**STADIUM AUTHORITY OF THE CITY OF PITTSBURGH**

**BOARD MEETING**

**THURSDAY, DECEMBER 16, 2021**

**2:07 P.M. E.S.T.**

A general meeting of the Board of Directors of the Stadium Authority of the City of Pittsburgh was held upon proper notice on December 16, 2021. Due to the COVID-19 pandemic and guidance from public health experts, the meeting was conducted remotely via the online conferencing platform, Zoom. Board members in attendance: Stanley Lederman, Chairperson; Reverend Brenda Gregg, Treasurer and Assistant Secretary; Steve Steingart, Secretary; Ralph Horgan, Member; and Keith Reed, Member; as well as Authority staff members: Mary Conturo, Doug Straley, Rhea L. Thomas, Dana Kramer, Rosanne Casciato, Michael Wassil, Bill Williams, Tom Ryser, Yvonne Ludwig, Edith Ruiz, Courtney Stoots and Paul McDonald Jr. Also in attendance: Diane Wohlfarth, Solicitor; Clarence Curry, Senior Diversity Coordinator; Travis Williams, Brian Warecki, Jim Plake, and Drew Singer of the Pittsburgh Pirates; Jason Wrona, Buchanan Ingersoll & Rooney PC; Mark Belko, Pittsburgh Post-Gazette; Mike Hudec, Continental Real Estate; Janet Marie Smith; and Bob Denove.

Mr. Stanley Lederman called the meeting to order at 2:07 P.M. Thereafter, Ms. Diane Wohlfarth proceeded with a roll call of the board members and confirmed that a quorum was present.

Mr. Lederman welcomed new Board Member Ralph Horgan and thanked Jim Malanos for his many years of service on the board.

The following agenda items were discussed:

1. Public Participation

Mr. Lederman noted that comments from members of the public were solicited to be received prior to the meeting. Ms. Dana Kramer reported that no comments had been received, no registrations to speak at the meeting had been received, and no comments had been submitted via the chat function within the Zoom platform. Mr. Lederman confirmed that the agenda and meeting notice had been posted in advance. Mr. Lederman moved to the next item on the agenda.

1. Approval of the Minutes from the meeting of June 23, 2021

A motion to approve was made, seconded, and Mr. Horgan abstained as he was not present at the June 23, 2021 meeting. Mr. Lederman asked Ms. Wohlfarth to conduct a roll call vote of the board members who were present at the June 23, 2021 meeting. By way of the roll call, the minutes were accepted.

Mr. Horgan asked who was “attending” the meeting. Ms. Mary Conturo stated that the zoom participants were staff members of the Authority or individuals affiliated with an agenda item. She reported that the only other person reflected as a zoom participant was Mr. Mark Belko of the Pittsburgh Post-Gazette.

Mr. Lederman continued to the next item on the agenda.

1. New Business

The first item relates to the continuing development under the Option Agreement. The item provides authorization to

1. extend the date of expiration of the Option Period to January 31, 2022,
2. enter into an amendment to the Option Agreement with North Shore Developers – 2013, LP,
3. enter into Tract 4(C) Construction License Agreement and receive the purchase price for Tract 4(C) (23,699 sq ft) (in the amount of $543,904, plus CPI), such tract to be developed as an entertainment plaza, and
4. enter into Parcel 4 License Agreement for green space improvements.

Ms. Conturo explained that development of the corner of North Shore Drive and Mazeroski Way has been actively being worked on since 2019. It started with a planned development of a mixed-use building at the North Shore Drive and Mazeroski Way parcel, Lot 10.2. That project made it all the way through the Planning Commission approval process before the COVID-19 pandemic hit. In 2020 the Authority approved changing the project from office and residential condos to an apartment building and the revised project has now gone through the City Planning process.

In connection therewith, there are a series of amendments and authorizations that are recommended.

First, the developer requests a one-month extension, until January 31, 2022, to get all the closing papers finalized and the transfer completed.

Second, Ms. Conturo continued, amendments have been drafted to the Option Agreement to provide for details related to the 4(C) entertainment plaza and the Parcel 4 corner green space. Among other things, the amendments tie those projects together and call for them to all be completed in the summer/fall of 2023. The Authority will not transfer the title for the entertainment plaza until a later date. The design is almost complete, and the Authority is currently awaiting construction drawings for its review.

The third part of the authorization relates to the use of Tract 4(C) for construction staging until construction of the entertainment plaza is ready to begin. The fourth item provides for a license agreement governing the landscape/ green space improvement of the corner of Parcel 4 at West general Robinson Street and Mazeroski Way.

The purchase price for the land is tied to the cost of buying out the surface parking spaces that are covered by the lease the Authority has with Alco Parking. The purchase price for the apartment building parcel, which has approximately 147 spaces, is $1,332,564, if it closes in 2021. However, if it closes in 2022, there would be a CPI increase on 2021 price. The purchase price on the entertainment plaza is $543,904, if it closes in 2021, however, if it closes in 2022 there will also be a CPI increase.

Mr. Lederman asked if any board members had any questions. Hearing none, he asked for a motion to approve.

The motion to approve was made, seconded, and the following resolution was passed

**RESOLUTION NO. 8 (2021)**

RESOLVED by the Board of the Stadium Authority of the City of Pittsburgh that its Chairman and/or Executive Director and other proper officers are authorized to enter into the following: (i) documents extending the date of expiration of the Option Period to January 31, 2022, (ii) 2022 Amendment Agreement to the Option Agreement with North Shore Developers – 2013, LP, (iii) Tract 4(C) Construction License Agreement, for construction staging and site work on 4(C) and to receive the purchase price for Tract 4(C) (23,699 sq ft) of $543,904, if 2021 transaction, with CPI increase if transaction closes in 2022, and (iv) Parcel 4 License Agreement for greenspace improvements with respect to a portion of Parcel 4, all in accordance with the terms presented or otherwise acceptable to the Chairman and in form acceptable to the solicitor; and further that the proper officers and agents of the Authority are authorized and directed to take all actions and execute such documents as are related and proper to effectuate the terms of this Resolution, including but not limited to the “buy out” of the 60 surface parking spaces currently located on Tract 4(C) from amounts received pursuant to the 2022 Amendment Agreement, extension of the Stockpile Soil Construction License Agreement and payment of all costs and expenses as necessary and proper to effectuate the terms of this Resolution, and that all prior inconsistent resolutions or portions of resolutions are hereby repealed.

Mr. Lederman continued to the next item on the agenda.

1. Authorization to transfer Lot 10.2 (Tract 4(A)) (48,062 sq. ft.) to North Shore Developers – 2013 L.P. or its designee for a purchase price of not less than $1,332,564, plus CPI if applicable, for the development of a 6-story residential rental project with first floor retail.

Ms. Conturo stated this authorization will permit for the transfer of the land for the construction of a 108-unit apartment building with ground floor retail at the corner of North shore Drive and Mazeroski Way.

Mr. Straley stated the apartment complex consists of masonry (brick), architectural panels and trim, aluminum and glass floor windows, and a connection to Champions Garage.

Mr. Lederman asked if any board members had any questions. Hearing none, he asked for a motion to approve.

The motion to approve was made, seconded, and the following resolution was passed:

**RESOLUTION NO. 9 (2021)**

RESOLVED by the Board of the Stadium Authority of the City of Pittsburgh that its Chairman and/or Executive Director and other proper officers are authorized to transfer Lot 10.2 (48,062 total sq. ft.) in the North Shore Subdivision Plan Revision No 6 (referred to as Tract 4(A) in the 2020 Amendment Agreement) to North Shore Developers – 2013 L.P. or its designee (the developer) for a purchase price of $1,332,564, if 2021 closing, with CPI increase if closing occurs in 2022, for the development of a 6-story residential rental project with first floor retail, to “buy out” surface parking spaces currently located in Lot 10.2 from ALCO Parking, all in accordance with the terms presented or otherwise acceptable to the Chairman and/or provided for by the Option Agreement dated September 25, 2003, as amended, and in form acceptable to the solicitor; and further that the proper officers and agents of the Authority are authorized and directed to take all actions and execute such documents as are related and proper to effectuate the terms and intent of this Resolution, including, without limitation, a deed, parking agreement, construction license agreement, contribution agreement and such other documents as are otherwise contemplated by the Option Agreement and/or needed to effectuate the intended transaction, and to pay all costs and expenses as necessary and proper to effectuate the terms of this Resolution, and that all prior inconsistent resolutions or portions of resolutions are hereby repealed.

Mr. Lederman continued to the next item on the agenda.

1. Authorization to amend the existing agreement with West Penn Allegheny Health System for the use of parking spaces in the Gold 1 Garage through March 31, 2027.

Mr. Straley stated that since 2007 the Authority has had an agreement with West Penn Allegheny Health System (“WPAHS”) to provide parking. The agreement has provided employee parking, first at the West General Robinson Street Garage, and then at the Gold 1 Garage, adjacent to Heinz Field. The existing agreement expires in March 2022. This authorization is to extend the agreement for another five years, under the same terms and conditions. The agreement does not include parking for events and is only applicable for parking Monday through Friday. For Pittsburgh Pirates day games, the Authority moves WPAHS parking to Green Lots 22 and 23, north of Heinz Field, and WPAHS is responsible for all operating expenses and taxes related to use of the lots during those times. WPAHS is currently paying $153,750 per month ($205 per space per month) and this will continue through 2022. The lease rate per space will increase at a rate of $5.00 per year and will generate approximately $2,000,000 for the Authority at the end of the lease term.

Mr. Lederman asked if any board members had any questions.

Mr. Lederman commented that all the parking is very productive and profitable for the Authority.

Hearing no questions, Mr. Lederman asked for a motion to approve.

The motion to approve was made, seconded, and the following resolution was passed:

**RESOLUTION NO. 10 (2021)**

RESOLVED by the Board of the Stadium Authority of the City of Pittsburgh that its Executive Director and other proper officers are authorized to amend the existing agreement with West Penn Allegheny Health System for the use of parking spaces in the Gold 1 Garage through March 31, 2027; and further that the proper officers and agents of the Authority are authorized and directed to take all action and execute such documents as are related and proper to effectuate the terms of this Resolution.

Mr. Lederman continued to the next item on the agenda.

1. Authorization to enter into an agreement with Maher Duessel for auditing and other services at a cost not-to-exceed $24,000 for three years with an option to extend the agreement for two additional years at a cost not-to-exceed $16,000 ($8,000 each year).

Mr. Michael Wassil stated that Cameron Professional Services has been the auditor for both the Authority and the Sports & Exhibition Authority of Pittsburgh and Allegheny County since 2017 and the current agreement expires at the end of 2021. A Request for Proposals (“RFP”) for auditing and other services was issued on September 15, 2021 and was advertised in multiple locations such as the Pittsburgh Post-Gazette, New Pittsburgh Courier, the Authority’s website, and on multiple social media platforms such as through the Urban Redevelopment Authority’s Twitter, Facebook and LinkedIn accounts.

The RFP was emailed directly to 40 firms, including three that were MBE/WBE firms, and 12 firms requested the RFP through the website. Two proposals were received – one from Cameron Professional Services and the other from Maher Duessel. The committee, comprised of Board Members Rev. Brenda Gregg and Steve Steingart, staff members, Rosanne Casciato, Michael Wassil, Jhason Dixon, and Clarence Curry our Diversity Coordinator, reviewed both proposals and recommends Maher Duessel.

Mr. Lederman asked if any board members had questions. Hearing none, he asked for a motion to approve.

The motion to approve was made, seconded, and the following resolution was passed:

**RESOLUTION NO.11 (2021)**

RESOLVED by the Stadium Authority of the City of Pittsburgh that the Executive Director and other proper officers are authorized to enter into an agreement with Maher Duessel for auditing and other services at a cost not-to-exceed $24,000 for three years with an option to extend the agreement for two additional years at a cost not-to-exceed $16,000 ($8,000 each year); 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 this Resolution.

Mr. Lederman continued to the next item on the agenda.

E. Approval of Stadium Authority Budgets for the period ending December 31, 2022.

Ms. Casciato stated that the Authority’s operating budget includes unrestricted and restricted revenues. The unrestricted revenues are from interest income and unrestricted expenses include insurance costs, professional fees for legal, auditing, engineering, other consulting services, and a salary reimbursement to the Authority. The budget projects a $170,200 unrestricted operating deficit in 2022 which will be funded by cash on hand. The restricted revenues are daily parking lot revenues from lots 1,2 and 5 and lots 7A through 7J. The restricted expenses include the rent paid to PennDOT for lots 7A through 7J. The annual budget for the West General Robinson Street Garage and the Gold 1 Garage project net incomes sufficient to cover operating costs and the annual debt service payment.

Mr. Lederman asked if any board members had questions. Hearing none, he asked for a motion to approve.

The motion to approve was made, seconded, and the following resolution was passed:

**RESOLUTION NO.12 (2021)**

RESOLVED by the Board of the Stadium Authority of the City of Pittsburgh that the approval of Stadium Authority Budgets presented for the period ending December 31, 2022; and further that the proper officers and agents of the Authority are authorized and directed to take all action and execute such documents as are related and proper to effectuate the terms of this Resolution.

4. Public Participation

Mr. Lederman asked if there were any comments from the public through the Zoom platform.

Ms. Kramer reported that Mr. Travis Williams commented, via the Zoom chat function which read “The Pittsburgh Pirates want to thank the Stadium Authority Board and the Authority staff for the efforts on their project.”

Mr. Lederman asked if there were any further comments from the public through the Zoom platform. Ms. Kramer reported that no further comments had been received. Mr. Lederman asked for a motion to adjourn. The motion was seconded and unanimously carried.

5. Adjournment

The meeting was adjourned at 2:48 P.M.