

MARION COUNTY CONVENTION  
AND RECREATIONAL FACILITIES AUTHORITY

Minutes of Meeting  
Friday, July 16, 2010  
Indiana Convention Center  
Room 117

The Marion County Convention and Recreational Facilities Authority (the "Authority") was held in Room 117 of the Indiana Convention Center on Friday, July 16, 2010.

Present were the following members: Dr. Jacqueline S. Greenwood, President, Raju Chinthala, Vice President, and Dollyne P. Sherman, Secretary-Treasurer.

Others present included Bryan Collins, Bingham McHale LLP, Counsel, to the Authority and the Capital Improvement Board of Managers of Marion County, Indiana ("CIB"), Dixie L. Gough, Independent Contractor, Barney Levensgood, CIB Executive Director, Dan Huge, CFO, CIB, and W. Tobin McClamroch, CIB General Counsel, Bingham McHale LLP.

The minutes of Monday, September 14<sup>th</sup>, 2009 were presented. Upon a motion by Ms. Sherman, which was seconded by Mr. Chinthala, these minutes were approved as presented.

Mr. Collins presented a Resolution describing an interim bridge agreement, the terms, conditions, and provisions of which have been incorporated into an Amendment ("Amendment") to the Conseco Fieldhouse Operating Agreement ("Operating Agreement") by and among the Authority, the CIB, Pacers Basketball, LLC ("PB") and Melvin and Herbert Simon, the Conseco Fieldhouse Financial Agreement by and between the CIB and PB, the Virginia Avenue Parking Garage Parking Agreement by and between the CIB and PB, and the Understanding of Defined terms by and among the CIB, the Authority, PB and Melvin and Herbert Simon. Following the CIB finding that entering into the Amendment was in the best interests of the CIB, the Authority, the City of Indianapolis, Marion County, the State of Indiana, and the citizens thereof, and the CIB requesting the Authority to approve the Amendment in the form presented, the Authority considered the Amendment. Following a discussion by the Authority members, Ms. Sherman moved approval of the Resolution as presented (and a copy of which is attached), which was seconded by Mr. Chinthala, and there being no further discussion, the Authority approved the Amendment by adopting the Resolution.

The next item on the Agenda was the Election of Officers. Upon a motion by Mr. Chinthala that the existing slate of officers continue to serve, and a second to Mr. Chinthala's motion by Ms. Sherman, the following officers were reelected to serve, as follows:

Dr. Jacqueline S. Greenwood, President  
Raju Chinthala, Vice President  
Dollyne P. Sherman, Secretary-Treasurer

The Authority members were informed as to the annual updated signatory authority for certain actions on behalf of the Authority in matters dealing with The Bank of New York Trust Company, N.A. ("Trustee"), in the form of certifications to be provided to the Trustee, which was accepted as acted upon.

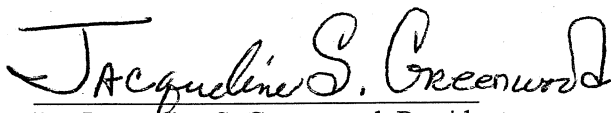
The Authority then considered ratification and approval of the 2010 Budget. Ms. Gough noted that along with the Budget, she provided a schedule of lease rentals due Authority for the year ending December 31, 2010 and a detailed budget computations schedule for reference. After discussion by Ms. Gough, and

upon a motion by Mr. Chinthala, which was seconded by Ms. Sherman, the Budget, a copy of which is attached hereto as a part of these Minutes, was so ratified and approved.

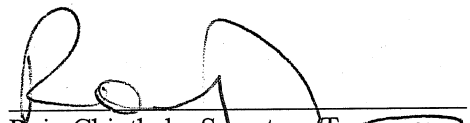
Ms. Gough reported on the most recent quarterly financial statements distributed to the Authority for the second quarter of 2010. Reports distributed consisted of the Trial Balance, Journal Entries and the Balance Sheet. Ms. Gough noted that there were no unusual transactions to report. She further noted that \$21,090,000 of principal payments on the various bond issues were made, as scheduled, in this period. Ms. Gough explained the net income for this period is primarily a timing issue and consists of the difference between the lease payments receivable along with deferred bond issue costs and bond discounts versus bonds payable and unearned lease interest. Upon a motion by Mr. Chinthala, which was seconded by Ms. Sherman, the Authority accepted these reports as presented.

Ms. Gough also discussed the "Marion County Convention and Recreational Facilities Accountants' Reports and Financial Statements for December 31, 2009 and 2008," which had previously been distributed. Ms. Gough noted that the Annual Financial Statements included an unqualified opinion from BKD, the Authority's auditors, as well as a second opinion dealing with compliance with internal matters. Ms. Gough highlighted the financial statements for the fiscal year ended December 31, 2009 and noted the Authority experienced a decrease in total assets of approximately \$41.1 million and experienced a reduction in total liabilities of approximately \$42.3 million. Ms. Gough explained the decrease in assets was due to the receipt of annual lease rentals and the reduction in liabilities was a result of the annual payments on its bonded indebtedness. Total net assets and the change in assets increased by approximately \$1.2 million principally due to the additional lease payment of \$991,800 to cash fund the Authority's debt service reserve fund for the 1995 Bonds, which reserve is expected to be used in lieu of the final 1995 lease payment for the fiscal 2014-2015 bond year. Upon a motion by Ms. Sherman, which was seconded by Mr. Chinthala, the Financial Statements were accepted as presented. Dr. Greenwood thanked Ms. Gough for her presentation and discussion of these matters.

There being no further matters, comments or questions to come before the Authority at this time, Dr. Greenwood called for an adjournment and upon a motion by Mr. Chinthala, which was seconded by Ms. Sherman, Dr. Greenwood declared the meeting to be adjourned.



Dr. Jacqueline S. Greenwood, President  
MARION COUNTY CONVENTION  
AND RECREATIONAL FACILITIES  
AUTHORITY



Raju Chinthala, Secretary/Treasurer  
MARION COUNTY CONVENTION  
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AUTHORITY