

CAPITAL IMPROVEMENT BOARD OF MANAGERS
OF MARION COUNTY, INDIANA
Minutes of Meeting
Monday, September 13, 2010
Room 120

A Meeting of the Capital Improvement Board of Managers of Marion County, Indiana ("Board") was held on Monday, September 13, 2010 in Room 120 of the Indiana Convention Center.

Board Members present included Ann Lathrop, Paul Okeson, Jim Dora, Jr., Carolene Mays, Michael J. McQuillen, Brenda Myers, and Donald P. Welsh, Ex-Officio. Messrs. Brown, Potesta, and Shane were absent.

Others in attendance included Barney Levengood, Executive Director, W. Tobin McClamroch, General Counsel, Bingham McHale LLP, Bryan Collins, Bingham McHale LLP, and members of the media. Also, a copy of the list of those who signed in upon arrival is attached hereto.

Minutes of the Monday, August 30, 2010 meeting of the Capital Improvement Board were presented, and upon a motion by Ms. Myers, which was seconded by Ms. Mays, these Minutes were approved.

Because both Financial and ICVA updates were heard on August 30th, and there being no questions, Ms. Lathrop advised the Board that there would be nothing further regarding these matters at this time.

The next item on the Agenda was that of a Financial Resolution, the "*Resolution of the Capital Improvement Board of Managers of Marion County, Indiana, Authorizing Appropriate Actions to be Taken in Connection with Financing Matters Related to Lucas Oil Stadium and Convention Center Expansion Projects*," which was presented by Bryan Collins, Bingham McHale LLP. Mr. Collins gave some background on the matter, recounting to the Board that in 2005 the Indiana Stadium and Convention Building Authority ("ISCBA"), the Indiana Office of Management and Budget, and the Indiana Finance Authority ("IFA") assumed the control of financing for LOS and the Indiana Convention Center Phase V Expansion, resulting in multiple bonds being issued for these projects and structures over the five and a half year period. Regarding changes to financing finance documents coordination and systems that the IFA wishes to effect smoothly, a Memorandum of Understanding ("MOU") between the parties and bond holders is proposed. Such MOU, in part, clarifies the consistencies and how these consistencies apply to the balances of revenues for these projects, as to their particular uses and obligations. Mr. Collins pointed out that these revenues would not be available for operations uses; they would be available to the CIB only for the purposes

of payment of debt service. Upon approval by the Board, the Finance Resolution, a copy of which is attached hereto as a part of these Minutes, authorizes the officers to make any necessary changes to, and to sign the Resolution when appropriate. Upon a motion by Ms. Mays, which was seconded by Mr. Okeson, the *"Resolution of the Capital Improvement Board of Managers of Marion County, Indiana, Authorizing Appropriate Actions to be Taken in Connection with Financing Matters Related to Lucas Oil Stadium and Convention Center Expansion Projects,"* was approved.

In a presentation regarding the comprehensive "Indiana Convention Center & Lucas Oil Stadium 2010 Marketing Plan" ("the Plan"), copies of which were given to the Board, Linda Addaman, Director of Marketing and Sales, and Barney Levensgood, highlighted portions of the Plan to the Board. First, Mr. Levensgood thanked Ms. Addaman and staff for their work on this project. In 2009, the ICCLOS had 401 events, and an attendance of 1,864,545. Thus far in 2010, there have been 205 events for a total of 785,000 attendees. "Event and attendance wise, we're on track," Mr. Levensgood said. Other points touched on included these:

Our Marketing Department consists of three salespersons, including one each for National, Regional and Local events, plus two clerical support staff. Our Sales staff, and our building staff, have done a great job in staying "on track" regarding what we knew we needed to do in 2009, which involved making tough decisions and tough choices involving Sales, Marketing and other areas.

In trying to sell the building, we take a hard look at "what works" and "what doesn't work." We recognize the importance of keeping the building operating and in good shape, which assists our staff and the ICVA when they do walkthroughs with prospective clients and are trying to "sell the building", which is ongoing. If we can't sell the building, then customers may not come back for another event. We work hard to get repeat customers.

With regard to our Booking Policy, our "14 months and in" strategy has changed the demographics of the events we have in our facility.

Our "matrix" involves revenues and occupancy. Our 10-year occupancy has declined as our building is more restrictive, as those restrictions pertain to our Booking Policy, however, the quality and impact of our events has been greater, and has enhanced hotel business for downtown Indianapolis.

The CIB and the ICVA work together on a daily basis. "The ICC and the ICVA talk every day," Mr. Levensgood told the Board.

Ms. Lathrop thanked Ms. Addaman and Mr. Levengood for bringing this information about the ICCLOS Marketing Plan to the Board.

The next item to come before the Board was that of a Resolution regarding the CIB and Pacers Basketball, LLC ("PB"). Mr. McClamroch explained that as part of an Amendment to the Conseco Fieldhouse Documents, dated July 16, 2010 ("Amendment"), the CIB agreed to acquire improvements for the Fieldhouse Complex that 1) are agreed upon by the CIB and PB, 2) will not cause damage to or impair the value of the Fieldhouse Complex and 3) will be an aggregate cost and expense to the CIB not exceeding the sum of \$3,500,000, plus a certain amount in the CIB's Sports and Convention Facilities Operating Fund. A copy of this Resolution is attached hereto as a part of these Minutes. In addition, a letter dated September 13, 2010, from W.F. Fuson, Chief Operating Officer of Pacers Basketball, LLC, which was given to the Board and a copy of which is attached hereto, described and detailed the proposed improvements. Part of that letter stated that, *"The improvements will result from the efficiencies and quality realized from the integration of the current ANC Sports Enterprises, LLC ("ANC") courtside digital video press table signage system, totaling thirteen Margay Modules for a total of approximately 47.13 feet in the center court area incorporated into a scorer's table unit ("System"), with approximately 1000 linear feet of new video-based light-emitting diodes ("LED") installed on the balcony level fascia ("Fascia LED") and four new scoreboard-mounted 16mm LED video displays, each measuring approximately 16 linear feet (the "Scoreboard LED"). Pacers Basketball, LLC ("PBLCC") proposes that the Fascia LED and Scoreboard LED be purchased by the Capital Improvement Board of Managers of Marion County, Indiana ("CIB") as an improvement to Conseco Fieldhouse, consistent with the terms of the July 16, 2010 Amendment to the Conseco Fieldhouse Complex Documents ("Amendment") as between the CIB and PBLCC."* Mr. McClamroch was asked to reiterate that this Improvement was based on a not-to-exceed sum of \$1,600,000, and he said that was correct. Approval of the Resolution, and that the Executive Director of the CIB be authorized to execute a contract for the purchase of the Improvements from ANC, a company which is the sole NBA approved provider of the Digital Light Projection Video Scorer's display, which is consistent with the advice and recommendation of the CIB's counsel, for a total price to be paid by the CIB to ANC for purchase and installation of the Improvements, not to exceed \$1,600,000, was sought. Upon a motion by Mr. Okeson, which was seconded by Ms. Mays, Board approval was granted.

Claims for the month of September included the following:

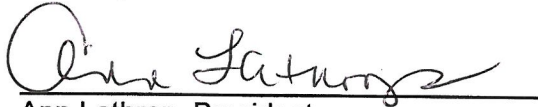
Capital Improvement Board of Managers:

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| Operating Expense Voucher #488G | \$ 1,849,458.20 |
| Confirming Operating Expense Voucher #487B | <u>412,531.45</u> |
| Total: | \$ 2,261,989.65 |

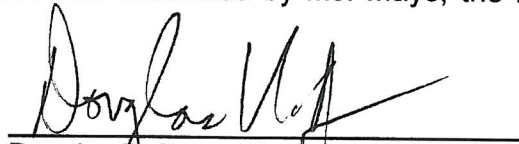
Upon a motion by Mr. McQuillen, which was seconded by Mr. Dora, the Board approved the Vouchers for the month of September, as presented.

Ms. Lathrop asked if there was any further business to be brought before the Board at this time. Mr. Levensgood commented that the new construction continues to go exceptionally well. "Mark your calendars for January 20th," he said, pertaining to the ribbon cutting. Also, he encouraged Board Members to take a hard hat tour of the new construction, as their time might permit.

There being no further business to be conducted or any public comments to be heard, and upon a motion by Mr. McQuillen, which was seconded by Ms. Mays, the meeting was adjourned.



Ann Lathrop, President
THE CAPITAL IMPROVEMENT BOARD
OF MANAGERS
OF MARION COUNTY, INDIANA



Douglas R. Brown, Secretary
THE CAPITAL IMPROVEMENT BOARD
OF MANAGERS
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