



## louisville arena authority

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**Board of Directors Meeting  
December 14, 2009  
9:00 a.m. EST  
Kentucky International Convention Center  
Louisville, KY**

**Directors in Attendance:** Mr. Larry Bisig, Mr. Todd Blue, Mr. Junior Bridgeman, Mr. Tim Corrigan, Ms. Reba Doutrick, Mr. Eric Gunderson, Vice Chairman Larry Hayes, Ms. Alice Houston, Ms. Cissy Musselman, Mr. James Patterson, Ms. Lindy Street, Mr. Dan Ulmer, Mr. Robert Woolery, Chairman Jim Host

**Directors Absent:** Mr. Lanny Greer (Ex Officio), Metro Council President David Tandy (Ex Officio), Mr. William Summers V

**Consultants and Staff of Arena Authority:** Mr. Harold Workman, Executive Director; Mr. Ed Glasscock, General Counsel; Mr. Mike Clay, Populous; Mr. Bill Hedge and Mr. Anthony Mathis, Mortenson/Mathis Construction; Ms. Paula Yancey, PC Sports

**Welcome: Chairman Host**

Chairman Host declared a quorum and convened the meeting.

**DISCUSSION ITEM: Acceptance of the Minutes of November 16, 2009 Board Meeting – Chairman Host**

Mr. Bridgeman moved to accept the Minutes of the November 16, 2009 Arena Authority meeting. The Motion was seconded by Ms. Musselman, and the Motion passed unanimously with no abstentions.

**DISCUSSION ITEM: Presentation of Financial Statements – Vice Chairman Hayes**

Vice Chairman Hayes introduced Mr. Jerry Frantz, Director of Administrative Services for the Kentucky State Fair Board, who reviewed the November 2009 financial statements. Mr. Frantz advised that interest income and in-kind revenue both increased slightly in November. Mr. Frantz reported that the project continues to generate various expenses, which increased by approximately \$250,000 in November, and he advised that construction-in-progress increased by approximately \$17 million during November. Mr. Frantz also reviewed the budget breakdown of expenditures to date, classified by arena design and construction, construction administration, and construction and land acquisition costs. He advised that expenditures remain within budget. Finally, Mr. Frantz reported that Mortenson has provided information regarding the percentage of construction completed versus the funds expended. Construction was 38% completed through the October 31, 2009 billing



P. O. Box 21179, LOUISVILLE, KENTUCKY 40221-0179  
221 SOUTH FOURTH STREET, LOUISVILLE, KENTUCKY 40202  
(502) 815-6963 PHONE / (502) 815-6962 FAX

cycle, and through the current billing period to be paid in December, construction was approximately 45% completed.

**DISCUSSION ITEM: Arena Plaza Announcement – Lindy Street**

Media and Public Relations Committee Chair Lindy Street announced that the James Graham Brown Foundation had awarded the Arena Authority a \$939,901.93 grant for construction to complete the Arena's plaza. She thanked the Foundation for their outstanding support of the community and the Arena project. Chairman Host thanked Ms. Street and Mr. Ulmer for their work to obtain the grant. Ms. Houston, who also serves on the James Graham Brown Foundation Board of Trustees, advised that Mr. Brown was specifically interested in projects that contribute to the local and regional economy, and the Arena project is consistent with those goals.

**DISCUSSION ITEM: PC Sports, Populous and Mortenson Updates – Dan Ulmer**

Construction Committee Chairman Ulmer introduced Ms. Paula Yancey, who reported that PC Sports continues to coordinate activities with Populous and Mortenson. Additionally, PC Sports is continuing its work on the FF&E (furniture, fixtures and equipment) proposals. Ms. Yancey advised that PC Sports is engaged in ongoing coordination with surrounding projects including the Galt House garage and the Second Street Bridge repairs. PC Sports has participated in start up and commissioning meetings with the Kentucky State Fair Board, and continues to provide construction scope and cost oversight.

Ms. Yancey introduced Mr. Mike Clay, who reported that Populous has completed its work on the Arena carpet allowance, which was re-bid and awarded below the allowance. Additionally, Populous has completed its work on millwork. Mr. Clay advised that all exterior submittals have been completed, and Populous has processed numerous interior finish submittals, including tile, paint, and ceiling and floor finishes. Populous recently attended an internet protocol TV ("IPTV") pre-bid meeting. He advised that the Arena will be one of the first arenas in the country to have IPTV capability. Finally, Mr. Clay reported that Populous will begin focusing on implementation of the Energy Star program in early 2010.

Mr. Clay introduced Mr. Bill Hedge, who provided an update from Mortenson Construction. Mr. Hedge reported that the Arena's concrete work has been completed, with the final elevated deck placed on November 23, 2009. He advised that nearly 54,000 cubic yards of concrete have been poured in 11 months. Mr. Hedge reported that the structural steel work is progressing. The metal roof decking has been completed in Quads B and C, the structural precast has been completed in three of the four quads, and the structural precast for the upper deck of Quad A will be completed by the end of 2009.

Mr. Hedge reported that ongoing work includes HVAC ductwork and plumbing on all levels and chilled water piping and electrical work from the event level to the coolers on the Arena's roof. He advised that LG&E is expected to complete gas service to the Arena during December, and will soon activate the permanent electrical power. Work continues on the escalators and elevators, masonry work on the event level and metal stud framing on all levels.

Mr. Hedge reported on the status of the parking garage, advising that the fountain equipment has been set in place; the painting is ongoing, as is the quality walk-through in advance of the punch list.

Mr. Hedge reported that the project is averaging 426 workers on site. There have been 125 first aid cases to date, 441 hazard recognitions and 170 near misses. He advised that the recordable incident rate on the project is

now 3.48, which is below the Louisville average of 5.60. Mr. Hedge then showed a series of photos of the construction progress.

**DISCUSSION ITEM: Affirmative Action and Labor Committee – Chairman Host**

Chairman Host asked Ms. Yancey to provide an update on the Arena project's MWBE efforts. Ms. Yancey reported that through November 2009, more than \$226 million in goods and services have been procured by Populous, Mortenson, O'Rourke Wrecking, and Patriot Engineering. Of \$226 million, \$50.9 million (22.6%) has been committed to MBE firms and \$14.7 million (6.5%) has been committed to WBE firms.

Ms. Yancey advised that 679,280 total work hours have been spent on the Arena project, with 136,700 hours (20%) attributed to minority workers and 37,500 hours (6%) attributed to female workers.

Ms. Yancey reported that 1,018 workers have worked on the project, with 637 (63%) Louisville SMSA (standard metropolitan statistical area) residents and 899 (88%) Kentucky/Indiana residents.

Ms. Yancey introduced Mr. Anthony Mathis, who provided an update on Mortenson's MWBE efforts. Mr. Mathis reported that through November 2009, \$212.7 million in goods and services have been procured by Mortenson, with \$48.1 million committed to MBE firms, \$13.9 million committed to WBE firms and \$87.8 million committed to local firms. Additionally, 145 firms have been awarded work on the project, which includes 51 MWBE firms and 91 local firms. Of the 91 local firms, 56 are Metro Louisville firms. Mr. Mathis advised that 642,200 work hours have been spent on the project by Mortenson and its subcontractors, with 21% attributed to minority workers and 5% attributed to female workers. He reported that cumulatively, 64% of the workers have been Louisville SMSA residents, and 89% of the workers have been Kentucky/Indiana residents. Mr. Mathis advised that the amount of occupational taxes withheld from workers on the project is \$299,190, and the amount of state income taxes withheld is \$598,660.

**DISSUSSION ITEM: Parking & Transportation Committee Update – Eric Gunderson**

Parking and Transportation Committee Chairman Gunderson reported that Qk4 is completing its meetings with adjoining property owners, downtown businesses and arts organizations, and state and local officials. The traffic management plan is expected to be completed and presented during the January 2010 Authority meeting.

**DISCUSSION ITEM: Sponsorship Update – Chairman Host**

Chairman Host introduced Ms. Lynn Saltzman, General Manager of LASEP, who announced the addition of four new Arena strategic partners with a total sponsorship value of more than \$4.5 million and bringing total sponsorships to nearly \$23 million. Ms. Saltzman introduced Mr. Steve Stratton, Mr. David Gatti and Ms. Stephanie Young from McDonalds Restaurants of Kentuckiana Co-op, who agreed to a 10-year sponsorship of the Arena, with McDonalds becoming the "Official Fast Food Partner of the Arena."

Ms. Saltzman introduced Mr. Roy Potts, Mr. Steve Bale, Ms. Erica Benham and Ms. Thresa Bertram from Coca Cola Enterprise Inc. She advised that Coca Cola has agreed to a 10-year sponsorship of the Arena. Coca Cola will become the "Official Soft Drink of the Arena" and will gain exclusive pouring rights in the Arena.

Ms. Saltzman introduced Ms. Mary Moseley, Mr. Sam Moseley and other representatives from the Galt House Hotel, which have committed to a five-year agreement with LASEP. The Galt House will become the "Official Hotel Partner of the Arena."

Finally, Ms. Saltzman introduced Mr. Adam Burckle and Mr. Peter Massey from the Homemade Ice Cream and Pie Kitchen, which has committed to a 10-year agreement with LASEP, becoming the “Official Ice Cream and Preferred Dessert Provider for the Arena.”

Chairman Host recognized individuals from the four companies and thanked them for their commitments to the Arena project.

**DISSUSSION ITEM:           General Counsel Update – Ed Glasscock**

Mr. Glasscock reported that all motions in the RAM case must be filed by January 10, 2010. He reported that five depositions remain to be taken. Mr. Glasscock advised that no significant activity has occurred in the Greyhawk or Schnell matters.

**DISCUSSION ITEM:           Arena news articles/press – Larry Bisig**

Mr. Bisig advised the Authority members that recent news articles were included in the Arena board books.

**DISCUSSION ITEM:           Old Business**

None

**DISCUSSION ITEM:           New Business**

Chairman Host advised that the Arena “Topping Off” ceremony has been scheduled for March 29, 2010, with the time to be announced at a later date. He advised that Ms. Linda Edwards, Vice President of Sales for the Kentucky State Fair Board, and Mr. Larry Bisig will co-chair the event.

No other business to come before the Authority, the meeting was adjourned at approximately 9:45 a.m.

Respectfully submitted,  
Laura Chandler