



MINNESOTA SPORTS FACILITIES AUTHORITY REGULAR MEETING MINUTES

Friday, June 19, 2015, 9:00 A.M.

1010 Metrodome Square Building, Lower Level Conference Room

1010 South 7th Street, Minneapolis, MN 55415

1. CALL TO ORDER

Chair Kelm-Helgen called the meeting of the Minnesota Sports Facilities Authority to order at 9:02 AM.

2. ROLL CALL

Commissioners Present: Chair Kelm-Helgen, Commissioner Butts Williams, Commissioner McCarthy, Commissioner Benson and Commissioner Griffith.

Commissioners Absent: None

3. ADOPTION OF AGENDA

Chair Kelm-Helgen presented the agenda. Commissioner Butts Williams moved approval of the agenda, seconded by Commissioner McCarthy and approved unanimously – 5 YEAS, 0 NAYS.

APPROVED

4. APPROVAL OF AUTHORITY MEETING MINUTES

Commissioner McCarthy moved approval of the May 15, 2015 Special Meeting Minutes, seconded by Commissioner Butts Williams and approved unanimously – 5 YEAS, 0 NAYS.

APPROVED

Commissioner Butts Williams moved approval of the May 15, 2015 Regular Meeting Minutes, seconded by Commissioner McCarthy and approved unanimously – 5 YEAS, 0 NAYS.

APPROVED



5. CHAIR'S REPORT

Chair Kelm-Helgen commented on the significant construction milestones that have taken place. The first ETFE Installation began earlier this week. The building will be fully enclosed by November 2015. The roof ridge truss was connected from east to west, and the storm water filtration system for the entire stadium site was completed. In addition, the concrete topping out was celebrated with a worker lunch for over 1000 workers.

Chair Kelm-Helgen also reported that it has been a big week with the announcement of the naming rights for U.S. Bank Stadium. It is a great benefit to have a prominent Minnesota company with a long history in the state as the naming rights partner for this stadium. This continues the effort of promoting and supporting Minnesota businesses and individuals with this project.

Chair Kelm-Helgen highlighted the fact that the Downtown East Commons Implementation Committee was in the process of reviewing the conceptual design. The MSFA and Vikings are working to coordinate the park design with the stadium plaza design.

Chair Kelm-Helgen stated that at the last board meeting, there were concerns from the public that were raised about the skyway glass, and board members had requested further exploration into city requirements and if the glass had been ordered. Chair Kelm-Helgen stated that according to city ordinance, clear glass is a requirement for skyway glass. She specifically cited the MINNEAPOLIS SKYWAY SYSTEM - Standards and Procedures Manual that details the requirement in Section 2.2.4 - *Transparency: Skyway bridges shall be designed to be transparent in order to provide views into and out of the skyway. Clear glass shall be used for the purpose of maintaining security within the Skyway System.* Furthermore, Chair Kelm-Helgen reported that the glass for the stadium skyways has already been ordered and is in compliance with city requirements.

6. BUSINESS

a. Action Items

i. Approve Project Budget Amendments

- Budget Correction
- WiFi
- Team Enhancements

The items identified that require adjustments to the Master Project Budget are summarized below:

- A) Mortenson Issue 1942, Field Drains
- B) Mortenson Issue 1578, Gjallarhorn Platform
- C) Mortenson Issue 2268r, CCD 105 and CCD 112
- D) Mortenson Issue 2907, Suite Ice Bins
- E) HKS Design Services Agreement, ASR 75
- F) WiFi Communication System, Vendor Contract Technology



Additional detail on the above adjustments is outlined below along with corresponding recommendations.

A) Mortenson Issue 1942, Field Drains

Mortenson Construction has submitted a Cost Issue to perform additional work as a result of requested changes to the Construction Documents. The following Issue is funded as noted below by the Team and requires an increase to the Stadium Capital Budget to account for the additional Team Funding.

The Team has elected to add floor drains on the event level, also known as Issue 1942. The Team has agreed to fund the entire Total Cost for this Issue, which is \$507,380.00 and will be included in CSA Revision No. 34. This will also require an increase in the Stadium Capital Budget.

Recommendation: The MSFA approves an increase of \$507,380.00 to the Additional Team Contribution Source of Funding within the Stadium Capital Budget. The Construction Contract within the Uses section of the Stadium Master Project Budget would be increased by the same amount. This increase is the Team's agreed upon contribution for Mortenson Issue 1942. The MSFA authorizes the Chair and CEO/Executive Director to execute CSA Revision No. 34, inclusive of the aforementioned Issue. This adjustment would become effective after Master Application for Payment No. 32 is finalized. Commissioner McCarthy moved to approve the recommendation. Commissioner Butts Williams seconded the motion.

APPROVED

B) Mortenson Issue 1578, Gjallarhorn Platform

Mortenson Construction has submitted a Cost Issue to perform additional work as a result of requested changes to the Construction Documents. The following Issue is funded as noted below by the Team and requires an increase to the Stadium Capital Budget to account for the additional Team Funding.

The Team has elected to proceed with a Gjallarhorn Platform, also known as Issue 1578. The Team has agreed to fund the entire Total Cost for this Issue, which is \$353,839.00 and will be included in CSA Revision No. 34. This will also require an increase in the Stadium Capital Budget.

Recommendation: The MSFA approves an increase of \$353,839.00 to the Additional Team Contribution Source of Funding within the Stadium Capital Budget. The Construction Contract within the Uses section of the Stadium Master Project Budget would be increased by the same amount. This increase is the Team's agreed upon contribution for Mortenson Issue 1578. The MSFA authorizes the Chair and CEO/Executive Director to execute CSA Revision No. 34, inclusive of the aforementioned Issue. This adjustment would become effective after Master Application for Payment No. 32 is finalized. Commissioner McCarthy moved to approve the recommendation. Commissioner Butts Williams seconded the motion.

APPROVED



C) Mortenson Issue 2268r, CCD 105 and CCD 112

Mortenson Construction has submitted a Cost Issue to perform additional work as a result of requested changes to the Construction Documents. The following Issue is funded primarily by the Team and partially by Owner's Contingency and requires an increase to the Stadium Capital Budget to account for the additional Team Funding.

The Team has elected to add additional television monitors and modify the video walls, which requires additional fiber optic data network capacity. This is identified as Issue 2268r. The Team has agreed to fund \$83,144.22 and the Owner's Contingency will fund \$1,772.78. This issue will be included in CSA Revision No. 34. This will also require an increase in the Stadium Capital Budget.

Recommendation: The MSFA approves an increase of \$83,144.22 to the Additional Team Contribution Source of Funding within the Stadium Capital Budget. The Construction Contract within the Uses section of the Stadium Master Project Budget would be increased by the same amount plus the funding from Owner's Contingency. \$83,144.22 is the Team's agreed upon contribution for Mortenson Issue 2268r. The MSFA authorizes the Chair and CEO/Executive Director to execute CSA Revision No. 34, inclusive of the aforementioned Issue. This adjustment would become effective after Master Application for Payment No. 32 is finalized. Commissioner McCarthy moved to approve the recommendation. Commissioner Butts Williams seconded the motion.

APPROVED

D) Mortenson Issue 2907, Suite Ice Bins

Mortenson Construction has submitted a Cost Issue to perform additional work as a result of requested changes to the Construction Documents. The following Issue is funded as noted below by the Team and currently Uncommitted Project Funds and requires an increase to the Stadium Capital Budget to account for the additional Team Funding.

The Team and the MSFA have elected to proceed with Suite Ice Bins, also known as Issue 2907. The Team has agreed to fund \$207,775.57 and currently budgeted Uncommitted Project Funds will fund \$40,171.43 related to the Total Cost for this Issue, which is \$247,947.00. This will be included in CSA Revision No. 34. This will also require an increase in the Stadium Capital Budget.

Recommendation: The MSFA approves an increase of \$207,775.57 to the Additional Team Contribution Source of Funding within the Stadium Capital Budget. The Construction Contract within the Uses section of the Stadium Master Project Budget would be increased by the same amount plus the currently budgeted uncommitted funds. \$207,775.57 is the Team's agreed upon contribution for Mortenson Issue 2907. The MSFA authorizes the Chair and CEO/Executive Director to execute CSA Revision No. 34, inclusive of the aforementioned Issue. This adjustment would become effective after Master Application for Payment No. 32 is finalized. Commissioner McCarthy moved to approve the recommendation. Commissioner Butts Williams seconded the motion.



E) HKS Design Services Agreement, ASR 75

HKS submitted an Additional Service Requests ("ASR") to perform design services that result in a change to the Construction Documents. The following ASR is funded as noted below by the Team and requires an increase to the Stadium Capital Budget to account for additional Team Funding.

ASR No. 75 provides for design services to modify video wall designs and flex concession stand monitor designs. The Total Cost for this ASR is \$22,890.00. The Team agreed to fund the added design costs and therefore, the Master Project Budget is to increase by \$22,890.00.

The MSFA Board Meeting on May 15, 2015 included this ASR 75 for \$22,800.00 instead of the actual amount of \$22,890.00. Therefore a \$90.00 increase is required to align the budget with the commitment.

Recommendation: The MSFA approves an increase of \$90.00 to the Team Contribution Source of Funding within the Stadium Capital Budget. The Additional AE Services line item within the Uses section of the Stadium Master Project Budget would be increased by the same amount. This increase is the Team's agreed upon contribution for ASR 75. The MSFA authorizes the Chair and CEO/Executive Director to execute DSA Revision No. 17, which includes ASR 75. Commissioner McCarthy moved to approve the recommendation. Commissioner Butts Williams seconded the motion.

APPROVED

F) WiFi Communication System, Vendor Contract Technology

The Team has submitted a request to fund a WiFi Communication System for \$4,755,000.00 and the Team has agreed to fund these enhancements. This requires an increase in the Stadium Capital Budget to account for the Additional Team Funding source of funds and the anticipated use. Vendors for this work are to be determined in the future.

Recommendation: The MSFA approves an increase of \$4,755,000.00 to the Additional Team Contribution Source of Funding within the Stadium Capital Budget. A new budget line item titled WiFi will be established within the Uses section of the Stadium Master Project Budget and would total \$4,755,000.00. This increase is the Team's agreed upon contribution for WiFi Communication System Enhancements. Commissioner McCarthy moved to approve the recommendation. Commissioner Butts Williams seconded the motion.

APPROVED

Summary:



The proposed budget adjustments outlined in this memorandum would modify the Stadium Master Project Budget as outlined in Table 1 - Stadium Master Project Budget.



Table 1
Stadium Master Project Budget Summary

Division	Description	Master Project Budget as of 6/15/2015	6/19/15 Adjustments	Adjusted Budget
SOURCES OF FUNDS				
00-25-005	Team Contribution	\$377,000,000.00	\$0.00	\$377,000,000.00
00-25-010	Private Contribution	\$100,000,000.00	\$0.00	\$100,000,000.00
00-25-015	Additional Team Contribution	\$89,212,870.71	\$5,907,228.79	\$95,120,099.50
00-30-005	State of Minnesota Contribution	\$498,000,000.00	\$0.00	\$498,000,000.00
00-90-005	Aramark Capital Investment	\$10,000,000.00	\$0.00	\$10,000,000.00
00-90-010	SMG Capital Investment	\$2,000,000.00	\$0.00	\$2,000,000.00
	Total Sources of Funds	\$1,076,212,870.71	\$5,907,228.79	\$1,082,120,099.50
USES OF FUNDS				
10-00-000	Site Acquisition & Improvements	\$54,883,315.10	\$0.00	\$54,883,315.10
20-00-000	Construction Costs	\$833,192,193.14	\$1,194,083.00	\$834,386,276.14
30-00-000	Furnishings, Fixtures & Equip.	\$47,406,203.36	\$4,714,828.57	\$52,121,031.93
40-00-000	Development Costs	\$87,788,167.85	\$90.00	\$87,788,257.85
50-00-000	Financing Costs	\$0.00	\$0.00	\$0.00
60-00-000	Other Project Costs			
	TCF Stadium Improvements	\$8,052,522.57	\$0.00	\$8,052,522.57
	SDC Group Contingency	\$8,000,000.00	\$0.00	\$8,000,000.00
	East Event Buildout	\$2,000,000.00	\$0.00	\$2,000,000.00
	Other Mutually Agreed Cost Issues	\$3,895,400.00	\$0.00	\$3,895,400.00
	IPTV Enhancement	\$12,900,000.00	\$0.00	\$12,900,000.00
90-00-000	Project Contingency	\$18,095,068.69	(\$1,772.78)	\$18,093,295.91
	Total Uses of Funds	\$1,076,212,870.71	\$5,907,228.79	\$1,082,120,099.50

ii. Approve Amendment to Team Funding Sources

The Minnesota Sports Facilities Authority ("MSFA") previously approved, as a Minnesota Vikings source of funds for the Minnesota Multi-Purpose Stadium project, certain Credit Agreements with the Minnesota Vikings' lenders, a collateral trustee and an administrative agent (the "Team Credit Agreements"), as required by the Stadium Development Agreement.

The Minnesota Vikings and its related entities (the "Team") has negotiated with its lenders certain amendments to these Team Credit Agreements (the "Team Credit Agreement Amendments"). These Team Credit Agreement Amendments primarily:



- Provide for extension options of the credit facility available to make payments for the Team's share of Stadium costs.

In connection with the Team Credit Agreement Amendments, the Team's lenders require the MSFA, pursuant to an Estoppel and Recognition Agreement, to make certain statements in connection with the security the lenders have in the Stadium project. These statements include:

- That the collateral trustee and related trust are leasehold mortgages under the Stadium Use Agreement.
- The MSFA will give notices to the collateral trustee as required under the Stadium Use Agreement.
- Affirmations of certain other representations previously made by MSFA under the Stadium Use Agreement.

The Team previously entered into a Deposit and Disbursement Agreement, as amended (the "Deposit and Disbursement Agreement") related to Team sources of funds for the Stadium project. The Team and MSFA desire to make certain technical and substantive amendments to the Deposit and Disbursement Agreement, including:

- A technical amendment to allow certain revenues available under the Deposit and Disbursement Agreement to make payments due under the Team's Credit Agreements.
- An amendment to allow funds on deposit under the Deposit and Disbursement Agreement to pay administrative costs, pre-opening operating expenses and the first installment of rent expenses payable to the MSFA prior to substantial completion of the Stadium.

These amendments are made pursuant to a "Third Agreement to Deposit and Disbursement Agreement."

Recommendation: The Authority authorizes the Chair and the CEO/Executive Director to finalize and execute the Estoppel and Recognition Agreement, approves the Third Amendment to Deposit and Disbursement Agreement, and recognizes the Team Credit Agreement Amendments as an approved source of funds pursuant to the Development Agreement if executed and delivered within 90 days of the date hereof. Commissioner Butts Williams moved to approve the recommendation. Commissioner Griffith seconded the motion.

APPROVED

iii. Approve Request for Proposals

- Stadium Application & Associated Hardware
- Point-of-Sale
- Portable Carts

Contracts for the local area network (LAN) and WiFi systems within the Stadium are now being finalized and design and installation will begin soon. With these systems moving forward, the MSFA is now in a position to solicit proposals from qualified vendors for:



- Point of Sale (POS) System - Design, coordination, supply, installation and testing of the complete Point of Sale System for the Project. This includes, all necessary equipment and other equipment as needed to provide a turnkey installation and delivery of a fully operational POS System; and a two-year on-site warranty to replace or replace the hardware, along with help desk software support for the first year of operation of the POS System.
- Portable Carts - Design, coordination, supply, installation and testing of portable food service carts that will be utilized to supplement the fixed concession stands and enhance the overall diversity and availability of food and beverage within the Project. The Construction Contract currently includes electrical and data utilities for these carts throughout the building.
- A mobile application (including equipment, software and services) that will be used for MSFA events - The application may include the ability to include ticketing, parking, event information and purchases, food and beverage ordering for pickup or seat delivery, wayfinding, interaction with Stadium vendors (such as SMG and Aramark) and associated point of sale systems, traffic updates, and seat availability and upgrades.

Recommendation: The Authority authorizes the issuance of solicitation documents for Point of Sale Systems, Portable Carts and a Stadium Mobile Application. Commissioner McCarthy moved to approve the recommendation. Commissioner Butts Williams seconded the motion.

APPROVED

iv. Authorize Access, Coordination, Installation & Operation Agreement with Team

The local area network (LAN) and WiFi systems within the Stadium are now being scheduled for design and installation. The Minnesota Vikings and MSFA staff have discussed the need for an agreement that will allow the Team to access these systems in order to deploy a mobile application that will be used by the Team during its games for ticketing, parking, game event information and purchases, food and beverage ordering for pickup or seat delivery, loyalty programs, wayfinding, interaction with Stadium vendors (such as SMG and Aramark) and associated point of sale systems, traffic updates, and seat availability and upgrades.

The Team will be responsible for all financial obligations related to its mobile stadium application. A separate agreement regarding this application is generally anticipated under the Use Agreement with the Team and is not intended to result in additional costs for the MSFA.

Recommendation: The Authority authorizes the Chair and the CEO/Executive Director to negotiate and execute an access, coordination, installation and operation agreement with the Team allowing the Team to access Stadium infrastructure (including LAN and WiFi) in order for the Team to build and implement a Team-related stadium application. Commissioner Butts Williams moved to approve the recommendation. Commissioner Griffith seconded the motion.

APPROVED



iv. Authorize Amendment to New Stadium Equity Plan

The Act, Minn. Stat. § 473J.09, subd. 7, authorizes the Authority to accept gifts of money, property, and services for any of the Authority's purposes, including construction of the Stadium. Because these contributions are gifts, the Construction Manager and Trade Contractors do not have the ability to seek Targeted Business participation. Similarly, because of the timing of these gifts, the Construction Manager's ability to seek an increase in Targeted Business participation in other areas is limited. Accordingly, we recommend the Equity Plan be modified as follows:

The following language is added to the end of Section 4.3: "As authorized by Minn. Stat. 473J.09, subdivision 7, the Authority may from time to time receive gifts from third-parties of materials, supplies, or equipment for the Project ("Gifts"). Gifts also include materials, supplies, or equipment procured by the Authority through the Construction Services Agreement or a Trade Contract but which are funded by a gift of money. The cost of the Gifts shall not be included in the Cost of the Work for purposes of calculating the Targeted Business Goal, determining whether the Targeted Business Goal was met, or determining whether the Construction Manager made good faith efforts to meet the Targeted Business Goal. This exception applies only to the Construction Services Agreement between the Authority and the Construction Manager or Trade Contracts with the Authority for initial construction of the Project, and does not apply to equipment or supplies gifted to the Authority in connection with subsequent management, operation, maintenance, and capital repair, replacement, and improvement of the Project."

The following language is added to Appendix D – Workforce Compliance and Counting – immediately following subparagraph (d): "(e) Workforce Work includes installation of Gifts."

Recommendation: The Authority authorizes the amendment as stated above to the Construction Services Agreement Equity Plan for Gifts. Commissioner Griffith moved to approve the recommendation. Commissioner Butts Williams seconded the motion.

APPROVED

b. Report Items

i. Equity Program Update

The project reports were assessed as of April 30, 2015. These reports are posted on the MSFA website for transparency purposes. *The next Stadium Equity Oversight Committee meeting will be on July 29, 2015.*

- The **EAF** is currently conducting outreach and training for resource efforts in support of the project.
64 Trained and 59 Placements
 - 806 Workers identified;
 - 143 Workers are available for hire



- Mortenson/Thor Construction provided a **WORKFORCE** report, *as of April 30, 2015*.
 - Exceeding both minority (32%) and women (6%) goals at;
 - 37% minority, 9% women and 4% veteran; 1,382,491.5 hours total
 - 171 Hired Workers from the TARGETED ZIP CODES in the metro area
- Ryan Construction provided a **WORKFORCE** report, *as of July 30, 2015*.
 - 37% minority, 10% women and 0.4% veteran; 48,472 hours total
 - 20 Hired Workers from the TARGETED ZIP CODES in the metro area
- Total WORKFORCE on the Minnesota Multi-Purpose Stadium Project, as of July 30, 2015
 - 37% Minority
 - African American: 14%
 - Hispanic: 12%
 - Native American: 7%
 - Asian/Pacific Islander: 3%
 - 2 or More: 1%
 - 9% Women
 - 4% Veteran
- HKS provided a TARGETED BUSINESS report on **DESIGN** activity, *as of April 30, 2015*.
 - Goals MBE (8%) and WBE (11%) goals at;
 - 15 MBE: 8% (\$3,148,554)
 - 17 WBE: 9% (\$4,079,109)
 - Other: 83% (\$35,855,545)
- Ryan Companies' TARGETED BUSINESS report on **DESIGN** activity, *as of April 30, 2015*.
 - 5 MBE: 9% (\$195,773)
 - 7 WBE: 12% (\$263,650)
 - Other: 79% (\$1,826,787)
- Total DESIGN, as of April 30, 2015
 - MBE: \$3,344,327 (7%)
 - WBE: \$4,342,759 (10%)
 - Other: \$37,682,332 (83%)
 - Total: \$45,369,418
- Mortenson/Thor's TARGETED BUSINESS report on **Construction** activity, *as of April 30, 2015*.
 - MBE (9%) and WBE (11%) goals at;
 - 57 MBE Contracts totaling 12%; (\$86,867,338)
 - 71 WBE Contracts totaling 15% (\$112,498,810)
 - 9 VBE Contracts totaling 1% (\$8,216,886)
 - Total Targeted Business: (\$207,583,034)



- Ryan Companies' TARGETED BUSINESS report on **Construction** activity, *as of April 30, 2015*.
 - 8 MBE Contracts totaling 12%; (\$4,410,488)
 - 18 WBE Contracts totaling 16% (\$5,801,889)
 - 2 VBE firms totaling 1% (\$144,180)
 - Total Targeted Business: (\$10,356,557)

- **Total TARGETED BUSINESS Construction** activity, as of **April 30, 2015**
 - MBE: \$91,277,826 (12%)
 - WBE: \$118,300,699 (15%)
 - VBE: \$8,361,066 (1%)
 - Other: \$552,824,545 (72%)
 - Total: \$770,764,136

Recommendation: None. This report is for informational purposes only. No action is required at this time.

ii. MMPS Construction Update

Eric Grenz and Brendan Moore offered a construction update on behalf of Mortenson/Thor. The current status of the project was reported as well as upcoming milestones. Progress photos were also shown.

8. PUBLIC COMMENT

Two individuals came forward to address the MSFA Board.

1. Elise Morton, Audubon Society – Minneapolis Chapter: Ms. Morton questioned why aesthetic concerns are more important than the lives of birds. She quoted recent statements made by Pope Francis raising concerns about climate change.
2. Ann Laughlin, MN Citizens Concerned for the Protection of Migratory Birds: Ms. Laughlin cited the history of communications between the MSFA and bird advocacy groups and questioned Chair Kelm-Helgen's earlier statements about the city ordinance.

9. DISCUSSION

Commissioner Benson announced that he would be resigning from the MFSA Board, effective August 1, 2015.



9. **ANNOUNCE FUTURE MEETINGS**

Friday, June 19, 2015 at 9:00 A.M MSFA Board Meeting, 1010 Metrodome Square Building

There being no further business to come before the Authority, Commissioner Butts Williams moved to adjourn the meeting, seconded by Commissioner McCarthy and approved unanimously – 5 YEAS, 0 NAYS.

APPROVED

The meeting was adjourned at 10:07 am.

ADOPTED this 17th day of July 2015 by the Minnesota Sports Facilities Authority

Duane Benson, Secretary

Ted Mondale, CEO/Executive Director