

CAPITAL IMPROVEMENT BOARD OF MANAGERS
OF MARION COUNTY, INDIANA
Minutes of Meeting
Monday, February 14, 2011
Administrative Board Room

A Meeting of the Capital Improvement Board of Managers of Marion County, Indiana ("Board") was held on Monday, February 14, 2011 in the Administrative Board Room of the Indiana Convention Center.

Board Members present included Ann Lathrop, David Shane, Douglas R. Brown, Jim Dora, Jr., Michael J. McQuillen, Brenda Myers, and Jay K. Potesta. Member(s) absent: Carolene Mays.

Others in attendance included Barney Levengood, Executive Director, Dan Huges, CFO, Jack Woodside, CIB, Robert Vane, CIB, W. Tobin McClamroch, General Counsel, Bingham McHale LLP, Mary Solada, Bingham McHale LLP, Bryan Collins, Bingham McHale LLP, James Wallis, ICVA, Michelle Travis, ICVA, Chris Gahl, ICVA, Bruce Donaldson, Barney & Thornburg LLC, Lou Gerig, Sease Gerig & Associates, and members of the media. A copy of the list of those who signed in upon arrival is also attached hereto.

Minutes of the Monday, January 14, 2011 meeting were presented, and upon a motion by Mr. Potesta, which was seconded by Mr. Brown, these Minutes were approved.

The next matter to come before the Board was that of Election of Officers. Counsel advised the Board that in accordance with state statute, a yearly Election of Officers is necessary. He called for a motion. Upon a motion by Mr. McQuillen, which motion was seconded by Mr. Potesta, the following individuals were elected to serve:

Ann Lathrop, President
Jim Dora, Jr., Vice President
David N. Shane, Treasurer
Douglas R. Brown, Secretary

In a Financial Update by Mr. Huges, he said the November Financials, which were presented in January, would not be followed by December Financials. This is because the CIB is going through its normal year-end process. In that regard, BKD, CIB's outside independent Auditor, will be coming on site the week of February 21, 2010 to help with financial reporting, after which the Indiana State Board of Accounts will come on March 14, 2010, to begin their Audit.

Also, Mr. Huge presented a Resolution, (the "Resolution"), which would approve certain matters related to the issuance by the Marion County Convention and Recreational Facilities Authority (the "Authority") of one or more series of its bonds to be designated as, "Marion County Convention and Recreational Facilities Authority Excise Taxes Lease Rental Revenue Refunding Senior Bonds, Series 2011A," which such further or different series designation as determined to be necessary, desirable or appropriate, in the maximum aggregate principal amount not-to-exceed \$65,000,000 (the "2011A Bonds"). The Authority's 2011A Bonds would be issued for the purpose of providing funds to: (a) currently refund all or any portion of (i) the Authority's Excise Taxes Lease Rental Revenue Senior Bonds, Series 1997A (the "1997A Bonds"), currently outstanding in the aggregate principal amount of \$20,920,000, and/or (ii) the Authority's Excise Taxes Lease Rental Revenue Refunding Senior Bonds, Series 2001A (the "2001A Bonds"), currently outstanding in the aggregate principal amount of \$39,595,000, and (b) pay costs of issuance relating to the 2011A Bonds.

Under the terms of the Resolution, prior to the issuance by the Authority of any series of the 2011A Bonds for refunding either the 1997A Bonds or the 2001A Bonds, an officer of the Board will be required to determine, based upon the advice of the Board's financial advisor, whether the refunding will produce (i) a sufficient level of cumulative net present value savings in debt service on the 1997A Bonds, and/or (ii) a sufficient level of cumulative net present value savings in debt service on the 2001A Bonds; which is commercially reasonable to justify such refundings.

In addition, the Resolution approves the forms of a Qualified Entry Purchase Agreement, a Bond Purchase Contract, a Preliminary Official Statement and a Continuing Disclosure Agreement, which were submitted to the Board prior to the meeting, and authorizes the President, Vice President, Secretary and Treasurer to execute and deliver each of such documents.

Finally, under the terms of the Resolution, the President, Vice President, Secretary and Treasurer of the Board are, and each of them individually rather than collectively is, authorized to take any and all such actions and to execute all such instruments as are necessary, desirable or appropriate to carry out the transactions contemplated by the Resolution, including but not limited to, any amendments or addendums to the Lease, in such forms as the President, Vice President, Secretary and Treasurer shall deem proper.

Bruce Donaldson, Barnes & Thornburg, also spoke to the Board about the Resolution, calling particular attention to the Recitals on Page 1, and telling the Board that the Bonds would be issued by MCCRFA, and that the CIB would only move forward if there were to be savings to be realized. Board approval to move forward with the Resolution, and to authorize the officers of the Board to execute the documents and participate in

the offering, as described, was then sought. And, upon a motion by Mr. Brown, which was seconded by Mr. Shane, the Resolution, a copy of which is attached hereto as a part of these Minutes, was duly adopted by the Board, as described by Messrs. Huge and Donaldson.

James Wallis, Chris Gahl and Michelle Travis gave brief comments on behalf of the ICVA. "We're glad to be back," Mr. Wallis told the Board regarding the ICVA's being back in the facility. He advised that matters pertaining to the search for ICVA's new CEO, continue. Ms. Travis referenced her recent attendance at the PCMA conference, calling it a great meeting, where comments about the many positive attributes of Indianapolis were expressed by meeting planners. Ms. Travis also shared news that a key group, the Archery Trade Association, has signed to come to Indianapolis for five years in a row, beginning in 2015. In addition, 2010 emerging markets continue to grow, including those of medicine, education, and sports. She also advised that as a direct result of the new expansion, 69 convention bookings had been retained, bookings—and business—which Indianapolis would have lost. Chris Gahl shared his comments from this year's Super Bowl in Dallas. He said the group focused on the many aspects of putting on a Super Bowl, from a hotel and dining perspective, to what should, and should not, be done when Indianapolis hosts the Super Bowl in 2012. He spoke of the 5,000 journalists in attendance in Dallas, many of whom had positive comments about Indianapolis. One journalist, Peter King, of Sports Illustrated, called Indianapolis, "America's most walkable city." Lastly, he shared a "visitation publication" that the Dallas CVB had made available to Super Bowl guests, commenting that Indianapolis can certainly do something similar. And lastly, about putting on a great Super Bowl, he said, "We stand committed and confident."

The next item to come before the Board, and presented by Mr. Levengood, was that of a Service Contract with AT&T. This agreement would, in part, serve as the CIB's "backup system," for certain power failures, alarms, etc., among which would be the PBX emergency/failover, vault alarms (ticket, Centerplate, ICC and Centerplate LOS) Turner Avenue fire systems, emergency power failure (LOS & ICC Dispatch, LOS & ICC data center, LOS maintenance/fax, and ICC Administration, and Capitol Commons pump room. Staff is seeking the Board's approval on a 36-month agreement, which would include 34 analog lines, at a cost of \$7.50 per line, per month, for a total of \$255.00 per month, and \$3,060 per year. The entire cost of a three-year contract would be \$9,180.00. Upon a motion by Mr. Dora, which was seconded by Mr. McQuillen, Board approval of a three-year Service Contract with AT&T, as described by Mr. Levengood, and a copy of which is attached hereto as a part of these Minutes, was granted.

The Bid Approval for MSA Parking Lot Paving was then addressed by Jack Woodside. The Board does not own the site, the location of which is 300 East Market Street;

however it does **manage** this site. In information the Board had received prior to the meeting, it was explained that in order to bring the site into compliance, the project will consist of the asphalt paving of the two, currently gravel, parking lots. This paving will reduce the available parking spaces from 250 to 177. The CIB has received eight bids for the work, which ranged from a low bid of \$877,649 to a high bid of \$1,284,000. It was pointed out that the base bid would be divided into two phases, Phase I – North Parking Lot and Phase II – South Parking Lot. Mr. Woodside advised that it had been determined by staff that the lowest, most responsible and responsive bid was the one submitted by **Millennium**, in the amount of \$877,649. Board approval to award the work to Millennium was sought, and upon a motion by Mr. Brown, which was seconded by Mr. Dora, approval was granted. The project is expected to take six weeks to complete. Mr. Woodside was asked about MBE/WBE participation for the project, and he answered that although he did not have exact percentages, the participation, "would be considerable." Mr. Levengood said that he would be glad to provide the figures at a future Board meeting, if desired. Also, Mr. Brown said he wished to thank Mr. Woodside for his work on this project. A description detailing the scope of the work involved, is attached hereto as a part of these Minutes.

Regarding "Discussion of Proposed Repairs Pertaining to the Capitol Commons Garage" (the "Garage"), the Board welcomed Mary Solada, of Bingham & McHale LLP. Ms. Solada spoke about the two-level, Capitol Commons garage structure, located beneath the Capitol Commons fountain and gardens. Ms. Solada advised the Board that the membrane which protects the roof of the garage, which was designed in the 1980's, is deteriorating over time. Due to the infiltration of water, repair to the Garage structure is needed. Under the 1995 agreements between Simon Property Group, the Garage owner, the City, and the CIB, the CIB is obligated to address Garage maintenance and repair issues. The CIB's portion of the cost to make the repairs is anticipated to be \$169,000. Also, Mr. Levengood said the CIB is anticipating that the Garage's owners will conduct additional studies regarding the Garage structure next year, a copy of which would be provided to the CIB. He indicated staff is recommending approval of these repairs. Upon a motion by Mr. Potesta, which was seconded by Mr. Brown, the Board approved an expenditure not to exceed \$169,000, with the urging of the Board that the work be completed by December 31, 2011 if at all possible.

The next matter on the Agenda, "LOS Concession, Internet, and Miscellaneous Issues," was tabled at this time.

Regarding the next item, "Park Indianapolis," the Board welcomed Lou Gerig, of Sease Gerig & Associates. Mr. Gerig described a new program, scheduled to begin the end of March, whereby downtown parking meters will offer users the option of paying with coins, but will also offer the option of paying with a credit card. He described something

of the process, which he called, "...more convenient, with parking meters which are solar, and environmentally friendly." Also, individuals will be able to "feed the meter" via their smart phones, and will no longer have to leave a meeting to do so. Operating hours for the new meters will be from Monday through Saturday, 7 AM to 9 PM. He said the public will hear more about these meters soon. Ms. Lathrop thanked Mr. Gerig for coming and for his comments pertaining to "Park Indy."

Mr. Levensgood then presented a Contract Extension on behalf of Smart City. The original agreement, he said, will terminate on December 31, 2011. This agreement, which was initiated on January 1, 2007, offered an initial three-year term, with an option for a two-year extension. Board approval was then sought for an extension through May 31, 2012. "They're our Internet provider, and they are up to the task of providing Internet and data services for the Super Bowl," Mr. Levensgood said. Approval of the extension now would avoid a potential change of provider and support during a critical period, he said, advising the Board that staff was seeking approval of the Smart City Contract Extension at this time. Upon a motion by Mr. McQuillen, which was seconded by Mr. Dora, Board approval of a Contract Extension with Smart City, supporting documents of which are attached hereto, was approved.

With regard to a "Legislative Update," Counsel spoke of two "fairly significant" bills, Indiana SB No. 292 and Indiana HB No. 1540. In part, these bills would restrict certain local governmental entities from enforcing firearms limitations. He pointed out that whereas currently the ICCLOS has authorization to govern firearms limitations, the bills, as drafted, would create issues for the CIB, pertaining to firearms limitations and regulations for events, and employees bringing firearms into the building, as well as general policy issues. Several Board members voiced concerns regarding this highly controversial issue. No formal action was sought, nor any taken on the matter, however, it was the consensus of the Board that this was a very important matter and that SB No. 292 and Indiana HB No. 1540, as referenced by Counsel, should be followed closely.

Claims for the month of February included the following:

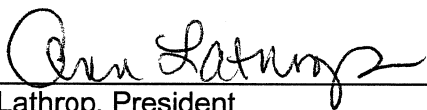
Capital Improvement Board of Managers:

Operating Expense Voucher #493G	\$ 2,564,539.39
Confirming Operating Expense Voucher #492B	<u>384,897.77</u>
Total:	\$ 2,949,437.16

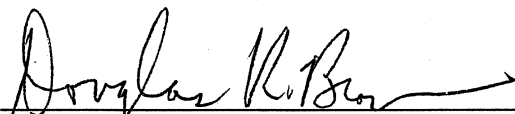
Upon a motion by Mr. McQuillen, which was seconded by Mr. Dora, the Board approved the Vouchers.

Ms. Lathrop asked if there were any other matters to be brought before the Board at this time. Mr. Levengood said he wanted the Board to know that "Dealer News," celebrating its 44th anniversary this year, is moving into the Indiana Convention Center today, for their February 19th - 21st show. This great group, which welcomes approximately 18,000 attendees annually, is to be the first event in our new expansion.

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 Mr. Dora, 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
OF MARION COUNTY, INDIANA