

**MINUTES
SPECIAL MEETING
BOARD OF DIRECTORS
OF THE
PASADENA PUBLIC FINANCING AUTHORITY
OCTOBER 11, 2010**

Chair Bogaard called the special meeting to order at 6:31 p.m. on Monday, October 11, 2010, in the City Hall Council Chamber, 100 N. Garfield Avenue, Pasadena.

ROLL CALL

Board Members: Bill Bogaard, Chair
Victor Gordo, Vice Chair
Steve Haderlein
Chris Holden
Steve Madison
Margaret McAustin
Jacque Robinson
Terry Tornek

Staff: Executive Director Michael J. Beck
City Attorney Michele Beal Bagneris
Secretary Mark Jomsky

APPROVAL OF MINUTES – April 12, 2010

It was moved by Vice Chair Gordo, seconded by Member Robinson, to approve the above minutes, as submitted. (Motion unanimously carried) (Absent: None)

APPROVAL OF THE ROSE BOWL STADIUM RENOVATION PROJECT AND FINANCING PLAN

Recommendation of City Manager and Rose Bowl General Manager: It is recommended that the City Council take the following actions related to the Rose Bowl Stadium Renovation Project:

- (1) Approve the Rose Bowl Stadium Renovation Project and Financing Plan;
- (2) Find that the proposed License Agreement with the Regents of the University of California, expiring in 2042, is exempt from the California Environmental Quality Act (CEQA), per Section 15301 Existing Facilities;
- (3) Find that the proposed License Agreement with the Pasadena Tournament of Roses Association, expiring in 2043, is exempt from the California Environmental Quality Act (CEQA), per Section 15301 Existing Facilities;
- (4) Adopt a resolution approving the negotiation, execution and delivery of a license agreement with the Pasadena Tournament of Roses Association, a California non-profit corporation, and certain other actions relating thereto in essentially the form attached to the agenda report;
- (5) Adopt a resolution approving the negotiation, execution and delivery of an advertising agreement with ISP Sports LLC, a Delaware limited liability company, and

certain other actions relating thereto in essentially the form attached to the agenda report;

(6) Adopt a resolution approving the negotiation, execution and delivery of a license agreement with the Regents of the University of California, a California public corporation, on behalf of the University of California Los Angeles and certain other actions relating thereto in essentially the form attached to the agenda report;

(7) Adopt a resolution amending the General Fee Schedule to add new fees to the schedule of minimum rents, charges and fees to be charged for the use of the Rose Bowl Stadium levied, pursuant to Section 3.32.280 of the Pasadena Municipal Code in essentially the form attached to the agenda report;

(8) Adopt a resolution of the City Council of the City of Pasadena authorizing the issuance of lease revenue bonds in an amount not to exceed \$180,000,000 and the execution and delivery of a first amendment to lease, first amendment to sublease, purchase agreement and certain other actions relating thereto;

(9) Find that the application of public art fees to be generated by the proposed project to conserving/restoring historic art and design elements of the Rose Bowl Stadium is consistent with the Conservation Clause of the Public Art Guidelines; and

(10) Amend the FY2011-2015 Capital Improvement Program by increasing appropriations for the Rose Bowl Renovation Project (Project No. 84002) by a total of \$5,835,176 consisting of: \$3 million in funds from the Rose Bowl Fund, \$1.89 million in estimated construction tax revenues, and \$945,176 in public art fees. (Resolution Nos. 9064, 9065, 9066, 9067, and 9068; and Contract Nos. 20,501, 20,502, and 20,503)

Recommendation of Executive Director: It is recommended that the Pasadena Public Financing Authority:

(1) Adopt a resolution of the Board of Directors of the Pasadena Public Financing Authority authorizing the issuance of lease revenue bonds in an amount not to exceed \$180,000,000 and the execution and delivery of a first amendment to lease, a first amendment to sublease, bond indenture, bond purchase agreement, and an official statement, and certain other actions relating thereto. (Resolution No. PPFA-18)

Recommendation of City Council Finance Committee: On October 4, 2010, the Rose Bowl Stadium Renovation Project and Financing Plan were presented to the City Council Finance Committee as an information item. Although no formal action was requested, the Committee indicated its endorsement of the Project and Plan.

Recommendation of Rose Bowl Operating Company: A regular meeting of the Rose Bowl Operating Company (RBOC) is scheduled for October 7, 2010, at which time the RBOC is expected to approve actions 1 through 7 outlined above and to recommend the same to the City Council. Staff will report on the outcome of the RBOC meeting at the City Council meeting.

Recommendation of Arts and Culture Commission: At a special meeting held on October 6, 2010, the Arts and Culture Commission voted not to recommend to the City Council the staff recommendation to apply public art funds to be generated by the proposed project to conserving/restoring historic elements of the Rose Bowl Stadium, as provided for in the Public Art Guidelines.

The Chair introduced the above agenda item.

Vice Chair Gordo, Rose Bowl Operating Company (RBOC) Board President, introduced representatives of the University of California-Los Angeles (UCLA), Tournament of Roses (ToR), and RBOC who were in attendance; thanked Michael Beck (City Manager) and Darryl Dunn (General Manager of the Rose Bowl) and their staffs for their work on the proposed renovation project; and gave a brief history of the Rose Bowl. He provided an overview of the proposed Rose Bowl Renovation Project (base project), local hiring and purchasing program approved by the RBOC Board, and

City fee contributions as part of a PowerPoint presentation; and responded to questions. On behalf of the RBOC, he apologized to those in the community who felt that the re-apportionment of the 1% public art fee issue was not raised and brought to the attention of the Arts and Culture Commission in a timely manner for their review.

Darryl Dunn, reviewed the financing structure for the base project and the tenant lease terms for UCLA and ToR as part of a PowerPoint presentation, and responded to questions.

Jeff Throop, ToR President, and Dan Guerrero, UCLA Athletic Director, stated their support of the renovation project and financing plan, as tenants of the Rose Bowl.

The following persons spoke in support of the proposed project and/or financing plan:

Paul Little, Pasadena Chamber of Commerce President and Chief Executive Officer, submitted a letter of support dated October 11, 2010.
Sylvester Ceasar, Rose Bowl employee
Charles Nelson, Northwest Commission Chair
Marilyn Buchanan, Old Pasadena Management District (OPMD) Board member speaking as an individual
Gene Buchanan, Pasadena resident and business owner

The following persons spoke in support of retaining the 1% public art fee component for the project and referring the matter to the Arts and Culture Commission:

Patrick Conyers, Arts and Culture Commissioner
Terry LeMoncheck, Pasadena Arts Council Executive Director
Stephen Nowlin, Pasadena Arts Council Board President

The following persons spoke in support of the proposed project, including a local hiring program:

Joe Brown, NAACP Pasadena Branch President, submitted a letter of support dated October 11, 2010.
James McGuire, Ironworkers Local 433 representative
Shomari Davis, International Brotherhood of Electrical Workers (IBEW), Local 11 representative
Robbie Hunter, Los Angeles/Orange Counties Building and Construction Trades Council representative, submitted a packet of informational materials.
Reverend Mark Threats, Friendship Baptist Church Associate Minister

The Chair read portions of a letter that had been distributed to the City Council from James Hirschmann, Legacy Connections Chair, regarding this new nonprofit organization's initial efforts to raise funds in support of the Rose Bowl stadium renovation project.

Member Madison expressed continued support for mitigation for the Central Arroyo area that will be impacted by the construction period during the renovation project, and concerns regarding the process followed in reviewing the City's proposed 1% public art fee contribution to the project. He suggested that, when monies free up in the future, City Council consider funding the Central Arroyo Master Plan projects, and return to the issue of a public arts program. He also suggested that, as the construction phase

begins, the City examine the proposal to include a labor management agreement as suggested by several of the above speakers

Member Robinson stated her continued interest in ensuring that a local hiring component is included in the construction phase of the project (independent local hiring coordinator and local workforce utilization/hiring plan). She requested that the staff recommendation to be approved by the City Council be amended to add Recommendation No. 11: Approve a local workforce hiring program, with the City to continue to work with the RBOC on refining and developing the language for the program (consistent with the program utilized for the City Hall and Pasadena Convention Center renovation projects), which will include hiring an independent local outreach coordinator; and with a report on the program to be presented to the RBOC Board and City Council within 60 days (or less, if possible) for final review and approval.

Mr. Dunn clarified that the RBOC had recently approved the retention of a local hiring coordinator for the project, as soon as the funds become available; and was continuing to work with the City on refining the local workforce plan/program, which will be brought back to the RBOC and City Council for approval.

The Executive Director and Andy Green, Director of Finance Department, responded to questions regarding the financing plan.

The Executive Director and Mr. Dunn responded to questions regarding the management of the project.

Richard Hiscocks, Orrick, Herrington & Sutcliffe, LLP (bond counsel), responded to questions regarding the financing bonds.

Member Tornek suggested that, if funds become available, Council consider restoring some of the \$945,176 public art fee and allocate the funds for public art at the Rose Bowl, prior to funds being allocated to the proposed Additional Priority Elements for the project.

Member Holden suggested that the RBOC return to Council at some future date with a report on the existing public benefits program for the Rose Bowl and how it might be expanded.

Discussion continued on issues related to the project: defining a public benefits program, further defining the local hiring program and local hiring coordinator position, the City's commitment to funding/providing public arts programs as required by the City's ordinance, and possible implementation of the Central Arroyo Master Plan projects as mitigation during the construction period.

Following discussion and by consensus, the City Council made the following clarifications/determinations:

- The RBOC will return to the City Council within 60 days with a report on the current public benefits program and how this program may be expanded.
- The RBOC, in conjunction with City staff, will define a local hiring program, to include the retention of a local hiring coordinator to ensure that the hiring plan/program is effective and carried out, with the program to be presented to the RBOC and City Council for final approval.

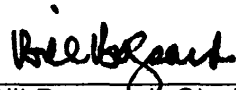
Member Robinson stated for the record her understanding that the RBOC had approved the hiring of an independent local hiring coordinator for a local hiring program for the project. Mr. Dunn indicated he would confirm RBOC's action on this issue.

Member McAustin suggested the issue of a public arts program for the Rose Bowl area and a separate general discussion of the City's public art fee/program be agendized for a future Council meeting.

Following discussion, it was moved by Member Haderlein, seconded by Vice Chair Gordo, to approve the Executive Director's recommendation. (Motion unanimously carried) (Absent: None)

ADJOURNMENT

On order of the Chair, the special meeting of the Pasadena Public Financing Authority adjourned at 9:31 p.m.



Bill Bogaard, Chair
Pasadena Public Financing Authority

ATTEST:



Mark Jomsky
Secretary