

# WASHINGTON STATE PUBLIC STADIUM AUTHORITY

March 25, 2021

## BOARD MEETING

Lumen Field  
Public Stadium Authority  
800 Occidental Ave. S.  
Seattle, WA 98134

*Due to the extraordinary public health circumstances related to the ongoing Covid-19 (Coronavirus) outbreak, participation in this meeting was via Zoom. All PSA Board, staff and First & Goal Inc., staff members and presenters were remote.*

## MINUTES

### I. Call to Order

Chair Mendoza called the meeting to order at 12:34 p.m. Other Board members present were: Vice Chair Jundt, Joel Ing, Cindy Zehnder, Randy Loomans, Jud Marquardt and Jay Roberts. Staff members in attendance included Executive Director John Marchione, Business Manager Jodi Todd, and Special Advisor to the Board Ann Kawasaki Romero.

### II. Approval of Minutes

#### Minutes

Minutes of the November 19, 2020 regular Board meeting.

Motion by Vice Chair Jundt, second by Member Marquardt to approve the minutes of the November 19, 2020 regular Board meeting.

Motion carried 7-0.

### III. Public Participation

There was no public participation.

### IV. Administrative Briefings

1. An amendment to the MOU between King County, the State of Washington and the PSA concerning the collection and distribution of admissions and parking taxes.

Gerry Johnson, PSA Legal Counsel, provided a summary of the amendments to the Memorandum of Understanding (MOU) between King County, the State of Washington and the Public Stadium Authority. The stadium bonds issued in 1997 for construction of the stadium were retired in January 2021. That triggered the parking and admission taxes authorized by

the State Legislature, to rise to 10% each and flow to the Public Stadium Authority. The statute requires that the proceeds of the taxes can only be used for maintenance and improvement of the facility.

### **Resolution No. 329**

*A Resolution of the Board of the Washington State Public Stadium Authority Approving MOU's with King County and the State Office of Financial Management Regarding Parking and Admissions Taxes.*

Motion by Vice Chair Jundt, second by Member Ing to approve Resolution No. 329.

Motion carried 7-0.

Mr. Johnson stated that the Seattle Sounders FC are in the process of negotiating financing with Goldman Sachs. Goldman wanted clarification on the Sounders use rights in Lumen Field. Typically, the tenant will ask for an estoppel agreement, which is essentially the property owner stating that the tenant lease is not in default and the tenant is in good standing. This request is not typical because the Authority is not privy to the use agreement between the Seattle Sounders FC and First & Goal Inc., so Goldman Sachs has requested a collateral and estoppel agreement between the Authority and First & Goal Inc.

Motion by Member Ing, I move we authorize the Executive Director to execute an estoppel agreement and a collateral agreement (both requested by a Seattle Soccer, LLC lender) substantially in the form of the attached, subject to such reasonably consistent modifications as may be recommended by PSA counsel.

Second by Member Loomans

Motion carried 7-0.

#### 2. 2020-2021 Public Benefits Report & Plan

Zach Hensley, FGI Asst. General Manager, updated the board on the 2020 Public Benefits Report and 2021 Plan. As the pandemic closed the facility to fans in March 2020, it shifted focus to helping the community. He also discussed the implementation of the COVID-19 CDC guidelines and enhanced disinfection procedures. Mr. Hensley reviewed a few upgrades to the facility including; touchless faucets, hand sanitizing stations, new ticket pedestal scanners, upgraded magnetometers.

Mr. Hensley highlighted the WMBE contribution of \$1.6m in 2020 and \$330,000 in proceeds distributed to Community Concessions partners. He looks forward to continuing neighborhood community meetings and the community concessions program in 2021.

3. 2021-2025 Major Maintenance and Modernization Plan  
Kathy Brown, Director of FGI Facilities and Mr. Hensley reviewed the 2021-2025 Major Maintenance and Modernization Plan. A sample of the maintenance and modernization projects are listed below:
- The roof overlay project starts in April and will be finished in August before football
  - Waterproofing and caulking expansion joints
  - Replace HVAC and electrical components
  - Club restrooms will get a refresh
  - New video boards will be installed
  - A new area for fans will be created in the north end main concourse area

Ethan Bemau, PSA Consultant, stated that there are a total of 28 projects planned for 2021 for a total spend of \$14.6m. Of the 28, 14 are PSA reimbursable totaling approximately \$10.3m. Due to the uncertainty of the COVID-19 pandemic, the proposed budget contemplates two possible revenue scenarios: 1) full Seahawks capacity, or 2) reduced Seahawks capacity. FGI is requesting approval for all projects under full capacity.

4. General Manager's Report  
Mr. Young provided an update covering upcoming events, and summary of current and past events at the facility. The stadium is returning to events with fans with the first event being the April 16<sup>th</sup> Sounders match.

On behalf of First & Goal and the Seahawks, Mr. Young expressed their appreciation and admiration for Ms. Kawasaki Romero. He wished her well in retirement.

## V. Chair and Director's Reports

A. Chair's Report

There was no report given.

B. Director's Report

John Marchione reported the following:

- The state audit is complete and the PSA received another clean audit.
- The State Auditor's office had a recent data breach. Only three PSA documents were compromised. All three were public documents relating to entrance and exit conferences.
- The bonds for construction of the facility were paid off on January 4<sup>th</sup>, which triggers the parking and admissions taxes flowing to the PSA as reported by Mr. Johnson earlier in the meeting.
- The maritime industrial land use process is still moving forward. The committee has stated their goal was to move a recommendation to the Mayor by early March.

## VI. Unfinished Business

There were no items for review under this section.

## VII. New Business

### A. Voucher Approval of Expenses

Vouchers included in blanket Vouchers 663-667 and payroll for the periods ended November 15, 2020, November 30, 2020, December 15, 2020, December 31, 2020, January 15, 2021, January 31, 2021, February 15, 2021 and February 28, 2021 in a total amount of \$317,495.46.

Motion by Vice Chair Jundt, second by Member Zehnder to approve Vouchers 663-667 and payroll for the periods ended November 15, 2020, November 30, 2020, December 15, 2020, December 31, 2020, January 15, 2021, January 31, 2021, February 15, 2021 and February 28, 2021 in a total amount of \$317,495.46.

Motion carried 7-0.

### B. Naming Rights Reimbursement

Reimbursement of Major Maintenance and Modernization costs to First & Goal Inc. in a total amount not to exceed \$3,616,146 pursuant to the Master Lease Agreement.

Motion by Vice Chair Jundt, second by Member Zehnder to approve reimbursement of Major Maintenance and Modernization costs to First & Goal Inc., in a total amount not to exceed \$3,616,146 pursuant to the Master Lease Agreement.

Mr. Marchione stated that the reimbursement does not include administrative fees still under negotiation. They will be included in the next reimbursement.

Motion carried 7-0.

### C. Resolutions

#### 1. Resolution No. 330

*A Resolution of the Board of the Washington State Public Stadium Authority Providing Comments to the 2020-2021 Public Benefits Report and Plan for Lumen Field and Event Center Prepared by First & Goal Inc.*

Motion by Vice Chair Jundt, second by Member Loomans to approve Resolution No. 330.

Motion carried 7-0.

#### 3. Resolution No. 331

*A Resolution of the Board of the Washington State Public Stadium Authority Approving the 2021-2025 Major Maintenance and Modernization Plan for Lumen Field and Event Center.*

Motion by Vice Chair Jundt, second by Member Ing to approve Resolution No. 331.

Motion carried 7-0.

**4. Resolution No. 332**

*A Resolution of the Board of the Washington State Public Stadium Authority Expressing Sincere Gratitude and Appreciation to Ann Kawasaki Romero for Twenty-Four Years of Service to the Citizens of The State of Washington as Executive Director of the Washington State Public Stadium Authority*

Motion by Vice Chair Jundt, second by all six members of the Board to approve Resolution No. 332.

Chair Mendoza read the resolution into the record and Board members each thanked Ann for her service and wished her well in retirement.

Motion carried 7-0

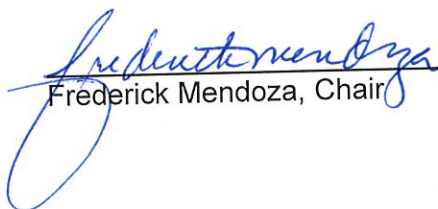
**VIII. Executive Session**

There was no Executive Session.

**IX. Adjournment**

The regular meeting of the Public Stadium Authority Board adjourned at 2:51 p.m.

Approved this 27<sup>th</sup> day of May 2021.

  
Frederick Mendoza, Chair

  
Jodi Todd, Clerk of the Board