SPORTS AUTHORITY OF THE METROPOLITAN GOVERNMENT OF NASHVILLE & DAVIDSON COUNTY

Minutes of the July 18, 2013 Meeting of the Board of Directors
Bridgestone Arena- Meeting Rooms D-G
8:00 a.m.

Board Members: Kim Adkins, Alfonzo Alexander, Margaret Behm, Cathy Bender, Lauren Brisky, J.D. Elliott, Chuck Meriwether, Ralph Perrey, Ed Temple, Nancy Vincent, Emmett Wynn
Staff: Toby Compton, Monica Fawknotson, Margaret Darby (Legal)
Predators/Powers Management: Sean Henry, Jeff Cogen, Gerry Helper, Sean Marshall, Jeremy Meriwether
Titans/LP Field: Don Maclachlan, Walter Overton
Visitors: Rich Reibeling (Metro Finance), Brasher Burbank (Stewart Transportation Solutions); Jeff Oldham (Metro Bond Counsel); Lillian Blackshear

Chairman J.D. Elliott called the meeting of the Sports Authority to order at 8:00 a.m. He thanked board members for their excellent turnout, and thanked Bridgestone Arena staff for hosting the meeting. After noting that the appeals process for decisions by the Sports Authority could be found both on the agenda and the Authority's website, Chairman Elliott called for a motion to approve the minutes of the July 1, 2013 board meeting. **Upon a motion duly made and seconded, the Sports Authority unanimously voted to approve the minutes.**

Executive Director Report

Chairman Elliott recognized Mr. Toby Compton to give the Executive Director Report. Mr. Compton began his report by giving an overview of the materials in the board's packets, including documents related to the issuance of bonds for the Predator's practice facility. He additionally reported that he had attended a community meeting with members of the business community from around the Global Crossings Mall (formerly Hickory Hollow) and stated that they are very excited about the Predators ice rink.

Mr. Compton continued by reporting that he and Ms. Monica Fawknotson have had a series of meetings with the parking stakeholders at LP Field with regards to the use of the lots, especially Lot R. The purpose of the meetings is to discuss ways to ensure the availability of parking for visitors of Cumberland Park, tenants of the Bridge building, and for the myriad of walks, 5ks, and community events held on the campus of LP Field. Mr. Compton stated that staff would provide an update and present its ideas to the board in the coming months.

Finally, Mr. Compton completed his report with the announcement that Ms. Fawknotson has been accepted into the Metro Management Institute and will begin training in the next month.

Titans/LP Field Report

Chairman Elliott recognized Mr. Walter Overton to give the LP Field Report. Mr. Overton began with the LP Field calendar, noting upcoming events such as the Music City Triathlon and the Titans Back to Football 5k on August 10th. He continued by acknowledging the collaborative effort between Metro Claims and the Titans and stated that just over $1200 worth of claims have been paid. Mr. Overton additionally reported that the ticket user fee balance is just over \$2.6 million and that the Capital Fund is currently just under \$120,000. He noted that Metro is scheduled to make its annual contribution to the fund in a couple of months. Finally, Mr. Overton next turned his attention to capital expense reimbursements. He stated that unfiled reimbursements now total just over \$2.4 million and that after the season the Titans will review them with Metro Legal, Metro Finance and Mr. Compton and make a submission to the Board for reimbursement.

Bridgestone Arena South Entrance Renovations

Chairman Elliott recognized Mr. Patrick Holcomb from the Convention Center Authority to provide an update on the Bridgestone Arena South Entrance Renovations. Mr. Holcomb began by reporting that construction is currently on schedule and will begin later in the month. Two things the Authority will see as construction begins are 1) The First Aid Station and 2) Demolition of the outer plaza on 5th Avenue. He continued by reporting that Public Works will be reworking the 5th Avenue stretch, and installing glass on 5th Avenue where the restaurant will be. Mr. Holcomb additionally reported that the parking garage on 6th Avenue needs to be dressed up and that metal mesh will be installed for better air flow from car exhausts and also to provide a nice surface. The scheduled completion date for the renovations is mid-December 2013.

Bridgestone Arena Report

Chairman Elliott next recognized Mr. Sean Henry to give the Bridgestone Arena Report. Mr. Henry began his report by stating that financially the arena is having its best months ever. They are at record levels both for attendance and revenue, have more shows on sale and more sellouts than ever before and they hope and expect the trend to continue into FY14. As Mr. Compton mentioned earlier, Bridgestone Arena is the 7th busiest arena in the US and pacing ahead of Madison Square Garden. Mr. Henry continued by briefly explaining the history that led to a lottery pick in the 2013 NHL Draft which secured Seth Jones, the best player in the draft who, along with his family has strong ties to Tennessee and the area. He reported that there is so much excitement and interest in Seth Jones that they were forced to turn people away at Prospect Camp, and that 20/20 and 60 Minutes are interested in featuring his story.

New Hockey Facility

Chairman Elliott recognized Metro Finance Director to discuss the financing of the new hockey facility. Mr. Reibeling reported that rates have risen rather dramatically since he was last before the Authority. Initially savings from the refinancing were projected to be approximately \$300,000; the projection is now \$100,000-150,000. Mr. Reibeling reiterated that the refunding piece of the debt restructuring will only be done if it will result in a certain level of savings at the time of closing. Right now the savings does meet the Sports Authority and Metro Government's minimum threshold required to refinance.

At Chairman Elliott's request, Ms. Margaret Darby, Sports Authority Counsel, walked the Authority through the bond documents including the Refunding Resolution, Refunding Escrow Agreement, and the Stadium Third Supplemental Trust Indenture. **Upon a motion duly made and seconded, the Sports Authority voted to approve the Refunding Resolution- A Resolution Approving the Authorization, Issuance And Sale Of Public Improvement Revenue Refunding Bonds, Series2013B (Taxable) Of the Sports Authority of THE Metropolitan Government of Nashville and Davidson County; Approving A Supplemental**

Trust Indenture Relating To Said Bonds; Pledging Certain Revenues of the Authority to the Payment Of The Bonds; Approving A Refunding Escrow Agreement And Authorizing The Preparation And Distribution Of An Official Statement In Connection With The Sale Of The Bonds.

The Sports Authority also, upon a motion duly made and seconded, voted to approve the Initial Resolution, New Money Resolution, and New Money Second Supplemental Trust Indenture. The Initial Resolution authorizes the Issuance of Not to Exceed Fifteen Million Dollars ($15,000,000) In the Aggregate Principal Amount of Public Facility Revenue Improvements Bonds, Series 2013A (Taxable) Of The Sports Authority Of The Metropolitan Government of Nashville And Davidson County.

Ms. Margaret Darby and Ms. Lillian Blackshear additionally reported that the Sports Authority was being asked to approve a resolution to authorize the execution and delivery of the second amendment to the Amended & Restated Intergovernmental Project Agreement. The second amendment broadens the definition of bonds issued to include bonds issued under the trust indenture as opposed to just inducement fee bonds. **Upon a motion duly made and seconded, the Sports Authority voted to approve the resolution authorizing the execution of the second amendment to the Intergovernmental Project Agreement.**

Ms. Darby then turned her attention to the Ground Lease, a document between the Sports Authority and Metropolitan Government necessary for the Sports Authority to have interest in the parcel of property formerly known as Hickory Hollow where the ice rink will be built. Ms. Darby stated that the 50-year ground lease is necessary for the Sports Authority to have the ability to construct the facility. **Upon a motion duly made and seconded the Sports Authority voted to approve the Ground Lease.**

Next Ms. Darby moved to the Facility Construction Agreement, an intergovernmental agreement between the Sports Authority and Metro General Services for General Services to oversee the management of the construction of the practice facility. **Upon a motion duly made and seconded, the Sports Authority voted to approve the Facility Construction Agreement.** Ms. Darby noted that the Ground Lease Agreement, Facility Construction Agreement, and the land swap piece will all go before the Metro Council for approval.

The Sports Authority discussed the Hockey Facility Operations Agreement. Comments were made and questions were asked regarding profit sharing, budgets, civic events, early termination, maintenance & improvements, and the role of technology over time. In response to Mr. Alfonzo Alexander's question regarding whether the lessee should be asked to provide written notice to the lessor for alterations made to the ice rink, Mr. Reibeling suggested that the written notice language be added so that both the lessee and the lessor provide notice for alterations to the rink. The projected completion date for the practice facility is September/October 2013. Ms. Nancy Vincent commended the project and Mr. Reibeling stated his enthusiasm and excitement for what the practice facility will mean to the southeast part of Davidson County. **Finally, upon a motion duly made and seconded, the Sports Authority voted to authorize the Chair to execute the agreement with any changes that need to be made.**

There being no other business the Sports Authority Meeting adjourned.