

LUZERNE COUNTY CONVENTION CENTER AUTHORITY MEETING

JANUARY 20, 2021

The Regular Meeting of the Board of Directors of the Luzerne County Convention Center Authority was called to order at 12 PM by Chairman Gary Zingaretti on January 20, 2021.

The Pledge of Allegiance, led by Chairman Zingaretti, was said by all in attendance.

ROLL CALL – PRESENT: Carmen Ambrosino (via telephone), Donna Cupinski, Neal DeAngelo (via telephone) John Pickering, Eugene Rafalli (via telephone), Michelle Reilly, John Ruckno, Tony Ryba (via telephone), Tom Woods, and Gary Zingaretti. Peter Biscontini was absent. Also present were members of ASM Global Administration - General Manager Will Beekman, Assistant General Manager/Director of Finance Carrie Grantuskas, Director of Marketing Stephen Poremba, and Director of Operations Michael Wilczynski. Mary Jo Kishel of Rosenn, Jenkins & Greenwald, and Jerry Lynott from the Times Leader and Eric Mark from the Citizens' Voice were also in attendance.

Chairman Zingaretti welcomed everyone to the January meeting.

CORRESPONDENCE:

There was no correspondence for this meeting.

PUBLIC COMMENTS:

There were no public comments for this meeting.

APPROVAL OF THE MINUTES:

Chairman Zingaretti asked for a motion to approve the minutes of the December 1, 2020 special meeting as drafted.

A motion was made by Michele Reilly and seconded by John Pickering to approve the minutes of the December 1, 2020 special meeting.

ON THE QUESTION: All those in favor of approving the meeting minutes signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained. The motion carries.

Chairman Zingaretti asked for a motion to approve the minutes of the December 9, 2020 regular meeting as drafted.

A motion was made by Gene Rafali and seconded by Tom Woods to approve the minutes of the December 9, 2020 regular meeting.

ON THE QUESTION: All those in favor of approving the meeting minutes signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** The motion carries.

PAYMENT OF BILLS:

Chairman Zingaretti asked for a motion to approve the invoices totaling \$273,149.57. Most of the invoices are for projects that were previously approved by the Board.

A motion was made by John Ruckno and seconded by John Pickering to approve the payment of bills.

ON THE QUESTION: All those in favor of the motion to accept the payment of bills signified by saying “AYE”. **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained. The motion carries.

EXECUTIVE SESSION:

A short Executive session was held.

GENERAL MANAGER’S REPORT:

Will Beekman reported the following:

Good afternoon, everyone. I’ll start by saying that we are excited to be hosting our first indoor event with fans in what will be a little more than a year. PIAA District 2 has decided to move forward with this year’s high school basket championships, which are scheduled for March 11, 12, & 13. Current restrictions allow for a capacity of only 500 people in the building, but perhaps that will increase by mid-March. Regardless, PIAA seems poised to make the most of the situation. Given the limited capacities, it sounds as if tickets for this year will be sold on an individual game basis. So, unlike previous years, they plan on offering single game tickets, and we will then empty and clean the building in-between each game. All other guidelines set forth by our state and local authorities will be adhered to, including masks being worn and attendees being seated in socially distant pods spread throughout the building.

In other news, as you may have already heard, the American Hockey League has agreed to move forward with an abbreviated 2020-2021 season, which is scheduled to begin on February 5. Twenty-eight of the 31 AHL teams have agreed to participate, including our own WBS Penguins. We are currently working with the Penguins to ensure that the home games during this abbreviated season are played in our venue, and I’m confident that that will come to fruition. I also expect the schedule for this abbreviated season to be released soon, maybe by the end of this week. Right now, it sounds like each team will play a 32-game season – 16 games at home and 16 games on the road. Given the current restrictions, it sounds like the Penguins plan to begin playing their home games without fans, but if restrictions loosen as the season progresses, that could certainly change.

Beyond that, we continue to get holds for artists hoping to play inside our building at meaningful capacities in the latter part of 2021. Right now, our September-December calendars are pretty packed with potential dates and cautious optimism.

I would also like to mention that over these past few weeks, our limited number of staff members have worn many different hats in an effort to assist in completing several different projects – painting, pulling out seats, tossing things in dumpsters, hauling metal to scrap yards, etc. And I just want to publicly express my appreciation.

Chairman Zingaretti also expressed his appreciation to the staff on behalf of the Board. He asked if there were any questions for Will and there were none.

Chairman Zingaretti followed by stating that the Penguins will be starting with no fans. The current contract clearly never contemplated playing with no fans. We have been in discussions with the Penguins on what this season would look like. We are negotiating an addendum to the agreement that would cover just the abbreviated 2020-2021 season. At this point, it is safe to say that the basic terms have been agreed to by the Penguins and Will and Carrie on our behalf. We need to formalize that into an addendum to our existing contract so that all of the other protections in the contract are still there. The addendum will just address the financial and operational issues associated with this season. Chairman Zingaretti would like to propose a resolution. He read the following pertinent parts of the resolution: Whereas the Authority desires to enter into an Addendum to the 3rd Amendment and 2nd Restatement of the Lease Agreement with an effective date of July 1, 2019 between the Authority and WBS Hockey, LLC (Penguins) to provide a modification of certain terms and conditions of the Penguins' lease during the hockey season currently scheduled for February 2021 through May 2021 with regard to the payment obligation of both parties, the usage of the Authority's premise, staffing, and other relevant matters. Now therefore be it resolved that the appropriate officers of the Authority are hereby authorized and directed to negotiate the provisions of and execute and deliver the Addendum upon such terms and conditions as they deem necessary and/or desirable. And further resolve that the appropriate officers of the Authority are hereby authorized and directed to take any and all further actions including without limitation, the execution, delivery, and/or filing as appropriate of such other agreements, documents, certificates, and instruments as they may deem necessary and/or desirable in order to effectuate the forgoing resolutions. That is what we seek to do - take the terms that were basically agreed to and put it into a contract form.

Chairman Zingaretti asked for a motion to approve the resolution.

A motion was made by Tony Ryba to approve the resolution and was seconded by Tom Woods. Chairman Zingaretti asked if there were any questions and there were none.

ON THE QUESTION: All those in favor of approving the motion to approve the resolution signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained.

The motion carries.

Chairman Zingaretti thanked everyone.

COMMITTEE REPORTS:

CAPITAL IMPROVEMENTS & STRATEGIC PLANNING COMMITTEE:

Donna Cupinski stated that a lot of our projects are in the works. Gene Rafali had asked that we do a tour of some of the projects that were going on. The staff concluded that it may not be safe right now, but they did put together a slide show that you got in your email. Donna thanked the staff for doing that. If the next meeting allows, we will do a tour for everyone. She spoke about the flooring project in the Club Seat area. The Capital Improvements Committee is going to recommend that we do epoxy flooring rather than just cleaning that area. At the last meeting we approved for the project not to exceed \$265,000.00 and she asked that they amend that to not to exceed \$290,000.00. Donna made that in the form of a motion. The motion was seconded by Tony Ryba. Chairman Zingaretti asked if there were any questions or discussion and there were none.

ON THE QUESTION: All those in favor signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained. The motion carries.

Donna thanked everyone and concluded her report.

FINANCE COMMITTEE:

Tony Ryba had nothing new to report. Chairman Zingaretti stated that all of the Board Members received a finalized copy of the 2019 audit in their email.

LAND DEVELOPMENT COMMITTEE:

Michelle Reilly had nothing new to report.

Tom Woods asked if there was a light going up at the entrance to the Arena. Chairman Zingaretti responded that the Board has not heard anything back from Attorney Angelo Terrana and stated that he has not been asked to submit an application for a light. A discussion followed. Michelle Reilly asked Tom Woods if anything about a light was addressed at the township meeting and Tom responded that there was not.

POLICIES AND PROCEDURES COMMITTEE:

Carmen Ambrosino had nothing new to report.

SUITES COMMITTEE:

Tom Woods had nothing new to report.

RIGHT TO KNOW REQUESTS:

There were no new Right to Know requests.

OLD BUSINESS:

There was no old business.

NEW BUSINESS:

Election of Officers for 2021:

Chairman Zingaretti asked for a motion to open the floor for the nomination of officers for 2021. A motion was made by John Pickering and seconded by Donna Cupinski to open the floor for the nomination of officers for 2021.

ON THE QUESTION: All those in favor of the motion to open the floor for the nomination of officers for 2021 signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained. The motion carries.

Chairman Zingaretti asked for a motion to elect a Chairman of the Board. John Ruckno made a motion to nominate Gary Zingaretti as Chairman of the Board. This motion was seconded by Tom Woods. There were no other motions for Chairman.

ON THE QUESTION: All those in favor of the motion to elect Gary Zingaretti as Chairman of the Board signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained. The motion carries.

Tom Woods made a motion to elect Donna Cupinski as Vice Chairwoman of the Board. This motion was seconded by Michelle Reilly. There were no other motions for Vice Chairwoman.

ON THE QUESTION: All those in favor of the motion to elect Donna Cupinski as Vice Chairwoman of the Board signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained. The motion carries.

Chairman Zingaretti asked for a motion to elect a Board Treasurer. Chairman Zingaretti made a motion to nominate Tony Ryba as Board Treasurer. This motion was seconded by Gene Rafali. There were no other motions for Treasurer.

ON THE QUESTION: All those in favor of the motion to elect Tony Ryba as Board Treasurer signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained.

The motion carries.

Donna Cupinski made a motion to elect Tom Woods as Board Secretary. This motion was seconded by Michelle Reilly. There were no other motions for Secretary.

ON THE QUESTION: All those in favor of the motion to elect Tom Woods as Board Secretary signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained.

The motion carries.

Chairman Zingaretti asked for a motion to close the nominations. Donna Cupinski made the motion and it was seconded by John Pickering.

ON THE QUESTION: All those in favor of the motion to close the nominations signified by saying "AYE". **OPPOSED:** No one opposed the motion. **ABSTAIN:** No one abstained. The motion carries.

Chairman Zingaretti appointed Peter Biscontini as the Right to Know Officer for 2021.

GOOD OF THE ORDER:

There is nothing to report.

ADJOURNMENT:

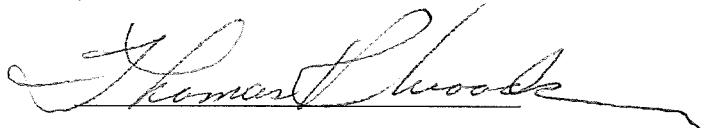
Chairman Zingaretti called for a motion to adjourn the meeting. The motion was made by Tom Woods and seconded by John Ruckno.

ON THE QUESTION: All those in favor of the motion signified by saying "AYE". **OPPOSED:** No one opposed. **ABSTAIN:** No one abstained. The motion carries.

Chairman Zingaretti stated that perhaps at the next meeting they can schedule a tour to see where we are at with the construction and thanked everyone for attending.

APPROVED

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A handwritten signature in cursive script, appearing to read "Tom Woods", written in black ink. The signature is fluid and extends across the width of the page.

Mr. Tom Woods, Secretary

LUZERNE COUNTY CONVENTION CENTER AUTHORITY

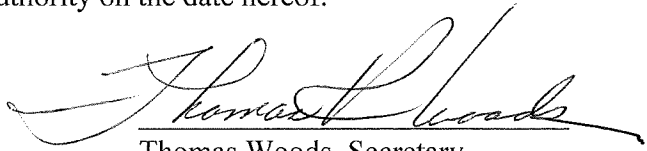
The following resolutions were adopted at a duly convened meeting of the Board of Directors of the Luzerne County Convention Center Authority, a Pennsylvania municipal authority (the "Authority") on January 20, 2021, at which a quorum was present and voting throughout:

WHEREAS, the Authority desires to enter into an addendum to that certain Third Amendment and Second Restatement of Lease Agreement , with an effective date of July 1, 2019, by and between the Authority and WBS Hockey LLC (the "Penguins Lease"), to provide for a modification of certain of the terms and conditions of the Penguins Lease during the hockey season currently scheduled for the February through May, 2021 term (the "Abbreviated Season") with regard to the payment obligations of both parties, usage of the Authority's premises, staffing and other relevant matters (the "Addendum");

NOW, THEREFORE, BE IT RESOLVED, that the appropriate officers of the Authority are hereby authorized and directed to negotiate the provisions of, and execute and deliver, the Addendum upon such terms and conditions as they deem necessary and/or desirable; and further

RESOLVED, that the appropriate officers of the Authority are hereby authorized and directed to take any and all further actions, including, without limitation, the execution, delivery and/or filing, as appropriate, of such other agreements, documents, certificates and instruments as they may deem necessary and/or desirable in order to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned certifies that the foregoing is a true and correct copy of the resolutions adopted by the Authority on the date hereof.


Thomas Woods, Secretary