

MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF THE
SPORTS & EXHIBITION AUTHORITY OF PITTSBURGH
AND ALLEGHENY COUNTY
HELD THURSDAY, MAY 20, 2014
AT THE DAVID L. LAWRENCE CONVENTION CENTER
PITTSBURGH, PENNSYLVANIA
COMMENCING AT 10:35 A.M. E.S.T.

A special meeting of the Board of Directors of the Sports & Exhibition Authority of Pittsburgh and Allegheny County (the "Authority") was held upon proper notice in Room 330 of the David L. Lawrence Convention Center in Pittsburgh, PA 15222, on Tuesday, May 20, 2014, commencing at 10:35 A.M. E.S.T.

Members of the Authority

Present: Senator Fontana, Chairman
Michael Dunleavy, Vice-Chairman
Councilman Dan Gilman, Member
Jill Weimer, Member
Sala Udin, Member

Absent: Councilman James Ellenbogen, Member
Reverend John Welch, Member

Also Present: Mary Conturo, Rosanne Casciato, Rosemary Carroll, Douglas Straley, Taylor Blice, Theresa Bissell, Rifat Qureshi, Michael Beasley, Angelica Ciranni, and Michelle Masters of the Authority; Morgan Hanson of Cohen & Grigsby, PC; Hiedi Strothers of SMG; Heidi Edwards and Mark Hart of PSSI; Jason Kobeda of Pittsburgh Associates; Brian Simmons and Jason D'Amico of Buchanan Ingersoll & Rooney; Walter DeForest of DeForest Koscelnik Yokitis Skinner & Berardinelli; Jason DiMartini of PNC Capital Markets; Keith Wehner of Senator Fontana's Office; Ron Brown of Grogan Graffam PC; Frederick Winkler, architect; Chris Potter of City Paper; Sheldon Ingram of WTAE-TV; Mark Belko of Pittsburgh Post-Gazette; and Aaron Auperlee of Pittsburgh Tribune-Review

Senator Fontana called the meeting to order with the Pledge of Allegiance, followed by a roll call of the Board Members.

Beginning with public participation, Senator Fontana asked if any members of the audience would like to address the Board. Hearing none, Senator Fontana welcomed Ms. Conturo to open with new business.

Ms. Conturo stated that all the items to be presented to the Board at this special meeting are related to improvements to Heinz Field. She explained that she would give an overview of the agreement being proposed in regard to such Heinz Field improvements. She said that representatives from the Steelers were also present and would give details about the project and that she would then continue with each agenda item individually.

Ms. Conturo explained that the Heinz Field projects are additional seats in the south plaza, a second scoreboard, and a new control room. The estimated cost for the south plaza seats and the scoreboard is about \$37.8 million. The agreement being proposed states that these projects would be paid for by two funding streams: proceeds from bonds (“Bonds”) to be issued by the Authority, which would be repaid by additional lease payment to be made by PSSI, and the sale of personal seat licenses. The additional lease payments to be applied to the new Bond payments will be secured by ticket revenues that every year will be deposited into a lockbox. The first moneys taken from the lockbox will be used to pay the existing year 2000 bonds that were issued by the Authority. The second item that will be paid is the debt service on the new Bonds. Then, the moneys will be released to the team for its use.

Ms. Conturo said the second funding stream for the seats and scoreboard project is the sale of PSLs, or personal seat licenses, for the new seats to be constructed at the south plaza. The Authority will sell the PSLs as owner of the facility, and the team will undertake the marketing and sale of the PSLs as the Authority’s agent. Any costs not covered by these two sources will be covered by PSSI and the Steelers.

Ms. Conturo continued, saying that the cost of the control room is \$5 million. Of that, \$1 million will be paid from proceeds of a new ticket surcharge that will be imposed next year. The first year of revenues from the surcharge will reimburse the Steelers for \$1 million of the costs. A second \$1 million will be reimbursed to the Steelers if and to the extent in 2017 that they receive a waiver of visiting team share of club seat revenues on the existing seats from the NFL. That is a provision in the existing lease that states that the Steelers will use their efforts in 2017 to obtain that waiver, which would put additional money into the Capital Reserve Fund. All other costs, with respect to the control room, will be paid by the team.

Ms. Conturo said that there are other provisions in the agreement that relate to the Capital Reserve Fund. The first provision is the new \$1 ticket surcharge, which will be imposed next year and for the remaining years of the lease for all events that use the seating bowl at Heinz Field. The Authority projects that the surcharge will raise approximately \$1 million per year for the Capital Reserve Fund. There are some conditions. The first one relates to a Multi-Facility Reserve Fund that the Authority is proposing to establish in respect to all of its facilities. To the extent that funding is not approved for the Multi-Facility Reserve Fund in its first year of 2019, the new ticket surcharge would not be imposed. If the Authority is not funding a Multi-Facility Reserve Fund, the ticket surcharge would not be imposed. If after 2019, it is not funded for any one year, then the ticket surcharge will not be imposed for that year.

The second group of conditions relates to the use of the Multi-Facility Reserve Fund. If beginning in 2023, over a three-year period an average of 15% of the proceeds that have gone into the fund are not used for Heinz Field, then the ticket surcharge will not be imposed for the next year. If the Authority commits to a higher percentage number with respect to any of the

other facilities, then the 15% will also be increased with respect to Heinz Field, or that ticket surcharge will not be imposed.

Ms. Conturo said that there are four primary changes relating to the use of the Capital Reserve Fund. The Authority has no further responsibility for any other seating expansions at Heinz Field. The Authority also has no responsibilities for capital repairs or improvements for at least 10 years with respect to the new scoreboard and the new control room. The Authority also has no responsibility until 2020 with respect to resodding the field, and then only once every seven years after that.

Beginning in 2015 the Authority will deposit an additional \$50,000 into the Capital Reserve Fund. The money will likely be raised by additional parking revenues that will be generated by these new seats. Any proceeds of the Bonds or the PSLs that are not used for this project will also be deposited to the Capital Reserve Fund.

Ms. Conturo further explained the Multi-Facility Reserve Fund. She said the Authority owns four major facilities: Heinz Field, PNC Park, the David L Lawrence Convention Center, and CONSOL Energy Center. These public facilities have ongoing capital repair responsibilities. They have been highly used over many years, and the Authority expects that there will be significant capital repair improvement responsibilities that will be needed in the approaching years to keep them in first-class shape. The Authority proposes to create a Multi-Facility Reserve Fund that allows for maximum flexibility to address the needs of all four facilities and is not limited to any one of the facilities. The fund will be in addition to the capital reserve funds that the Authority is now holding for each individual facility.

Ms. Conturo said that the Authority is proposing to seek funding of \$800,000 per year beginning in 2019 for this fund, and will make an application to RAD through their standard

procedure to commit that support. That support is tied to some support that RAD is providing now to bonds that will be maturing in 2018, and the Authority would ask RAD to continue that support for the major public facilities. Ms. Conturo concluded her overview of the agenda and asked PSSI to give an overview of the projects themselves.

Mark Hart approached the podium.

MR. HART:

Good morning, everybody. My name is Mark Hart and I am with the Steelers. First, I want to thank you for your consideration today. I hope for approval on behalf of the Rooney family and everyone with the Steelers. All of us appreciate your hard work and efforts. You, as board members; Mary, Doug, Rosanne, and everybody at the SEA staff; and Walter Deforest as the Authority's legal counsel, have done a lot of hard work. We crafted a deal that is good for all parties, and we appreciate everything you have done so far. This is a first step. We have to get RAD board approval and we have to execute the agreements, but this is the first step into keeping Heinz Field and keeping our community assets in state-of-the-art shape. So, thank you very much.

I am sure that Mary has given you an update on the projects. I know a lot of you have worked over the past year and a half or two years reviewing the descriptions, the summaries and the negotiations, but I will still give you a brief update. I will then ask Heidi Edwards, our project manager at Heinz Field, to give you a milestone schedule to show what is going to happen over the next year or so.

As Mary indicated, there are three components to the project. The control room project was completed over the past year. The old control room was original to Heinz Field construction and was mostly analog. It was in reality a couple years older than Heinz Field and the technology was even more dated. That technology was not functional and it was not up to the digital standard of 2014 and 2015. The control room has been completely renovated and redesigned for a better operation and better product to the video boards. That project was already completed, and as Mary said, it cost around \$5 million.

The northwest scoreboard is under construction as we speak. The steel has been installed at the rear of Heinz Field. I think that the LED panels were on site earlier this week, and are going up again now. The video board is approximately 30' by 70'. It will be high definition with a state-of-the-art image. It will be a

great amenity for the fans. It will be operational by the end of June and staff will be fully trained. The board will be operational and completed in time for the concerts and soccer matches this summer, and it will be operational for this Steelers football season.

The south end zone expansion construction will start immediately after the 2014 season. Construction will be completed in two shifts, seven days a week, and it will be open for the 2015 Steelers football season. I don't know the square footage, but if you have seen the pictures and photos we sent you, the entire plaza level in the south end zone will be redesigned and moved up to the main concourse level. We will install a combination of regular, general admission reserved seating and premium club seating in that space. It will be approximately 3,000 seats with some club space, or premium space, at the mid-deck level. That plaza, which consists of the standing room/crowd area and the concourse area, will be raised up closer to the scoreboard providing a great view for the fans. We will install concessions and restrooms on the plaza level. We are in the process of revisiting that design in the next couple months and we will brief you on the details.

As Mary said, we will sell personal seat licenses. That program is going to be finalized in the next several weeks. We think we will be out to market on behalf of the Authority in late summer or early fall. We think we will have a good a response as we had during Heinz Field construction. The seats are a product that the fans want, and we don't think we will have a real challenge with that. That is the summary, and I will be happy to take any questions. First, Heidi will give you a summary of the construction schedule.

MS. EDWARDS:

Good Morning, I am Heidi Edwards with Heinz Field. I can tell you that with respect to the south end zone, we are reactivating our design and construction team and restarting the effort to review drawings for problems and other objectives. Sometime this summer, we are planning to present you with an updated design drawing package along with an updated cost estimate.

The last time we priced this project was a year or 18 months ago. We need to get real time market pricing, and we will be going through that effort for the next month. The construction drawings should be complete around the first of September. At that point, we plan to issue a package for our long lead-time items, which include steel and maybe precast concrete. Our steel order should be here in October to make our schedule, and be ready to construct in January. We have a lot of work to do between now and the placement of that steel order. The steel order would be the first significant expenditure from a construction standpoint. The rest of

the project will be bid in the month of October. Our GMP, or guaranteed maximum price, should be complete by Thanksgiving. Construction will start in late January, assuming the team is playing through the month of January. We can always adjust the schedule.

Construction will be intensive. Mark said that we would be running two shifts at least six days a week, and possibly a seventh day if required. We will be working with Mascaro Construction to manage the project for us and plan to be substantially complete by August 1, 2015. Do you have questions for me?

Senator Fontana thanked Ms. Edwards and asked the Board if they had any questions.

Councilman Gilman asked Mr. Hart to explain to the Board what NFL approvals are needed in this process.

Mr. Hart explained that because the Steelers are obligated to revenue streams, financial commitments and a lease amendment, the NFL needs to approve certain items. This morning, the NFL approved this deal subject to the SEA Board approval. That hurdle was overcome and we are another step closer to starting construction.

Councilman Gilman asked him to confirm that the NFL had approved everything including seat licenses and surcharges. Mr. Hart stated that the whole package had been approved as it is presented to the Board. He explained that it had been summarized and presented to the NFL over the past several days.

Mr. Udin asked who could give an overall description of the MBE/WBE participation that will be used in the construction phase. Mr. Hart deferred the question to Ms. Edwards after stating that generally, even since the inception of Heinz Field, the Steelers have complied with the Authority's guidelines. He stated that they have had good experiences with participation and they intend to seek it for this project. Ms. Edwards stated that they always include the Authority's M/WBE written policy in all bid packages and communications. They also work with the Authority's diversity coordinator, Mr. Curry. In discussions with Mr. Straley during the

past few weeks, PSSI had pledged again to utilize Mr. Curry for any assistance with potential bidders that would help PSSI meet the goals outlined in the M/WBE plan.

Councilman Gilman asked Ms. Conturo or Mr. Hanson what would happen if in the future the RAD Board does not commit to the terms.

Ms. Conturo stated that the Multi-Facility Reserve Fund impacts the additional surcharge. To the extent the RAD board does not approve the use of RAD funds to fund the Multi-Facility Reserve Fund in first year, then in 2019 the new ticket surcharge does not get imposed for the remaining term of the lease. If they consent for the first year, but do not for some following year during the remaining term of the lease, then the ticket surcharge is not imposed for that year.

Councilman Gilman asked to clarify that if RAD did not approve in the first year, there would be no Multi-Facility Reserve Fund, RAD fund, or surcharge. Ms. Conturo explained that the surcharge goes to the Heinz Field Capital Reserve Fund and the \$800,000 would go into the Multi-Facility Reserve Fund. The surcharge is imposed in 2015, and in all cases would be in place for 2015-2018 but would not be starting in 2019 if RAD does not approve.

Councilman Gilman asked who prioritizes the fund spending. Ms. Conturo answered that it would be the Authority's responsibility.

Senator Fontana asked if there were any more questions from the Board. Hearing none, he began addressing new business with the first item on the agenda, a request for authorization to enter into an agreement (the "2014 Agreement") between PSSI Stadium LLC and the Authority with respect to control room, second scoreboard and south plaza seat expansion at Heinz Field.

Ms. Conturo added that the Bonds are paid for by the lease payment and secured by the lockbox. A RAD guarantee would be for the purpose of marketing the Bonds.

After asking for questions and hearing none, Senator Fontana asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

RESOLUTION NO. 5235

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County that its Executive Director and other proper officers are authorized to enter into an agreement with PSSI Stadium LLC with respect to control room, second scoreboard, and south plaza seat expansion capital projects to Heinz Field (the "2014 Agreement"), in form presented to and reviewed at this meeting, with such changes as may be acceptable to the officer executing the same, as evidenced by the execution thereof, and to the Authority's legal counsel, and further that proper officers and agents of the Authority are authorized to take all action and execute such documents as are necessary and proper to effectuate the 2014 Agreement and this resolution.

Senator Fontana introduced the next item, which was a request for authorization to impose a new additional \$1 ticket surcharge on all NFL and Non-NFL Events using the seating bowl of Heinz Field from and after April 1, 2015, proceeds to be deposited to the Heinz Field Capital Reserve Fund, with certain conditions and limitations.

Ms. Conturo explained that this item refers to the \$1 new ticket surcharge that will help to provide additional funding for the Capital Reserve Fund. The conditions mentioned are related to the Multi-Facility Reserve Fund, and the 15% funding limitation that could cause the surcharge to not be imposed.

After asking for questions and hearing none, Senator Fontana asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

RESOLUTION NO. 5236

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County to hereby impose a new, additional \$1 ticket surcharge, beginning April 1, 2015, on all NFL and Non-NFL Events that use the seating bowl of Heinz Field (the "Capital Reserve Fund Ticket Surcharge"), subject to the provisions and conditions set forth in the 2014 Agreement and the 2014 Lease Amendment. The Authority shall cause PSSI Stadium LLC to collect the Capital Reserve Fund Ticket Surcharge and remit the proceeds to the Authority for deposit to the Heinz Field Capital Reserve Fund. The proper officers and agents of the Authority are authorized and directed to take all action and execute such documents as are necessary and proper to effectuate the terms of this resolution. All capitalized terms used herein and not defined herein are used with the meaning set forth in the Lease Agreement (the "Lease") by and between the Authority and PSSI Stadium LLC, successor by merger to PSSI Stadium Corp, with respect to Heinz Field, as amended.

This Capital Reserve Fund Ticket Surcharge is in addition to and not in lieu of the existing 5% ticket surcharge and shall not be subjected to or count against the average surcharge cap of \$3.00 per ticket for NFL Events and \$2.50 per ticket for Non-NFL Events currently applicable to the existing ticket surcharge and the imposition and continuation of such existing ticket surcharge in accordance with subsections 7.2.1 and 7.2.2 of the Lease is hereby specifically confirmed.

Senator Fontana introduced the next item, a request for authorization of the sale of personal seat licenses (PSLs) and the appointment of PSSI Stadium LLC as agent to market and sell the PSLs with respect to new seats of the south plaza expansion, proceeds to be used to fund a portion of the costs of the second scoreboard and the south plaza expansion.

Ms. Conturo restated that the Authority would appoint the team to market and sell the PSLs on the Authority's behalf. Proceeds, however, will go directly into an Authority-held account to pay for these projects. As Mr. Hart mentioned, PSSI will provide the Authority with a procedural plan in terms of what is expected and how they will undertake this before marketing starts. The Authority will be indemnified in any action taken in this regard.

After asking for questions and hearing none, Senator Fontana asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

RESOLUTION NO. 5237

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County to establish a personal seat license (“PSL”) program with respect to the approximately 3,000 additional seats planned for the South Plaza and to appoint PSSI Stadium LLC as the Authority’s agent with respect to the sale of the South Plaza PSLs and in furtherance thereof, the Chairman, Vice Chairman and/or Executive Director and Chief Financial Officer and other proper officers are authorized to enter into an agreement with PSSI Stadium LLC, in form presented to and reviewed at this meeting, with such changes as may be acceptable to the officer executing the same, as evidenced by the execution thereof, and acceptable to the Authority’s legal counsel, to create Authority accounts or depositaries for funds and to take other actions and prepare and execute all instruments as necessary and proper to carry out the purposes of this resolution.

Senator Fontana continued on to the next item, a request for authorization to amend the Heinz Field Lease Agreement, by and between the Authority and PSSI Stadium LLC, to provide for additional rent sufficient to pay the debt service and cost of the 2014 Bonds and to effectuate the provisions of the 2014 Agreement.

Ms. Conturo outlined that the critical parts of the agreement are the rent payment, the consent to the new surcharge, and the limitations on the Authority’s responsibilities of capital repairs with respect to the control room, scoreboard, resodding, more seats, and other matters that are reflected in the agreement in the first item.

After asking for questions and hearing none, Senator Fontana asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

RESOLUTION NO. 5238

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County that its Chairman, Vice Chairman and/or Executive Director and other proper officers are authorized to enter into an amendment (“2014 Lease Amendment”) of the Lease Agreement with respect to Heinz Field in order to effectuate the provisions of the 2014 Agreement, in form presented to and reviewed at this meeting, with such changes as may be acceptable to the officer executing the same, as evidenced by the execution thereof, and acceptable to the Authority’s legal counsel, and further that the proper officers and agents of the Authority are authorized to take all action and execute such documents as are necessary and proper to effectuate the terms of the amendment and this resolution.

Senator Fontana introduced the next item, a request for authorization to issue the Guaranteed Revenue Bonds, Taxable Series of 2014, proceeds to be used to fund a portion of the costs of the second scoreboard and the south plaza expansion.

Ms. Conturo explained that this resolution authorizes Bonds up to the amount of \$25 million with a final maturity of no later than December 15, 2030, which is a shorter term than the term of the lease. They would have an average interest rate that does not exceed 8%. The Bonds will likely be marketed and sold in late July or early August. The Authority will set up a pricing committee consisting of the Chairman or Vice Chairman and one member that Senator Fontana designates, which we expect will be Councilman Gilman. If Councilman Gilman is not available, it will be the Vice Chairman and either the Executive Director or the Chief Financial Officer. The pricing committee will review the final terms of the Bonds based on advice provided to the Authority by its financial advisor, Public Financial Management. The financing team consists of

Cohen & Grigsby as bond counsel, Grogan Graffam PC as underwriters counsel, and PNC Capital Markets as underwriter. Additional team members can be added as the pricing committee works through this financing. Ms. Conturo reiterated that the Bonds will be repaid by the lease payment secured by the lockbox, and that the Bonds would be guaranteed by RAD. There is no expectation that RAD would need to make the payments, but if for any reason they have to, they would be repaid by the team.

After asking for more questions and hearing none, Senator Fontana asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

RESOLUTION NO. 5239

Resolution regarding the issuance of up to \$25,000,000 Guaranteed Revenue Bonds, Taxable Series of 2014, to be special limited obligations of the Authority, payable from lease payments of Pittsburgh Stadium LLC and for providing for other terms and provisions related thereto.

WHEREAS, the Sports & Exhibition Authority of Pittsburgh and Allegheny County, a body politic and corporate organized and existing under the laws of the Commonwealth of Pennsylvania, having its principal office and place of business in the City of Pittsburgh (the "Authority") desires to: provide a portion of the funding for improvements to the football stadium (which improvements are more fully described in Exhibit A attached hereto and made a part hereof), to fund capitalized interest, to fund a debt service reserve fund and to fund costs of issuance including approved financing, legal and advisory fees of the Authority, the Team (as defined herein) and RAD (as defined herein) (collectively, the "Project");

WHEREAS, the Project is being undertaken to benefit the people of the City of Pittsburgh, Pennsylvania, and the County of Allegheny, Pennsylvania, by and among other things, increasing their commerce and prosperity and promoting their educational, cultural, physical, civic, social and moral welfare; and

WHEREAS, for the purpose of obtaining funds required to pay for a portion of the cost of the Project, the Authority desires to issue bonds to be designated Sports & Exhibition Authority of Pittsburgh and Allegheny County Guaranteed Revenue Bonds, Taxable Series of 2014 (or by such other name as may be designated) in a maximum aggregate principal amount not to exceed \$25,000,000, with a final maturity not later than December 15, 2030 and an average interest rate not to exceed 8% (the "Bonds");

WHEREAS, the Bonds will be issued pursuant to a Trust Indenture (the "Indenture") between the Authority and a trustee (the "Trustee") and will be special limited obligations of the Authority payable from the sources specified in the Indenture, including lease payments (the "Lease Payments") made by PSSI Stadium LLC ("PSSI") pursuant to a lease dated as of June 20, 2000, as previously amended and as amended by an Amendment to Lease Agreement entered into by the Authority and PSSI in connection with the Project (the "Lease Amendment" and, together with such lease as previously amended, the "Lease"), which Lease Payments will be assigned by the Authority to the Trustee;

WHEREAS, Pittsburgh Steelers LLC (the "Team"), which is the parent of PSSI, will enter into a reimbursement or similar agreement (the "Team Agreement") whereby the Team will agree to make up any shortfall between the debt service on the Bonds and certain expenses related to the Bonds and the amounts held by the trustee under the Trust Indenture to pay such debt service and certain expenses related to the Bonds; the Authority will assign its rights under the Team Agreement to the Trustee;

WHEREAS, the Team will enter into a security, pledge and assignment agreement (the "Security Agreement") with the Authority and the Trustee, as assignee of the Authority, to secure the Team's obligations under the Team Agreement; pursuant to the Security Agreement, the Team will pledge and grant a security interest in its rights to all transfers (the "2000 Lockbox Transfers") required to be made to the Team out of a lockbox account (the "2000 Lockbox") which was established in connection with the issuance of the Authority's Taxable Ticket Surcharge Revenue Bonds Series of 2000;

WHEREAS, the Team will direct the collateral agent for the 2000 Lockbox to pay the 2000 Lockbox Transfers directly to a collateral agent for deposit in a lockbox account (the "2014 Lockbox") under a lockbox agreement (the "2014 Lockbox Agreement") among the Team, the Authority, the Trustee and such collateral agent; the full

amount of the Lease Payment by PSSI will be transferred out of the 2014 Lockbox to the Trustee for payment of debt service on and transaction fees and costs of the Bonds prior to making any transfers to the Team;

WHEREAS, the Allegheny Regional Asset District (the "RAD") will agree under a support or similar agreement (the "Support Agreement") to pay debt service on and transaction fees and costs of the Bonds after any funds on deposit with the Trustee have been exhausted;

WHEREAS, the Team and PSSI will enter into unilateral agreements, one for the benefit of the Authority and one for the benefit of RAD, to provide various covenants with respect to non-relocation and similar matters; and

WHEREAS, the Authority, the Team and the National Football League (the "NFL") will enter into an agreement (the "NFL Agreement"), whereby the NFL will be granted certain rights to cure defaults by the Team under those documents to which it is a party and certain "standstill" periods will be granted to the NFL during which the Authority will refrain from exercising remedies under such documents for a period of time;

NOW, THEREFORE, BE, AND IT HEREBY IS RESOLVED, by the Authority, as follows:

Section 1. A contract of purchase between the Underwriter (as provided for in Section 10 herein), and the Authority, to purchase the Bonds (the "Proposal") is hereby authorized in a form acceptable to the Authority Solicitor, subject to the provisions of Section 2 below and the Chairman, the Vice Chairman or the Executive Director is hereby authorized and directed to accept and execute the Proposal and thereafter the Secretary or an Assistant Secretary is hereby authorized and directed to attest such signature and to cause the accepted Proposal to be delivered to the Underwriter.

Section 2. The issuance of the Bonds in a principal amount not to exceed \$25,000,000, having a final maturity date not to exceed December 15, 2030 and an average interest rate not to exceed 8% per annum and having such redemption features and other provisions as shall be set forth in the Indenture and the Proposal is hereby authorized and approved.

There is hereby created a Pricing Committee of the Authority (the "Pricing Committee") which shall consist of three persons: the Chairman or in his absence, the Vice Chairman, a second member

of the Board of the Authority designated by the Chairman or in his absence, the Vice Chairman, and the Executive Director or, in her absence, the Chief Financial Officer, which Pricing Committee is hereby authorized to approve, on behalf of the Authority, the Proposal, including but not limited to the final principal amounts, interest rates, maturities, series names and designations and redemption features, the payment of all costs of the transaction (all to be paid from proceeds of the Bonds) and the selection of any other parties or professionals to the transaction as the Pricing Committee shall determine are necessary or desirable (such decisions to be made in consultation with the Financial Advisor, as identified in Section 10 herein).

Section 3. For the purpose of providing a portion of the funds for the Project, and for paying the costs and expenses in connection with the issuance of the Bonds, the Authority hereby authorizes the issuance of the Bonds in definitive form, registrable as to both principal and interest, as provided in the Indenture, to be redeemable to the extent and at the prices specified in the Indenture and in the manner provided therein, to be entitled to the security provided in the Indenture, and to be paid as therein provided, to bear interest from the dates and payable on the dates and at the rates set forth in the Indenture and the Proposal, and to mature as provided therein and to be substantially in the form and to have such other terms and provisions as more fully set forth in the Indenture.

Section 4. In order to provide for the issuance of the Bonds and to establish the terms and conditions upon which the Bonds shall be issued and delivered under the Indenture, and the terms and conditions upon which said Bonds are secured, upon the approval of the form of the Indenture by the Authority Solicitor, the Chairman, the Vice Chairman or the Executive Director of the Authority is hereby authorized and directed to execute the Indenture on behalf of the Authority and the Secretary or Assistant Secretary of the Authority is hereby authorized and directed to attest such signature; and any officer of the Authority is hereby authorized and directed to deliver the Indenture to the Trustee.

Section 5. The Chairman or the Vice Chairman of the Authority is hereby authorized and directed to execute the Bonds manually, or to cause his or her facsimile signature to be imprinted thereon in the name and on behalf of the Authority and in the manner provided in the Indenture, and, if required, the Secretary or Assistant Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority to the Bonds, to attest said seal or facsimile thereof by manual or facsimile signature, in

the manner provided in the Indenture, and the Authority adopts said manual or facsimile signature as binding upon it.

Section 6. The Chairman, the Vice Chairman or the Executive Director and the Secretary or the Assistant Secretary of the Authority are hereby authorized and directed to direct the Trustee to authenticate all of the Bonds and the Chairman, the Vice Chairman or the Executive Director of the Authority is hereby authorized and directed to deliver all of the Bonds to or as directed by the Underwriter, upon receipt therefor of the purchase price with accrued interest from the date of the Bonds to the date of delivery, pursuant to the Proposal.

Section 7. Upon the execution of the Lease Amendment and the approval by the Authority Solicitor of the form of the Team Agreement, the Security Agreement, the 2014 Lockbox Agreement, the Unilateral Agreement, the Support Agreement, the NFL Agreement and such other agreements as required in connection therewith (together with the Indenture, the "Bond Documents"), the Chairman, the Vice Chairman or the Executive Director of the Authority is hereby authorized and directed to execute the Bond Documents on behalf of the Authority and the Secretary or the Assistant Secretary of the Authority is hereby authorized and directed to attest such signature; and any officer of the Authority is hereby authorized and directed to deliver the Bond Documents to the appropriate parties, and the proper officers of the Authority are hereby authorized and directed to prepare, execute and deliver such other documents and papers and do such other things as may be required to be done by the terms of the Bond Documents.

Section 8. The preparation of a Preliminary Official Statement (the "POS") relating to the proposed offering and sale of the Bonds is hereby approved, which POS shall be in form acceptable to the Authority Solicitor, and the action of the underwriter in mailing and otherwise circulating the POS is hereby ratified and approved. The Chairman, the Vice Chairman and the Executive Director are hereby authorized and directed to approve the POS and the Chairman or the Vice Chairman is authorized on behalf of the Authority to "deem final" the POS as of its date for purposes of paragraph (b)(1) of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934 (the "Rule"). The use and distribution by the Underwriter of the POS in connection with the public offering of the Bonds and the distribution thereof in an approved form is hereby approved. An Official Statement (the "Final OS"), with such changes from the POS as may be approved by the Authority Solicitor, and as

may be approved by the Chairman or the Vice Chairman executing the same, is hereby authorized to be prepared and executed by the Chairman or the Vice Chairman of the Authority. The Authority hereby approves the distribution and use of the Final OS as so prepared and executed in connection with the public offering and sale of the Bonds.

Section 9. Any officer of the Authority is hereby authorized and directed to execute any and all financing statements in order to perfect the security interest granted by the Indenture and/or other documents contemplated by this Resolution, and to cause such financing statements to be filed in such places as are required by law.

Section 10. Subject to the provisions of Section 2 authorizing the Pricing Committee to provide for additional parties and professionals, PNC Capital Markets LLC is hereby appointed as the Underwriter for the sale of the Bonds, the law firm of Grogan Graffam, P.C. is hereby appointed as counsel to the Underwriter, the law firm of Cohen & Grigsby, P.C., is hereby appointed as Bond Counsel for the issuance of the Bonds, and Public Financial Management, Inc. ("PFM"), is hereby appointed as Financial Advisor to the Authority with respect to the Bonds. The Chairman, the Vice Chairman or the Executive Director is authorized to enter into an engagement agreement with PFM in the form presented herewith and any other engagement or similar agreements with such parties as he/she deems necessary or desirable.

Section 11. The Chairman, the Vice Chairman or the Executive Director of the Authority is hereby authorized and directed to approve the payment of all costs of issuance of the Bonds from bond proceeds or other moneys of the Authority.

Section 12. The proper officers of the Authority are hereby authorized and directed to execute and deliver all other documents required by the provisions of, any Bond Documents and the Proposal, and to take such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the Bonds and the issuance and sale of the Bonds.

No covenant, stipulation, obligation or agreement contained in this Resolution, any Bond Document or the Proposal shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Authority in his or her individual capacity and neither the members of the Authority nor any officer executing the Bonds shall be liable personally on the

Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Exhibit A
Project Description

South Plaza Expansion:

The South Plaza Expansion will create a new public concourse on the main concourse level at the South end of the stadium. The concourse will support new toilet/concession buildings.

The expansion will provide approximately 3,000 new seats. The seating will consist of a combination of precast and cast-on-grade concrete seating units. The lowest section of the new seating area will be supported on grade, while the upper portions will be supported by a combination of new steel framing and precast wall panels.

Second Scoreboard:

A new HD LED Daktronics video board will be installed in the Northwest end of the stadium. The video board will be located between the bleachers and the west stadium seating, above the open upper concourse level.

Finishing new business, Senator Fontana asked if any members of the audience would like to address the Board or comment on the agenda. Hearing none, Senator Fontana asked Ms. Conturo if there was a declaration to be made before session is ended.

Ms. Conturo said that that at her request, and the request of the Authority's legal counsel, an executive session was held on May 8, 2014 at 4:00 PM, and the purpose of the executive session was to provide the Authority Board and senior staff confidential legal advice on matters related to the Heinz Field litigation.

Senator Fontana asked if any other members of the audience would like to address the Board or if there were comments from the Board Members. Mr. Udin congratulated Ms. Conturo and legal counsel in working through a timely and complicated lease arrangement, not only with Heinz Field but with respect to all the major arenas that the Authority is the landlord of. He believed that the Authority inherited a lease that needed improvement and these discussions and

negotiations have provided that improvement. Mr. Udin also wanted to thank the Steelers for their cooperation and their role in upgrading the facility and making it an attraction for the entire region.

Senator Fontana thanked Mr. Udin and asked for any further comments. There being no comments or business, Senator Fontana asked for a motion to adjourn. Upon a motion duly made, seconded and unanimously carried, the meeting was adjourned at 11:09 A.M.



Mary Conturo
Assistant Secretary