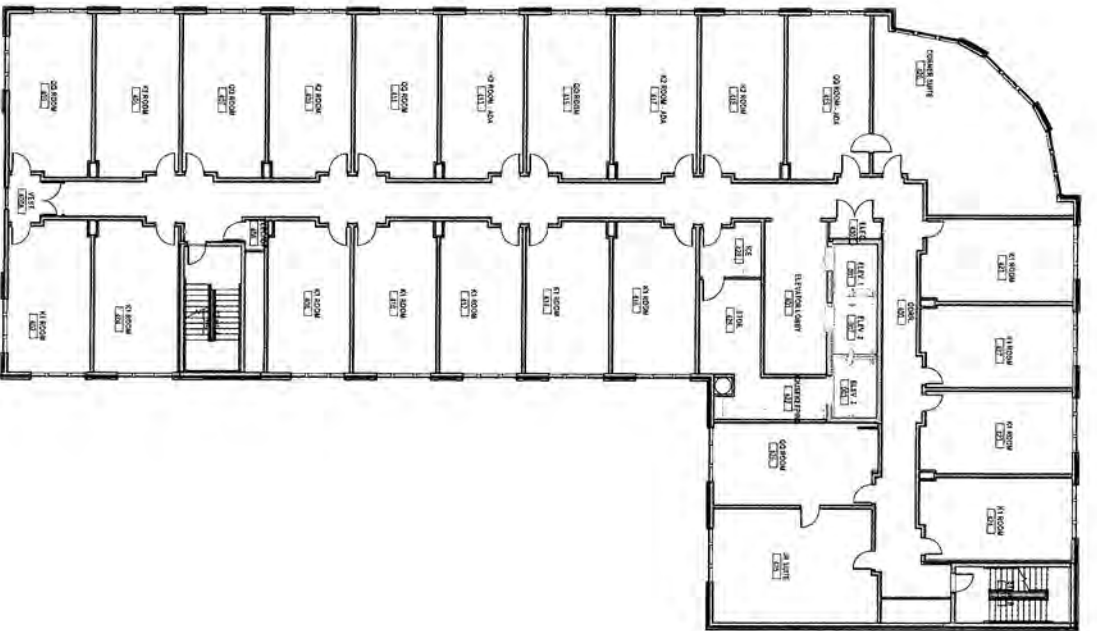
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DATE
3/15/2017
BY
3/15/2017
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3/15/2017

P2



1 3RD FLOOR
1/8" = 1'-0"



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



DESIGN
ARCHITECTURE
INTERIOR DESIGN
LANDSCAPE ARCHITECTURE
PLANNING
ENGINEERING

A MIXED-USE DEVELOPMENT 3535 CENTRAL

3535 Central Ave Memphis, TN, 38111

REDESIGN DD

REVISIONS

Date: 10/1/11

Drawn by: [Name]

Checked by: [Name]

Approved by: [Name]

DATE: 10/1/11
DRAWN BY: [Name]
CHECKED BY: [Name]
APPROVED BY: [Name]

THIRD & FOURTH
FLOOR PLAN



DESIGN

ARCHITECT
3535 CENTRAL AVENUE, SUITE 200
MEMPHIS, TN 38111
TEL: 901.727.1000
WWW.DESIGN-LLP.COM

A MIXED-USE DEVELOPMENT
3535 CENTRAL

3535 Central Ave Memphis, TN, 38111

REDESIGN DD

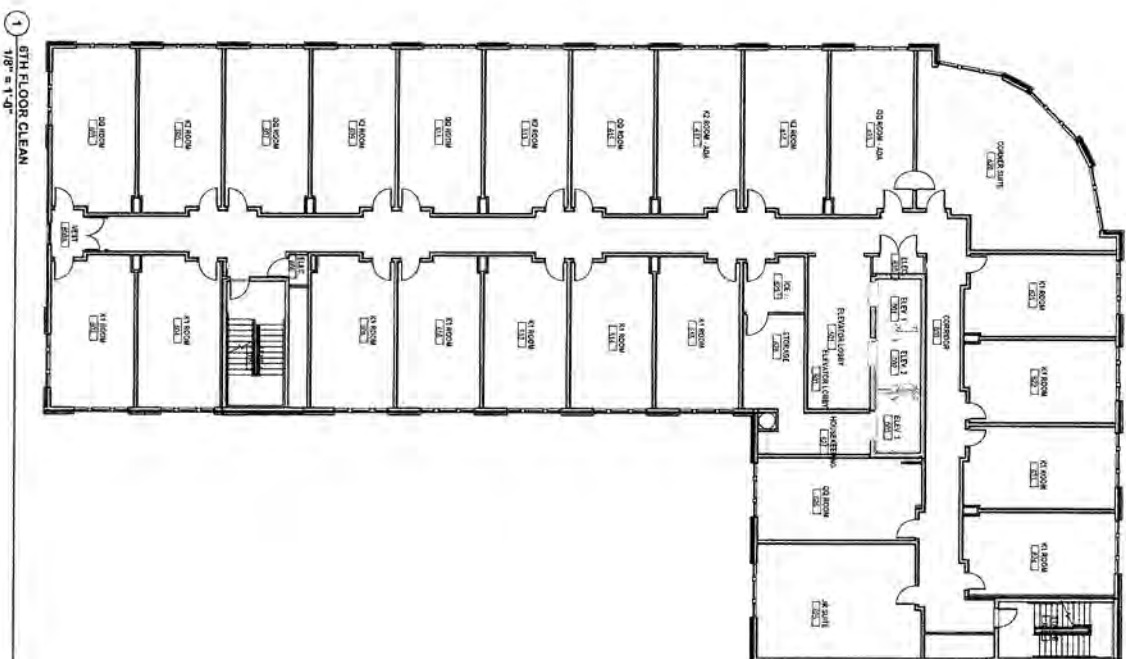
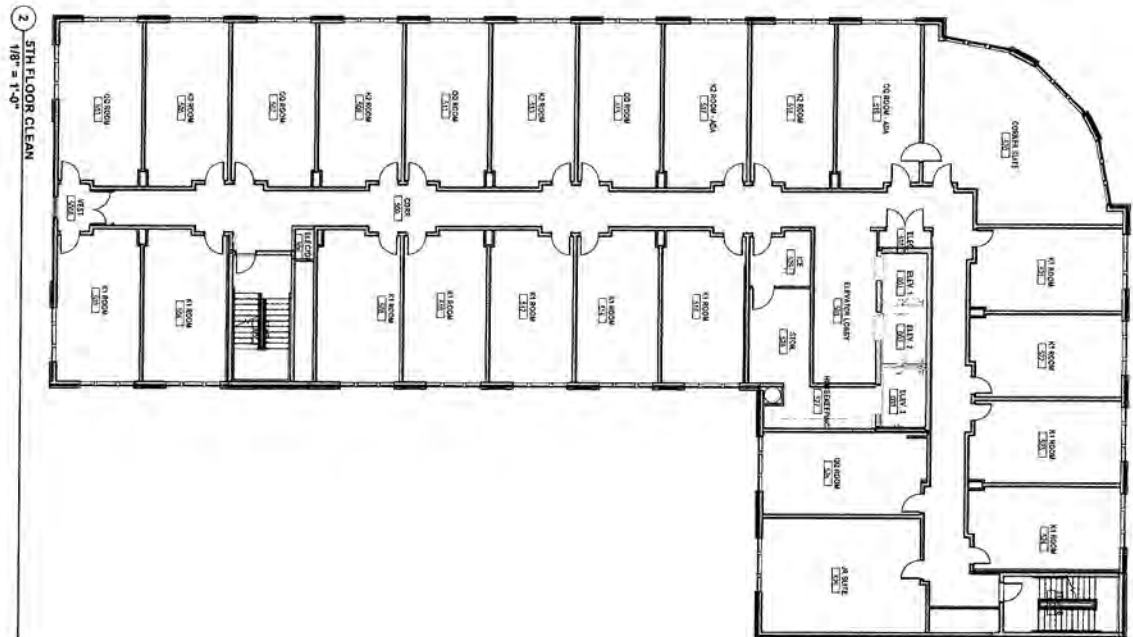
REVISIONS

Date: 01/11/2017

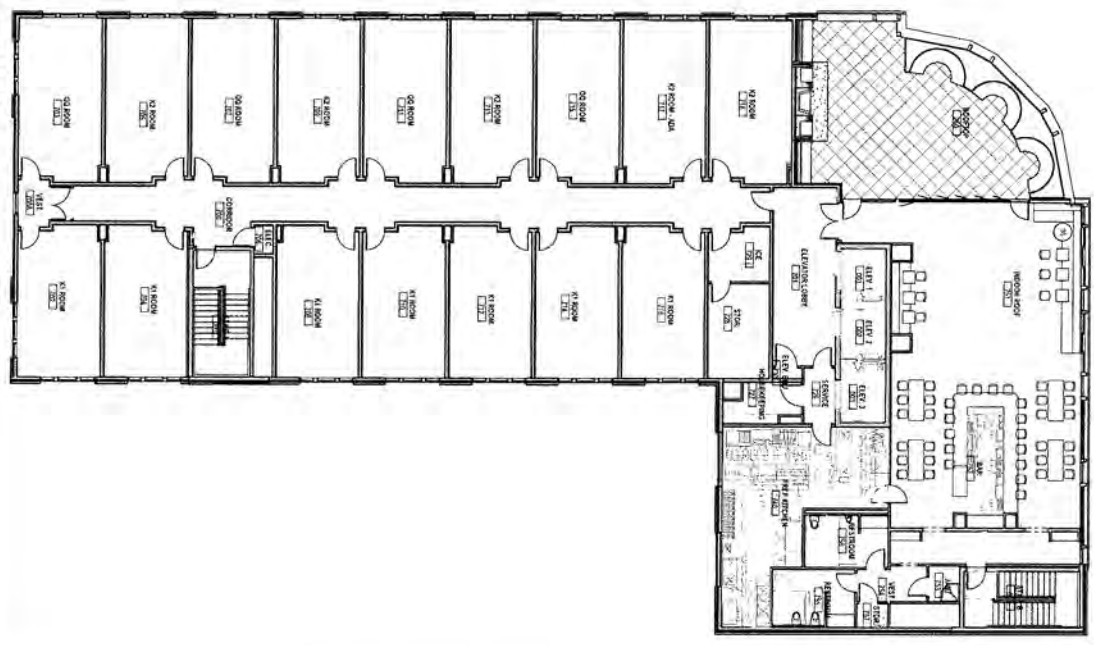
Date: 01/11/2017

FIFTH & SIXTH
FLOOR PLAN

P5



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



DESIGN



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

3535 CENTRAL

3535 Central Ave Memphis, TN, 38111

REDESIGN DD	
REV	DATE
1	8/10/2024

SEVENTH FLOOR
PLAN

3535 CENTRAL

December 2025



AGENDA

By The Numbers

Site

Floor Plans

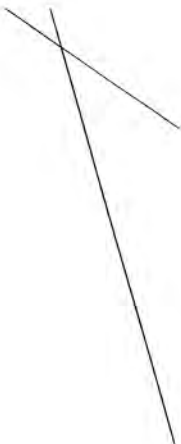
Exteriors

Summary

3535 CENTRAL

2

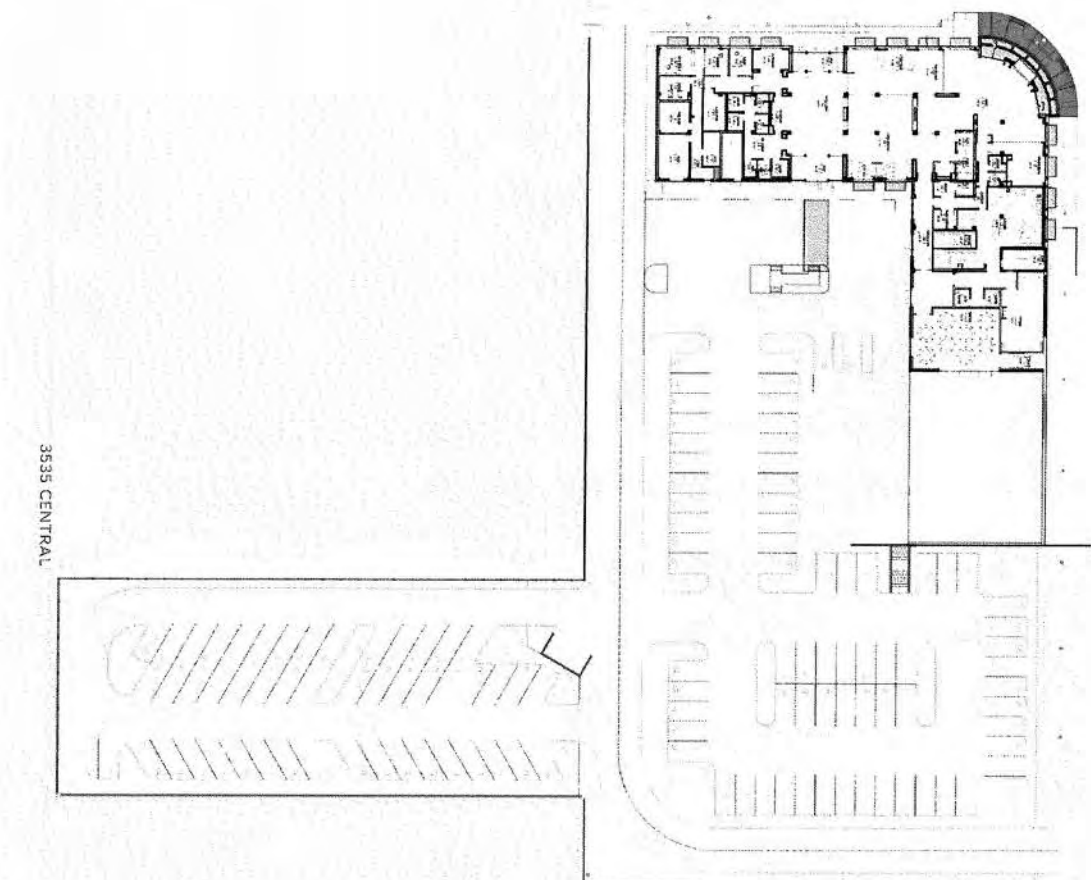




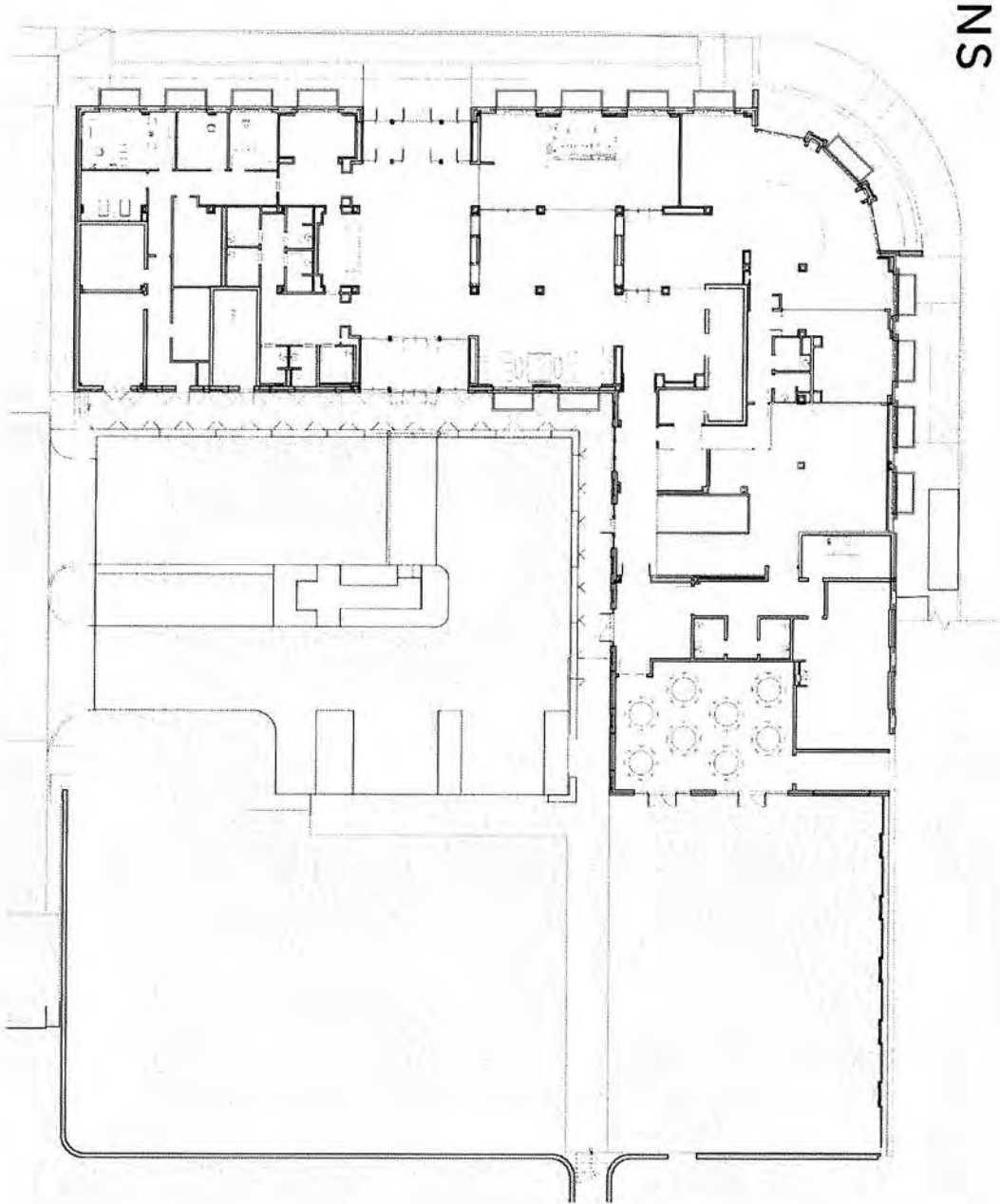
3535 BY THE NUMBERS

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



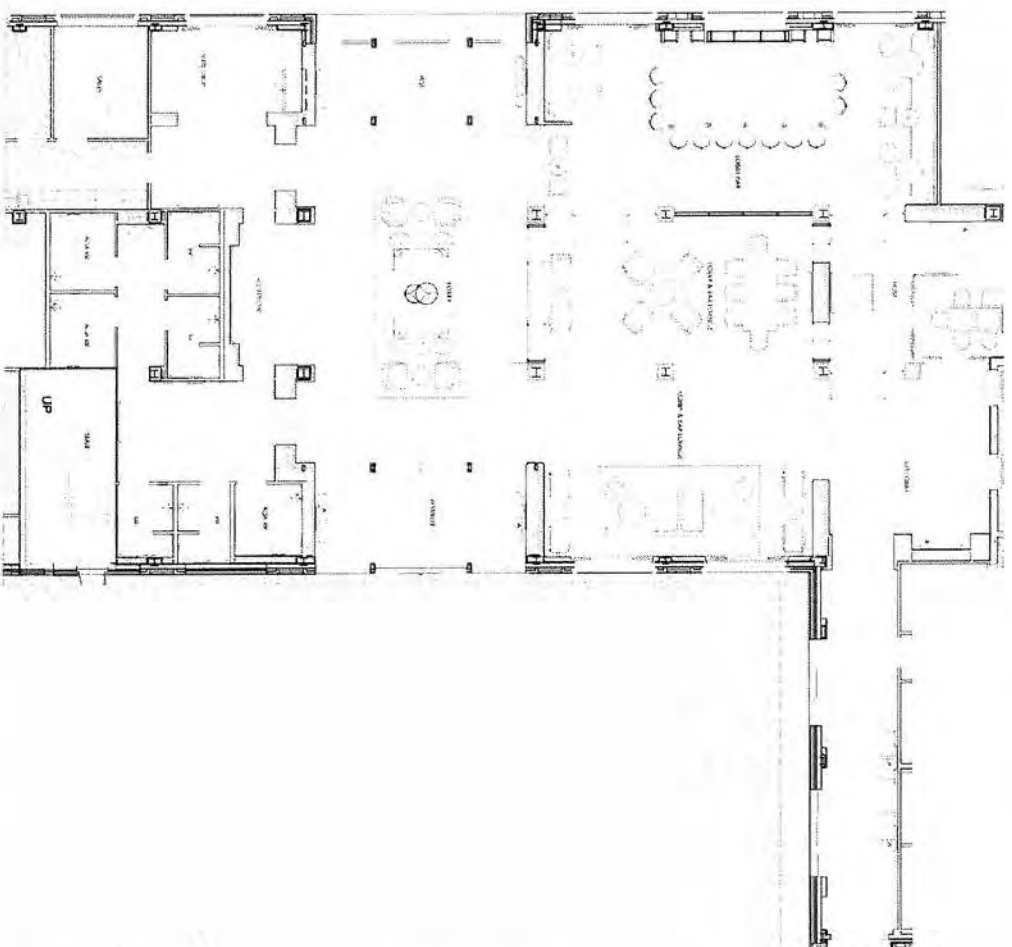
FLOOR PLANS



3535 CENTRAL

first floor
overall

FLOOR PLANS



3535 CENTRAL

hotel lobby
reception / lobby bar

INTERIORS



5 CENTRAL

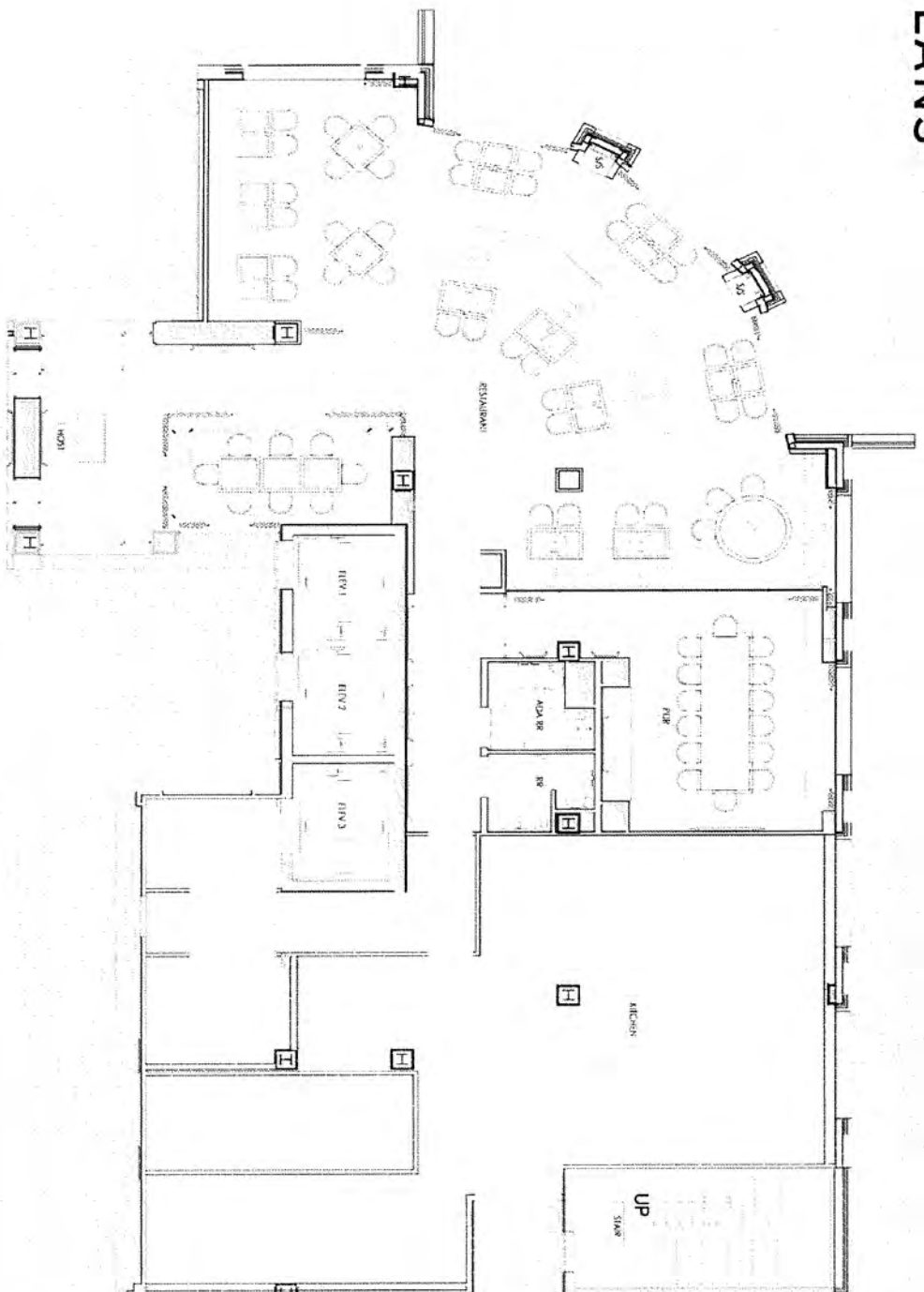
reception

INTERIORS



lobby bar

FLOOR PLANS



3535 CENTRAL

restaurant
dining / private dining

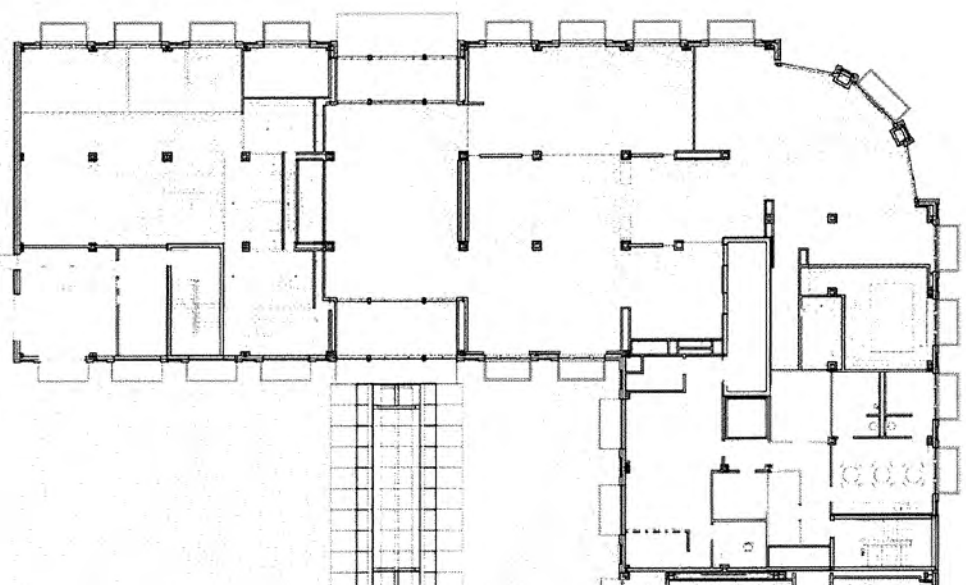
INTERIORS



3535

restaurant

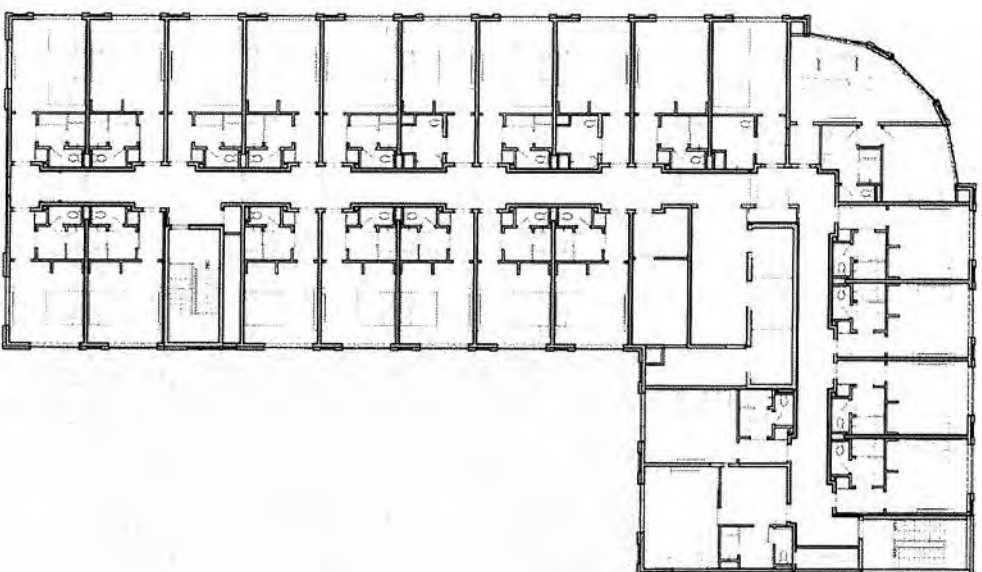
FLOOR PLANS



3535 CENTRAL

second floor
office / support

FLOOR PLANS



3535 CENTRAL

3rd-6th floor
guestrooms

INTERIORS



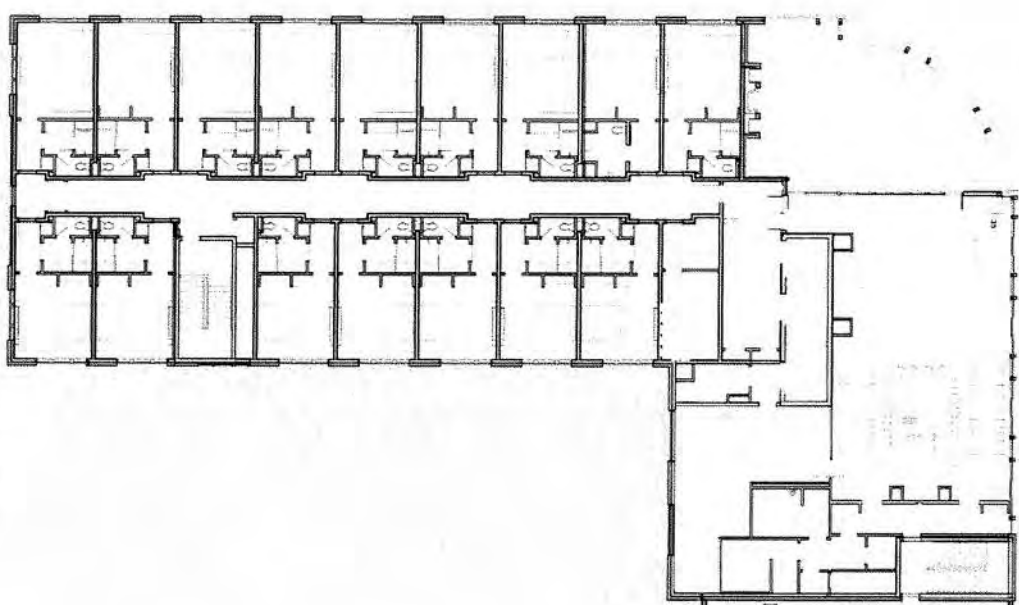
guestroom

INTERIORS



PRESENTATION TITLE

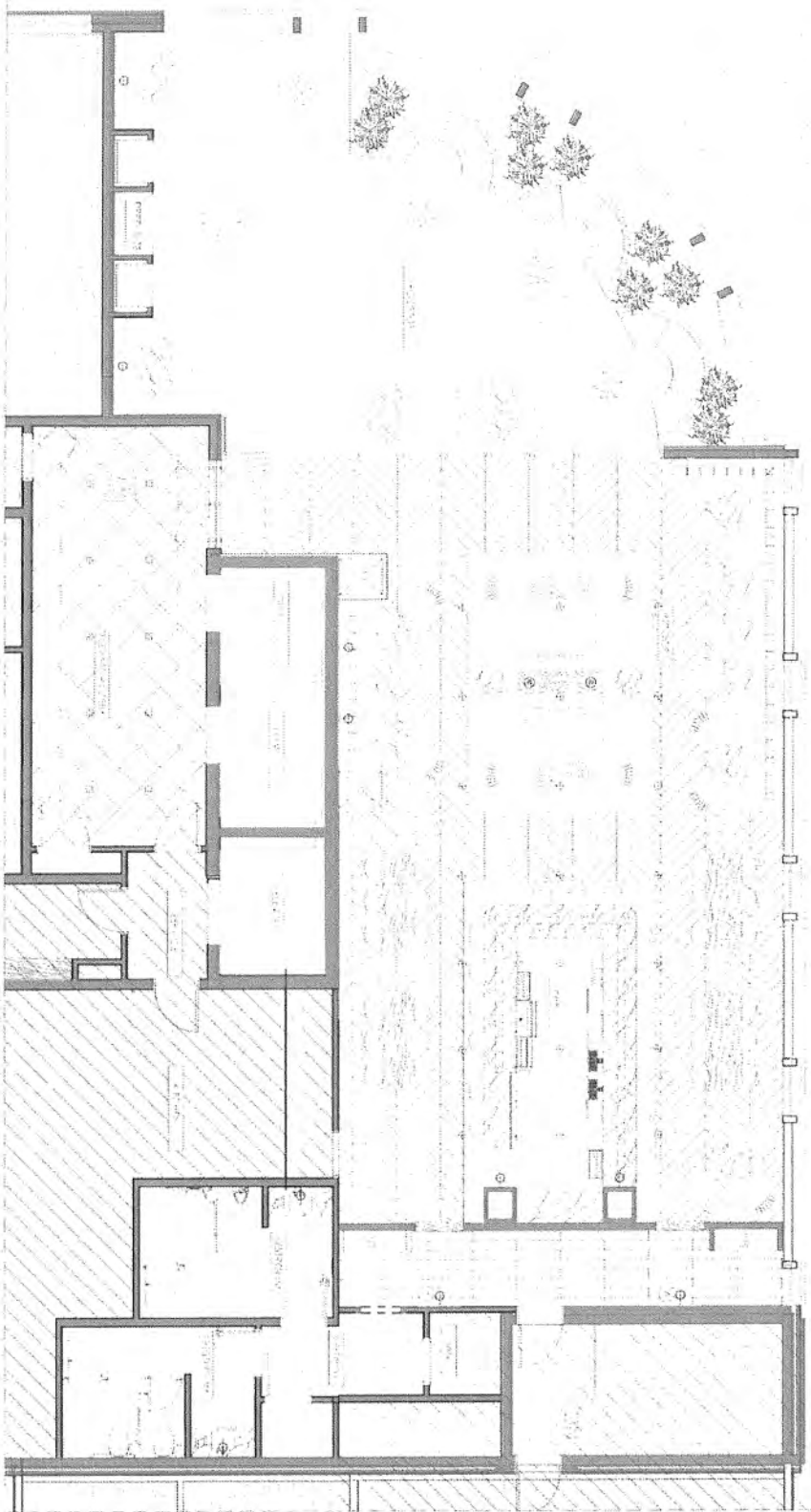
FLOOR PLANS



3535 CENTRAL

seventh floor
guestroom / rooftop bar

FLOOR PLANS



rooftop
indoor / outdoor / lounge

INTERIORS



8535 CENTRAL

rooftop bar
37

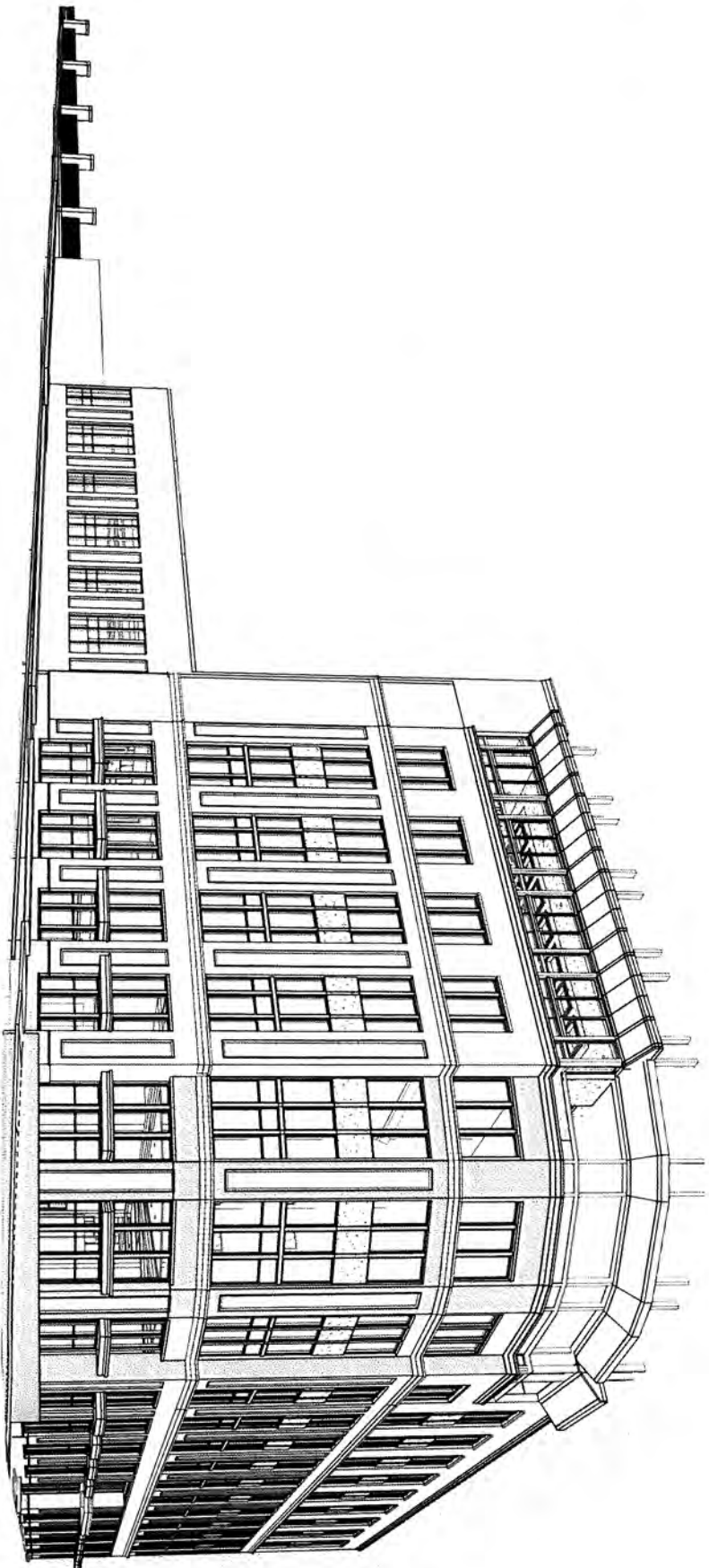
INTERIORS



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

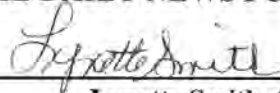
PROOF OF PUBLICATION

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:



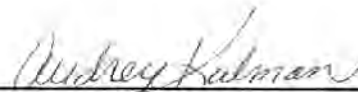
Lynette Smith, Office Administrator

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



A RESOLUTION SUPPORTING PREDEVELOPMENT PLANNING FOR THE MID-SOUTH COLISEUM AND REQUESTING THE DEVELOPMENT OF AN AGREEMENT WITH THE MID-SOUTH COLISEUM CONSERVANCY

WHEREAS, the Memphis City Council recognizes the historical and cultural significance of the Mid-South Coliseum to the City of Memphis and its residents; and

WHEREAS, the Council seeks to encourage productive activity within the Liberty Park Tourism Development Zone that may generate tax revenue, support public infrastructure, and benefit the surrounding communities and tourism industry; and

WHEREAS, a plan for the future use of the Mid-South Coliseum should consider its financial feasibility, potential community benefits, and relationship to the broader Liberty Park area; and

WHEREAS, the Mid-South Coliseum Conservancy (“MSCC”) has presented a proposal to undertake predevelopment planning informed by prior studies and supported by community stakeholders;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the Council supports further evaluation of MSCC’s proposal to conduct predevelopment planning for the Mid-South Coliseum.

BE IT FURTHER RESOLVED that the Council requests that the Mayor or the Mayor’s designee work with MSCC and the City Attorney to develop proposed terms for any predevelopment agreement, including the scope of work, deliverables, schedule, funding sources, access to City property or records, and responsibilities of each party. The Council requests that this work be completed by November 30, 2026, if practicable.

BE IT FURTHER RESOLVED that any proposed agreement shall be subject to applicable City requirements and any further Council approval required by law. This resolution does not appropriate funds, grant property rights, or approve a redevelopment project.

BE IT FURTHER RESOLVED that the Council thanks MSCC for its continued efforts to explore a future for the Mid-South Coliseum.

BE IT FURTHER RESOLVED that this resolution shall take effect upon its adoption.

Sponsored by: Councilwoman Yolanda Cooper-Sutton

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
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
Neighborhood Christian Centers, Inc.	\$2,000

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

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	\$165,500

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 \$199,999; 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 Philip Spinosa, 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 Councilman Philip Spinosa, Jr's grant allocations.

Organization Name	Amount
Catholic Charities of West TN, Inc	30,628.61
B'Nai B'Rith Home and Hospital for Aged DBA Memphis Jewish Home and Rehab	10,000
Goodwill Excel Center MidSouth, Inc	10,000
Christian Psychological Center	10,000
Memphis Child Advocacy Center	10,000
Memphis Inner City Rugby	10,000
Overton Park Conservancy	7,500
Room in the Inn	7,500
Samaritan Counseling Center of the MidSouth	7,500
Memphis Brooks Museum of Art	5,000
Vollintine Evergreen Community Association (VECA)	5,000
Midtown Memphis Development Corporation	5,000
Slingshot	7,500
Safeways Inc.	5,000
Cooper-Young Community Association	5,000
New Memphis Institute	5,000
Dorothy Day House of Hospitality, Inc	5,000
The Overton Park Shell Inc	5,000
Binghampton Christian Academy	2,500
Iris Orchestra Inc	2,500
Habitat for Humanity of Greater Memphis	2,500
Memphis Gridiron Ministries	2,500
Carpenter Art Garden	2,500
Creative Aging Memphis	2,500
Memphis Symphony Orchestra	2,500
Memphis Youth Athletics Inc	2,500
New Ballet Ensemble	2,500
Theatre Memphis	2,500

Junior Achievement of Memphis and the Mid-South Inc.	1,000
City Leadership	1,000
JIFF Inc.	1,000
Peer Power Foundation Inc	1,000
Boys and Girls Club of Greater Memphis	1,000
Forward Memphis	1,000
Girls on the Run Memphis	1,000
Junior League of Memphis	1,000
Memphis Center for Reproductive Health DBA CHOICES	1,000
Memphis Urban League	1,000
Memphis Youth Arts Initiative	1,000
Metropolitan Inter-Faith Association	1,000
Mid-South Food Bank	1,000
Music Export Memphis, Inc	1,000
My Cup of Tea, Inc	1,000
Porter Leath	1,000
Protect Our Aquifer	1,000
Shower Up	1,000
Tony Harris Basketball Initiative	1,000
United Way Housing, Inc	1,000
United Way of the Mid-South	1,000
West Cancer Foundation	1,000
Wolf River Conservancy	1,000
YMCA of Memphis and the Mid-South	1,000
Young Actors Guild	1,000
Rise Memphis	1,000
Soulsville Foundation	1,000

Sponsor:

Philip Spinosa, Jr.

**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

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