

MINUTES OF THE MEETING  
OF THE BOARD OF THE  
SPORTS & EXHIBITION AUTHORITY OF PITTSBURGH  
AND ALLEGHENY COUNTY  
HELD THURSDAY, FEBRUARY 13, 2020  
AT THE DAVID L. LAWRENCE CONVENTION CENTER  
PITTSBURGH, PENNSYLVANIA  
COMMENCING AT 10:39 A.M. E.S.T.

A meeting of the Board of Directors of the Sports & Exhibition Authority of Pittsburgh and Allegheny County (the “Authority”) was held upon proper notice in the DLCC Executive Board Room in Pittsburgh, PA 15222, on Thursday, February 13, 2020 commencing at 10:39 A.M. E.S.T.

Members of the Authority

Present: Sen. Wayne Fontana, Chairman  
Michael Dunleavy, Vice Chairman  
Sala Udin, Secretary  
Jill Weimer, Treasurer  
Councilman Anthony Coghill, Member  
Councilman Nicholas Futules, Member  
Rev. Glenn Grayson, Member

Also Present: Mary Conturo, Doug Straley, Rosanne Casciato, Bill Williams, Rhea Thomas, Rifat Qureshi, Simona Loberant, Lauren Henderson, and Maggie Pike of the Authority; Morgan Hanson, Solicitor; Tom Ryser of TPR; Clarence Curry of CFC-3 Management Services; Tim Muldoon, Guy DeFazio, Matt Hillwig, Kevin Fonner, Heidi Strothers, and Conor McGarvey of SMG; Frankie Garland, Bryan Stroh, and J.J. McGraw of the Pittsburgh Pirates; Sara Davis Buss and Jamie Inferra from Eckert Seamans Cherin and Mellott LLC; Antonio Misiti, PNC Capital Markets; and Mark Belko, Post-Gazette.

Senator Wayne Fontana called the meeting to order with the Pledge of Allegiance. Mr. Morgan Hanson followed with a roll call of the Board Members. Mr. Hanson advised that a quorum was present.

Beginning with public participation, Senator Fontana asked if any members of the audience would like to address the Board. Seeing none, he moved to the next item on the agenda,

approval of the minutes from the meeting of December 12, 2019. A motion was made, seconded and unanimously approved.

Senator Fontana continued on to the next item on the agenda, the election of officers. Councilman Anthony Coghill nominated the following slate of officers: Senator Fontana for Chairman, Mr. Michael Dunleavy for Vice Chairman, Mr. Sala Udin for Secretary, Ms. Jill Weimer for Treasurer, Ms. Mary Conturo for Assistant Secretary, Ms. Rosanne Casciato for Assistant Treasurer, and Mr. Hanson for Second Assistant Secretary. Senator Fontana called for a motion for the election of the persons nominated to the offices. A motion was made, seconded and unanimously approved.

Senator Fontana continued on to the next item on the agenda under David L. Lawrence Convention Center (“DLCC”), authorization to issue a change order to P.J. Dick Incorporated (“P.J. Dick”) in the amount of \$226,608 for services related to the composite deck repairs in the ballroom.

Mr. Tom Ryser stated that in October 2019, the Board authorized entering into an agreement with PJ Dick for ballroom composite deck repairs in the amount of \$2,903,000. The work was performed from mid-November 2019 to February 2020. During the project, a number of unforeseen conditions arose which were reviewed by SEA staff and Wiss Janney Elstner Associates, Inc. (“WJE”), the engineer of record, for eligibility and fair pricing.

The change order is comprised of the following items: eliminating a portion of the composite deck repairs and associated expansion joint cover outside of the ballroom; removal or replacement of additional concrete because existing concrete was thicker in certain areas than originally anticipated; additional work required for shoring into thicker concrete; additional work required to support utilities in ceilings; replacement of damaged ceiling tiles on the second floor;

adjustment of the location of the new electrical boxes; additional electrical work including transformers, circuits, panels, breakers and data stubs; and additional concrete work to fix a crack in the loading dock ramp. MBE participation is 3.1% and WBE participation is 2.3%.

Senator Fontana asked if there were any questions from the Board.

Mr. Sala Udin asked why the MBE and WBE participation rates were low on the project.

Mr. Ryser stated that a significant portion of the work was self-performed by P.J. Dick and the material items associated with it, such as electrical items, were purchased from MBE or WBE firms.

Mr. Udin asked Mr. Clarence Curry how to maximize minority and women participation when it comes to projects that are largely self-performed.

Mr. Curry replied that the item in front of the Board is a change order. The actual participation on the project is larger than what was anticipated initially because additional material purchased was from a WBE. The final participation rates for the project are 4.6% MBE and 3.7% WBE.

Mr. Udin asked if the percentages were greater than the original contract.

Mr. Curry replied that the original overall contract participation percentages were approximately 8%, and with this change order, it is still 8% due to the size of the contract.

Mr. Udin asked, theoretically, how the Authority will maximize participation in self-performed work by non-MBE or WBE businesses.

Mr. Curry stated that the Authority does not accept the term “self-performing” at face value. The Authority insists that companies make a good faith effort to meet the MBE-WBE participation goals by sub-contracting with minority and women-owned businesses when

possible. The project currently meets the goals (8%) that were agreed to prior to starting work. Separately, the Authority reviews workforce participation as well.

Mr. Udin asked whether the workforce consisted of 20% minority and/or women and how that information is collected. He also asked if the Authority could collect workforce data to determine the breakdown of minority and women participation.

Mr. Curry stated there might be a legal reason that the Authority would not be able to collect that data.

Mr. Hanson responded that the data collected may not be broken down by sub-contractors.

Senator Fontana stated that the Authority could ask for that information from sub-contractors.

Mr. Curry stated that he does have some data he can share and that the Authority does ask the companies and sub-contractors to provide the workforce breakdown.

Senator Fontana asked if there were any further questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

**RESOLUTION NO. 5664**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County that its Executive Director and other proper officers are authorized to issue a change order to P.J. Dick Incorporated in the amount of \$226,608 for services related to the composite deck repairs in the ballroom; 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.

Senator Fontana introduced the next item on the agenda, authorization to enter into an agreement with HUB Parking in the amount of \$13,399 for purchase and installation of a ZEAG computer, receipt printer and motorized ticket removing device for the DLCC Garage.

Mr. Conor McGarvey explained that in 2016, 2017 and 2019, the SEA Board approved contracts for a phased replacement of DLCC parking garage equipment including 4 barrier gates, 4 entry and exit stations, and 2 pay on foot stations that were all original to building construction in 2003. Remaining hardware replacement includes: 1 pay-on-foot station; 2 credit card only stations; and a cashier station. The cashier station includes a ZEAG Fee Computer, cash register, motorized ticket removing device and receipt printer. All components of the cashier station have reached the end of their useful life.

HUB Parking Technologies equipment is the only system compatible with all of the DLCC parking garage pay-on-foot stations, credit card only pay stations, credit card interface system, and the accounting system. To ensure that the DLCC received the best price, HUB Parking Technologies was asked to share quotes from comparable projects. The pricing on the comparable projects was in line with HUB's bid on the DLCC project.

The lead time for this project is approximately 8 weeks. The cashier station and all components have a one year on-site warranty and a ten-year useful life.

Senator Fontana asked if there were any questions from Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

**RESOLUTION NO. 5665**

RESOLVED by the Board of 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 HUB Parking in the amount of \$13,399 for purchase and installation of a ZEAG

computer, receipt printer and motorized ticket removing device for the David L. Lawrence Convention Center Garage; 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.

Senator Fontana continued on to the next item on the agenda, authorization to exercise an option to continue the agreement with American National Skyline, Inc. (“ANSI”) for two years in an amount not-to-exceed \$109,875 for exterior building cleaning of metal surfaces.

Mr. McGarvey stated in 2017, SMG issued a request for proposals for building exterior, metal surface cleaning. Proposers were asked to submit pricing for a base contract of three years and annual pricing for an owner option of two additional years. Three companies submitted proposals with ANSI being the low proposer for the base contract and the owner option of two years. A three-year contract was approved by the Board at the April 2017 meeting.

ANSI has been contracted to clean the exterior metal surfaces at the DLCC since 2014 and also cleaned the building prior to the G-20 in 2009. ANSI is a certified WBE, and they have been thorough, flexible and timely with their services in the past six years. During the three-year period (2017-2019), ANSI cleaned the exterior of the building at a total cost of \$177,200. SMG is recommending exercising the two year owner option with ANSI.

ANSI will mobilize in 2020 and 2021 on dates agreed to by both the DLCC and ANSI. Selected areas, outlined in the fee proposal form, will be cleaned based on priority and need. The cost is not-to-exceed \$109,875 over the two-year period. ANSI will clean the building with approved cleaning methods and materials, aligned with sustainability goals. Each annual cleaning will take between three to four months to complete, and will be done prior to cleaning the exterior of the windows at the DLCC. ANSI is a 100% WBE company.

Senator Fontana asked if there were any questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

**RESOLUTION NO. 5666**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County its Executive Director and other proper officers are authorized to exercise an option to continue the agreement with American National Skyline, Inc. for two years in an amount not-to-exceed \$109,875 for exterior building cleaning of metal surfaces; 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.

Senator Fontana introduced the next item under PNC Park, authorization to reimburse Pittsburgh Associates in an amount up to \$524,033 from the PNC Park Capital Reserve Account for exterior façade cleaning, carpet replacement, tunnel flooring, and stair painting projects.

Mr. Bill Williams explained that the Pirates requested five projects to be funded from the PNC Park Capital Reserve Fund. The Pirates pay operating expenses at PNC Park, but the Lease requires that certain eligible capital expenses will be reimbursed from the PNC Park Capital Reserve Account. All of the Pirates' requests were reviewed by Authority staff and were listed and recommended for maintenance or replacement in multiple annual inspection reports by CannonDesign, the Authority's inspection firm.

Approximately 350,000 sq. ft. of exterior façade was last cleaned in 2009. Staining and discoloration of the façade is not only an aesthetic issue but can lead to structural issues if not addressed. As part of this project, various mortar joints and sealant areas of the facade will be repaired, as recommended in the 2019 WJE façade report. Franco, a WBE firm, is the low

bidder in the amount of \$204,000 and they provided unit pricing that will be used if mortar or caulking repairs are needed.

The seating bowl aisle stair treads are treated with a safety nosing over the edge of the step, which provides a visual indicator of the step as well as physical traction. The stair nosings were last repainted in 2007 and are now worn and in poor condition. Avalotis is the low bidder at \$83,575 and is using the MBE firm of I. D. Ritter for 95% of work.

The rubber flooring in the home and visitor dugouts, in the walkways to the home and visitor clubhouses from the dugouts, the PNC Park service tunnel and in the umpire's walkway prevents players and umpires from slipping when metal spikes are worn and also protects PNC Park from damage due to the metal spikes. The existing rubber flooring has significant wear and tear and some portions are worn through to the ground. Wright Commercial Carpet is the low bid at \$76,463 and is using Allegheny Construction, a WBE firm, for demolition of existing flooring.

The Pirates requested that the Pittsburgh Baseball Club carpeting be replaced. This carpet is original to PNC Park and has exceeded its useful life. The existing carpet is worn, stained, torn and separated and would be replaced with similar broadloom carpeting with a limited lifetime warranty. Wright Commercial Carpet is the low bid at \$134,825 and is using Allegheny Construction, a WBE firm, for demolition of existing carpet and Rush Trucking, a MBE trucking company, for hauling.

The Pirates requested that the concession office space be re-painted and the carpet replaced. The carpet is original to the building opening in 2001 and needs replacement as it is worn, torn, rippled and heavily stained. The existing carpet would be replaced with carpet squares with a limited lifetime warranty. Wright Commercial Carpet is the low bid at \$25,170.



The SEA recommends approval of up to \$524,033. Overall there is 15.2% MBE and 43.3% WBE participation. There is currently approximately \$1.9 million in the PNC Park Capital Reserve Account (before any payment of these requests).

Senator Fontana asked if there was a limited lifetime warranty on all of the projects.

Mr. Williams stated that the carpet installation is limited lifetime warranty and the other projects have a one-year warranty on parts and maintenance.

Senator Fontana asked if there were any further questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

**RESOLUTION NO. 5667**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County its Executive Director and other proper officers are authorized to reimburse Pittsburgh Associates in an amount up to \$524,033 from the PNC Park Capital Reserve Account for exterior façade cleaning, carpet replacement, tunnel flooring, and stair painting projects; 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.

Senator Fontana introduced the next item under Heinz Field, authorization to reimburse PSSI Stadium Corporation Inc. (“PSSI”) from the Heinz Field Capital Reserve Account for final change orders related to fire alarm, sprinkler piping and concrete, and sealant repair projects.

Mr. Williams explained that similarly to the Pirates at PNC Park, the Steelers are responsible for daily operating expenses at Heinz Field, but certain capital projects are eligible for reimbursement from the Heinz Field Capital Reserve Account. Each of the three projects eligible for reimbursement at Heinz Field were previously approved by the Board, but change orders have occurred during the projects that staff have reviewed and recommend for approval.

In May 2019, the Board approved entering into an agreement with PSSI Stadium Corporation to perform repairs including the upper deck precast front tub wall grout pack replacement and railing repairs, the routing and sealing of cracks, repairing spalled concrete, and addressing exposed reinforcement, among other items. CPS was awarded the contract. At the time, PSSI requested a \$75,000 contingency to address necessary repairs as may arise during the project. Authority staff did not recommend approving this contingency and instead set up a process that the Facilities Director would review any change orders as they came up in the project. There were approximately 100 items discovered and addressed in the amount of \$147,690. Bid unit prices were used and quantities were verified. There were other items totaling \$9,730 that were deemed not eligible for reimbursement. The majority of the work was step replacement which accounted for \$96,800. PSSI is requesting additional reimbursement of \$147,690.

In March 2019, the Board approved reimbursement in an amount up to \$249,481 to PSSI for replacement of the dry system fire protection piping for portions of the facility. The Schedule 10 piping needed replacement as it was original to the building. During the installation, additional piping was required above the scope of initial work and additional hours were necessary to address unforeseen issues. An original allowance was provided of \$15,000. However, the total cost of the additional piping and unforeseen issues was \$25,597, based on the unit pricing provided in the original bid. Therefore, an additional reimbursement of \$10,597 is requested.

In June 2019, the Board approved reimbursement up to \$65,850 to PSSI for an electrical contractor to install fire alarm strobes and transponders. During the installation, numerous drawing issues were encountered and equipment faults were identified and corrected. These

faults included defective wiring, failed devices, and mislabeled equipment. These items were outside the original scope of work and totaled \$11,865. Emerald Electric, an MBE firm, performed the work.

Overall, there is 14.5% MBE and 1% WBE for the combined value, after change orders, for all three projects. SEA staff recommends approval up to \$170,152 for all three items. There is currently approximately \$3.2M in the Heinz Field Capital Reserve Account prior to this request.

Senator Fontana asked if there were any questions from the Board.

Reverend Glenn Grayson asked why there were so many change orders on these projects. He stated that sometimes the lowest bidder gets selected and by the time the project has gone through any change orders, they have exceeded the amount of the other bidders.

Mr. Williams stated that the change order is an allowance to cover the differences between approved amount and actual cost.

Mr. Doug Straley stated that every bidder asked for a fixed allowance but the Authority staff instead preferred to review each change order request prior to making any payment or offering an allowance.

Reverend Grayson stated that if a company is awarded the lowest bid and the change order is substantial it could be difficult for the Authority to gauge whether or not they are getting the best price from the start.

Mr. Williams stated that the Authority requests pricing for the work that the company will do, so that the Authority can hold them to those prices if extra work needs to be done.

Reverend Grayson asked how the Authority is protected if the item is bid at a mistakenly low price and avoid change orders.

Mr. Straley stated that there was an original scope given to all bidders and the scope may expand during the course of the project, because, for example, it can be difficult to anticipate issues underneath layers of concrete.

Mr. Curry stated that the Authority's engineers do their best to estimate a proper scope.

Mr. Hanson explained that the change order process is done not because of an improper low bid, but because we ask the company to complete additional work based on a unit price that they bid through a competitive process.

Reverend Grayson stated that what Mr. Hanson describes is different than what he assumed was a mistake during the bidding process for pricing projects.

Mr. Hanson stated that the change order process is usually due to additional work because otherwise the process would be unfair by allowing companies to put in artificially low bids, and that is not how our process works. When we do change orders it is because of an engineer led change to the project, in almost every instance. If that is not the case, he would expect that to be explained in front of the Board.

Senator Fontana stated that if the same company bids low and consistently asks for change orders, the administration should see it as a red flag. It could happen and has been discussed, but is left to the administration to review whether that is happening consistently.

Mr. Udin stated it is good for the Board to ask these questions as well.

Senator Fontana asked if there were any further questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

#### **RESOLUTION NO. 5668**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County its Executive Director and other proper officers are

authorized to reimburse PSSI Stadium Corporation Inc. in an amount up to \$170,152 from the Heinz Field Capital Reserve Account for final change orders related to fire alarm, sprinkler piping and concrete and sealant repair projects; 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.

Senator Fontana introduced the next item under North Shore Garage, authorization to amend the agreement with O&S Associates in a not-to-exceed amount of \$40,000, including reimbursable expenses, for design, bidding, and construction administration services, based on hourly rates.

Mr. Williams stated that in March 2017, the Board authorized O&S Associates to perform biennial condition assessments of the North Shore Garage. The inspections are undertaken every two years, with the second inspection completed in 2019. The inspection provided a condition assessment report with priority recommendations for projects with timeframes of within 1 year, 1-3 years, and 3-5 years. The projects recommended for completion in the next 12 months include: partial depth concrete slab repairs, partial depth overhead repairs, replacement of roof waterproofing membrane traffic topping, replacement of remaining slab tee-tee joint sealants, and replacement of building facade sealant joints. The total estimated overall cost for these repairs is \$380,000.

When the RFP was issued in 2017, hourly rates through the term of the contract were requested as part of the proposals and those rates were used to develop this proposal. O&S had the lowest rates of the eight proposals that were submitted. With this authorization, O&S will provide construction documents for repairs and assist with the public bid and provide services during construction. The schedule would be approximately 9 weeks for O&S to develop a bid package and manage the public bid for the work. The results of the public bid will come back to

the Board for approval. O&S is a 100% MBE firm and SEA staff recommends this approval for \$40,000.

Senator Fontana asked if there were any questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

**RESOLUTION NO. 5669**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County its Executive Director and other proper officers are authorized to amend the agreement with O&S Associates in a not-to-exceed amount of \$40,000, including reimbursable expenses, for design, bidding, and construction administration services, based on hourly rates; 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.

Senator Fontana introduced the next item under North Shore Riverfront Park (“NSRFP”), authorization to enter into a three-year agreement with Geese Police of Western Pennsylvania (“Geese Police”) in an amount not-to-exceed \$52,000 (\$17,000 per year plus \$1,000 for egg addling services) for geese control services.

Mr. Williams stated that the NSRFP is a heavily utilized destination area that attracts boaters, runners, bikers and walkers. In addition to these groups, the park also attracts Canadian geese. In May 2015, the Board approved a contract with Geese Police for geese control services. Geese Police uses specially trained border collies to deter the geese population by patrolling the Great Lawn at random times during the week. Since Geese Police began patrolling the Great Lawn, SEA staff has observed that the geese population has been reduced.

The service covers 34 weeks per year starting in March and ending in December with one summer month off for geese molting season. Geese Police will patrol two to four times per day at

various times. They provide monthly reports tracking the time of day and the number of geese on site during their visits.

The Authority solicited proposals for a three-year contract. A RFP was posted on the Authority's website, advertised in the Post-Gazette and New Pittsburgh Courier, and was sent to four companies. Proposals were received from three companies.

Geese Police submitted the lowest quote and has been satisfactorily reducing the geese population at the park since 2015. There is no MBE or WBE participation. SEA staff recommends extending their contract for a not-to-exceed amount of \$52,000 for three years.

Senator Fontana asked if there were any questions from the Board.

Councilman Nicholas Futules asked whether the Authority has considered any alternative solutions. In his prior experience at Allegheny County Parks, he understands they have done remediation with the eggs and harvested some of the geese for homeless shelters. Also, Councilman Futules suggested concussion horns at the park to keep the geese away, which may be a more cost-effective solution and overall effective solution. He asked how often the dogs come to the park.

Mr. Williams stated the dogs come to the park a couple times per day.

Councilman Futules asked how often the geese come back after the dogs leave.

Mr. Williams stated that the geese do go away after the dogs arrive and the Geese Police provide reports documenting the patterns and the number of geese returning after the dogs leave is reduced considerably.

Councilman Futules stated that egg addling might be more effective at decreasing the geese population as opposed to the dogs.

Mr. Williams stated that the request for proposal was for geese control services broadly, not specifically dogs. The Authority welcomes any solutions.

Councilman Futules suggested that the Authority contact Mr. Andy Beckley from the Allegheny County Parks Department to further assist with solutions to the geese problem.

Councilman Coghill asked how the calculation was done to get to the not-to-exceed amount of \$52,000 for three years.

Mr. Williams stated it is \$17,000 per year and \$1,000 for egg addling services over those three years.

Ms. Conturo stated that over the years, the Authority has tried other solutions to address the geese problem. The Authority tried the noise system, but the geese got used to the noise. The Authority tried treating the grass with something that they didn't like eating, but that stopped working after a while. The Authority has found that the dog patrol solution works best, but will plan to reach out to Mr. Beckley.

Councilman Futules asked if geese are protected birds.

Mr. Williams confirmed that they are protected.

Mr. Straley stated that it may seem like the cost is steep, but it is significantly less than the cost to clean up the geese droppings from the park for events and other guests of the park.

Councilman Futules agreed and stated that the droppings are toxic and that it is important to keep the park clean.

Mr. Straley stated that there is a molting period, approximately a month and a half long, where the Authority is not permitted to disturb the geese by law and it takes a significant effort to keep the park clean.

Councilman Coghill asked for Mr. Williams to describe the egg addling process.



Mr. Williams stated that egg addling is where the eggs are removed from the nest.

Senator Fontana asked if there were any further questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

**RESOLUTION NO. 5670**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County its Executive Director and other proper officers are authorized to enter into a three-year agreement with Geese Police of Western Pennsylvania in an amount not-to-exceed \$52,000 (\$17,000 per year plus \$1,000 for egg addling services) for geese control services; 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.

Senator Fontana introduced the next item, authorization to enter into a three-year agreement with Plantscape, Inc. in an amount not-to-exceed \$21,360, with all costs to be reimbursed by Colcom Foundation, for landscape maintenance services at Tribute to Children Monument (“Tribute”) and the Law Enforcement Officers Memorial (“LEOM”).

Mr. Williams stated that in 2014, Colcom Foundation expressed interest in obtaining year-round landscape maintenance services at Tribute, including planting annuals, pruning trees and shrubs, weeding, and mulching. Over the years, Colcom requested additional services, such as fertilizing, weed control, litter pickup, at the Tribute. Colcom also offered to cover the costs of these similar efforts for LEOM.

The Authority solicited proposals for a three-year contract. A RFP was posted on the Authority’s website, advertised in the Post-Gazette and New Pittsburgh Courier, and was sent to ten companies, including three MBE and one WBE company. Proposals were received from three companies, one was a WBE.

Plantscape submitted the lowest quote and has been satisfactorily landscaping Tribute and LEOM since 2014. Plantscape is a 100% WBE. Colcom reviewed the quote and recommended Plantscape for the three-year contract at a cost not-to-exceed \$7,120 per year.

Senator Fontana asked why Colcom does not handle the bidding process instead of the Authority.

Mr. Hanson stated that because Tribute is owned by the Authority, the Authority makes the decisions about what work occurs on the property. Although Colcom is willing to reimburse the Authority for the work, the Authority needs to control the work. Colcom, however, reimburses for the expense and the SEA operating budget is not affected by this item.

Senator Fontana asked if there were any further questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

#### **RESOLUTION NO. 5671**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County its Executive Director and other proper officers are authorized to enter into a three-year agreement with Plantscape, Inc. in an amount not-to-exceed \$21,360 (\$7,120 per year), with all costs to be reimbursed by Colcom Foundation, for landscape maintenance services at Tribute to Children Monument and the Law Enforcement Officers Memorial; 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.

Senator Fontana introduced the next item, authorization to enter into a three-year agreement with North Shore Pools and Service in an amount not-to-exceed \$12,615 (\$4,205 per year) for cleaning services at the Water Steps.

Mr. Williams explained that the Water Steps are a prominent feature of the NSRFP. The steps and reflecting pool have a sand filter; however, airborne particles and contaminants settle

in the pool and are not circulated enough for the sand filter to clean the water. Therefore, it is necessary to clean the pool bottoms with standard swimming pool vacuuming equipment.

The Authority solicited bids for a three-year contract via the Authority's website and was sent to eight companies, including one WBE company. One proposal was received from the existing pool cleaning company, North Shore Pools and Service.

North Shore Pools and Service has cleaned the Water Steps since 2011, and the Authority has been satisfied with the quality of work. There is no MBE or WBE participation. SEA staff recommends a contract for three years at a not-to-exceed amount of \$4,205 per year.

Senator Fontana asked if there were any questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

#### **RESOLUTION NO. 5672**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County its Executive Director and other proper officers are authorized to enter into a three-year agreement with North Shore Pools and Service in an amount not-to-exceed \$12,615 (\$4,205 per year) for cleaning services at the Water Steps; 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.

Senator Fontana introduced the next item, authorization to enter into a three-year agreement with Montore Building Services, LLC (dba Squeegee Squad) in an amount not-to-exceed \$13,000 annually for cleaning and maintenance.

Mr. Williams explained that the SEA is responsible for maintaining clean walkways and surfaces throughout NSRFP and around features such as Tribute and the Water Steps. As such, the SEA enters into an agreement with a contractor to provide power washing and general maintenance services in the park.

The Authority solicited proposals for a three-year contract. A RFP was posted on the Authority's website, advertised in the Post-Gazette and New Pittsburgh Courier, and was sent to twelve companies, including four MBE and three WBE companies. Proposals were received from four companies.

Montore Building Services, LLC (dba Squeegee Squad) submitted the lowest proposal based on unit pricing, hourly rates and estimated workload. There is no MBE or WBE participation. SEA staff recommends a contract for three years at a not-to-exceed amount of \$13,000 per year.

Senator Fontana asked if there were any questions from the Board.

Reverend Grayson asked if the work could be done internally by maintenance staff.

Mr. William stated that the Authority does not have a staff that could do that kind of work.

Reverend Grayson asked if all the cleaning was done through contract work.

Ms. Conturo stated that is correct, for work done outside of the DLCC building.

Mr. Curry stated that the Authority is working to expand MBE and WBE participation, especially with respect to small contracts, so he reached out to the Business Resource Center, which operates on the Riverside Innovation Center on the North Side. The Authority received two bids as a result of that outreach that were not low and Mr. Curry promised to reach out to help them understand the bidding process a little better.

Senator Fontana asked if there were any further questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

**RESOLUTION NO. 5673**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County its Executive Director and other proper officers are authorized to enter into a three-year agreement with Montore Building Services, LLC dba Squeegee Squad in an amount not-to-exceed \$13,000 annually for cleaning and maintenance; 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.

Senator Fontana introduced the next item under SEA Operating, appointment of a new member to the SEA Art Committee.

Mr. Straley explained that in 2012, the SEA Board reconstituted the SEA Art Committee in order to advise the SEA on items related to the public art collection and major aesthetic changes. The Art Committee is responsible for reviewing and making recommendations to the SEA Board regarding: gifted artworks/monuments/memorials, maintenance of existing artworks, deaccessioning of artworks, commissioning/acquiring new artworks, and advising on major aesthetic changes to any SEA facilities.

The SEA Art Committee is comprised of seven members representing artists, arts advocates and administrators, institutional representatives, and architects. Following the approval of the new member, the committee will consist of the following six members: Mary Navarro, Sallyann Kluz, Thaddeus Mosley, Cecile Shellman, Brian Lang, and Rachel Saul Rearick.

In addition, Tony Cavalline is the Acting Public Art & Civic Design Manager and participates on the SEA Art Committee in that capacity. The Public Art and Civic Design Manager for the City of Pittsburgh, when hired, will take over that seat.

Rachel Saul Rearick is the Arts and Culture Manager at the Allegheny County Airport Authority. Ms. Rearick manages the inventory, appraisal, and conservation of the art pieces at

the Airport, which has a similar type of collection as the SEA and deals with similar issues as the SEA.

Senator Fontana asked if there were any questions from the Board.

Councilman Futules asked for the locations of the art pieces owned by the Authority.

Mr. Straley stated that there are pieces in the DLCC, the corner 7<sup>th</sup> and Penn, and on the North Shore.

Reverend Grayson asked whether there was any age diversity on the art committee, and whether a younger generation was represented.

Mr. Straley stated that the new appointee is in the millennial age group.

Councilman Coghill asked whether the art committee reviews everything from sculpture to the pictures on the walls of the DLCC.

Mr. Straley stated that is correct, those are within the scope of the art committee.

Senator Fontana asked if there were any further questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

#### **RESOLUTION NO. 5674**

RESOLVED by the Sports & Exhibition Authority of Pittsburgh and Allegheny County to appoint Rachel Saul Rearick to the SEA Art Committee; 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.

Senator Fontana introduced the next item, authorization to issue one or more series of bonds to refund, either in whole or in part: the Authority's Regional Asset District Sales Tax Revenue Bonds, Series of 2010 and the Authority's Hotel Room Excise Tax Revenue Bonds, Series of 2010.

Ms. Mary Conturo explained that in 1999, the Authority issued two series of bonds to fund the costs of PNC Park, Heinz Field, DLCC and related infrastructure. Those bonds became callable in 2010 and were refunded at that time. There was no change in the amount of money that went towards paying the bonds, but because the interest rates were lower it created some savings that we were able to use for capital needs of the DLCC. The two series of bonds reissued in 2010 are now callable at par in August of this year. The Authority is preparing to refund those bonds because today's interest rates are lower than the rates on the outstanding 2010 bonds. The money that will be used to pay the bonds is exactly the same. The savings generated from the refunding will be used to finance some of the Authority's major facilities capital needs.

This action also authorizes the pricing committee which will consist of at least two of the following: the Board Chair, the Vice Chair and the Secretary (or if two of those officers are not available, such other Board member(s) as designated by the Chair or in his/her absence, the Vice Chair); and the Executive Director or, in his/her absence, the Chief Financial Officer. The pricing committee will review and accept the final terms of the 2020 Bonds, in consultation with PFM Financial Advisors, LLC ("PFM"), the Authority's financial advisor. The final structure of the 2020 Bonds will be set at the time of marketing by the pricing committee, in consultation with the PFM, in order to maximize the benefits to the Authority. Over the next few months, the bonds will be rated and the Authority, with its financial advisor, will set the structure and the timeframe to enter the market in order to capture the most savings.

Senator Fontana asked if there were any questions from the Board.

Mr. Udin asked Ms. Conturo to describe any minority participation in the transaction.

Ms. Conturo stated that the transaction requires various legal analyses, including two teams of bond counsels. Two of those four bond counsels are minorities, R. Darryl Ponton &

Associates and Claude Council Jr. Also involved in the transaction is an assistant disclosure counsel, which is Mr. Franklin Robinson. The bankers selling the bonds are still being determined, and one may be a minority firm.

Mr. Udin stated that he would like to acknowledge the extra steps taken by Ms. Conturo to be affirmative in including minorities in this transaction. For a while there were several attorneys doing bond work for various agencies, but may have lost their credentials in the “red book” over time. It is important to remember these attorneys exist and to encourage them to stay in the red book.

Councilman Coghill asked if this is just a refinancing to get a better interest rate and put the savings towards capital needs.

Ms. Conturo stated that he is correct in his understanding.

Councilman Futules asked if the Authority would include the total spent for the month of all the projects on the agenda to report to County Council.

Ms. Conturo stated that could be done in the future.

Revered Grayson asked what the interest yield is expected to be.

Ms. Conturo stated that the not-to-exceed true interest cost of the new bonds should be between 3-3.5%, which should provide some \$10-15 million in savings up front with some taken in over time. The structuring of the savings and the timing of the marketing to best maximize the savings and benefits to the Authority will be determined closer to time of marketing with the assistance of the Authority’s financial advisor.

Ms. Weimer stated that, as an employment lawyer, she would like to make a comment related to reporting on women and minorities who are performing work on Authority contracts. Companies are not required to and cannot require their employees to identify themselves as a



member of any protected class. Many companies ask for self-identification for protected class and know the percentage of employees who have chosen to self-identify. If the workforce participation information is being collected and considered, the Authority should also ask for the percentage of workforce that has self-identified. Mr. Curry should feel free to reach out with any questions to her.

Mr. Curry stated that he would like to sit down with Ms. Weimer to discuss.

Senator Fontana asked if there were any further questions from the Board. Hearing none, he asked for a motion to approve. On a motion duly made, seconded, and unanimously carried, the following resolution was approved:

#### **RESOLUTION NO. 5675**

WHEREAS, the SPORTS & EXHIBITION AUTHORITY OF PITTSBURGH AND ALLEGHENY COUNTY (the “**Authority**”), is a body corporate and politic organized and existing under the laws of the Commonwealth of Pennsylvania (Act of July 29, 1953, P.L. 1034; Act of October 30, 2000, P.L. 616 as heretofore and hereafter amended and supplemented (the “**Act**”)), having its office in the City of Pittsburgh (the “**City**”), Allegheny County, Pennsylvania (the “**County**”) and is empowered under the Act to acquire, hold, construct, improve, maintain and operate, own or lease (either as lessor or lessee) public auditoriums, and the Authority has the power to borrow money and issue bonds to carry out its purposes and to secure the payment of such bonds and notes by a pledge of any or all revenues of the Authority derived from all or any of its properties under an indenture or deed of trust; and

WHEREAS, in order to pay a portion of the costs of expansion and improvements to the David L. Lawrence Convention Center (the “**Convention Center**”) and for other purposes, the Authority, pursuant to a Trust Indenture (as amended, the “**Hotel Tax Indenture**”), dated as of May 1, 1999, between the Authority and U.S. Bank National Association, as successor trustee (the “**Hotel Tax Trustee**”), heretofore issued its Hotel Room Excise Tax Revenue Bonds, Series of 1999 (the “**1999 Hotel Tax Bonds**”) in the original aggregate principal amount of \$193,375,000. The 1999 Hotel Tax Bonds were refunded in part with the proceeds of the Authority’s Hotel Room Excise Tax Revenue Bonds, Refunding Series of 2010, issued in the original aggregate principal amount of \$146,645,000 (the “**2010 Hotel Tax Bonds**”), of which \$93,925,000 are currently

outstanding, and in part with the proceeds of the Authority's Hotel Room Excise Tax Revenue Bonds, Refunding Series of 2012, issued in the original aggregate principal amount of \$44,160,000 (the "**2012 Hotel Tax Bonds**"), of which \$43,250,000 are currently outstanding. There are no 1999 Hotel Tax Bonds currently outstanding. The Authority entered into the First Supplemental Trust Indenture, dated as of September 1, 2010 and a Second Supplemental Trust Indenture, dated as of June 1, 2012, in connection with the issuance of the 2010 Hotel Tax Bonds and the 2012 Hotel Tax Bonds, respectively; and

WHEREAS, the 2010 Hotel Tax Bonds and the 2012 Hotel Tax Bonds are payable, on a parity basis, from a portion of the revenues generated by the hotel room excise tax consisting of a 5% hotel room excise tax and an additional 2% hotel room excise tax (collectively referred to as the "**Hotel Tax**") levied by the County upon the consideration received by each operator of a hotel within the County from each transaction of renting a room or rooms to accommodate transients; and

WHEREAS, the portion of the Hotel Tax revenues assigned to the payment of the 2010 Hotel Tax Bonds and the 2012 Hotel Tax Bonds is payable to the Hotel Tax Trustee pursuant to an Acknowledgement and Support Agreement, dated as of May 1, 1999, as amended by a First Supplemental Support Agreement, dated as of September 1, 2010, and a Second Supplemental Support Agreement, dated as of June 1, 2012 (as amended, the "**Support Agreement**") by and among the Authority, the County, the Allegheny County Treasurer and the Allegheny County Controller; and

WHEREAS, in order to pay a portion of the costs of the construction of the Convention Center, a new baseball park (PNC Park) and a new football stadium (Heinz Field) and related improvements, the Authority heretofore issued its Regional Asset District Sales Tax Revenue Bonds, Series of 1999 (the "**1999 RAD Tax Bonds**") in the original aggregate principal amount of \$176,625,000 and refunded such bonds with the proceeds of its Regional Asset District Sales Tax Revenue Bonds, Refunding Series of 2010 in the original aggregate principal amount of \$173,765,000 (the "**2010 RAD Tax Bonds**"), of which \$112,045,000 are currently outstanding, pursuant to a Trust Indenture dated as of August 1, 2010 between the Authority and U.S. Bank, National Association, as trustee. There are no 1999 RAD Tax Bonds currently outstanding; and

WHEREAS, the 2010 RAD Tax Bonds are payable from a portion of the revenues generated by a one percent sales, use and hotel excise tax collected within the County (the "**RAD Tax**") imposed by the County to preserve, improve and develop the region's civic, recreational, library,

sports, cultural and other regional assets and to finance programs of local tax relief, which RAD Tax is received and distributed by the Allegheny Regional Asset District (“**District**”); and

WHEREAS, the portion of the RAD Tax revenues are assigned to the payment of the 2010 RAD Tax Bonds pursuant to a Cooperation and Support Agreement dated as of May 6, 1999, as amended January 13, 2005 and August 1, 2010 (as amended, the “**Cooperation Agreement**”) by and among the Authority, the County, the City, the District and the Stadium Authority of Pittsburgh and Allegheny County and an Intercept Letter dated as of May 6, 1999 as supplemented by letter dated August 1, 2010 (as amended, the “**Intercept Agreement**”) involving the District, the Treasurer of the Commonwealth of Pennsylvania and the Authority; and

WHEREAS, the Authority has determined that it may be financially beneficial to undertake a project (the “**Project**”) to issue bonds to currently refund all or a portion of the 2010 Hotel Tax Bonds and to pay costs of capital repairs and improvements to the Convention Center (with the savings), and to issue bonds to currently refund all or a portion of the 2010 RAD Tax Bonds and to pay costs of capital repairs and improvements to the Convention Center and/or to the other major Authority facilities (i.e., Heinz Field, PNC Park and PPG Paints Arena) (with the savings) (the 2010 Hotel Tax Bonds together with the 2010 RAD Tax Bonds, the “**2010 Bonds**”); and

WHEREAS, in order to accomplish the Project, the Authority has determined to issue, if financially beneficial, (i) its Regional Asset District Sales Tax Revenue Bonds, Series of 2020 (or such other designation as the Authority may determine), in one or more series, in a principal amount not to exceed \$140,000,000 (the “**RAD Tax Bonds**”) and/or (ii) its Hotel Room Excise Tax Revenue Bonds (or such other designation as the Authority may determine), in one or more series, in a principal amount not to exceed \$130,000,000 (the “**Hotel Tax Bonds**”, and together with the RAD Tax Bonds, the “**Bonds**”); and

WHEREAS, in order to issue the Hotel Tax Bonds, it will be necessary for the Hotel Tax Indenture to be further amended by a Third Supplemental Trust Indenture (the “**Hotel Tax Indenture Amendment**”) with the Hotel Tax Trustee and for the Support Agreement be further amended by a Third Supplemental Support Agreement (the “**Support Agreement Amendment**”), provided, however, neither the amount nor the timing of payments of Hotel Tax due under the Support Agreement will be amended; and

WHEREAS, in order to issue the RAD Tax Bonds, a new trust indenture (the “**RAD Indenture**”) will be entered into between the

Authority and U.S. Bank National Association, as trustee, and the Authority will enter into a Third Supplement to the Cooperation Agreement (the “**Cooperation Agreement Amendment**”) and a further supplement to the Intercept Agreement (the “**Intercept Amendment**”), provided, however, neither the amount nor the timing of payments of RAD Tax due under the Cooperation Agreement will be amended; and

WHEREAS, in order to insure the payment when due of the principal of and interest on the Bonds, the Authority may determine that it is financially beneficial to obtain municipal bond insurance for all or part of the Bonds (the “**Bond Insurance Policies**”); and

WHEREAS, the Authority may determine that it is financially beneficial to obtain one or more debt service reserve fund surety bonds and/or replace one or more of the existing debt service fund reserve surety bonds (the “**Surety Bond Policies**”); and

WHEREAS, the Authority expects to obtain a purchase proposal for the RAD Tax Bonds (the “**RAD Tax Bonds Purchase Contract**”), and/or a purchase proposal for the Hotel Tax Bonds (the “**Hotel Tax Bonds Purchase Contract**”) and, together with the RAD Tax Bonds Purchase Contract, the “**Purchase Contracts**”) from PNC Capital Markets LLC, as book-running senior underwriting manager, and as representative of itself and any such other co-managing underwriters as the Authority shall select (collectively, the “**Underwriters**”).

NOW THEREFORE, BE IT ENACTED AND RESOLVED as follows:

1. (a) The Authority hereby authorizes the Project and further authorizes the proper officers of the Authority to take all actions required to apply the savings to the purposes specified in this Resolution.

(b) The issuance, sale and delivery of the RAD Tax Bonds in an aggregate principal amount not to exceed \$140,000,000 in one or more series, each series bearing a net interest cost not to exceed 4%, having a final maturity date not to exceed February 1, 2031 and having such redemption features and other provisions as shall be set forth in the RAD Indenture and the RAD Tax Bonds Purchase Contract is hereby authorized and approved, provided that the net present value savings (including the amount of proceeds for capital expenditures as upfront savings) as a percentage of the principal amount of the 2010 RAD Tax Bonds being refunded is not less than 3%.

(c) The issuance, sale and delivery of the Hotel Tax Bonds in one or more series and in an aggregate principal amount not to exceed

\$130,000,000, each series bearing a net interest cost not to exceed 4%, having a final maturity date not to exceed February 1, 2035 and having such redemption features and other provisions as shall be set forth in the Hotel Tax Indenture, as amended, and the Hotel Tax Bonds Purchase Contract is hereby authorized and approved, provided that the net present value savings (including the amount of proceeds for capital expenditures as upfront savings) as a percentage of the principal amount of the 2010 Hotel Tax Bonds being refunded is not less than 3%.

(d) There is hereby created a Pricing Committee of the Authority, which shall consist of at least two of the following: the Board Chair, the Vice Chair and the Secretary (or if two from those officers are not available, such other Board member(s) as designated by the Chair or in his/her absence, the Vice Chair); and the Executive Director or, in his/her absence, the Chief Financial Officer. The Pricing Committee is hereby authorized to approve, on behalf of the Authority, the final terms and provisions of the Bonds, including but not limited to the final principal amounts, interest rates, maturities, series names and designations and redemption features, whether there will be Bond Insurance Policies and Surety Bond Policies, the principal amounts and maturities of 2010 bonds to be refunded, how savings will be taken and permitted uses for the savings, and the selection of any other parties and professionals to the transaction (such decisions to be made in consultation with the Authority's Financial Advisor, as identified in Section 10 herein).

2. The Chair, Vice Chair or Executive Director of the Authority is hereby authorized to execute and deliver the Hotel Tax Indenture Amendment and the RAD Indenture, each in the name and on behalf of the Authority, in the forms approved by the counsel to the Authority (the execution or delivery thereof by such officer to be conclusive evidence of the approval of such forms) and the Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority and/or to attest the same.

3. The Chair or Vice Chair of the Authority is hereby authorized 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 the Secretary or an Assistant Secretary of the Authority is hereby authorized to attest said manual or facsimile signature, and the Authority adopts said facsimile signatures as binding upon it.

4. The Chair, Vice Chair or Executive Director of the Authority is hereby authorized to execute and deliver the Purchase Contracts in the name of and on behalf of the Authority, in the forms approved by counsel to the Authority (the execution or delivery thereof by such officer to be conclusive evidence of the approval of such forms) and

the Secretary or an Assistant Secretary is authorized and directed to attest the same when so executed.

5. The Chair, Vice Chair or Executive Director of the Authority is hereby authorized to direct the authentication of the Bonds, and the Treasurer or Chief Financial Officer of the Authority is hereby authorized to deliver all of the Bonds to the Underwriters upon receipt therefor of the net proceeds of the sale of the Bonds with accrued interest, if any, from the date of the Bonds to the date of delivery, pursuant to the Purchase Contracts.

6. The Authority hereby authorizes and approves the distribution of Preliminary Official Statements and final Official Statements with respect to each of the RAD Tax Bonds and the Hotel Tax Bonds, each to be in such form as counsel to the Authority and the Chair, Vice Chair or Executive Director of the Authority executing the same shall approve, and with such approval to be conclusively evidenced by the execution thereof, and each of the Chair, Vice Chair and Executive Director is hereby authorized to sign the final Official Statements on behalf of the Authority. The Chair, Vice Chair or Executive Director of the Authority is hereby authorized, upon the preparation of the final Preliminary Official Statements, to execute and deliver to the Underwriters on behalf of the Authority their certificate(s) to the effect that the Authority deems the Preliminary Official Statements to be "final" as of their respective dates within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934.

7. The Chair, Vice Chair or Executive Director of the Authority is hereby authorized to execute and deliver the Cooperation Agreement Amendment, the Support Agreement Amendment, and the Intercept Amendment, each in the name and on behalf of the Authority, in the forms approved by the counsel to the Authority (the execution or delivery thereof by such officer to be conclusive evidence of the approval of such forms) and the Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to attest the same when so executed.

8. The proper officers of the Authority are hereby authorized to execute and deliver all other documents and to do all other acts as may be necessary and proper to carry out the intent and purpose of the foregoing resolutions, including but not limited to such documents and acts as may be required in connection with by any Bond Insurance Policies or any Surety Bond Policies. The form and content of any such additional documents shall be approved by such officers with the advice and approval of the counsel to the Authority (the execution or delivery of any document by such officers to be conclusive evidence of their approval thereof).

9. The Chair, Vice Chair or Executive Director of the Authority is hereby authorized to approve and authorize payment of all costs and expenses incurred in connection with the Project and the issuance of the Bonds, from the proceeds of the Bonds or other funds of the Authority.

10. The law firm of Dentons Cohen & Grigsby P.C. and Claude Council, Jr. are hereby appointed as Co-Bond Counsel in connection with the RAD Tax Bonds. The law firms of Eckert Seamans Cherin & Mellott, LLC and R. Darryl Ponton & Associates are hereby appointed as Co-Bond Counsel in connection with the Hotel Tax Bonds. PFM Financial Advisors, LLC is hereby appointed as financial advisor to the Authority in connection with the Bonds. PNC Capital Markets LLC is hereby appointed as book-running senior underwriting manager in connection with the Bonds. The law firm of Dinsmore & Shohl LLP is the Authority's Disclosure Counsel and Franklin L. Robinson, Esq. is Assistant Disclosure Counsel in connection with the Bonds. U.S. Bank National Association is hereby appointed as trustee under the RAD Refunding Indenture (and will continue as trustee under the Hotel Tax Indenture). The law firm of Dickie McCamey & Chilcote, P.C., is acting as Underwriters' Counsel.

11. Subject to the approval of the Pricing Committee in accordance with Section 1 above, the Authority hereby authorizes the refunding of such 2010 Bonds as the Pricing Committee shall determine, and directs the proper officers of the Authority to take all necessary actions to accomplish the refunding of the refunded 2010 Bonds, including, but not limited to, any necessary redemption and/or defeasance of such 2010 Bonds and investment of proceeds.

12. All Resolutions or parts thereof inconsistent with the provisions of this Resolution are hereby repealed or rescinded, canceled and annulled so far as the same affects this Resolution.

The next item was public participation, and Senator Fontana asked if anyone in the audience desired to address the Board.

There being no additional 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 11:34 A.M.

*Mary Conturo*

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Mary Conturo  
Assistant Secretary