



## **Regional Alliance Pulls Toyota to Tupelo:** *Special Report Explores Innovative Alliance*

## Acknowledgements

This report was researched and written by freelance writer Fred Baldwin, with guidance from NADO Executive Director Matthew Chase, Deputy Executive Director Laurie Thompson and Program Manager Carrie Kissel.

We thank all the individuals who provided information and photographs and those who consented to be interviewed. Special thanks are extended to Three Rivers Planning and Development District Executive Director Randy Kelley and Community Development Foundation President and CEO David Rumbarger for their assistance.

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This material is based upon work supported by the Federal Highway Administration under Agreement No. DTFH61-060H-0029. Any opinions, findings and conclusions or recommendations expressed in this publication are those of the author(s) and do not necessarily reflect the view of the Federal Highway Administration.



### Center for Transportation Advancement and Regional Development

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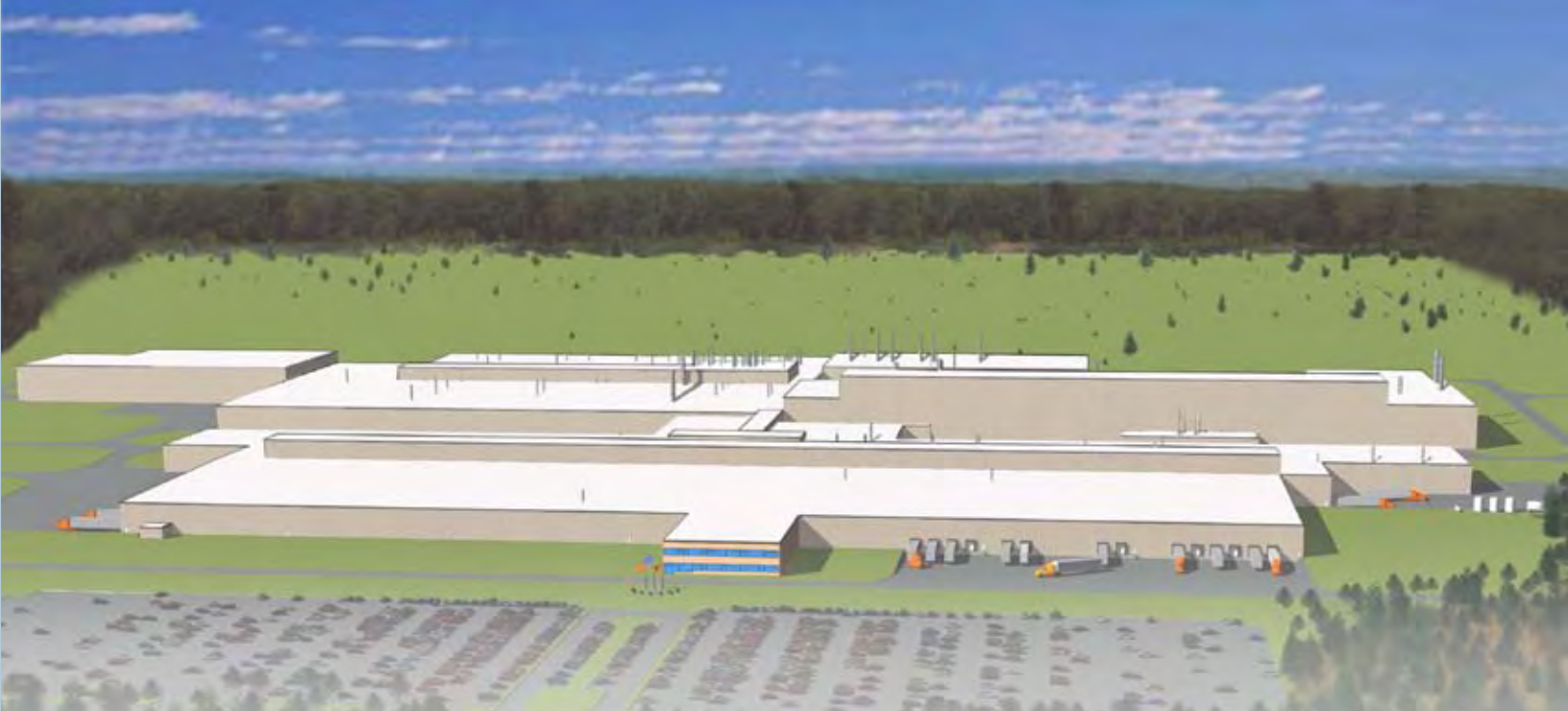
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Visit [www.NADO.org](http://www.NADO.org) to learn more about the Research Foundation or [www.RuralTransportation.org](http://www.RuralTransportation.org) for more on the Center.

*Cover photos: Top: Toyota's ceremonial groundbreaking in April 2007 of the new vehicle assembly plant in Mississippi. Bottom left and opposite page: artist's rendering of the new plant. Bottom center: Lee County Supervisors celebrate with Toyota North America's President and COO, Seiichi Sudo. Bottom right: local infrastructure formed an integral part of Toyota's siting decision; photo by Thomas Wells, Northeast Mississippi Daily Journal. Other images courtesy of Toyota and the Community Development Foundation.*



## Regional Alliance Pulls Toyota to Tupelo: *PUL Alliance Efforts Attract New Jobs*

*This special report explores an innovative multi-county cost-sharing consortium focused on regional cooperation and job creation in Northeast Mississippi.*

In February 2007, the Toyota Motor Corporation announced plans to assemble its best-selling SUV, the Highlander, at a \$1.3 billion plant to be built on a 1,730-acre tract near Tupelo, Mississippi. Northeast Mississippi has a skilled manufacturing workforce, strong public schools and higher educational institutions, and an impressive transportation network that includes a limited-access highway soon to become Interstate 22. In hindsight, Toyota's choice of location seems almost inevitable.

Only a few months earlier, however, that outcome was very much in doubt. Three largely rural counties in the area had formed an alliance to acquire purchase options on the necessary acreage. But those options were expiring. Renewing them would be impossible, and hopes of state financial help with buying the tract had just been dashed. As a result, each county's five county supervisors – 15 elected officials, six of whom comprised a majority of the alliance's board – had to decide whether to continue their hunt for a major automotive plant. No one in the area, including those making the decision, knew that their site was on Toyota's short list.

As a board, these officials had only two options. The first, buying the tract on speculation, would require bond issues – \$10 million from each county, in an election year. The land's per-acre cost would be far over the local market price – this for a hilly and tree-covered tract that was hard to visualize as a plant site. With no promise of a client, the supervisors would be buying a proverbial pig in a poke. In fact, with the entire tract located within only one county, two-thirds of them could be accused of buying a pig in someone else's poke.

The only other option was to give up all hope of capitalizing on over five years of painstaking, disciplined effort on Project Wellspring, an ambitious attempt to reinvent the area's economic base.

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# Project Origins and Alliance Leaders

The origins of Project Wellspring date back to 2001, the year in which the Mississippi legislature authorized counties to form multi-county entities to share the costs and benefits of major industrial development. Prompted by a decision by Nissan USA to build a new assembly plant near Canton (in the south-central part of the state), the new law required any such alliance to be based on a solid commitment from a client to build on a site.

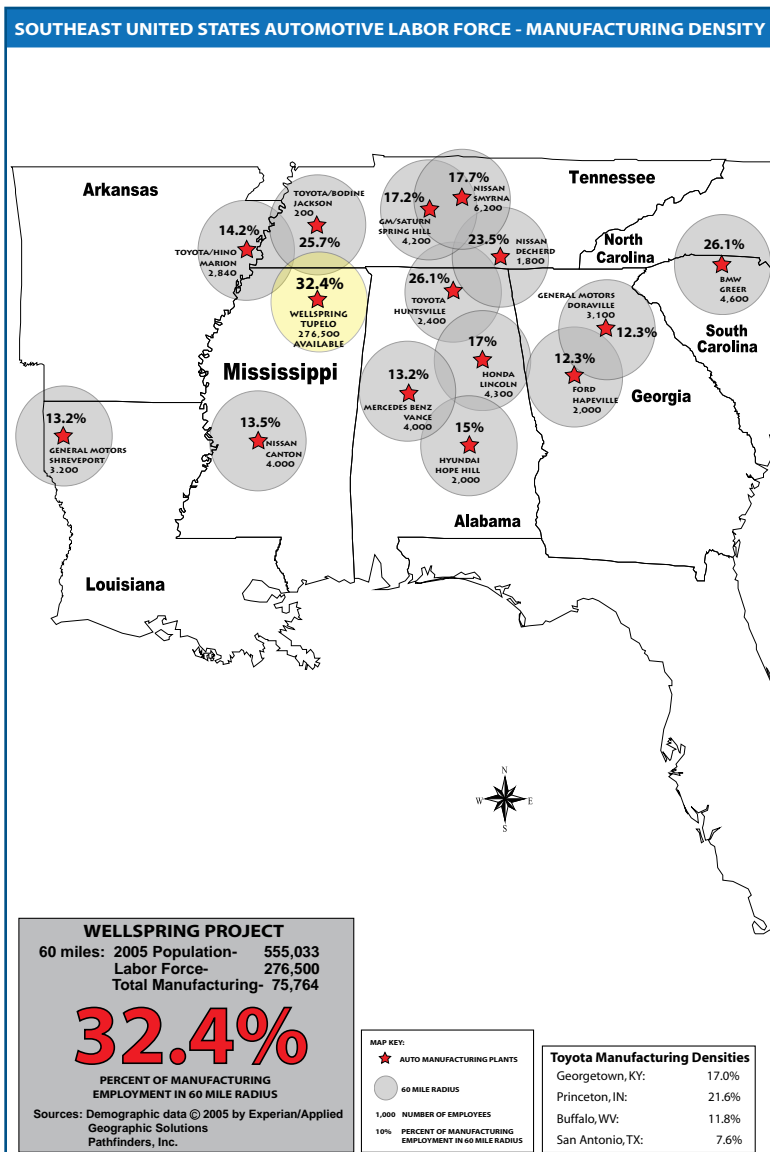
Randy Kelley, executive director of the Three Rivers Planning and Development District (PDD), headquartered in Pontotoc, which serves an eight-county area located slightly south of the state's northeast corner, recognized both the law's promise and its initial limitations. Kelley and other local leaders soon persuaded the legislature that, if it was smart to let counties partner in sharing the fruits of a completed deal, it would be even smarter to let them partner to bring potential deals to fruition.

By the end of 2001, the counties of Pontotoc, Union and Lee had formed the PUL Alliance. The new alliance was governed by a nine-member board – two supervisors from each county plus the mayors of each county's largest city. Pontotoc and Union counties have populations of about 28,000 each; Lee, whose county seat is Tupelo, has fewer than 80,000. The three counties quickly agreed to the simplest possible formula for sharing site acquisition and site marketing costs, as well as any later property tax revenues: one-third each.

The Three Rivers PDD became the alliance's fiscal and administrative arm. The Tupelo-based Community Development Foundation representing a broad cross-section of Lee County's economic, political and educational organizations, became the project's marketing arm.

These organizations and their top executives have impressive track records. Counting both Three Rivers PDD's programs budget and its extensive loan portfolio, the agency handles approximately \$200 million annually. Kelley has been its director for 30 years and is a past president of the National Association of Development Organizations (NADO). His credibility with local officials, earned by negotiating tough issues like an eight-county trash collection project and siting the necessary landfill, would become a critical factor in decisions on Wellspring.

The CDF's president and CEO is David Rumbarger, who came to Tupelo in 2000 with years of marketing experience in other states, some in state government and some with public utilities. Rumbarger describes potential problems clearly but also helps you see almost any glass as half full. And if a glass looks empty, he'll help you focus on how to fill it to suit yourself. Local officials pay him what they consider their highest compliment: that he's as good at his job as Kelley is at his.



Map courtesy of the Community Development Foundation

## Laying the Groundwork

For several decades furniture-making has been northeast Mississippi's principal industry. However, Rumbarger notes that the three counties lost about 8,000 (or about 25%) furniture-related jobs between 1990 and 2000 and perhaps as many as 4,000 more since then.

Rumbarger explains that studies commissioned by the PUL Alliance showed that only two U.S. manufacturing sectors showed a net increase in employment during the 1990s: food processing and automotive manufacturing.

Large-scale food processing plants require more water and wastewater disposal capacities than the Tupelo area can provide. But states across the South and Southeast had been highly successful in attracting major automotive plants. For example, Honda, Hyundai, Mercedes Benz and Toyota have plants in Alabama, while Nissan, GM/Saturn and Toyota have plants in Tennessee.

Rumbarger adds that the automotive sector has one of the highest job creation multipliers of any industry – as high as seven by some estimates. Advised by Kelley and Rumbarger, the PUL Alliance decided to shoot for attracting a major automotive assembly plant within five to seven years. If that effort failed, Plan B would be to try to snare one or more major automotive parts suppliers.

Interstate frontage and nearby rail access are absolutely essential elements for the kind of development the PUL Alliance wanted. [See "Transportation" sidebar, p. 4] During 2003, engineers from the Tennessee Valley Authority (TVA) helped evaluate a potential site, 1200 acres near the tiny Union County town of Blue Spring.

It was far from ideal – "all hills and hollers," someone describes it. "You are not going to find a flat site in the foothills of the Appalachians," Rumbarger says, "but the soil is outstanding. It meets or exceeds all standards for compaction." He adds that leveling ground is a one-time cost, with no worries of later flooding. In May 2004, the site was submitted to TVA for certification as a "mega site" (and in early 2005 became only the third such site then approved within TVA's seven-state region).

The proposed tract was a patchwork quilt of small parcels, few larger than a hundred acres, held by 22 different landowners. In November 2004, Kelley and John Byers, director of the Three Rivers PDD technical assistance division, began securing purchase options. Many small parcels had been held within a family for generations.

After explaining the Alliance's goal, Kelley made this appeal: "We know that your grandparents may have lived here. We're asking you to sell so that your grandchildren will have good jobs that will let them stay in this area." Every landowner in the core site gave the Alliance two-year options, and none demanded any up-front payment. When a parcel was only partly within the target tract, the Alliance team took an option to buy all of it, swelling the potential acquisition area to about 1,700 acres.



*Aerial view of the Wellspring Site in Blue Spring, Mississippi.  
Photo courtesy of Toyota.*

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## An Integrated, Multi-Modal Transportation System



When the PUL Alliance formed by three northeastern Mississippi counties began its campaign to attract a major automotive manufacturer, designation of U.S. Highway 78 as an Interstate was a top priority. Interstate 22-designated was an ace in the local deck – but not the only high card.

Highway 78 is a four-lane, controlled-access highway built to Interstate standards (as part of the Appalachian Development Highway System). U.S. Department of Transportation regulations require that any Interstate highway must connect to an existing Interstate. By or near the close of this decade, Highway 78 will connect to Interstates at each end, one near Birmingham, Alabama, and the other slightly south of Memphis, Tennessee. With help from their U.S. Senators and Representative, the Alliance succeeded in having Highway 78 become “Interstate 22 - Designated” with appropriate red, white and blue signage.

William M. Jamieson Jr., a district engineer for the Mississippi Department of Transportation, notes that in 1978 Mississippi began a series of major upgrades to its highways and now has an extensive network of four-lane highways with limited “at grade” access, just under Interstate standards. “We’ve now got a highway system I think is equal to anybody’s in the country,” Jamieson says.

Rail service to the area is also excellent. David Rumbarger, who led the marketing effort that brought Toyota to the area, notes that two national rail lines

intersect near Tupelo. The Kansas City Southern runs north-south; the Burlington Northern Santa Fe runs east-west across the country from California to Florida. Imported parts offloaded in Long Beach, California (or a port in Mexico), can be shipped straight to Tupelo without changing trains. Extending a spur line to the Toyota plant site will require building a bridge across Interstate 22. Approximately \$20 million of an incentive package passed by the Mississippi legislature will pay for that construction, which will be owned by the PUL Alliance.

Barbara McDaniel, a Toyota spokesperson, adds that air transport is also important for a company committed to a “just-in-time” parts-supply system. Toyota already has cross-docks located near the Memphis, Tennessee airport, about 90 minutes from the new Mississippi plant site. The cross-docks system functions like an airline hub. Parts arrive from multiple suppliers. They are quickly transferred to other trucks (often several kinds of parts on one truck) and hustled out to Toyota production facilities.

Finally, the Tennessee-Tombigbee Waterway, which links the Ohio River Valley to Gulf Ports, has a port fewer than 40 miles from the Toyota plant site. Toyota’s suppliers rely almost exclusively on rail or truck transport, so the waterway was not a significant factor in the company’s siting decision. But barge shipments on the Tenn-Tom may become more important for manufacturers needing to move heavy, bulky tonnage like scrap metal or ores.

*Above photos, left to right: BNSF and other rail lines provide necessary infrastructure access for Toyota’s auto assembly operations. What is now U.S. Hwy 78 is undergoing a series of improvements to bring it up to Interstate standards, once the work is complete, the stretch of road will become I-22. Mississippi Governor Haley Barbour and Toyota Motor Corporation president Katsuaki Watanabe attend Toyota’s groundbreaking in April 2007. Highway photo by Thomas Wells, Northeast Mississippi Daily Journal; other photos courtesy of BNSF and Toyota.*



## Fresh Concept, Pro-active Regional Approach

The project was branded as the Wellspring Project, a fresh-sounding, easy-to-remember name that area residents could associate with nearby Blue Springs, but that avoided all county-specific labeling. One by one, all the necessary studies were completed, addressing preliminary engineering and environmental issues. The Wellspring sponsors were proactive. For example, they filed for wetlands protection certification with the U.S. Corps of Engineers, knowing that the Corps would deny a request submitted without an actual client's site plan. But they also knew that familiarizing reviewers with their site data could shave months off review time, once they had actual plans to file.

In May 2005, a delegation from the PUL Alliance, including both key staff and almost all the county supervisors, introduced Wellspring to the Automotive World Congress in Barcelona, Spain. They handed out professionally produced DVDs in English, German and Japanese. Aside from attending trade shows, they spent almost nothing on general advertising.

"We wanted to meet people face-to-face," Rumbarger says. "This isn't brain surgery. Everybody knows who's making cars. But it took me three months to get through to a key Toyota executive."

Four prospects besides Toyota – one American, one European and two Japanese – made at least cursory visits during this period. Toyota first dropped by in 2002 and frankly told the Wellspring team that their act wasn't yet ready for prime time. The local team learned to anticipate questions and complete their homework in advance. (For example, in 2002 they could not tell a Toyota engineer how much dirt would have to be moved to level the Wellspring site. In 2006 they knew: 6,000,000 – 8,000,000 cubic yards at an estimated cost of \$35 – 46 million.)

In 2005, Mississippi Governor Haley Barbour met in Japan with Toyota executives to promote the state's assets. In May 2006, Rumbarger met with Toyota executives in their company's New York headquarters. He adds that during 2006 and early 2007 Toyota visited the area 16 times "that we know of." One of the elements Toyota wanted was more acreage to create a buffer zone around the actual plant site, which sent Kelley scrambling frantically for options on an additional 450 acres involving even more small parcels than ever. He obtained them within 18 days, bringing the total number of committed landowners to 56. Incredibly, until about 24 hours before the official site selection announcement, only a handful of local people – no more than 10, Kelley guesses – ever knew that Toyota was now a serious prospect. (See "Secrecy" sidebar, p. 7)

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## From “Field of Dreams” to “Cutting the Ribbon”

No one, of course, could know what Toyota’s ultimate decision might be or how long it would take the company to make it. Kelley was painfully aware that the purchase options would begin to expire by the end of 2006, and he knew that he would never again be able to cobble together anything like a 2,230-acre tract. “If we’d lost even one owner,” he says, “we’d have been out of the hunt.”

The only way to hold the Wellspring tract together was to buy the land. Early in 2006 the PUL Alliance tried for state help on a purchase; a bill authorizing the purchase passed the Mississippi House. Lacking broad political support, the bill never made it to the Senate floor. It didn’t help that its timing coincided with Hurricane Katrina’s devastation of Mississippi coastal counties. Phil Morgan, a Lee County supervisor, says, “I could understand folks in Hancock and Harrison counties saying, ‘You better not put that kind of money into something that hasn’t happened yet, when down here we’re living in trailers.’”

Newspapers and radio talk shows around the state mocked the PUL Alliance’s plans as a “Field of Dreams.” Letter-writers and callers suggested re-naming Wellspring as “Wishing Well” or “Welfare Hole.” Only the Tupelo-based *Northeast Mississippi Daily Journal* never wavered in its support. Billy Crews, publisher of the *Daily Journal*, says: “We were getting clobbered, and we were a little surprised. We had been front-loading investments for years. This was the way we had always done business.”

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It’s all or none.”  
– Randy Kelley, executive director  
of Three Rivers PDD

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Confirmation that no state funding would materialize arrived in November, the month the first options were set to expire. Kelley figured that buying the land could cost as much as \$30 million – requiring a \$10 million bond issue from each county.

The Wellspring board met in the CDF boardroom on September 15, 2006. All 15 county supervisors were present since they would be the ones having to vote on the bond issues. After apologizing for not foreseeing that all those purchase options would expire on the eve of an election year, Kelley summed up.

“We have to buy the land or fold our tents,” he said. “I can tell you this much: We have contact with a client. But there’s no prize for second place. You don’t get half the jobs. It’s all or none.”

There was a long silence. Then Danny Jordan, a Union County supervisor, stood up. He remarked that he liked being a county supervisor, hoped to be re-elected in 2007, and might even want another term after that. But he quickly moved to the point, and everyone present remembers his wrap-up much the same way. “This is the right thing to do for the people we represent,” Jordan said. “If it beats my ass, so be it. I’ll make a motion that we buy it.”

As with all other votes on Project Wellspring, the vote was unanimous. Kelley arranged for bridge financing with four banks until the bond issues could be passed. It occurred to him that he had put his own career on the line. The incumbent supervisors trusted him, but if enough of them went down in defeat, their successors might decide that Three Rivers needed a change in management.



The marketing campaign that persuaded Toyota Motor Corporation to locate a new automotive plant in northeastern Mississippi received more than ample publicity. But where the protection of prospects' privacy was concerned, it functioned like a top-secret military operation.

The choice of a site near Tupelo was kept so well that Wellspring Project staff had fewer than 24 hours to invite local VIPs to the formal joint announcement ceremony by Mississippi Governor Haley Barbour and Toyota executives on February 27, 2007. The "leak," if you can call it that, came via a February 26 story in a Japanese newspaper.

The secrecy extended even to the 15 county elected officials comprising the board of directors of the three-county PUL Alliance, under whose auspices the campaign was conducted. Staff members Randy Kelley, executive director of the Three Rivers Planning and Development District, and David Rumbarger, president and CEO of the Community Development Foundation, told the board only that an unnamed client was seriously considering the local site. Kelley warned that any leak would put northeast Mississippi "out of the hunt." Although facing an election year, none of these officials asked for more information.

Even the Wall Street Journal, the nation's gold standard for investigative reporting on business news, missed this one. The newspaper published a round-up article on Toyota's search process about six weeks

before the final announcement. The articles named several sites on Toyota's short list – but not Tupelo.

Throughout the Wellspring campaign, Rumbarger was "Mr. Outside" – the project's sole point of contact with the world, whether an issue involved possible financial incentives or technical questions from Toyota's engineers. He passed along questions he couldn't answer to "Mr. Inside," meaning Kelley, who in turn funneled answers back through Rumbarger.

To avoid taking questions about Wellspring from anyone except Rumbarger, Kelley stopped answering his office phone and returned calls only after making sure the caller was interested in something else. Kelley and Rumbarger communicated only by cell phones.

In addition to preserving secrecy, this level of discipline ensured that information given different callers from Toyota would be consistent with what had been said earlier. Corporations like Toyota also appreciate being able to conduct their own due diligence – checking out local schools, for example – without political or media scrutiny.

"One of the things we ask is that things be kept confidential," says Barbara McDaniel, a Toyota spokesperson. "It's a good indication of whether the community is able to keep its word. That was very important. Really. Tupelo kept the secret better than any other state or community that we've ever worked with."

Left: Mississippi Senator Trent Lott, Mississippi Governor Haley Barbour, Toyota Motor Engineering & Manufacturing North America's (TEMA) President and COO Seiichi Sudo, TEMA Executive Vice President Gary Convis, and TEMA Executive Vice President Ray Tanguay celebrate Toyota's announcement to build new vehicle assembly plant in Tupelo, Mississippi, February 27, 2007. Right: In May 2005, PUL Alliance delegation members introduced the Wellspring site at the World Automotive Congress in Barcelona, Spain. Photos courtesy of Toyota and CDF.



## “Keiretsu with a Southern Accent”

That vote was a watershed event, although there were more crises for Kelley and Rumbarger to handle. One out-of-state owner haggled for a selling price many times over the \$3,000 offered in the options, and only after long negotiations accept a final offer of \$6,800 – the absolute maximum that Kelley estimated the project could afford. The Alliance paid every other landowner that top-dollar price – effectively doubling the project cost. (Even so, Kelley says, the Wellspring site was acquired for one-third less than any other mega site in the nation.)

A relatively minor flap occurred when Toyota became concerned that clear-cutting the site would damage the company’s image as environmentally sensitive. Mississippi Governor Haley Barbour took the sting out of that one by promising to declare a statewide “Toyota Arbor Day” on which Mississippi schoolchildren would plant 500,000 trees. A far more serious glitch – acquiring economically meaningless but legally worrisome mineral rights retained by prior landowners – required more hustling on Kelley’s part.

Over the next three months the supervisors did catch some flak from constituents. “It was hard for me to explain to my neighbors,” Lee County’s Phil Morgan recalls, “how I was taking their tax dollars and investing in Union County on a ‘maybe.’ We couldn’t even tell them what company we were talking to.”

All that ended on February 27, 2007, when Toyota officially announced its decision. The new plant is expected to employ about 2,000 workers. Secondary employment is anyone’s guess at this point, but it could easily be several times that number after a few years. The Mississippi legislature voted to fund a \$294 million incentive package that provides money for site clearing and grading, water and sewer service and other infrastructure improvements, primarily road and railroad bridge construction.

An additional \$30 million will be available to Tier 1 businesses (contracting directly with Toyota) who provide at least 50 jobs. For its part, Toyota, reinforcing its reputation as a good corporate citizen, has pledged \$50 million over the next decade to support local public schools to be administered by a local foundation.

*Left: Mississippi Governor Haley Barbour and First Lady Marcia Barbour sit inside a 2008 Toyota Highlander. Right: Toyota broke ground on the new assembly plant in April 2007. Photos courtesy of Toyota.*



Some factors that made the final Toyota decision seem inevitable are obvious enough. The presence of a highway built to Interstate standards was essential, as was rail transport connecting Wellspring to major markets at all points of the compass. There are good public schools and three major universities within a 90-minute drive – the University of Mississippi, Mississippi State University and the University of Memphis – as well as several community colleges.

The CDF could point to a skilled workforce both accustomed to a manufacturing environment and eager to work. Barbara McDaniel, a spokesperson at Toyota’s headquarters for North American manufacturing in Erlanger, Kentucky, says that Toyota also looks for a strong work ethic. Toyota executives who visited local plants liked what they heard from managements. “But they heard the same thing talking to people on the line,” McDaniel adds. “That made a huge impression on one executive in particular.”

Nevertheless, ask those most closely involved about what makes Project Wellspring a success story, and you get the same answer: “Partnerships.” You expect that word in official speeches, but variations on the theme run like recurring bass notes through every conversation. And everyone is careful to make sure that credit is spread around widely.

Rumbarger and Kelley emphasize the political courage of the county supervisors; the supervisors emphasize both staff support and help at crucial points from the Governor, their U.S. Senators and their Representative, the Mississippi legislature, and a host of state and federal agencies. Billy Crews praises local manufacturing firms that opened their doors to observers who might someday hire some of their best workers away. Several people comment that most of the residents who sold land for the Wellspring site put a vision of the common good ahead of personal preferences.

A post-announcement article in the Daily Journal mentioned *keiretsu*, a Japanese term for interlocking business relationships. The writer suggested that the northeastern Mississippi partnership represents “*keiretsu* with a Southern accent.” Be that as it may, McDaniel says that Toyota does indeed value evidence of local cooperation. “Whenever it looks like a political tug-of-war, that can be a real deal-breaker,” she says. “Three counties coming together to work as one... this is unique.”

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– *Barbara McDaniel,*  
*Toyota spokesperson*

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Union County Supervisor Danny Jordan shrugs off his “right-thing-to-do” speech at a crucial PUL Alliance board meeting last September, saying that he was only the first to put into words what everyone there felt. He even downplays the drama of the moment. “If it hadn’t worked out the way it did, we’d have been in a little bit of trouble,” Jordan concedes. “But I had sense enough to know that we’d get something good with all the people we had working with us. We [Union County] are a small county. We knew we could not pull something like this off by ourselves. We had to do something, and we decided to do it. It was just that simple.”

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– *Danny Jordan,*  
*Union County supervisor*

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*For more information on the PUL Alliance, contact the Three Rivers PDD at 662.489.2415 or CDF at 662.842.4521. To learn more about the Wellspring Site, visit <http://www.cdfms.org/wellspring>.*



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