

MINUTES
GEORGIA WORLD CONGRESS CENTER AUTHORITY
SPECIAL BOARD OF GOVERNORS MEETING
AUTHORITY BOARD ROOM
JANAURY 8, 2015
10:00 a.m.

The following were in attendance:

GWCCA Authority Members

Steve Adams
David Allman
Glenn Hicks
Lee Hunter, Chair
Tim Lowe
Greg O'Bradovich
Bill Russell
Charlie Yates

Absent

Brian Daniel
Anne Hennessy
Bill Jones
Bill Rice
Doug Tollett

GWCCA Legislative Overview Com.

None

GWCC Staff

Dale Aiken
Kevin Duvall
Jennifer LeMaster
Frank Poe
Pargen Robertson
Sherrie Spinks

Dome Staff

None

COP Staff

None

Levy Restaurants

None

Atlanta Convention & Visitors Bureau

None

Bank of New York

None

Atlanta Falcons

Morgan Alverson
Greg Beadles
Elena Cizmaric
Rich McKay
Kim Shreckengost
Jim Smith

Office of Planning & Budget

None

Press

Dave Huddleston, WSB 2
David Lewis, Freelance/Falcons Archivist
Angelique Proctor, Fox 5
Doug Richards, WXIA 11
Tim Tucker, AJC
Bernard Watson, CBS 46

Guests

Lawrence Bell, Troutman Sanders Strategies
Michael Drake, Legends
Robb Willis, Troutman Sanders Strategies

Chair Hunter called the meeting to order at 10:21 a.m.

There are two action items on today's meeting agenda. The first action item is the Phase I (Club Seats) NSP Personal Seat License Program. Phase II (Reserve Seats) will be presented in Summer 2015.

In the Memorandum of Understanding for a Successor Facility to the Georgia Dome (the “MOU”) (executed April 5, 2013), the Team, the Authority, and StadCo agreed essentially that proceeds from the sale of personal seat licenses for seats at the NSP sold prior to the Cut-Off Date would be used to finance part of the Public Contribution for development and construction of the NSP. The Cut-Off Date means the date of Final Completion or the Opening Date of the NSP.

On February 5, 2014, the Authority, StadCo, and the Team entered into a PSL Sales Agreement, pursuant to which the Authority engaged StadCo as its agent and sales representative for the marketing and sale of PSLs prior to the Cut-Off Date and for related services.

Under the PSL Sales Agreement, StadCo agreed to develop a written marketing and sales program plan for the PSLs, which must include the development of various print and digital marketing materials, subject to the Authority’s right to review and provide input and its final approval right. PSL Sales Agreement, Section 1.2.

Under the PSL Sales Agreement, StadCo also agreed to develop a pricing structure for the PSLs which must be approved by the Authority and that will be based on, among other things, the location of the seat related to the PSL and the associated amenities. PSL Sales Agreement, Section 1.2.

StadCo went through a lengthy process to determine which firm they would select as the NSP’s Marketing Agent and ultimately, chose the firm of Legends. Legends is known worldwide and has marketed the Dallas Cowboys stadium, the San Francisco 49ers stadium, and multiple college stadiums, to name a few. Rich McKay, President and CEO of the Atlanta Falcons, introduced Michael Drake with Legends. Mr. Drake reviewed the PSL Marketing Plan and Price Structure. Founders Club consists of 100 seats, Champions Club consists of 6,500 seats, and Piedmont Club consists of 1,000 seats. As a comparison, the PSL for the Dallas Cowboys stadium is \$150K for Founders Club, and \$35K to \$50K for Champions Club. PSL for San Francisco stadium is \$80K for Founders Club, and \$25K to \$35K for Champions Club. A copy of the Marketing Plan and Price Structure is appended and made a part of these minutes.

Mr. Poe thanked the Falcons for their report. A Resolution authorizing the Executive Director to approve the PSL Marketing Plan and Price Structure was presented to the Board for action. Staff recommends approval.

Chair Hunter asked for a motion to approve the Resolution as presented.

A motion authorizing the Executive Director to approve on behalf of the Authority the NSP Personal Seat License Marketing Plan and Price Structure was made by Glenn Hicks, seconded by Tim Lowe, and unanimously approved.

The second action item is an Assignment to the Amendment to 360 Architecture Services Agreement. In April 2013, 360 Architecture was awarded the NSP Architectural Services Contract. On December 4, 2014 HOK Group, Inc. acquired 360 Architecture.

Under the MOU, the parties agreed essentially that StadCo would serve as the developer of the NSP with responsibility for design, construction, and development, that the Authority and StadCo would enter into an agreement with the Lead Architect, and that all procurement procedures would comply with applicable law (O.C.G.A. Title 50, Chapter 22). MOU, Sections 3.3 and 3.4.

On April 30, 2013, this Board passed a Resolution authorizing the Executive Director to execute and deliver an Architect Agreement, and the Executive Director in fact did that.

Under the Architect Agreement, 360 Architecture, Inc. is required first to obtain the written consent of both the Authority and StadCo before it may assign or transfer any or all of its interest in the Architect Agreement. Architect Agreement, Section 15.1.

StadCo now requests essentially that the Authority consent to the assignment by 360 Architecture, Inc. of its rights under the Architect Agreement to HOK Group, Inc.

A Resolution authorizing the Executive Director to consent to the assignment by 360 Architecture was presented to the Board for action. Staff has consulted with StadCo and Heery and is comfortable with recommending approval of the Resolution.

Chair Hunter asked for a motion to approve the Resolution as presented.

A motion authorizing the Executive Director to execute and deliver the Authority's consent to the assignment by 360 Architecture, Inc. of its rights under the Agreement for Architectural Services for the NSP to HOK Group, Inc. was made by David Allman, seconded by Bill Russell, and unanimously approved.

The next GWCCA Board of Governors meeting is scheduled for Tuesday, January 27, 2015.

With no further business to discuss, a motion to adjourn was made by Lee Hunter, seconded by Charlie Yates and unanimously approved.

RESPECTFULLY SUBMITTED:

APPROVED:

DALE AIKEN
ASSISTANT SECRETARY

BILL RUSSELL
SECRETARY