

CAPITAL IMPROVEMENT BOARD OF MANAGERS
OF MARION COUNTY, INDIANA
Minutes of Meeting
Monday, October 14, 2013
Indiana Convention Center - Boardroom

A Meeting of the Capital Improvement Board of Managers of Marion County, Indiana ("Board") was held on October 14, 2013 in the Indiana Convention Center's Boardroom.

Board Members present included Ann Lathrop, Jay K. Potesta, Jim Dora Jr., David N. Shane, Milton O. Thompson, Douglas R. Brown and Brenda Myers as well as Ex-Officio, Leonard Hoops. Board Members Carolene Mays and Maggie A. Lewis were absent.

Others in attendance included Barney Levensgood, Executive Director, Megan Ornellas, CFO, Jack Woodside, Special Projects Consultant, Christina Koennecke, Business Operations Director, Patti Dean, Controller, W. Tobin McClamroch, General Counsel, Bingham Greenebaum Doll LLP, Donald Graham, Bingham Greenebaum Doll LLP, Robert Vane, VSI, Chris Gahl, Visit Indy ("VI"), Cal Burleson, Indianapolis Indians, David Sease, SGA, and members of the media. A copy of the list of those who signed in upon arrival is also attached hereto.

The first agenda item was **Approval of Minutes** for the September 9, 2013 meeting. Upon a motion by Mr. Thompson and seconded by Mr. Dora the Minutes were unanimously approved as presented.

Ms. Lathrop introduced Cal Burleson, the Vice President and General Manager from the Indianapolis Indians organization to present the Board with an **Indians Update**. Mr. Thompson pointed out to the Board that Mr. Burleson was named The International League's 2013 Executive of the year. Mr. Burleson gave credit to Max Schumacher and the Board of Directors for the vision and building of Victory Field and well as crediting the marketing department for consistently presenting the mission of providing Indians baseball as affordable and memorable family fun.

Mr. Burleson highlighted the following points:

- The Indians had their highest attendance in 13 years, leading all 160 Minor League Baseball teams with their regular-season attendance of 637,579 fans (average of 8,980 per game)
- Indianapolis set a single-season record with eight sellouts during the 2013 season
- The Indians received their first back-to-back International League West Division championships in franchise history
- Victory Field drew their largest playoff crowd of 11,327 on September 6, 2013

- The Indians had a winning percentage of .588% over the last 3 years which was the best in Triple A Minor League baseball.

Mr. Burluson noted the many partnerships the Indians were lucky to have and in particular thanked the Eli Lilly Company suggesting the CIB consider recognizing the company for their longstanding commitment to community service in Indianapolis.

Ms. Lathrop asked if there were any questions or comments from the Board for Mr. Burluson. Mr. Brown added the Indians and Victory field were Indianapolis treasures and he and the Board were appreciative of the organization's efforts. Ms. Lathrop thanked Mr. Burluson for the update.

Ms. Lathrop introduced Megan Ornellas who presented the Board with a **Financial Update** as per the supporting documentation, which is attached and made a part of these minutes. Ms. Ornellas began noting overall YTD Revenues are up \$4.6M or 7 % from budget, due to performance in operating revenues. Ms. Ornellas highlighted several tax revenues were outperforming budget with Hotel-Motel tax up 7%, Food and Beverage up 3% and County Admissions tax up 14%. Operating revenues YTD are up 33% from budget reflecting the strong first quarter.

Ms. Ornellas noted total YTD operating expenses are down \$4.7M or 10% from budget due to \$1.8M in Personal Services costs, mostly due to temporary help during the Super Bowl, \$2.4 in planned expenses to the City for new tax revenue, Savings in contractual set-up fees and planned utility expenditures and lower than anticipated capital expenditures.

Overall the 2013 budget forecasted a \$3.4M operating deficit YTD, but current cash flow balance is a positive \$6.5 M or \$9.4M positive variance.

Ms. Lathrop asked if there were any questions for Ms. Ornellas regarding the Financial Statements and there were none at this time.

Ms. Lathrop introduced Leonard Hoops who presented the **Visit Indy Update** with the Market Share Performance report highlighting the Market Share Performance of three key areas: Indianapolis MSA, Marion County and Downtown, and Room-Night Production documents attached to and made a part of these Minutes. Mr. Hoops informed Board that we were losing the Dealer News convention due to a change in their schedule conflicting with the previously booked PRI show, which is significantly larger than the Dealer News, and the Big Ten Championships occurring in December.

Mr. Hoops thanked Mr. Levensgood and his staff for their efforts to secure the Jehovah's Witness Christian group for two large meetings in July 2014, noting this group would bring in a combined total of 46,000 room nights over the two meeting times and have a very strong economic impact on the city. Mr. Hoops noted that Mr. Levensgood found ways to work with the very specific labor demands from this group and it would have not been possible to secure the convention without his and his team's involvement. Mr.

Levengood pointed out our friends in the organized labor groups were partners in making this happen; noting the biggest compromises came from this group. Ms. Lathrop asked if there were any further questions for Mr. Hoops and there were none.

Ms. Lathrop introduced Mr. Levengood who presented the **ICCLOS Sales Report** which is attached to and made a part of these minutes. Mr. Levengood noted LOS attendance was 190,000 and noted that while July was a light month numbers wise, the year promised to finish strong for the months of September, October and November. He emphasized Gen Con was a phenomenal piece of business for August, from a food and beverage standpoint as well as an admissions tax collection. Mr. Levengood also noted Exact Target, while not one of our largest shows, was an important piece of business and also had strong Food and Beverage numbers. Mr. Levengood noted the Railway Interchange event was good for the economy plus American Chemical Society, providing back to back meetings resulting in two strong weeks in a row. Ms. Lathrop asked if there were any questions for Mr. Levengood and there were none.

Mr. Levengood presented the **Cultural Trail Bike Share Agreement** which is attached to and made a part of these Minutes. He explained this was well supported by the hotels, and community and was reviewed by counsel and staff. He noted there was no exchange of funds and our involvement was in support of the Cultural Trail. Pursuant to a motion by Mr. Potesta and seconded by Mr. Brown the Cultural Trail Bike Share Agreement was unanimously approved as presented.

Mr. Levengood next presented the **Anthem Parking License Agreement**, which is attached to and made a part of these Minutes. Mr. Levengood explained this agenda item had taken a little more time to present to the Board because there were several interrelated legal agreements involving Bankers Life Fieldhouse and the Indianapolis Pacers. He commended Bryan Collins of Bingham Greenebaum Doll for his involvement and hard work with regard to getting this Agreement completed. Mr. Levengood noted there were provisions in the document to move parkers in the event these spaces were needed for Bankers Life Fieldhouse patrons due to an event. Upon a motion by Mr. Shane seconded by Mr. Dora, the Anthem Parking License Agreement was unanimously approved as presented.

Mr. Levengood next presented the **Parking License Agreement for USA Gymnastics** which is attached to and made a part of these Minutes. He noted this had been reviewed by Counsel as well and would enable the CIB to generate revenue while still being able to accommodate all parties as necessary. Upon a motion by Mr. Potesta seconded by Mr. Brown, the agreement was unanimously approved as presented.

Mr. Levengood presented the **ICC Concession Stand Remodel Contract** to the Board which is attached to and made a part of these Minutes. He noted this is one of the last remaining pieces of the remodel of the North campus. Mr. Levengood read the following into the record:

The CIB solicited competitive bids for certain renovations and additions to the existing concession area within the Convention Center that is located immediately west of the 500 Ballroom. The three lowest bids received for this project were:

Dallman Contractors, LLC	\$306,574.00
Gibraltar Construction Corp.	\$345,800.00
3D Professional Contracting, Inc.	\$349,000.00

The two low bids submitted did not meet all MBE/WBE/VBE participation goals for the project as set forth in the bid documents and, based upon information submitted with the bids and reviewed by CIB staff with assistance from counsel, it was also determined that the two low bidders did not demonstrate that they had made good faith efforts to achieve these goals. The third bid indicates that the MBE/WBE/VBE goals for the project will be met if that bidder is awarded the contract. Accordingly, staff recommends that the two low bids be deemed not responsive and that the contract be awarded to 3D Professional Contracting, Inc., as the lowest responsible and responsive bidder.

Pursuant to a motion by Mr. Shane and seconded by Mr. Thompson, staff's recommendations regarding ICC Concession Stand Remodel project was unanimously approved as presented, including award of the contract to 3D Professional Contracting, Inc., as the lowest responsible and responsive bidder.

Mr. Levensgood presented the **EMS Agreement Extension** which is attached to and made a part of these Minutes. He noted the client, Indiana Healthcare, agreed to not raise any rates if the CIB would renew the agreement for a term of 3 years prior to it expiring in May 2014. Pursuant to a motion by Mr. Potesta and seconded by Mr. Brown, the agreement extension was unanimously approved as presented.

Ms. Lathrop presented **Claims** 525G, 524B and 524C, to the Board as per the supporting documentation, which is made a part of these Minutes. There were no questions, and on a motion by Mr. Shane which was seconded by Mr. Dora the Claims were unanimously approved by the Board.

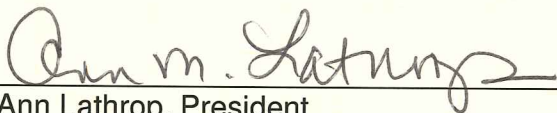
Mr. Levensgood reminded the Board the meeting for November was the 18th, a week later than usual and informed the Board we would be reaching out to them in early November to approve the vouchers before the meeting so we could pay our vendors on our regular payment schedule. Ms. Lathrop informed the Board she would be out of town during this time and would abstain from voting.

In **Other Business**, Mr. Levensgood highlighted a few items of note to the Board. He mentioned the Convention Center would be hosting auditions for the America's Got Talent television show which was a change of pace for the building. He drew attention to an article by Ray Compton which emphasized the value of high school sporting events hosted at LOS, despite the limited revenues they generate. He concluded by drawing attention to a full page color ad for ICCLOS found on the back cover of the

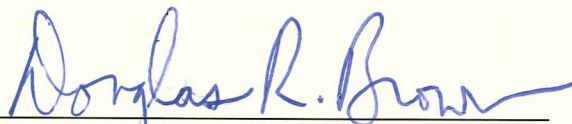
August 2013 issue of Trade Show Executive, telling the Board the ad has been very well received.

Ms. Lathrop informed the Board she was interested in advancing the concept of paperless technology for the Board's materials. This new software would allow for paperless dissemination of Board Packets and anyone with an Ipad (or similar equipment) could view the materials during the meetings via the ICC's wifi system. Mr. Levengood added that he would provide each of the Board members with their own wifi password and code to use going forward.

There being no further business and no **Public Comment** 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