

**Minutes**  
**Special Meeting of the Board of Directors**  
**METROPOLITAN FOOTBALL STADIUM DISTRICT**  
**Friday, September 6, 2019**

Board members present:

Ray Baker	Jim Harrington	Gene Ciancio
Rick Sapkin (via phone)	Tim White	Don Johnson

Agenda Item 1:

Call to Order

On Friday, September 6, 2019, a special meeting of the Board of Directors of the Metropolitan Football Stadium District was called to order at 10:00 a.m. by Ray Baker. As there was a quorum, the following business was conducted.

Agenda Item 2:

Naming Rights

Matt Sugar, Director of Stadium Affairs for the District, gave a brief overview in regards to the proposed Naming Rights Agreement and the current agreement for naming rights. He reminded the board that engineering studies suggest that the District will need approximately \$500 to \$750 million for the upkeep of the Stadium over the next 30 years. One of the main sources of the funds identified for the on-going upkeep is payment from naming rights. Matt noted that the sales tax expired at the end of 2011, so this is not a source of revenue. The Stadium is currently in great shape, but the goal is to keep the Stadium at this level. Ray Baker added that in his opinion, this is one of the District's main responsibilities--to preserve the Stadium. Ray noted that several stadiums across the country have become run-down beyond repair and had to be torn down and rebuilt at considerable cost. Ray said the District's objective has been to extend the life of this facility to gain another 25 to 30 years to the life of the Stadium, along with keeping this a modernized facility up to the standards of the Denver Broncos, the NFL, and the fans.

Craig Umbaugh, legal counsel for the District, provided an overview from the two agreements that the board is being asked to consider. The Naming Rights Agreement is an agreement between the District and Great West Life/Empower. The Termination and Future Services Agreement is among the District, Stadium Management Company and the Denver Broncos. The Denver Broncos are the holders of the current naming rights agreement, acquiring those rights through the Sports Authority bankruptcy in 2016. The Denver Broncos have two years remaining on this existing contract and have been making payments under this current agreement. In order to enter into the new Naming Rights Agreement with Empower, the District will need to simultaneously approve the Termination and Future Services Agreement and the Naming Rights Agreement. The new Naming Rights Agreement with Empower is for

a 21-year term. The payments that the District will receive are \$3 million per year, starting in year three of the contract with Empower paying the \$3 million dollars per year. In years one and two, the amount under \$3 million will be made up by payments made by the Denver Broncos. The Denver Broncos will pay a \$2.64 million payment to the District in the first year, and in the second year, the Denver Broncos will pay \$1.75 million. There is also a mutual termination for either party at the end of year twelve of the contract. Pursuant to this agreement, Empower has the exclusive sponsorship rights for retirement related products and services and brokerage services category. The District will provide exterior signage, including in the current six (6) facade locations. The goal is to have temporary signage in place by the home opener on September 15, 2019. Permanent signage still needs to be designed and fabricated and needs to be installed by May 31, 2020, but the goal is to have this in place before the deadline. The cost of installation and maintenance of the signage will be shared between the Denver Broncos and Empower as it is discussed in the Termination and Future Services Agreement. The Naming Rights Agreement also provides that no other sponsor may have signage that in the aggregate is more prominent than the Empower signage. After ten (10) years, both parties will meet to explore and update the signage in the stadium. There is also a carve out for extraordinary events, which is typical of what you will see in these types of agreements, such as World Cup Soccer, Olympics, and the NCAA Football Championship. At the end of the term, the District retains the rights to the term "Field at Mile High". Mr. Umbaugh recommends to the board that it consider both agreements as a package, as the Termination and Future Services Agreement needs to be adopted at the same time as the new Naming Rights Agreement.

At this time, Mr. Baker asked if there were any comments from the public. Karl Stecher, a Broncos season ticket holder since 1976, addressed the board about his concerns with the naming rights and the Stadium. Mr. Stecher feels that the Stadium needs to relate to the city and to the people of Colorado, and that the name Empower, does not do this. He expressed that he would like the stadium to stay "Mile High" or "Mile High II". Mr. Stecher feels like the fans had no input on this new name and that the fans were ignored. He believes that the Empower logo is ugly with too much emphasis on the "Empower" name which is in huge white letters with the "Mile High" in smaller, harder to see orange font. He also expressed concern that part of the logo is considered "Kansas City Red" and that Empower also has a relationship with two other NFL teams that are considered to be rivals. Mr. Stecher also expressed concerns regarding his season tickets and accessing the Stadium. Candy Lewis, another longtime Denver Bronco fan addressed the board with her concerns. She believes that there are other ways to fund the Stadium and the board does not need to sell the naming rights. She does not feel that this is a good deal and thinks that naming the Stadium Empower Field is not the answer. She also expressed concerns about the current ownership and operation of the team.

Ray Baker thanked Mr. Stecher and Ms. Lewis for their comments and stated that the District board appreciated them being here. Ray commented that the District and the Denver Broncos have both made it clear that a primary focus for the last three years has been to find a long term naming rights partner and it has been very public about its goals. Other board members commented that they were encouraged by the length of the term of the agreement. Board members commented that they felt

positive that Empower is a Denver-based company and these payments will help the District with revenues to keep moving forward on Stadium upkeep. Jim Harrington noted that he felt that the Empower name is a strong one and it fits well with the sporting facility.

After further discussion, a motion to approve both agreements, the Termination and Future Services Agreement and the Naming Rights Agreement was made by Gene Ciancio and seconded by Tim White, and unanimously approved.

Agenda Item 3:

Comments from the Public—No additional comments

Agenda Item 4:

Comments from the Board--None

Agenda Item 5:Other Matters -- None

Agenda Item 6:

Adjourn

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

Next meeting is scheduled for Wednesday, September 18, 2019