

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PASADENA 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

WHEREAS, the City of Pasadena, a municipal corporation and a chartered city of the State of California (the "City") owns that certain land and improvements thereon consisting primarily of the Rose Bowl Stadium (the "Stadium"), certain related facilities and adjacent areas, more particularly defined in Pasadena Municipal Code §3.32.250 (collectively the "RBOC Area"); and

WHEREAS, the City and Pasadena Financing Authority (the "Financing Authority") previously entered into a Lease, dated as of February 1, 2006 (the "2006 Lease"), pursuant to which the City leased the RBOC Area to the Authority; and

WHEREAS, the City and the Authority previously entered into a Sublease, dated as of February 1, 2006 (the "2006 Sublease"), pursuant to which the Authority subleased the RBOC Area back to the City; and

WHEREAS, pursuant to Pasadena Municipal Code §2.175, the City created the Rose Bowl Operating Company ("RBOC"); and

WHEREAS, pursuant to that certain Management and Operating Agreement, Agreement No. 15,703, dated as of May 19, 1995, as amended by an Amendment, Agreement No. 15,703-1, dated as of July 10, 1996, as further mended by an Amendment, Agreement No. 15,703-2, dated as of August 20, 1999 (as so amended, the "Operating Agreement"), and Pasadena Municipal Code §4.09.026, the City has, subject to certain limitations, delegated the operation and management of the RBOC Area to RBOC; and

WHEREAS, the City desires to renovate the RBOC Area to (1) improve public safety, (2) enhance fan experience, (3) maintain national historic landmark status, (4) develop revenue sources to fund long term capital improvements, and (5) enhance facility operations (collectively, the "Renovation Project"); and

WHEREAS, concurrently herewith, in order to finance the Renovation Project, the City proposes to enter into a First Amendment to the Lease with the Financing Authority (the "First Amendment to Lease" together with the 2006 Lease, the "Lease"), pursuant to which the City will undertake the Renovation Project; and

WHEREAS, concurrently herewith, in order to finance the Renovation Project, the City further proposes to enter into a First Amendment to Sublease with the Financing Authority (the "First Amendment to Sublease", together with the 2006 Sublease, the "Sublease"), pursuant to which the Authority will sublease the RBOC Area, including the Renovation Project,

to the City and the City will make additional base rental payments ("2010 Base Rental Payments") to the Authority; and

WHEREAS, pursuant to a Bond Indenture (the "Indenture"), dated as of November 1, 2010, between the Authority and Deutsche Bank National Trust Company, N.A., as trustee (the "Trustee"), the Authority will assign its rights to receive the 2010 Base Rental Payments to the Trustee and the Authority will issue the bonds, which bonds will be designated generally as the "Pasadena Public Financing Authority Lease Revenue Bonds (Rose Bowl Improvement Project)" (the "Bonds"), of one or more series and with such other name or names as may be designated pursuant to the Indenture; and

WHEREAS, the City desires that RBOC promote, by all appropriate means, greater use of the RBOC Area for revenue-producing events; and

WHEREAS, pursuant to the Operating Agreement RBOC is authorized to negotiate and enter into any contract in relation to the operation of the RBOC Area, including agreements relating to advertising, subject to certain powers of the City to approve such agreements retained under the Operating Agreement and the Pasadena Municipal Code, including Section 4.09.026 thereof; and

WHEREAS, RBOC desires to negotiate and enter into an agreement ("ISP Agreement") with ISP SPORTS, LLC, A Delaware limited liability company ("ISP") for ISP to market advertising opportunities within the RBOC Area; and

WHEREAS, RBOC has presented the term sheet attached as Exhibit A to this Resolution setting forth the proposed terms of the ISP Agreement; and

WHEREAS, the City Council finds and determines that the execution and delivery of the ISP Agreement will result in: (a) maximizing advertising opportunities and revenue in the RBOC Area, (b) providing a steady revenue stream for the City, which can be used by the City to fund payments under the Indenture in respect of the Bonds being used to finance the Renovation Project; and (c) significant public benefits to the residents of the City in the form of improved Rose Bowl facilities.

NOW, THEREFORE, BE IT RESOLVED, ORDERED AND FOUND by the City Council of the City of Pasadena, that the above recitals are true and correct, and the City Council so finds and determines; and

FURTHER RESOLVED that the proposed terms for the ISP Agreement, as attached hereto and on file with the City Clerk, along with the continued negotiation, execution and delivery of the ISP Agreement in substantial conformance with such terms, are hereby approved, and RBOC is hereby authorized and directed for, on behalf of the City, to execute and deliver the ISP Agreement in substantially the terms set forth above, with such changes, insertions and deletions as may be consistent with this Resolution, which for purposes of this resolution, shall include immaterial modifications to any term set forth above, whether such change is material to be determined in the discretion of the Board of Directors of RBOC, and as may be approved by such Board; and

FURTHER RESOLVED that RBOC is hereby authorized and directed, acting singly, to do any and all things and to execute and deliver any and all documents which it may deem necessary or advisable in order to consummate the transactions contemplated by this Resolution and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. Any actions heretofore taken by RBOC in connection therewith are hereby ratified, confirmed and approved.

This Resolution shall take effect immediately upon its adoption.

PASSED by the City Council of the City of Pasadena at a special meeting this ____ day of _____, 2010, by the following vote:

AYES:

NOES:

ABSENT:

City Clerk

APPROVED AS TO FORM:

City Attorney

APPROVED AS TO FORM:

EXHIBIT A
PROPOSED TERMS OF ISP AGREEMENT
[ATTACHED]