

MINUTES
GEORGIA WORLD CONGRESS CENTER AUTHORITY
BOARD OF GOVERNORS MEETING
AUTHORITY BOARD ROOM
April 28, 2015
1:00 p.m.

The following were in attendance:

GWCCA Authority Members

Steve Adams (*by phone*)
Stan Conway
Phil Gingrey
Anne Hennessy (*by phone*)
Glenn Hicks
Lee Hunter, Chair
Bill Jones
Tim Lowe
Greg O'Bradovich
Bill Rice
Doug Tollett

Absent

David Allman
Brian Daniel
Bill Russell
Charlie Yates

GWCCA Legislative Overview Com.

Representative Rahn Mayo

GWCC Staff

Mark Adams
Kevin Duvall
Jennifer LeMaster
Frank Poe
Pargen Robertson
Josh Robison
Richard Sawyer
Carla Sayeh
Patrick Skaggs
Sherrie Spinks
Mark Zimmerman

Dome Staff

Carl Adkins

COP Staff

Joe Skopitz

Levy Restaurants

Steve Potts

Atlanta Convention & Visitors Bureau

Mark Vaughan

Attorney General's Office

None

Bank of New York

None

Atlanta Falcons

Greg Beadles
Mike Egan
Rich McKay
Kim Shreckengost

Office of Planning & Budget

Caylee Noggle

Press

Leon Stafford, AJC
Tim Tucker, AJC
Amy Wenk, Atlanta Business Chronicle

Guests

Franklin Jones, Greenberg Traurig
Cameron Griffith, Trane
Elliott McCabe, Bank of America
Diana Pope, GSFIC
Lee McElhannon, GSFIC
Ken Neighbors, Greenberg Traurig
Mark Schnetzka, Trane
Douglass Selby, Invest Atlanta
Dan Shabo, Trane
Chris White, GEFA

Chair Hunter called the meeting to order at 1:01 p.m. and introduced the following first-time guests:

Cameron Griffith – Trane U.S.
Elliot McCabe – Bank of America
Keilani Parker – Attorney General’s Office
Mark Schnetzka – Trane U.S.
Douglass Selby – Invest Atlanta
Dan Shabo – Trane U.S.

Chair Hunter then asked for a motion to approve the March 31, 2015 meeting minutes.

A motion to approve the March 31, 2015 meeting minutes was made by Glenn Hicks, seconded by Doug Tollett, and unanimously approved.

MARCH FINANCIAL REPORTS

Chair Hunter called on Sherrie Spinks for the review of the March 2015 financial reports, which are appended and made a part of these minutes.

GEORGIA WORLD CONGRESS CENTER

The Congress Center projected a net profit of \$1,436,231 for the month but had an actual net profit of \$1,275,056, a negative variance of \$161,171. The negative variance is due to increased expenses for two large shows and maintenance projects. YTD the Congress Center projected a net profit of \$1,125,070 but had an actual net profit of \$3,969,737.

GEORGIA DOME

The Dome projected a net loss of (\$3,396,466) for the month, but had an actual net loss of (\$3,231,131), a positive variance of \$165,335. The positive variance is due to revenue from two short-term booked events. YTD the Dome projected a net profit of \$21,328,710 but had an actual net profit of \$24,939,282.

CENTENNIAL OLYMPIC PARK

The Park projected a net loss against budget of (\$31,682) for the month but had an actual net loss of (\$183,026), a negative variance of \$151,344. The negative variance is due to project expenses. YTD the Park projected a net loss of \$126,804 but had an actual net gain of \$168,258.

Hotel/Motel Tax of \$20M was 7.16% over budget for the month and is 11.50% ahead of last year at this time.

The following March events resulted in an estimated 134,066 attendees and an estimated economic impact of \$102.5M for the month.

GWCC: Society of Interventional Radiology
SECO International
Greater Atlanta RV Show
Microsoft Convergence
Georgia First Robotics
Hinman Dental
2015 International Auto Show

Dome: Georgia Youth State
Wrestling Championship
Joel Osteen

Q3 Rolling Forecast Update:

- The Congress Center is now projecting a net profit of \$1,309,394, which is a positive variance of \$1,799,280 from the previously budgeted profit.
- The Georgia Dome is now projecting a net profit of \$24,190,786, which is a positive variance of \$2,474,529 from the previously budgeted profit.
- Centennial Olympic Park is now projecting a gain against budget of \$54,601, which is a negative variance of (\$5,729) from the previously budgeted profit.

Chair Hunter thanked Ms. Spinks for the reports.

GUARANTEED ENERGY SAVINGS PERFORMANCE CONTRACTING UPDATE

The Board was reminded that at the August 26, 2014 Board meeting, they approved a resolution authorizing the Executive Director to negotiate with Trane U.S. to contract for an Investment Grade Audit as it relates to a potential Guaranteed Energy Saving Performance Contract. The Investment Grade Audit has recently been completed and received. Today Patrick Skaggs, GWCC AGM, Chris White with GEFA, and Trane U.S. representatives updated the Board on the process to date. The Board will be asked to take action at the May 19, 2015 Board meeting on a Resolution authorizing the Executive Director to enter into a contract with Trane U.S. The term sheet should be completed soon and will be reviewed with the GWCCA Finance Committee before the May 19 Board meeting.

NEW STADIUM PROJECT FINAL CLOSING RESOLUTION

Today is a significant day for the Authority and the Falcons. It is the last step of the journey which started two years ago. The timeline is listed below.

March 15, 2013

- GWCCA Board of Governors authorized Executive Director to execute and deliver the following:
 - GWCCA/Falcons MOU
 - Tri-Party MOU
 - Funding and Development Agreement
 - Operations and Maintenance Agreement
 - Hotel Motel Tax Funding Agreement
 - GWCCA New Stadium Funding Resolution

June 18, 2013

- GWCCA Board accepted the conceptual design

October 29, 2013

- GWCCA Board Approved Schematic Design

February 5, 2014

- Executed the Initial Closing Documents
 - Transaction Agreement
 - Invest Atlanta Rights Agreement
 - Project Development Agreement
 - PSL Marketing Agreement

December 2, 2014

- GWCCA approved Guaranteed Maximum Pricing and Budget

April 28, 2015

- Resolution authorizing Executive Director to execute final closing documents.

Franklin Jones with Greenberg Traurig updated the Board on the Transaction Agreement and NSP Document negotiations since the February 5, 2014 Initial Closing. Since Final Closing, negotiations between parties regarding open issues related to Project Documents that needed to be resolved before Final Closing have taken place and the majority of the open issues have been agreed upon. The following two Project documents that were still under negotiation and not yet ready for consideration at the Initial Closing were 1) Site Coordination Agreement and 2) Intellectual Property License Agreement. Negotiation progress on these two documents has been made and the remaining open issues should be resolved before Final Closing.

Section 5.2 of the Transaction Agreement included a list of conditions which needed to be satisfied before the Final Closing could take place. Mr. Jones reviewed the list of conditions noting if they have been satisfied or when they would be satisfied. It is anticipated that the remaining open issues will be resolved before Final Closing.

Greg Beadles with the Atlanta Falcons and Elliott McCabe with Bank of New York reviewed the NSP Financing and Licensing Structure, construction funding, financing key terms and conditions, and the financing timeline.

Douglass Selby and Jim Beard with Invest Atlanta reviewed Invest Atlanta's financing progress to date. Conditions to allow access to the bond market have been met. Bonds have achieved an AAA3 rating from Moody's and an A+ rating from Standard and Poor's. Pricing should be received by May 5 or May 6. Invest Atlanta will then meet to approve pricing. Bonds are anticipated to close on May 14 or May 15, before May 18 closing date. Invest Atlanta is working with Citi Group to circulate bonds in the market.

The following two Resolutions were presented to the Board today for action.

- Final Closing Resolution - authorizes the Executive Director to execute the following Agreements:
 - Stadium License and Management Agreement;
 - Site Coordination Agreement;
 - GWCA Club Guaranty Agreement;
 - GWCCA Intellectual Property License Agreement;
 - Non-Relocation Agreement;
 - Operation and Maintenance Agreement;
 - Bond Proceeds Funding and Development Agreement; and
 - Amendment to Invest Atlanta Rights and Funding Agreement

- Bond Financing Resolution – authorizes the Executive Director to execute the following Documents:
 - Intercreditor Agreement;
 - Second Supplemental Indenture; and
 - Conforming Agreement.

At this time, Chair Hunter asked for a motion to approve the Final Closing Resolution.

A motion to approve the Resolution titled, “A Resolution of The Geo. L. Smith II Georgia World Congress Center Authority Regarding Final Closing for the Atlanta New Stadium Project” was made by Doug Tollett, seconded by Tim Lowe, and unanimously approved.

Chair Hunter then asked for a motion to approve the Bond Financing Resolution.

A motion to approve the Resolution titled, "A Resolution of The Geo. L. Smith II Georgia World Congress Center Authority Regarding Certain Amendments relating to Bond Financing" was made by Bill Rice, seconded by Tim Lowe, and unanimously approved.

OTHER POST-EMPLOYMNET BENEFITS (OPEB) TRUST RESOLUTION

Staff reviewed establishing an OPEB Trust Fund with GWCCA Finance Committee on March 11, 2015, with the full Board at the March 31, 2015 Board meeting, and again with the Finance Committee on April 27, 2015. Follow-up questions and answers were distributed yesterday to the full Board. While the April 27 Finance Committee meeting did not have a quorum of the Committee, the eight Board members present unanimously consented to advance the Resolution to establish an OPEB Trust to the full Board at today's Board meeting for action. Staff recommends approval of the Resolution.

At this time, Chair Hunter asked for a motion to approve the OPEB Resolution as presented.

A motion to approve the Resolution for the Board of Governors to adopt the Geo. L. Smith II Georgia World Congress Center Authority OPEB Trust was made by Glenn Hicks, seconded by Doug Tollett, and unanimously approved.

At this time, Frank Poe recognized Denise Whiting-Pack for her years of service representing the Authority as the Senior Assistant Attorney General for the State of Georgia. She has been a key partner. She was presented with a gift in recognition of her hard work, wisdom, and guidance.

The next meeting is scheduled for Tuesday, May 19, 2015. The date was moved from May 26 to May 19 due to the Memorial Day Holiday.

With no further business to discuss, a motion to adjourn was made by Glenn Hicks, seconded by Phil Gingrey, and unanimously approved.

RESPECTFULLY SUBMITTED:

APPROVED:

DALE AIKEN
ASSISTANT SECRETARY

BILL RUSSELL
SECRETARY