



Industrial Development Board
Regular Meeting Agenda
Thursday, October 27, 2022, 5:30 PM
City Hall, Lakeland, Tennessee 38002

- I. CALL TO ORDER:
- II. ROLL CALL:
- III. APPROVAL OF MINUTES OF PREVIOUS MEETING:
 - 1. Minutes from September 22, 2022
- IV. PUBLIC DISCUSSION:
- V. REPORTS OF OFFICERS AND COMMITTEES:
- VI. OLD BUSINESS:
 - 1. Election of the Vice-Chair of the Lakeland IDB.
- VII. NEW BUSINESS:
 - 1. **Resolution** - approving a draw request in connection with the tax increment financing for Lakeland Commons, LP.
- VIII. ANNOUNCEMENTS:
- IX. ADJOURNMENT:

**INDUSTRIAL DEVELOPMENT BOARD
MEETING MINUTES
THURSDAY, SEPTEMBER 22, 2022, 5:30 PM
CITY HALL, LAKELAND, TN.**

DRAFT

- I. **CALL TO ORDER:** The meeting was called to order by Chairman Jeremy Burnett at 5:31 p.m.

II. **ROLL CALL BY RECORDER:**

Keith Acton	Absent (excused)
Shaun Brannen	Present
Angie Grooms	Absent (excused)
Adam Henry	Present
Alan Johnson	Absent (excused)
Joseph Laster	Present
(C) Jeremy Burnett	Present

Others present:

Michael Walker, City Manager
Paul Luker, Planning Director

For the record: Present in the audience were the following:
Commissioner Richard Gonzales and Commissioner Wesley Wright

III. **APPROVAL OF MINUTES OF PREVIOUS MEETING:**

Mr. Laster moved to approve the previous meeting minutes of August 25, 2022, as written, seconded by Mr. Henry.

Motion passed unanimously, voice vote, 4 in favor 0 against.

IV. **PUBLIC DISCUSSION:** *None*

V. **REPORTS OF OFFICERS AND COMMITTEES:** N/A

VI. **OLD BUSINESS:** *None*

VII. **NEW BUSINESS:**

1. **Resolution – approving a draw request in connection with the tax increment financing for Lakeland Commons, LP.**

Mr. Henry moved to bring this item to the floor, seconded by Mr. Brannen.

Discussion ensued.

When the question was called the resolution passed as presented, voice vote, 4 in favor 0 against. *(See Resolution R-96-2022 on file)*

**INDUSTRIAL DEVELOPMENT BOARD
MEETING MINUTES
THURSDAY, SEPTEMBER 22, 2022, 5:30 PM
CITY HALL, LAKE LAND, TN.**

DRAFT

2. Resolution – approving the Second Amended and Restated Bylaws of The Industrial Development Board of the City of Lakeland, Tennessee.

Mr. Henry moved to bring this item to the floor, seconded by Mr. Brannen.

Discussion ensued.

When the question was called the resolution passed as presented, voice vote, 4 in favor 0 against. *(See Resolution R-97-2022 on file)*

3. Election of the Vice-Chair of the Lakeland IDB.

Mr. Laster moved to bring this item to the floor, seconded by Mr. Brannen.

Discussion ensued.

Mr. Henry moved to defer this item to the next meeting, seconded by Mr. Brannen.

Motion carried, voice vote, 4 in favor, 0 against. (4-0)

4. Discussion of potential special called meeting of the Lakeland IDB.

Mr. Laster moved to bring this item to the floor, seconded by Mr. Henry.

Discussion ensued.

Discussion included possibly having the special called meeting on October 4, 2022, once the entire board was polled on their availability.

Chairman Burnett moved to close the discussion, seconded by Mr. Laster.

Motion carried, voice vote, 4 in favor, 0 against. (4-0)

VIII. ANNOUNCEMENTS:

**INDUSTRIAL DEVELOPMENT BOARD
MEETING MINUTES
THURSDAY, SEPTEMBER 22, 2022, 5:30 PM
CITY HALL, LAKE LAND, TN.**

DRAFT

IX. ADJOURNMENT:

There being no other business to consider Mr. Laster moved to adjourn the meeting, seconded by Mr. Henry.

Motion passed unanimously, voice vote, 4 in favor 0 against.

The meeting was adjourned at 5:43 p.m. on Thursday, September 22, 2022.

Alan Johnson, *Secretary*

ATTEST:

Debra Murrell, *City Recorder*



These minutes were approved Thursday, October 27, 2022, and constitute an official public record of the City of Lakeland, duly recorded, and filed in the Minute Book of the City of Lakeland.

RESOLUTION R-115-2022

A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF
LAKELAND, TENNESSEE, APPROVING A DRAW REQUEST IN CONNECTION WITH
THE TAX INCREMENT FINANCING FOR LAKELAND COMMONS, LP

- WHEREAS,** on November 12, 2018, The Industrial Development Board of the City of Lakeland, Tennessee (the "Lakeland IDB") approved an economic impact plan (the "Economic Impact Plan") regarding the development of an area located at 9768 Highway 70, Lakeland, Tennessee 38002 (inclusive of Tax Parcel ID Nos. L0150 00332 and L0150 00479C), which is an approximately 40 acre mixed use development at the southwest corner of U.S. Highway 70 and Seed Tick Road in Lakeland, Shelby County, Tennessee (the "Plan Area"); and
- WHEREAS,** on November 12, 2018, the Lakeland IDB approved a Tax Increment Financing Application (the "TIF Application") for the Plan Area, as submitted by Lakeland Commons, LLC, a Tennessee limited liability company ("Lakeland Commons"); and
- WHEREAS,** the development of the Plan Area is expected to create a mixed use development that is expected to include a three-story building with restaurants, professional office space, boutique retail space and a possible site for the relocation of Lakeland City Hall, as more particularly described in the Economic Impact Plan (collectively, the "Project"), and
- WHEREAS,** the Economic Impact Plan would permit certain tax increment financing ("Tax Increment Financing") pursuant to Chapter 53, Title 7 of the Tennessee Code Annotated; and
- WHEREAS,** the Lakeland IDB reviewed the Economic Impact Plan and the TIF Application in an open public meeting; and
- WHEREAS,** the Lakeland IDB conducted a public hearing on the Economic Impact Plan held at least two (2) weeks after public notice of the hearing was published in accordance with the applicable laws of Tennessee; and
- WHEREAS,** in connection with Tax Increment Financing, Lakeland Commons has entered into a Development Agreement with the Lakeland IDB with respect to the Plan Area and the development of the Project; and
- WHEREAS,** under the Development Agreement between the Lakeland IDB and Lakeland Commons, the proceeds of the Tax Increment Financing would be used to pay the costs of the eligible public improvements (the "TIF Eligible Costs") relating to the development of the Project and would pledge the TIF Revenues to apply to the debt service of the Tax Increment Financing; and
- WHEREAS,** in connection with the Tax Increment Financing, Lakeland Commons has submitted a Draw Request, a copy of which is attached hereto as **Exhibit B**, to use for certain TIF Eligible Costs.

RESOLUTION R-115-2022

A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF
LAKELAND, TENNESSEE, APPROVING A DRAW REQUEST IN CONNECTION WITH
THE TAX INCREMENT FINANCING FOR LAKELAND COMMONS, LP

NOW, THEREFORE, BE IT RESOLVED by the Lakeland IDB that:

RESOLVED, that the Draw Request is hereby approved by the Lakeland IDB and further,

RESOLVED, that the directors, officers, agents and employees of the Lakeland IDB are hereby authorized and directed to do all such things and to execute or accept any and all such certificates or documents as may be necessary to carry out and comply with the provisions of this Resolution and to carry out, give effect to and consummate the transactions contemplated hereby and thereby. All of the acts and doings of the directors, officers, agents and employees of the Lakeland IDB which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved.

Dated: October 27, 2022

Jeremy Burnett, *Chair*

Attest:

Alan Johnson, *Secretary*

RESOLUTION R-115-2022

A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF
LAKELAND, TENNESSEE, APPROVING A DRAW REQUEST IN CONNECTION WITH
THE TAX INCREMENT FINANCING FOR LAKELAND COMMONS, LP

Exhibit B

Draw

Request

See

Attached

DESCRIPTION	PROJECT BUDGET				DRAW REQUESTS																	%	BALANCE TO FUND (Incl. Retainage)	
	REALLOCATIONS			5/26/21	6/21/21	7/13/21	8/11/21	9/10/21	10/13/21	11/17/21	12/12/21	1/14/22	2/15/22	4/12/22	5/13/22	6/10/22	7/11/22	8/11/22	9/19/22	10/12/22				
Lakeland TIF PH 2 - Simmons Bank - LNF	PHASE I BALANCES	PREV. ADJ.	CURRENT ADJ.	REVISED FOR PHASE II	DRAW 1 - PRE-CLOSING - Funded 6/21	CLOSING OF INCREASE	DRAW 2	DRAW 3	DRAW 4	DRAW 5	DRAW 6	DRAW 7	DRAW 8	DRAW 9	DRAW 10	DRAW 11	DRAW 12	DRAW 13	DRAW 14	DRAW 15	DRAW 16	TOTAL	%	
LAND:																								
Land	\$0.00			\$0.00																		\$0.00	\$0.00	
SUB TOTAL LAND	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
HARD COSTS: RETAINAGE %																								
Infrastructure 5%	\$3,028,491.70	\$4,247,189.30		\$7,275,681.00	\$220,947.20		\$299,186.35	\$178,239.00	\$217,169.05	\$229,520.95	\$205,124.00	\$121,246.60	\$236,838.15		\$128,906.45	\$387,487.90	\$788,280.55	\$331,443.60	\$154,994.40	\$90,415.30	\$0.00	\$6,618,291.20	91%	\$657,389.80
Simmons Retainage Escrow Account	\$159,394.30	(\$159,394.30)		\$0.00	\$11,628.80		\$15,746.65	\$9,381.00	\$11,429.95	\$12,080.05	\$10,796.00	\$6,381.40	(\$236,838.15)		\$6,784.55	\$20,394.10	\$41,488.45	\$17,444.40	\$8,157.60	\$4,758.70	\$0.00	\$99,027.80		
																						\$0.00		
SUB TOTAL HARD COSTS	\$3,187,886.00	\$4,087,795.00	\$0.00	\$7,275,681.00	\$232,576.00	\$0.00	\$314,933.00	\$187,620.00	\$228,599.00	\$241,601.00	\$215,920.00	\$127,628.00	\$0.00	\$0.00	\$135,691.00	\$407,882.00	\$829,769.00	\$348,888.00	\$163,152.00	\$95,174.00	\$0.00	\$6,717,319.00	92%	\$657,389.80
SOFT COSTS:																						\$0.00		
Architect	657,162.07	\$567,447.98	\$32,144.25	\$1,256,754.30	\$25,167.48		\$4,250.00						\$23,722.50					\$360,015.61	\$170,364.52			\$1,240,682.18	99%	\$16,072.12
Engineering	112,459.48	\$24,110.00		\$136,569.48				\$2,215.00		\$1,995.00			\$19,900.00									\$136,569.48	100%	\$0.00
Insurance & Bonding	30,528.00	\$36,813.64		\$67,341.64	\$1,092.00		\$12,414.00												\$12,414.00			\$56,448.00	84%	\$10,893.64
Planning / Consulting	104,948.17	\$12,882.49		\$117,830.66	\$1,200.00						\$1,050.00			\$1,905.36		\$750.00		\$7,977.13				\$117,830.66	100%	\$0.00
Lakeland Fees	434,283.74	\$0.00		\$434,283.74																		\$434,283.74	100%	\$0.00
Title Work / Bank Closing Costs / Appraisal	44,957.70	\$67,171.96		\$112,129.66		\$67,171.96																\$112,129.66	100%	\$0.00
Survey / Phase I	9,815.00	\$0.00	\$3,700.00	\$13,515.00																\$3,700.00		\$13,515.00	100%	\$0.00
Legal	251,390.05	\$39,571.47		\$290,961.52	\$7,308.50	\$29,000.00	\$165.00				\$1,645.05			\$1,452.92								\$290,961.52	100%	\$0.00
MLGW / Utility Connections	358,886.09	\$15,209.23		\$374,095.32											\$15,209.23							\$374,095.32	100%	\$0.00
RE Taxes	31,058.77	\$30,895.69		\$61,954.46										\$30,895.69								\$61,954.46	100%	\$0.00
Interest Reserve	191,187.15	\$559,104.31		\$750,291.46	\$63,641.43	\$59,448.68				\$73,567.73			\$72,160.69		\$75,035.02		\$79,714.52			\$94,881.60		\$709,636.82	95%	\$40,654.64
Inspection Fees (B)	24,370.00	\$29,267.50		\$53,637.50	\$3,020.00		\$2,090.00	\$1,650.00	\$1,710.00	\$1,540.00	\$660.00	\$1,887.50	\$585.00		\$325.00	\$2,300.00	\$3,042.50	\$660.00	\$3,505.00	\$2,671.25	\$1,610.00	\$51,626.25	96%	\$2,011.25
Contingency	\$53,662.63	\$15,576.97		\$69,239.60								\$11,576.97		\$3,000.00				\$400.00				\$68,639.60	99%	\$600.00
SUB TOTAL SOFT COSTS	\$2,304,708.85	\$1,398,051.24	\$35,844.25	\$3,738,604.34	\$101,429.41	\$155,620.64	\$18,919.00	\$3,865.00	\$1,710.00	\$77,102.73	\$3,355.05	\$13,464.47	\$116,368.19	\$37,253.97	\$90,569.25	\$3,050.00	\$3,042.50	\$88,351.65	\$376,334.61	\$176,735.77	\$96,491.60	\$3,668,372.69	98%	\$70,231.65
				\$0.00																		\$0.00	\$0.00	
TOTAL PROJECT COSTS	\$5,492,594.85	\$5,485,846.24	\$35,844.25	\$11,014,285.34	\$334,005.41	\$155,620.64	\$333,852.00	\$191,485.00	\$230,309.00	\$318,703.73	\$219,275.05	\$141,092.47	\$116,368.19	\$37,253.97	\$226,260.25	\$410,932.00	\$832,811.50	\$437,239.65	\$539,486.61	\$271,909.77	\$96,491.60	\$10,385,691.69	94%	\$727,621.45
SOURCES OF FUNDS:																								
Borrower Equity	\$0.00	\$1,228,441.09	\$35,844.25	\$1,264,285.34														\$164,857.61	\$255,755.09	\$135,217.98	\$96,491.60	\$652,322.28	52%	\$611,963.06
Construction Loan	\$5,492,594.85	\$4,257,405.15		\$9,750,000.00	\$334,005.41	\$155,620.64	\$333,852.00	\$191,485.00	\$230,309.00	\$318,703.73	\$219,275.05	\$141,092.47	\$116,368.19	\$37,253.97	\$226,260.25	\$410,932.00	\$832,811.50	\$272,382.04	\$283,731.52	\$136,691.79	\$0.00	\$9,733,369.41	100%	\$16,630.59
				\$0.00																		\$0.00	\$0.00	
TOTAL SOURCES OF FUNDS				\$11,014,285.34	\$334,005.41	\$155,620.64	\$333,852.00	\$191,485.00	\$230,309.00	\$318,703.73	\$219,275.05	\$141,092.47	\$116,368.19	\$37,253.97	\$226,260.25	\$410,932.00	\$832,811.50	\$437,239.65	\$539,486.61	\$271,909.77	\$96,491.60	\$10,385,691.69	94%	\$628,593.65
DIFFERENCES				\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	(\$99,027.80)
- Contract 1 Retainage Tracking					\$171,023.10	\$171,023.10	\$186,769.75	\$196,150.75	\$207,580.70	\$219,660.75	\$230,456.75	\$236,838.15	\$0.00	\$0.00	\$6,784.55	\$27,178.65	\$68,667.10	\$86,111.50	\$94,269.10	\$99,027.80	\$99,027.80			

Scott Brown
10/12/22

City of Lakeland, TN
10001 Highway 70
Lakeland, TN 38002
Emily Harrell

Invoice number 53645
Date 09/30/2022

Project **19289 City of Lakeland - Lakeland, TN -
CE&I for 40-acre Planned Mixed-Use TIF**

For services performed through 9/30/22

City of Lakeland
CE&I for 40-acre Planned Mixed-Use TIF
Lakeland, TN

Project Management And Construction Inspection Services
Hourly Professional Fees

	Units	Rate	Billed Amount
Engineer II			
Bob Watson	1.00	145.00	145.00
Construction Administrator III			
Bob Bird	7.00	115.00	805.00
Project Management And Construction Inspection Services subtotal			950.00

Invoice total **950.00**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
53551	08/31/2022	2,011.25		2,011.25			
53645	09/30/2022	950.00	950.00				
	Total	2,961.25	950.00	2,011.25	0.00	0.00	0.00

Bill Information

Payment Due Date:	10/05/2022
Bill Due Date:	10/05/2022
Billed Date:	09/19/2022

Description	Remaining	Billed
Principal	\$0.00	\$0.00
Interest	\$94,881.60	\$94,881.60
Escrow	\$0.00	\$0.00
Late charge	\$0.00	\$0.00
Other Charges	\$0.00	\$0.00
Total	\$94,881.60	\$94,881.60

EXHIBIT B

**BORROWING CERTIFICATE
DISBURSEMENT REQUEST**

To: Simmons Bank 5384 Poplar Avenue, Suite 200 Memphis, Tennessee 38119 Attention: Larry Neal, SVP Commercial Banking	cc: The Industrial Development Board of the City of Lakeland, Tennessee c/o Chairman 10001 Highway 70 Lakeland, Tennessee 38002
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Re: Loan evidenced by The Industrial Development Board of the City of Lakeland, Amended and Restated Tennessee Tax Increment Revenue Note (Lakeland Town Center Development) in the principal amount not to exceed \$9,750,000 dated June 21, 2021 (the "Loan"), made pursuant to a Loan Agreement, dated as of January 25, 2019 (the "Loan Agreement") and modified on June 21, 2021 ("Loan Modification Agreement") between The Industrial Development Board of the City of Lakeland, Tennessee (the "Board") and Simmons Bank ("Lender")

You are hereby authorized and requested to disburse pursuant to Article VI of the Loan Agreement the sum of \$_____ from the Project Fund created pursuant to the Loan Agreement. In connection with such disbursement, the undersigned hereby certifies as follows:

(a) All amounts disbursed shall be applied to the payment of or the reimbursement to the Developer for the payment of costs relating to Eligible Costs.

(b) With the delivery of this Certificate, all requirements for disbursement of amounts pursuant to this request under Article VI of the Loan Agreement have been satisfied.

Please disburse all such amounts to the parties in the manner described on Exhibit A attached hereto.

All capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Loan Agreement.

Dated as of _____, 202_.

LAKELAND COMMONS, LLC

By: _____
Name: _____
Title: _____

APPROVED BY:

SIMMONS BANK

By: _____
Title: _____

Allworld Project Management
60 N BB King
Memphis, TN 38103
901-881-2985

Bass, Berry & Sims PLC
1715 Aaron Brenner Drive, Suite 300
Memphis, TN 38120
Al Bright

Invoice number 22261
Date 10/03/2022

Project **Project City of Lakeland Industrial Dev
Board TIF Construction Monitoring**
Terms: **Net 30**

Professional Services through September 30, 2022

Invoice Summary

Description	Prior Billed	Total Billed	Current Billed
PROJECT MANAGEMENT	2,090.00	2,090.00	0.00
SITE VISIT & REVIEW	11,665.00	11,995.00	330.00
REPORT PREPARATION	7,105.00	7,435.00	330.00
Total	20,860.00	21,520.00	660.00

Professional Fees

Site Visit & Review

Billable Time

Ronald Hooks

Project Manager 4

Date	Hours	Rate	Billed Amount
09/21/2022	3.00	110.00	330.00

Conducted site review for August Pay App.

Report Preparation

Billable Time

Ronald Hooks

Project Manager 4

Date	Hours	Rate	Billed Amount
09/21/2022	3.00	110.00	330.00

Reviewed Pay App with Project Manager. Prepared Approval report.

Professional Fees subtotal 6.00 660.00

Invoice total **660.00**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
22261	10/03/2022	660.00	660.00				

Bass, Berry & Sims PLC

Invoice Number 22261

Project Project City of Lakeland Industrial Dev Board TIF Construction Monitoring

Date 10/03/2022

Total	660.00	660.00	0.00	0.00	0.00	0.00
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Approved by:



Rose K. Stemmons

Accounting Specialist



October 17, 2022

Mr. Al Bright
Bass, Berry & Sims PLC
100 Peabody Place, Suite 1300
Memphis, TN 38103

RE: **Lakeland Commons TIF Phase II Payment Draw No. 16 Approval Request**

A2H # 19289

Dear Mr. Bright,

We have reviewed the application for Phase II Payment Draw No.16 dated October 12, 2022, for the Lakeland Commons Project. There was no Application for Payment submitted this month by Montgomery Martin Contractors, LLC, due to a pause in construction activity for redesign work by the design engineers. The other expenses associated with the draw request all appear to comply with eligibility requirements for the TIF, and supporting documentation has been included in the request. The entirety of this month's project costs is to be paid out of the Borrower's Equity, so none will be paid out of the Construction Loan. If there are any questions, please let me know.

Sincerely,

A handwritten signature in blue ink that reads 'Robert C. Watson'. The signature is fluid and cursive, with a long horizontal stroke at the end.

Robert C. Watson, P.E.
Construction Administration – Manager
A2H, Inc.
901-487-5502
bobw@a2h.com