

GRACELAND® TOURISM DEVELOPMENT ZONE - MASTER PLAN

Graceland®

THE HOME OF ELVIS PRESLEY

Graceland Tourism Development Zone Master Plan

The Convention Center and Tourism Development and Financing Act was created for the purpose of increasing tourism in the State of Tennessee and related economic development. The TDZ Act focuses on major tourism destinations that will foster economic benefit to the State, and the City and County where the major tourism destination is located. Elvis Presley Enterprises, Inc. and the City of Memphis propose the creation of the Graceland Tourism Development Zone for the purpose of redeveloping the area surrounding Elvis Presley's Graceland Mansion.

Elvis Presley's Graceland is one of the most important tourism destinations in the State of Tennessee and the United States. With over 600,000 visitors annually, Graceland was voted the No. 1 Best Iconic American Attraction in 2013 by USA Today readers. It is the third most visited home in the United States. Graceland host visitors from around the world, with 22% coming from foreign countries.

Elvis Presley's and Graceland's importance to the State of Tennessee, the City of Memphis and Shelby County and their music heritage cannot be overstated. Elvis Week had over 8.9 Billion media impressions in 2013.

The Graceland Master Plan calls for a phased redevelopment of the approximately 120 Graceland Campus. The first phase is the development of an Archives Studio and a 200 seat theatre. Phase 1 should be completed by August 9, 2014. The second phase is the development of an approximately 450 room full service conference center hotel adjacent to the Graceland Mansion. The third phase is the development of a 200,000 - 300,000 square foot facility to house a series of attractions related to Elvis Presley and Graceland.

The redevelopment of the Whitehaven Neighborhood, particularly along Elvis Presley Boulevard, is a critical part of maintaining Graceland as a major tourism destination. The redevelopment of the Graceland Campus will act as a catalyst for redevelopment of the Whitehaven Neighborhood.

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Graceland Tourism Development Zone

Master Plan (Cont.)

The purposes for the redevelopment of the approximately 120 acre Graceland Campus include:

- Preserve the incomparable legacy of Elvis Presley, The Icon and The Man
- Improve visitorship
- Maintain the draw of Graceland for worldwide media outlets
- Increase length of stay by offering a more immersive experience
- Update the exhibits to a more modern, robust and captivating presentation of Elvis which attraction consumers have come to expect
- Build a 450 room full service conference center hotel to accommodate and attract visitors
- Improve systems for ticketing, transportation, guest experience, and safety
- Create new special events and educational opportunities to introduce a younger demographic to Elvis
- Serve as a catalyst for the redevelopment of the Whitehaven Neighborhood, particularly along Elvis Presley Boulevard.
- Increase employment in the Whitehaven Neighborhood.

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Graceland Tourism Development Zone and Elvis Presley Boulevard Existing Condition

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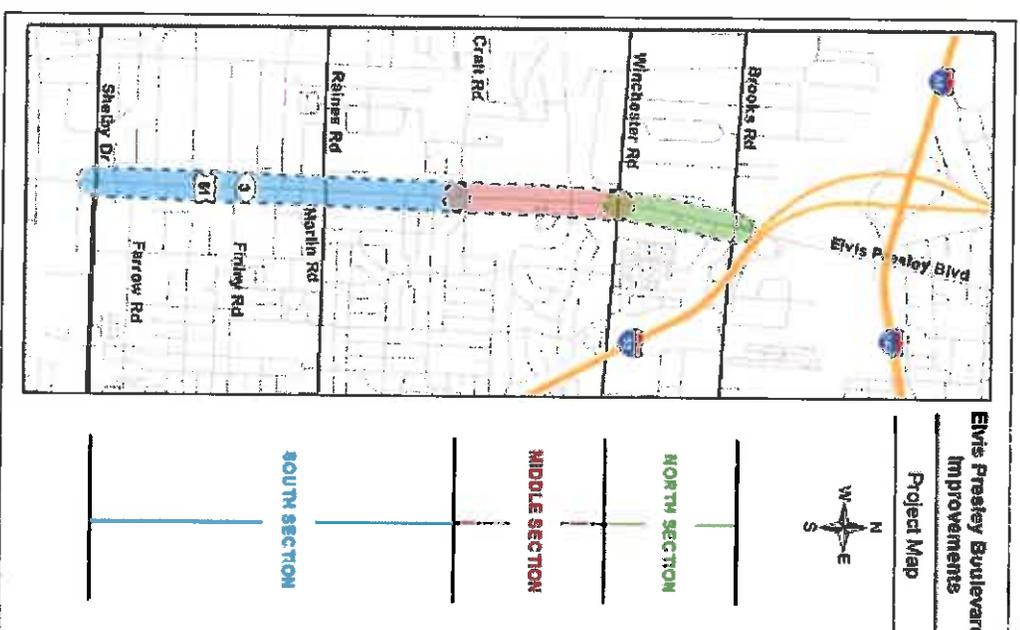


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Pending Elvis Presley Boulevard Improvements

Graceland investment will be complemented by the \$43 million in improvements by the City and State to Elvis Presley Boulevard over the next 3-5 years



Draft

Graceland Tourism Development Zone Master Plan

Draft



Draft



PHASE I

Graceland Tourism Development Zone

Master Plan

- \$1 million + investment in Graceland Archives Studio – a 200-seat theater presentation that allows guests an in-depth look at the vast Graceland archives – opening August 9, 2014
- Use as educational opportunity for museum study programs/hands on experience

STUDIO EXTERIOR VIEW



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PHASE II Graceland Tourism Development Zone Guest House at Graceland



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PHASE II Graceland Tourism Development Zone Guest House at Graceland (cont.)



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PHASE II

Graceland Tourism Development Zone

Guest House at Graceland (cont.)

\$75 million investment in an approximately 450 room, 3+ star full service hotel with approximately 16,000 square feet of meeting and ballroom space, an approximately 500-seat 6,000 square foot theater, 2 restaurants, and pool

- Estimated Construction benefit
 - Jobs 380
 - Sales tax – (state sourced 35% est.) \$1,015,000
- Estimated stabilized Hotel operations

	Low	High
Stabilized Hotel revenue	\$20,000,000	\$25,500,000
Rooms Revenue	\$14,600,000	\$17,300,000
Sales tax	\$1,845,000	\$2,352,375
Lodging tax	\$978,200	\$1,159,100

Jobs created	150	180
Annual wages based on ave wage rate *	\$2,544,900	\$3,053,880

2012 Tennessee department of labor and workforce development census

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PHASE III

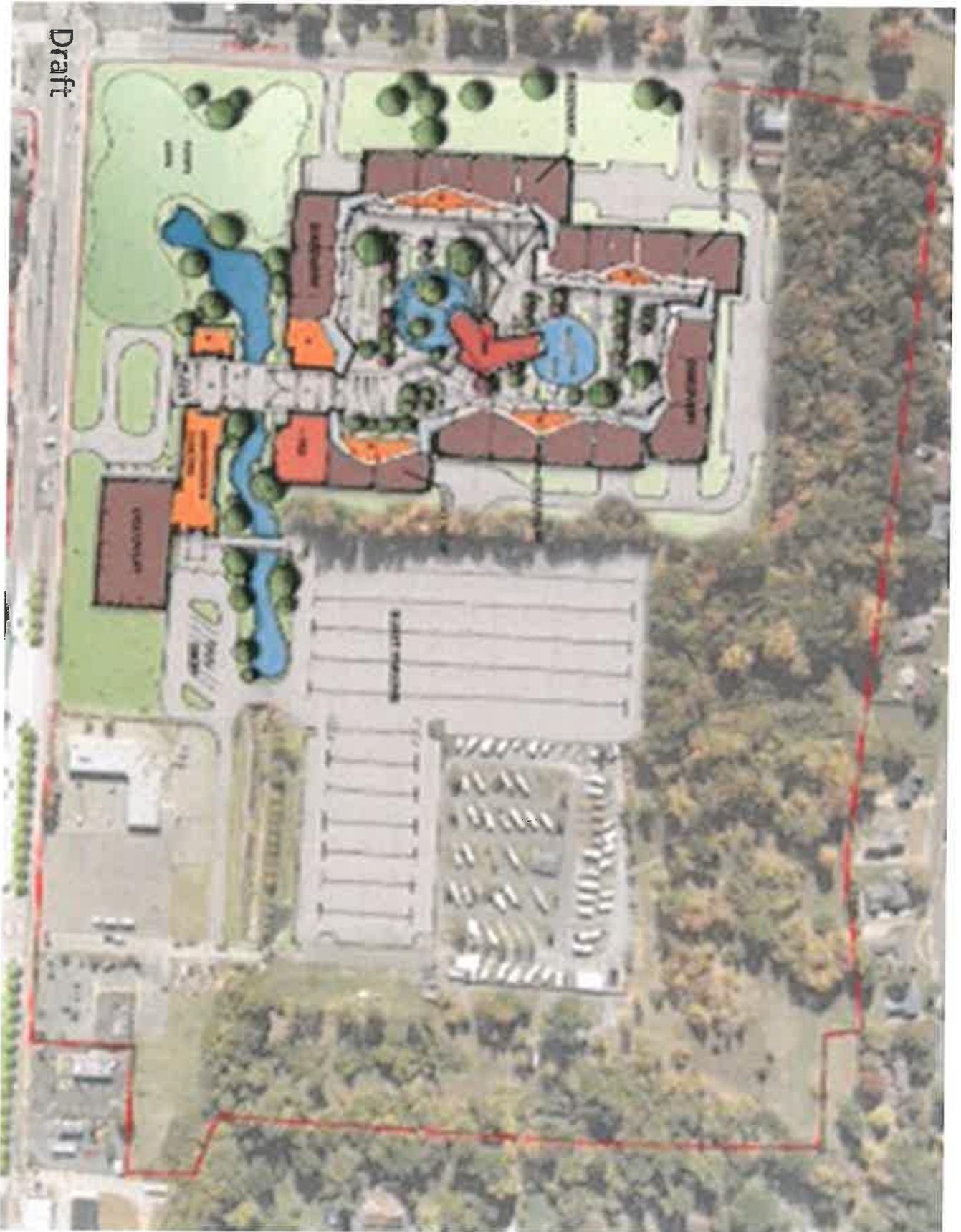
Graceland Tourism Development Zone

Master Plan

Create 200,000-300,000 square feet of attractions on the west side of the Graceland Campus which would potentially include:

- An iconic Graceland entry element incorporating the gates of Graceland
- A discovery center to celebrate Elvis Presley as a first adapter, innovator
- A blend of state-of- the-art, interactive technologies with media and artifacts to create engaging, entertaining, dynamic and updatable experiences
- An area in which to see and experience Elvis in concert through use of state of the art technology presenting archival concert footage
- Retail, food and beverage areas and attractions

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RESOLUTION AUTHORIZING THE DESIGNATION OF THE GRACELAND CAMPUS AS A "QUALIFIED USE FACILITY," APPLICATION FOR THE CREATION OF THE GRACELAND TOURISM DEVELOPMENT ZONE, AUTHORIZING THE USE OF FUNDS GENERATED BY THE GRACELAND TOURISM DEVELOPMENT ZONE FOR PAYMENT OF PROJECT COSTS, APPROVAL OF THE GRACELAND MASTER DEVELOPMENT PLAN, APPROVAL OF THE MINORITY OWNED BUSINESS PARTICIPATION PLAN AUTHORIZING THE CREATION OF THE GRACELAND INDUSTRIAL DEVELOPMENT BOARD, APPOINTING THE BOARD OF DIRECTORS OF GRACELAND INDUSTRIAL DEVELOPMENT BOARD, AND OTHERWISE PROVIDING WITH RESPECT TO THE FOREGOING

WHEREAS, Graceland is an internationally known, National Historic Landmark, one of America's premier tourist destinations, a major employer in the Whitehaven community and a key economic driver of the City of Memphis; and

WHEREAS, Elvis Presley Enterprises, Inc. (the "Owner") owns approximately 120 acres of property, including the Graceland Mansion, more particularly described on Exhibit A hereto (the "Graceland Campus")

WHEREAS, the Owner proposes to undertake a series of substantial projects to ensure the continued success of Graceland, including without limitation, the development of the approximately 450 room Guesthouse at Graceland hotel (the "Graceland Project"); and

WHEREAS, the continued success of Graceland will have a significant impact on the tourism industry and other related industries in City of Memphis; and

WHEREAS, the Convention Center and Tourism Development Financing Act of 1998, which is codified at TCA §7-88-101 et seq., (the "TDZ Act") was enacted to provide a financing mechanism for the development of convention centers, tourist attractions, and other similar public use facilities that would attract and serve as major tourism destinations, thereby fostering economic benefits to the state, as well as to the hosting cities and counties; and

WHEREAS, the Graceland Campus will constitute a "Qualified Public Use Facility" within the meaning of the TDZ Act a codified at TCA § 7-88-103(7); and

WHEREAS, in order to be eligible to receive certain allocations of state and local sales and use taxes as provided by the TDZ Act, and in accordance with TCA §7-88-103(10), the Memphis City Council must designate an area surrounding the Qualified Public Use Facility that will be beneficially impacted as the Tourism Development Zone; and

WHEREAS, after careful review of the area, and after consultation with various financial and strategic planning professionals, commercial and residential community partners, government officials, neighborhood development groups and other public and private entities, the administration for the City of Memphis has presented the area outlined in Exhibit "A" as the proposed Graceland Tourism Development Zone; and

WHEREAS, said Graceland Tourism Development Zone and the Qualified Public Use Facility provided herein shall be subject to certification by application to the State of Tennessee Department of Finance and Administration; and

WHEREAS, there has been submitted to the City of Memphis, the Graceland Tourism Development Zone Master Plan (the "Graceland Master Plan"); and

WHEREAS, the City of Memphis finds that it is wise, necessary and advisable to adopt and approve the Graceland Master Plan; and

WHEREAS, the TDZ Act contemplates the creation of a plan to ensure participation of statutorily defined minority-owned businesses in the financing, construction, leasing, equipping, renovation and acquisition, as applicable, of the qualified public use facility; and

WHEREAS, Graceland has a longstanding history of employing minority person and contracting with minority owned businesses; and

WHEREAS, in compliance with the TDZ Statute and to further Graceland's history of minority participation, the City of Memphis finds that it is wise, necessary, and advisable to adopt such a minority-owned business participation plan in the form proposed herewith (the "Minority-Owned Business Participation Plan"); and

WHEREAS, municipalities are authorized under pursuant to Tennessee Code Annotated, Title 7, Chapter 53 (the "IDB Statute") to organize industrial development organizations (each an "IDB") to promote industry and develop trade; and

WHEREAS, _____, _____ and _____ have filed an application with the City of Memphis proposing that an IDB be created to operate for the purposes described in the IDB Statute within the Graceland Campus, as more particularly described in the application, such IDB to be known as the Graceland Industrial Development Board (the "Graceland IDB"); and

WHEREAS, the City of Memphis seeks to promote industry and trade in order to provide added job opportunities for its people, including those served by the area affected by the Graceland IDB's operations; and

WHEREAS, the City of Memphis finds that it is wise, necessary, and advisable that the Graceland IDB be formed; and

WHEREAS, the City of Memphis finds that it is wise, necessary, and advisable to appoint 9 persons as the initial directors of the Graceland IDB; and

WHEREAS, it is contemplated that the Graceland IDB will issue bonds and otherwise incur indebtedness related to and in furtherance of the qualified public use facility to be located in the Graceland TDZ; and

WHEREAS, it is proposed that the City allocate the TDZ Revenues to the Graceland IDB to pay debt service on any qualified public use facility and qualified associated developments to be located in the Graceland TDZ from time to time; and

WHEREAS, in addition to the TDZ Revenues, T.C.A. Section 67-4-3003 authorizes the City of Memphis to charge a 5% Tourist Surcharge on goods and services used by visitors to the Graceland TDZ's qualified public use facility and other related facilities (the "Tourist Surcharge"); and

WHEREAS, the City of Memphis finds that it is wise, necessary, and advisable to authorize imposition of the Tourist Surcharge; and

WHEREAS, the IDB Statute provides that an IDB may submit an economic impact plan (an "Economic Impact Plan") to the municipality creating the IDB that provides for distribution of incremental ad valorem property taxes to the IDB to pay the IDB's indebtedness incurred in connection with the area subject to the Economic Impact Plan; and

WHEREAS, the City of Memphis finds that it is wise, necessary, and advisable to authorize and direct the Graceland IDB to develop an Economic Impact Plan with respect to the Graceland Campus; and

WHEREAS, the City desires to (i) designate the Graceland TDZ as a Tourism Development Zone under the TDZ Act, (ii) approve the Graceland Master Plan, (iii) approve the Minority-Owned Business Participation Plan; (iv) authorize the creation of the TDZ Application and the filing of the TDZ Application with the State for approval, (v) authorize the creation of the Graceland IDB, (vi) appoint directors of the Graceland IDB, (vii) allocate the TDZ Revenues from the Graceland TDZ to the Graceland IDB; (viii) authorize and direct the Graceland IDB to take all actions necessary to enact the Tourist Surcharge, (ix) authorize and direct the Graceland IDB to take all actions necessary to develop an Economic Impact Plan for the Graceland Campus, and (x) otherwise provide with respect to the foregoing.

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

1. That the geographic area set forth in Exhibit A to this resolution shall be formally known as the Graceland Tourism Development Zone, and said area shall be designated as a Tourism Development Zone within the meaning of the TDZ Act, shall be

entitled to the receipt of all benefits allowed to it pursuant to the Act, and any other relevant statute(s).

2. The Mayor or his duly appointed designee are hereby authorized to file with the Tennessee Department of Finance and Administration an application, pursuant to TCA §7-88-108, seeking certification of the above described Tourism Development Zone and the Graceland Campus as a qualified public use facility.

3. The Graceland Master Plan is hereby approved.

4. The Minority-Owned Business Participation Plan is hereby approved.

5. The formation of the Graceland Industrial Development Board is hereby authorized and approved and the incorporators of the Graceland IDB are hereby authorized and directed to file the charter of the Graceland IDB in substantially the form attached hereto as Exhibit B with the Tennessee Secretary of State.

6. The following persons are hereby appointed as the initial directors of the Graceland IDB:

Name	Term Ends
_____	June 30, 2016
_____	June 30, 2016
_____	June 30, 2016
_____	June 30, 2018
_____	June 30, 2018
_____	June 30, 2018
_____	June 30, 2020
_____	June 30, 2020
_____	June 30, 2020

7. The State is hereby requested to direct all future payments of the TDZ Revenues generated by the Graceland TDZ to the Graceland IDB, or its assignees, to be used to repay the indebtedness it incurs related to any qualified public use facility or qualified associated development located in the Graceland TDZ from time to time.

8. The Graceland IDB is hereby authorized and directed to take all steps necessary to enact the Tourist Surcharge, subject only to such further authorizations of the City as may be required by applicable law.

9. The Graceland IDB is hereby authorized and directed to take all steps necessary to develop an Economic Impact Plan, subject only to such further authorizations of the City as may be required by applicable law.

10. All actions heretofore undertaken by the Mayor or his designee and other officials, employees, attorneys and agents of the City in furtherance of the intent of this resolution, and of the documents authorized by this resolution, are hereby ratified, confirmed and approved.

11. The Mayor or his designee and other appropriate officials of the City are hereby authorized to enter into such agreements, and they and other appropriate employees of the City are hereby authorized to execute such certificates or other documents and take such other actions, as may be necessary or appropriate to carry out the intent of this resolution.

12. This resolution shall take effect from and after its adoption, the welfare of the City of Memphis requiring it.

Adopted this ___ day of August, 2014.

CERTIFICATE OF INCORPORATION OF THE
GRACELAND INDUSTRIAL DEVELOPMENT BOARD

1. The name and residences of the applicants to this Certificate of Incorporation are as follows:

Name:

Address of Residence:

Each of the applicants is an elector of and taxpayer in the City of Memphis, Tennessee.

2. The name of the corporation is the GRACELAND INDUSTRIAL DEVELOPMENT BOARD.
3. Permission to organize this corporation was granted by resolution duly adopted by the City Council of Memphis, Tennessee, the governing body of said municipality, on _____, 2014.
4. The corporation's registered office is the _____, Memphis, Shelby County, Tennessee 38116. The corporation's registered agent at that office is _____.
5. The purpose for which the corporation is proposed to be organized are as follows:
- a. To do and perform any and all acts as set forth and authorized in Title VII, Section 53 of the Tennessee Code Annotated, being Sections 7-53-101 et. seq. (the "Act"), as the same may be amended from time to time.
 - b. To acquire, sell, lease and dispose of properties to the end that the corporation may be able to maintain and increase employment opportunities by promoting industry, commerce, tourism, and recreation by inducing manufacturing, industrial, governmental, educational, financial, service commercial and recreational enterprises to locate, remain and/or expand within the Corporation's Area (as hereinafter defined).
6. The Corporation shall have all of the powers of an Industrial Development Corporation as set forth in the Act and shall have all powers incidental to or necessary for the performance of those purposes enumerated herein and in the Act and In addition those specific powers enumerated below.
7. The Corporation shall have the power to make all rules and regulations not inconsistent with the provisions of this Certificate or the provisions of the Act which the Board of Directors deems expedient for management of the Corporation's affairs.
8. The Corporation shall have the power to act only within an area bounded by _____ (the "Corporation's Area"), and the Corporation shall not have the

power to act outside of the Corporation's Area except to the extent that such action will directly benefit the Corporation's Area.

9. Notwithstanding the powers granted to the Corporation in the Act, the Corporation shall not have the power to enter into any payment in lieu of tax agreement with any party.
10. The corporation shall have a Board of Directors consisting of nine (9) members, all of whom shall be duly qualified electors of and taxpayers in the City of Memphis, Tennessee.
11. The corporation shall have a perpetual existence unless sooner dissolved in accordance with statutory provisions.
12. To the extent allowed by the laws of the State of Tennessee, no present or future director of the corporation (or his or her estate, heirs and personal representatives) shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director of the corporation. Any liability of a director (or his or her estate, heirs and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the laws of the State of Tennessee, as may hereafter be adopted or amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

13. With respect to claims or liabilities arising out of service as a director or officer of the corporation, the corporation shall indemnify and advance expenses to each present and future director and officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended; provided, however, that the corporation may not indemnify a director (a) for any breach of the director's duty of loyalty to the corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any unlawful distribution.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a Certificate of Incorporation for the purposes declared in the foregoing instrument.

WITNESS OUR HANDS this _____ day of _____, 2014.

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared _____, _____, and _____, with whom I am personally acquainted and who, upon being duly sworn according to law, acknowledged that they executed the within application for a Certificate of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal in Memphis, Tennessee, this the _____ day of _____, 2014.

Notary Public

My Commission Expires:

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared _____, _____, and _____, with whom I am personally acquainted and who, upon being duly sworn according to law, acknowledged that they executed the within application for a Certificate of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal in Memphis, Tennessee, this the _____ day of _____, 2014.

Notary Public

My Commission Expires:

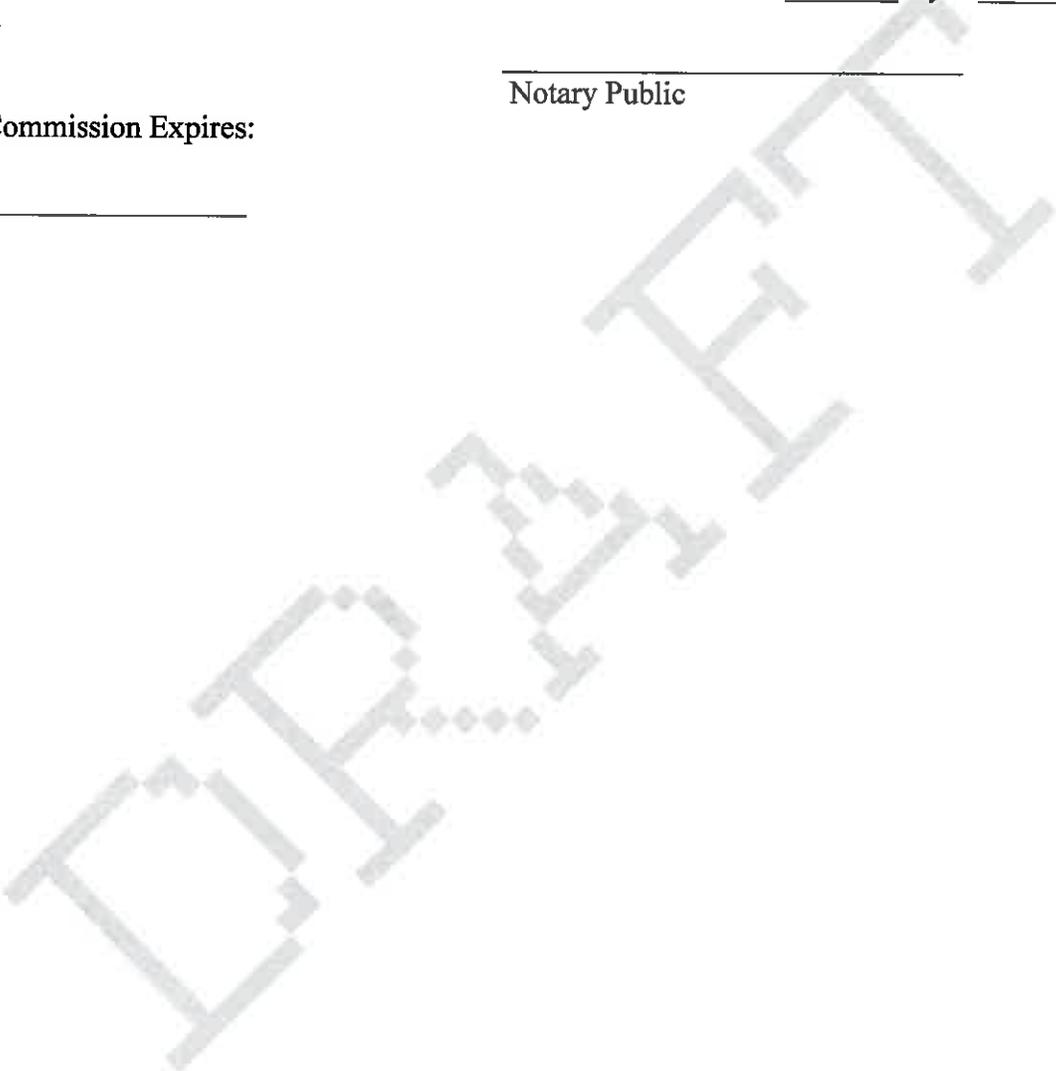
STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared _____, _____, and _____, with whom I am personally acquainted and who, upon being duly sworn according to law, acknowledged that they executed the within application for a Certificate of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal in Memphis, Tennessee, this the _____ day of _____, 2014.

Notary Public

My Commission Expires:



BY-LAWS
OF
GRACELAND INDUSTRIAL DEVELOPMENT BOARD

ARTICLE I.

Offices and Designation

SECTION 1. Principal Office. The principal office of the Corporation shall be located at 125 N. Main Street, Memphis, Tennessee 38103. The location of the principal office of the Corporation may be changed from time to time by action of the Board of Directors.

SECTION 2. Registered Office. The registered office of the Corporation shall be located at Herman Morris, Jr., City Attorney, 125 N. Main Street, Memphis, Tennessee 38103. The location of the registered office of the Corporation may be changed from time to time by action of the Board of Directors, but its location must always be identical with the business office of the Corporation's registered agent.

SECTION 3. Designation. This Corporation is a public, nonprofit corporation.

ARTICLE II.

Board of Directors

SECTION 1. General Powers; Number of Directors. The Board of Directors shall consist of nine (9) members in which all powers of the Corporation are vested. All Directors shall be duly qualified electors of and taxpayers in City of Memphis, Tennessee. The Directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in and about the performance of their duties. No Director shall be an officer or employee of the City of Memphis or Shelby County, Tennessee.

SECTION 2. Election; Term. The Directors shall be elected by the Memphis City Council and they shall be so elected that they shall hold office as set out in Title VII, Chapter 53, Industrial Development Corporations, being Section 7-53-101 through Section 7-53-316, inclusive, of Tennessee Code Annotated, as amended from time to time (the "Act"). The Directors shall be nominated by the Mayor of the City of Memphis. The nominees for the first Board of Directors will be arranged in the following categories: Category A, two (2) years; Category B, four (4) years; Category C, six (6) years.

The term of any Director begins when the Memphis City Council votes to elect such nominee. The term of each Director shall run on a calendar year basis and, after the initial terms, shall be for six (6) years. The term of all Directors shall continue until a successor is duly elected and

qualified. Notwithstanding the foregoing, the terms of the Initial Directors shall commence upon the filing of the Charter of the Corporation with the Secretary of State of Tennessee.

SECTION 3. Vacancies. Should any office of directorship become vacant, the Mayor of the City of Memphis shall nominate a successor and the Memphis City Council shall elect a successor, and such election shall be for the unexpired term of said office. An office of directorship shall be considered vacant if the Director dies or resigns. The existence of one or more vacancies in the membership of the Board of Directors, or any delay in the election of a replacement Director or in the election of a successor for any one or more Directors whose term has expired, shall not affect the due organization or existence of the Corporation or invalidate any action of the Corporation or its Board of Directors; and the Directors remaining in office shall, pending election of any such replacement or successor Director or Directors, be the duly constituted Board of Directors of the Corporation.

ARTICLE III.

Meetings

SECTION 1. Place of Meetings. The Board may hold meetings at the office of the Corporation or at such other place or places either within or without the State of Tennessee as the Board may determine.

SECTION 2. Regular Meetings. Regular meetings of the Board shall be held as the Board may provide by resolution, without other notice than such resolution. Such meetings will be open to the public with proper notification being given to members of the Board and to the public at least five (5) days in advance of the meeting. The regular meeting of the Board held in June of each year shall be considered the official annual meeting of the Corporation. If no regular meeting is held in June, the next regular meeting following the month of June shall be considered the Corporation's official annual meeting.

SECTION 3. Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman of the Board or any two (2) directors. Notice of each such meeting shall be given to each director, at least two (2) days before the day on which the meeting is to be held. Such meetings will be open to the public with proper notice being given to directors and to the public at least twenty-four (24) hours before the meeting.

SECTION 4. Quorum and Manner of Acting. The powers of the Corporation shall be vested in the Directors thereof in office from time to time. A majority of the Directors then in office shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. The affirmative vote of a majority of Directors present is the act of the Board unless the Charter or these Bylaws or law requires the vote of a greater number of Directors.

SECTION 5. Adjourned Meetings. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned is fixed at the meeting at which the adjournment is taken if the period of adjournment does not exceed one month in any one adjournment and notice of the adjourned meeting and the date, time and place of the meeting to which the earlier meeting has been continued, shall be given to all directors not present at the adjourned meeting within two (2) days of the adjournment.

SECTION 6. Participation Electronically. Subject to compliance with applicable laws relating to meetings of public bodies, any or all Directors may participate in either a regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE IV.

Officers

SECTION 1. Officers. The officers of the Corporation shall be a Chairman of the Board, a President, a Secretary and a Treasurer, each of whom shall be elected by the Board. The Board may elect or appoint such other officers as it may deem necessary or desirable. The Board may also authorize any officer to appoint one or more other officers or assistant officers, as may be deemed necessary or desirable. The same individual may simultaneously hold more than one office in the Corporation, except the offices of President and Secretary.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board shall be elected annually by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it conveniently may be. Officers may also be elected at any subsequent meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or until he shall have been removed in the manner hereinafter provided, whichever event shall first occur.

SECTION 3. Removal. The Board may remove any officer at any time with or without cause.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board.

SECTION 5. Chairman. The Chairman of the Board shall preside at all meetings of the Board. Except as otherwise authorized by resolution, the Chairman shall have the power to sign all contracts, bonds, debts and other instruments of the Corporation. The Chairman of the Board shall be, ex-officio, a member of all standing committees.

SECTION 6. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in the case of the resignation, removal or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such times as a new Chairman shall be selected.

SECTION 7. President. The President, in the absence of the Chairman of the Board, shall preside at all meetings of the Board of Directors and shall be charged with the active management and administration of the business of the Corporation. The President shall have the power to make all contracts in the conduct of the regular and ordinary business of the Corporation and may appoint and discharge agents and employees of the Corporation and fix their compensation, subject to the general supervisory powers of the Chairman of the Board and the Board of Directors. The President shall do and perform such other duties as from time to time may be assigned to him by the Board.

SECTION 8. Secretary. The Secretary shall be responsible for the preparation and safe-keeping of the minutes of all meetings of the Board and committees and shall perform such other duties as are incident to this office or as may be prescribed by the Board of Directors.

SECTION 9. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of the Corporation and shall cause all monies and other valuable effects of the Corporation to be deposited in such depositories as may be designated from time to time by the Board of Directors.

ARTICLE V.

General Provisions

SECTION 1. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents of the Corporation, and in such manner as shall be determined by the Board.

SECTION 2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may from time to time be delegated by the Board.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall commence on July 1.

SECTION 4. Seal. The Corporation shall have no seal.

ARTICLE VI.

Amendments

The Bylaws of this Corporation shall be promulgated and established by the Board of Directors. The Bylaws may be amended only with the approval of at least a majority of the Directors of the Corporation then in office at an annual or other regular meeting or at a meeting duly called for that purpose.

DRAFT

Graceland Tourism Development Zone

Minority-Owned Business Participation Plan

Elvis Presley Enterprises, Inc. ("EPE") has elected to construct certain projects within the proposed Graceland Tourism Development Zone as "qualified public use facilities" in accordance with Tenn. Code Ann. § 7-88-103(7)(A)(iii). As such, the projects will be "covered qualified public use facilities" under Tenn. Code Ann. § 7-88-116 (the "Statute").

In conformity with the values of its namesake, EPE has a long history of minority employment, currently __% of its workforce are minority or disabled persons, and will seek to continue this tradition through the implementation of this Minority-Owned Business Participation Plan.

As part of the construction of the projects, EPE will solicit, and will cause its contractors to solicit, bids from minority-owned businesses, as defined in the Statute, regarding the construction and equipping of the project facilities. EPE shall strive to maximize participation of minority-owned businesses through both prime and second tier business contracting opportunities throughout the tourism development zone and shall strive to achieve a level of minority-owned business participation representative of the population demographics of Shelby County, with a minimum goal of 20% project participation by minority-owned businesses.

EPE, with the assistance of DreamCatcher Hotels, is in the process of selecting a prime construction contractor. As a component of the selection process, EPE has required that bidders provide information concerning their history of utilizing minority owned businesses.

EPE has narrowed its search for a prime construction contractor to two candidates. Both candidates have committed to do the following on EPE's behalf:

- Identify minority-owned businesses in the Memphis area and actively seek their involvement with the project;
- Conduct work sessions and provide training for and technical assistance to minority-owned businesses concerning the project, this Minority-Owned Business Participation Plan, project bid procedures and timelines and other related matters;
- Encourage majority sub-contractors to enter into joint ventures with minority-owned businesses;
- Divide construction tasks into parts and sub-parts for bidding in a manner that encourages minority-owned business participation; and
- Monitor and regularly report on minority-owned business participation in the project.

Each of the bidding contractors has a history of attaining high levels of participation by minority-owned businesses, a demonstrated commitment to such participation, and a familiarity with the minority-owned businesses in the area.

Furthermore, to the extent that the construction and equipping of the project facilities is done without the aid of the prime construction contractor, EPE will take the following steps to ensure participation by minority-owned businesses:

- Work with local minority business groups to identify minority-owned businesses in the Memphis area that can assist EPE with its needs and actively solicit their participation;
- Provide minority-owned businesses with technical assistance during any bidding process;
- Fashion requests for proposals to encourage bidding by minority-owned businesses; and
- Monitor minority-owned business participation.

EPE is committed to the encouragement of the participation of minority-owned businesses and looks forward to the opportunity to continue its commitment to minority employment and participation at the Graceland site.

**Steps Required and the Public Approvals Needed
For Financing of The Guesthouse and Graceland**

	Creation of Master Development Plan (Required to be approved by City Council under T.C.A. Section 7-88-116(d), certified by Department of Finance and Administration to the State Building Commission and approved by the State Building Commission under T.C.A Section 7-88-108(a)).
	Creation of a Minority Owned Business Plan (Required to be approved by the City Council under T.C.A. Section 7-88-116(d)).
	Preparation of Resolution of City Council for creation of new Graceland Industrial Development Board (the application will name the initial directors).
	Approval by City Council of Master Development Plan and Minority Owned Business Plan (T.C.A. Section 7-88-116(d)).
	Approval by the City Council of creation of the Graceland Industrial Development Board (Can be approved at meeting approving the Master Development Plan).
	Approval of the County Commission of memorandum of agreement with Graceland Industrial Development Board.
	Submission of Certificate of Incorporation of Graceland Industrial Development Board with recitals required by T.C.A. Section 7-53-202 to Tennessee Secretary of State for approval.
	Preparation of application by City to State for certification of tourism Development Zone and Public Use Facility as a "Qualified Public Use Facility" (Required by T.C.A. Section 7-88-108(a)). The application must include the Master Development Plan and the Minority Owned Business Plan (T.C.A. Section 7-88-116(d)).
	Submission of application to the Department of Finance and Administration for approval of the application for certification of the TDZ (T.C.A Section 7-88-108(a)).
	Certification by the Department of Finance and Administration of application to create the TDZ. The Department is required to forward the application to State Building Commission for approval (T.C.A. Section 7-88-108(a)). The Department of Finance and Administration is required to certify the Tourism Development Zone and that the public use facility is a "qualified public use facility."
	Approval by State Building Commission of tourism development zone (T.C.A Section 7-88-108(b)).

	City Council approval of 5% sales tax increment. T.C.A. Section 67-4-3003 (b)(1) requires 2/3 vote of City Council at two consecutive regularly scheduled meetings. Since approving a tax on businesses in a TDZ, cannot occur until the State Building Commission has approved the TDZ.
	Organizational meeting of Graceland Industrial Development Board.
	Development of an Economic Impact Plan required for approval of TIF (T.C.A. Section 7-53-312(b)).
	Public hearing on the Economic Impact Plan. Notice of the public hearing is required to be published two weeks before the hearing (T.C.A Section 7-53-312(g)).
	Approval by City Council of the Economic Impact Plan (T.C.A. Section 7-53-312(f)).
	Approval by County Commission of the Economic Impact Plan (T.C.A. Section 7-53-312(f)).
	Approval by Graceland IDB Board of Project, bonds/notes and TIF.
	Submission of plan information to State Comptroller (T.C.A. 9-23-106, annual reports required thereafter).
	Approval by the Commissioner of Economic and Community Development and State Controller of the use of TIF proceeds for other than public infrastructure (T.C.A. Section 9-23-108).
	If the use of TIF funds is approved, the proceeds are only available for 20 years without a determination by the Commissioner of Economic and Community Development and the Controller that a longer period is in the State's best interest (T.C.A. Section 9-23-104).