

Board Members:

Charley Bible
Shannon Coleman Egle
Paul Fortunato
Tiffany Gardner
Mike George
Terry Henley
Ford Little
Lou Moran, III
Alvin Nance
Lisa Rottmann
Anthony Wise



The Industrial Development Board of the County of Knox

Regular Meeting
Tuesday, September 13, 2022, 4:00 p.m.
17 Market Square, #201
Knoxville, Tennessee 37902

AGENDA

- I. Call to Order
- II. Approval of Minutes from Previous Meeting
 - A) Regular Meeting – August 9, 2022
- ACTION** III. Consideration of a Resolution pertaining to the acceptance of real property from Knox County, Tennessee known as Alliance Park and located at 2809 Ball Camp Byington Road, Knoxville, Tennessee and approval of a property transfer agreement pursuant to which The Industrial Development Board of the County of Knox would transfer such property to FC Alliance or an affiliate thereof.
- ACTION** IV. Committee Member Appointments
- V. Old Business
- VI. New Business
 - A) Presentation by Knoxville Chamber
 - B) Discussion Regarding Knox County Code of Ethics and State Conflicts of Interest Requirements
- VII. Adjourn

**MINUTES OF THE REGULAR MEETING OF
THE INDUSTRIAL DEVELOPMENT BOARD OF THE COUNTY OF KNOX**

August 9, 2022, 4:00 p.m.

The regular meeting of the Board of Directors of The Industrial Development Board of the County of Knox (the “Industrial Development Board” or “Board”) was held on Tuesday, August 9, 2022, at 4:00 p.m., pursuant to notice duly provided to the Directors and the public. The meeting was held at the offices of the Knoxville Chamber and The Development Corporation of Knox County located at 17 Market Square, #201, Knoxville, Tennessee, 37902.

The following Directors were present at the meeting, Paul Fortunato (Chair), Shannon Coleman Egle (Secretary), Alvin Nance, Lisa Rottmann, Lou Moran, III, Charlie Bible, and Ford Little.

Also, in attendance were Mike Odom (The Development Corporation), Brenda Wilson Spence (The Development Corporation), Mac McWhorter (Knoxville Chamber), Karen Kakanis (Knoxville Chamber), R. Christopher Trump (Legal Counsel – Egerton, McAfee, Armistead & Davis, P.C.), Katrina Vargas (Paralegal - Egerton, McAfee, Armistead & Davis, P.C.), Derek Whitwer (Tompaul), Kip Wahlers (Ice Miller – Bond Counsel to Tompaul), David Hunt (Crosslin), and Curtis Payne (Crosslin).

I. Paul Fortunato, the Board’s Chair, called the Industrial Development Board meeting to order. The Agenda of the Industrial Development Board meeting is attached hereto as Exhibit A.

The Industrial Development Board then discussed the following matters and took the following actions as noted:

II. New Board Member Introductions. New Board members gave brief introductions and were welcomed to the Board.

III. Review/Approve Minutes from Previous Meeting. The Chair of the meeting asked if there were any changes to the minutes of the regular meeting held on July 12, 2022. Upon a motion by Alvin Nance, and a second by Shannon Coleman Egle, the minutes of the July 12, 2022 meeting were unanimously approved. A copy of the minutes are attached hereto as Exhibit B.

IV. Presentation and Consideration of Agreed Upon Procedures for period ending 12/31/21 of the active Knox County Property Tax Incentive Programs. The Chair recognized Karen Kakanis who addressed the Board and presented the audited financial report for fiscal year ending 03/31/2022 (“Financial Report”). Ms. Kakanis recognized David Hunt and Curtis Payne with Crosslin & Associates, PC (“Crosslin”). Mr. Hunt addressed the Committee providing a brief history of the company, their experience in the field, and their role as auditors. Mr. Hunt stated that Crosslin has been engaged to review the PILOT leases and confirm that each of the PILOT lessees are in compliance with each of their respective lease agreements and that the requirements under the PILOT projects are being met in a timely manner, including the jobs and wage

requirements. Mr. Hunt then requested Mr. Payne to present the draft Independent Accountant's Report on Applying Agreed-Upon Procedures for the calendar year ending December 31, 2021.

Discussion was had. Upon the motion of Alvin Nance, and seconded by Lou Moran, the Committee unanimously voted to accept the Independent Accountant's Report for Applying Agreed-Upon Procedures, a copy of which is attached hereto as Exhibit C and incorporated herein by reference.

I. Presentation and Consideration of Audited Financial Statements for Year Ended 3/31/2022. Mr. Hunt reviewed Crosslin's role as auditors and their responsibilities to the organization and to those charged with financial oversight. Mr. Payne presented report on internal control over financial reporting, stated that they found no issues with staff's accounting procedures and communications. Mr. Hunt then turned the presentation over to Curtis Payne to present the Independent Auditor's Report to the Board for the fiscal year ending 3/31/22, a copy of which is attached hereto as Exhibit D. The Chair then dismissed the staff for the Board from the meeting and the Board entered into an Executive Session to provide Board members an opportunity to discuss any additional matters with the auditors. The Board staff returned at the conclusion of the Executive Session.

Upon a motion made by Shannon Coleman Egle and a second by Lisa Rottman, the Board voted to approve the audited financial statements for the fiscal year ending on 3/31/22, as presented.

IV. Review and Consideration of a Resolution Authorizing the issuance of solid waste disposal revenue bonds (Tompaul Knoxville, LLC Recycling Project) tax-exempt (AMT) series 2022 (Green Bonds) in a principal amount not to exceed \$48,500,000 for the benefit of Tompaul Knoxville, LLC to finance the acquisition, construction and equipping of a facility for solid waste processing proposed to be located at 2609 Asbury Road in Knox County, Tennessee. Mr. Trump explained that the Board previously approved a preliminary bond resolution and that the final bond approval resolution is now before the Board. Mr. Trump introduced Kip Wahlers, bond counsel, and Derek Whitwer of Tompaul. Mr. Whitwer provided a additional information concerning Tompaul and the project to be located at Forks of the River Industrial Park in Knox County. He stated that Tompaul was founded in 2015 by Paul Smith and Tom Varlerio, both in scrap metal industry and realized what was being disposed still had metal in shred residue, and invested many dollars to improve the technology to extract the remaining 25% of metal residue remaining in the scrap. He explained that this project will be a roughing plant, removing the remaining metal from scrap and turning into a metallic concentrate to be sent to their processing hub, south of Atlanta. Discussion was had.

Upon a motion made by Alvin Nance and a second by Ford Little, the Board voted to approve the resolution authorizing the issuance of revenue bonds to Tompaul Knoxville, LLC. A copy of the resolution as approved is attached hereto as Exhibit E.

V. Old Business. None.

XI. New Business. None.

XII. Next Meeting. The next regular meeting of The Industrial Board of the County of Knox is scheduled for September 13, 2022, at 4:00 p.m. at the offices of the Knoxville Chamber and The Development Corporation of Knox County located at 17 Market Square, #201, Knoxville, Tennessee, 37902.

XIII. Adjournment. No further business having come before the Board and upon motion duly made and seconded, the Board voted unanimously to adjourn the meeting at 4:54 p.m.

Dated

Shannon Coleman Egle, Secretary

DRAFT

EXHIBITS

- Exhibit A Agenda – August 9, 2022
- Exhibit B Meeting Minutes – July 12, 2022
- Exhibit C Financial Report
- Exhibit D Independent Auditor’s Report
- Exhibit E Resolution Authorizing the issuance of solid waste disposal revenue bonds (Tompaul Knoxville, LLC Recycling Project) tax-exempt (AMT) series 2022 (Green Bonds) in a principal amount not to exceed \$48,500,000 for the benefit of Tompaul Knoxville, LLC to finance the acquisition, construction and equipping of a facility for solid waste processing proposed to be located at 2609 Asbury Road in Knox County, Tennessee.

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APPLICATION REVIEW COMMITTEES of the Knox County IDB and HEB

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Tiffany E. Gardner, CTP, Vice Chair

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**SAMPLE
CONFLICT OF INTEREST STATEMENT**

In accordance with Tenn. Code Ann. § 7-53-301 and as a member of the board of directors of an industrial development corporation, I hereby acknowledge and affirm my understanding of the following:

1. I have received a copy of Tenn. Code Ann. § 12-4-101.
2. I understand that I am required to refrain from voting on matters in which I am directly interested, as defined by Tenn. Code Ann. § 12-4-101(a)(1), and that I must disclose any interest in any matter in which I am indirectly interested, as defined by Tenn. Code Ann. § 12-4-101(b), before voting on the matter.

Signature

Date

HOUSE BILL 831

By Kumar

AN ACT to amend Tennessee Code Annotated, Title 7,
Chapter 53, relative to the board of directors of
industrial development corporations.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF TENNESSEE:

SECTION 1. Tennessee Code Annotated, Section 7-53-301, is amended by designating the existing language as subsection (a) and adding the following as a new subsection (b):

(b) Each director of an industrial development corporation board shall complete a conflict of interest statement acknowledging that the director has received a copy of § 12-4-101. The statement must include acknowledgements that the director understands that the director is required to refrain from voting on matters in which the director is directly interested and that the director must disclose any matter in which the director is indirectly interested before voting on the matter. The Tennessee ethics commission shall publish a sample conflict of interest statement on its public website.

SECTION 2. This act takes effect July 1, 2021, the public welfare requiring it.