

**Minutes**  
**Regular Meeting of the Board of Directors**  
**METROPOLITAN FOOTBALL STADIUM DISTRICT**  
**Wednesday, March 21, 2018**

Board members present:

Ray Baker (via phone)  
Roy Palmer

Don Johnson (via phone)  
Gene Ciancio

Jim Harrington  
Joy Burns

Agenda Item 1:

Call to Order

On Wednesday, March 21, 2018, a meeting of the Board of Directors of the Metropolitan Football Stadium District was called to order at 10:06 a.m. by Roy Palmer, sitting as chair. As there was a quorum, the following business was conducted.

Agenda Item 2:

Approval of Minutes

A motion to approve the minutes of November 15, 2017 was made by Joy Burns, seconded by Gene Ciancio and unanimously approved.

Agenda Item 3:

Epicurean Concessionaire Innovation Fund request – Adam Hammond

Matt Sugar introduced Adam Hammond, General Manager for Epicurean. Craig Umbaugh reminded the board that the Concession agreement requires Epicurean to fund a capital repairs and replacement account to maintain and upgrade their equipment. This fund is to be used by their request and with the District's approval. Adam discussed Epicurean's request for approval of \$90,889.00 in expenditures from the Suite concessionaire's capital repairs and replacement account to replace the various items inside the suites and areas of operations, which are past their usable life. Some of these items include ice makers, walk-in coolers, beverage coolers and equipment upgrades (pans, etc.)

There being no further questions or comments, a motion to approve the request to spend \$90,889.00 and the disposal of assets was made by Ray Baker, seconded by Joy Burns, and unanimously approved.

Agenda Item 4:

Centerplate Concessionaire Innovation Fund request – Justin Kizima

Justin Kizima, General Manager of Centerplate was introduced. Justin Kizima described Centerplate's request for approval to spend \$305,000.00 for repair/maintenance and replacement of equipment from the Concessionaire's capital repair and replacement account. Fifty percent (50%) of the requested amount is for overall replacement of food service equipment that is beyond usable life, ten percent (10%) is for specific refrigeration repairs, and the remaining forty (40%) is for food service equipment maintenance. The balance of the account as of February 2018 is around \$2.2 million. Justin said that this request falls in line with a typical request. The estimated annual contribution to the fund for 2018 is expected to be around \$270,000.00

After discussion, a motion to approve the request to spend \$305,000.00 and the disposal of assets, with any profits from this put back into the Concessionaire fund, was made by Jim Harrington, seconded by Ray Baker, and unanimously approved.

Agenda Item 5:

Capital Request – Zach Myhra

Matt Sugar introduced Zach Myhra, Director of Facilities for the Stadium Management Company, to discuss SMC's request for approval of the use of Capital Repairs Funds. Matt noted that pursuant to the Lease, the Capital Repairs Fund is funded annually from SMC's rental payment, and both the District and SMC must approve the use of such funds. Zach stated that SMC is requesting approval of spending \$6,097,592.00 from the Capital Repairs Fund.

The majority of the request is for structural repairs, which will be around \$ 2,000,000.00. This includes items such as the expansion joints, sealing, floor repairs and steel repairs that are typical of past requests. This year there is a significant new OSHA requirement which will be around \$900,000.00 to meet the requirement. Under interiors, that main expense is to create more locker room space for our visiting team NFL officials as well as visiting team coaches, which allows room for female coaches and officials. This will include two new locker rooms and is estimated to cost \$250,000.00. The CO2 monitoring system that is now a requirement is going to cost \$450,000.00 to bring the building up to code. Estimated installation of the system is May 2018, and will be completed over the summer. On the exterior of the building there will some additional entrances added on the east side of the building, near Gate 8, to alleviate congestion issues. The largest expense under technology is for the scoreboard control room where replacement and updating of the system that sends and receives the information to and from the scoreboards is needed. Other technology repairs include fixing hail damage on some of the scoreboards.

After a discussion by the board, a motion was made to approve the request for expenditures from the Capital Repairs Fund in the amount of \$6,097,592.00 by Joy Burns, seconded by Gene Ciancio, and unanimously approved

Agenda Item 6:

Stadium Update – Jay Roberts

Jay Roberts, General Manager for the Stadium Management Company, spoke briefly about upcoming events at the stadium. Taylor Swift will be the first concert to kick off the summer. She will be performing on May 25<sup>th</sup>. Kenny Chesney and Thomas Rhett will perform on June 30<sup>th</sup> and Luke Bryan and Sam Hunt will perform on August 4<sup>th</sup>. The Global Dance Festival will be back this year as well as Drums Along the Rockies. A Barbeque festival is scheduled for Father's Day weekend. There will also be an International Rugby game at the stadium for the first time on June 23<sup>rd</sup>. The Rugby league has never had a major match in the United States, the match will be England versus New Zealand. The Rocky Mountain Showdown is scheduled for August 31<sup>st</sup>. Jay stated that they are still trying to schedule a soccer game for the summer, but is unsure whether or not that will happen.

Jay explained that the new Wi-Fi system for the stadium, has been fully deployed. Response has been very positive and fan ratings went up. The project took approximately one year to complete.

There were questions and discussions about the new ticketing system that was announced and what that would mean for fans. Mac Freeman of the Denver Broncos said that the new mobile ticketing system has been a three year transition. This new system will help with efficiency, counterfeiting issues, and is slowly being adopted all over the country for big ticketed events. So far, there has been a great response from fans and the roll out of the app has gone well. Roy Palmer asked that someone from the Broncos come to the next meeting and give a demonstration on how the new system will work.

No action from the board is required at this time.

Agenda Item 7:

Sun Valley Future Planning Process – Chris Parr

Chris Parr, Director of the Sun Valley Eco District (SVED), briefed the board on the progress of the Denver Housing Authority (DHA), and the Sun Valley Eco District (SVED). The 13<sup>th</sup> Avenue realignment is making progress and SVED has been working with the City to move forward. SVED is focusing on the activation of the area around the river and the community amenities. SVED must create new legal parcels before they start building. Chris said that SVED is hoping to start with major infrastructure in April of 2019. Chris reminded the board that the \$30 million HUD grant is predominantly being used for

DHA affordable housing. It can also be used for programming services, capital improvements and neighborhood improvements.

Craig Umbaugh, legal counsel for the District, discussed how the progress of SVED has created additional conversations about District property located to the south of the stadium, and some of the potential opportunities that it may provide. Craig said that one idea is to generate income through ground leases with receipts being used for the needs and upkeep of the stadium. There are approximately 50 acres in that area and there have been several meetings with the District, SVED, the Denver Broncos, and the City to discuss what might conceptually work for this area and how they would go about doing it. The City is involved in the process as the deed transferring the property to the District contains a reverter clause that if the property was not going to be used for a football stadium, the City has the right to take back the property within 5 years. The meetings with the City are also to discuss rezoning and parking space requirements. The City has been very supportive of this process and is excited to see the tie in with redevelopment in Sun Valley. The Decatur-Federal Station Area plan, which was created prior to 2013 by the City, had previously envisioned this area to support a mixed-use development.

There is discussion of creating a Metropolitan District to be used to fund the infrastructure work, which also requires City permission. Craig went on to explain that special districts like this are created through a City Council process. In the future, the metropolitan district could impose a mill on the development that would give the District the capacity to work the infrastructure and all that entails. In order to create a structure to oversee the possible development, Craig is working with representatives of SMC and the Broncos to explore the creation of a special purpose entity. The entity board could have MFSD appointments on it, along with appointments from the Denver Broncos; for example, three district appointments and two Denver Bronco appointees. This entity would be legally separate from the Metropolitan Football Stadium District, but controlled by the District appointments as they constitute a majority.

Finally, the City is putting together a steering committee to evaluate the development process with interested parties in the vicinity. This includes representatives from the District, Denver Broncos, Sun Valley, City Council and neighborhood committees. Matt Sugar will represent the District.

There is no actionable item for the board at this time. More information will be brought back to the board in future meetings as the information becomes available.

Agenda Item 8:

Comments from the Public--None

Agenda Item 9:

Comments from the Board--None

Agenda Item 10:

Other Matters--None

Agenda Item 11:

Adjourn

There being no other business, a motion to adjourn was made by Jim Harrington, and was seconded by Joy Burns and unanimously approved.

Next meeting is scheduled for Wednesday, June 20, 2018