

**STADIUM AUTHORITY OF THE CITY OF PITTSBURGH
BOARD MEETING
TUESDAY, JUNE 26, 2018
10:30 A.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 June 26, 2018 in Room 333 of the David L. Lawrence Convention Center. Board members in attendance: Stanley Lederman, Chairperson; James Malanos, Vice-Chairman; Reverend Brenda Gregg, Treasurer and Assistant Secretary; Keith Reed, Member and Steve Steingart, Member; as well as Authority staff members: Mary Conturo, Rosanne Casciato, Rosemary Carroll, Steve Morrison, Rifat Qureshi, Sharon Mink, Simona Loberant, Rachel Cohen, Maggie Pike, Samuel Meek, Umar Ahmad, Clarence Curry and Tom Ryser. Also in attendance: Bill Merchant, Solicitor; Mark Belko, Pittsburgh Post-Gazette; Frederick Winkler, architect; and Jason Wrona, Buchanan Ingersoll & Rooney PC.

Mr. Lederman called the meeting to order at 10:30 A.M. and requested that everyone rise for the Pledge of Allegiance. Thereafter, Mr. Merchant proceeded with a roll call of the Board Members, and confirmed that a quorum was present. Mr. Lederman welcomed Mr. Keith Reed as the newly appointed member of the Stadium Authority Board.

The following agenda items were discussed:

1. Public Participation

Mr. Lederman asked if any members of the public would like to speak. Seeing none, Mr. Lederman moved to the next item on the agenda.

2. Approval of the Minutes from the meeting of March 29, 2018.

A motion to approve was made, seconded and carried. The Minutes were accepted. Mr. Lederman continued on to the next item on the agenda.

3. New Business

The first item read was:

- A. Authorization to bind all insurance for July 1, 2018 to June 30, 2019 at a cost not-to-exceed \$65,800 plus processing fees.

Ms. Rosanne Casciato explained that Willis is currently in the second year of a three-year term as the broker for the SEA and the Stadium Authority. They have obtained quotes for insurance for the upcoming July to June year. Henderson Brothers, the Authority's Risk Management

Consultant, also asked Willis to market the insurance lines to Philadelphia Insurance Company because of changes they have seen in the past year. Based on the results, the current quoted price for the Authority insurance is \$2,102 more than last year and all insurance would be maintained with the existing carriers.

Highlights of the insurance program include: AIG, the property insurance carrier, is in the second year of a two-year rate guarantee, so there was no price increase; Cyber insurance is a joint policy with the SEA and the cost of \$5,493 for \$1 million coverage is shared by the two authorities; Umbrella and Public Officials insurance both increased because of the opening and operation of Gold 1 Garage.

Henderson Brothers recommends accepting Willis' proposal. This coverage will be bound July 1, 2018.

Mr. Lederman noted that, given the new liability due to the opening of the the Gold 1 Garage in 2017, the increase of only \$2,100 seemed to be a competitive rate for the Authority.

Ms. Casciato confirmed.

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. 2 (2018)

RESOLVED by the Board of the Stadium Authority that its Executive Director and other proper officers are authorized to bind all insurance for July 1, 2018 to June 30, 2019 at a cost not-to-exceed \$65,800 plus processing fees; 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.

The next item read was:

B. Approval of the Stadium Authority audit as of December 31, 2017.

Ms. Sharon Mink explained that the Stadium Authority audit was completed by Cameron Professional Services Group, LLC. At the end of 2017, the Authority changed its fiscal year from April to March to a calendar year. This change resulted in certain prior year information being restated in this audit.

Cameron issued the report with an unmodified opinion, which means that the Financial Statements present fairly, in all material respects, the financial position of the Authority. There were no significant deficiencies, findings, or questioned costs relating to the audit and therefore, no management letter was issued. No federal audit was required for this audit period.

On June 13, 2018 the Auditors, Francine Cameron and Corey Williams, reviewed the draft audit with the Stadium Authority Chairman, Treasurer, Authority Executive Director, CFO and Controller.

The Board was directed to the section of their materials called “Management’s Discussion and Analysis,” which provides a narrative overview of the Authority’s financial picture.

Mr. Lederman asked if any Board Members had any questions.

Rev. Gregg stated that on June 13, she and the Chairman met with the auditors who were pleased with the Authority staff and the work that was done throughout the year. The auditors had no problem getting the information they needed, and Rev. Gregg said the pre-meeting went well.

Mr. Lederman added that the Authority’s financial position improved in 2017 based upon some prudent actions by the Board and the Authority employees, and the addition of the Gold 1 Garage that was put into service last year.

Mr. Lederman asked if any Board Members had any further 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. 3 (2018)

RESOLVED by the Stadium Authority of the City of Pittsburgh that the Independent Auditor’s Report for the year ending December 31, 2017 prepared by Cameron Professional Services Group, LLC is hereby accepted; 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.

The next item read was:

- C. Authorization to enter into a three-party, renewable five-year agreement with the City of Pittsburgh and the Sports & Exhibition Authority to allow the City to have access to camera feeds of certain exterior security cameras at the David L. Lawrence Convention Center and at North Shore locations.

Mr. Steve Morrison explained that for the last five years, the Sports & Exhibition Authority has had an agreement with the City allowing their first responders to access the convention center's external security cameras. That agreement is up for renewal, and the Authority desires to add Stadium Authority locations at the North Shore to the list of cameras that the City is able to access, in particular, the Gold 1 Garage exterior cameras. This is a five-year agreement that is renewable.

Mr. Lederman asked if Mr. Morrison felt that this is in the Authority's best interest, not only the City, but the Authority, to enter into this agreement.

Mr. Morrison confirmed.

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. 4 (2018)

RESOLVED by the Board of the Stadium Authority that its Executive Director and other proper officers are authorized to enter into a three-party, renewable five-year agreement, or amendment to existing agreement, with the City of Pittsburgh and the Sports & Exhibition Authority to allow the City to have access to camera feeds of certain exterior security cameras at North Shore locations and the Convention Center, 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.

The next item read was:

- D. Authorization to enter into a ten-year license agreement with Bike Share Pittsburgh, Inc. to permit a bike share station at Gold 1 Garage.

Ms. Rosemary Carroll explained that in 2013, the City of Pittsburgh initiated a bike share program. It is now known as Healthy Ride and it is operated by a nonprofit called Bike Share Pittsburgh, Inc. Bike Share has requested that the Authority permit a bike share station at the Gold 1 Garage to serve as an amenity to the public, including patrons of the garage. The term of the license would be ten years, but either party would have the right to terminate for convenience with a 30-day notice.

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. 5 (2018)

RESOLVED by the Board of the Stadium Authority of the City of Pittsburgh that its Executive Director and other proper officers are authorized to enter into a ten-year license agreement with Bike Share Pittsburgh, Inc. to permit a bike share station at Gold 1 Garage; 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.

The next item read was:

- E. Authorization to extend the date of expiration of the Option Period for takedown of the Second Follow-On Parcel at the North Shore Option Area until February 27, 2019.

Mr. Rifat Qureshi explained that the North Shore Option Agreement provides for the takedown of the final development parcel along North Shore Drive, known as the “Second Follow-On Parcel,” to occur by August 31, 2018.

The construction of the seven-story office building on Parcel 14, known as the “First Follow-On Parcel,” began in the fall of 2017, and is scheduled for spring 2019 opening. Their primary tenant is the tech company SAP Ariba. The Optionee and the Authority have been in discussions with respect to the next development. This Board action would permit a 180-day extension and forbearance from August 31, 2018 to February 27, 2019 in order for those discussions to continue.

Mr. Lederman added that the Authority believes this extension is necessary and proper in order to allow the SAP building to open in order to lessen any potential problems with simultaneous construction of two nearby sites, parking impacts, etc. The Authority also wants to be sure that the next follow-on parcel, being the second, is done correctly and the parties have been making progress in discussions. The Authority expects a successful development to occur when that time comes, so Mr. Lederman recommended approving the resolution requested.

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. 6 (2018)

RESOLVED by the Board of the Stadium Authority of the City of Pittsburgh that its Executive Director and other proper officers are authorized to extend the date of expiration of the Option Period for takedown of the Second Follow-On Parcel at the North Shore Option Area until February 27, 2019; 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 asked if there were any comments from the public. Hearing none, Mr. Lederman asked for a motion to adjourn. The motion was seconded and unanimously carried.

The meeting was adjourned at 10:43 A.M.