

Minutes

Washington State Convention Center
Public Facilities District

Special Meeting of the Board of Directors
March 30, 2021

I. Call to Order

Frank K. Finneran, Board Chairman, convened a special meeting of the Washington State Convention Center Public Facilities District (WSSC) Board of Directors at 3:31 p.m. by video conference / conference call via Microsoft Teams. At the chairman's request, Mrs. Starkweather conducted a roll call of Board Directors to ensure a quorum in attendance.

MEETING ATTENDANCE

Board Directors in Attendance (by video conference / conference call)

Frank K. Finneran, Chair
Deryl Brown-Archie, Vice Chair
Robert Flowers
Susana Gonzalez-Murillo
Jerry Hillis
J. Terry McLaughlin
Craig Schafer

Board Directors Absent

Nicole Grant
Denise Moriguchi

Officers in Attendance (by video conference / conference call)

Jeffrey A. Blosser, President / CEO
Linda Willanger, Vice President of Administration / AGM
Jon Houg, Vice President of Operations
Sam Hecker, Chief Financial Officer / Treasurer

Consultants / Vendors in Attendance (by video conference / conference call)

Margery Aronson, Addition Art Project
Matthew Hendricks, Hendricks - Bennett, PLLC
Isaac Sine, JP Morgan Securities
Stacey Lewis, Pacifica Law Group
Fred Eoff, PFM Financial Advisors, LLC
Matt Griffin, Pine Street Group
Arnetta Libby, Pine Street Group

Staff in Attendance (by video conference / conference call)

David Cononetz Michael McQuade
Michael Murphy Lorrie Starkweather
Loni Syltebo

II. Discuss and Possibly Take Action to Amend Resolution # 2021-07 to Increase the "Not to Exceed" Aggregate Principal Amount of Junior Lodging Tax Notes to Offer and to Sell, by Approval of Resolution # 2021-08.

A RESOLUTION of the Board of Directors of the Washington State Convention Center Public Facilities District, ("District") amending Resolution # 2021-07, which authorized the issuance and sale of one or more series of Junior Lodging Tax Notes of the District, to increase the aggregate principal amount of notes permitted to be issued to not to exceed \$360,000,000.

Mr. Finneran requested Mr. Eoff to provide an overview of the matter before the Board. Mr. Eoff advised that, as the Board is aware, we are in the process of finalizing the issuance of interim notes to complete the necessary funding for the Addition project. It has been quite a fast track and when that is the case, sometimes some of the assumptions do not work out exactly right as is the case here. We have one possible alternative that, I think as you may recall from Resolution # 2021-07 that was previously adopted, it specified a "not to exceed maximum principal amount of \$350,000,000." We do have one potential structural alternative that could, depending on pricing, need a principal amount of bonds that is somewhat more than \$350,000,000. The issue at stake is what we do, whether we structure an optional redemption provision into the issue or not and if we do, that changes the mathematics associated with pricing in such a way that it drives the issue size potentially up above our current not to exceed amount. The request before the Board is to increase the \$350,000,000 not to exceed amount by \$10,000,000 to \$360,000,000 to ensure that if we decide to utilize a redemption provision that we have enough capacity authorized in the resolution to do that. We may not use the funds. If we increase the principal amount authorization and do not use it, it is of no consequence to the District. Ms. Lewis and Mr. Eoff feel it makes sense to prepare for all eventualities and this is what this amendment to Resolution 2021-07 is about.

Mr. Finneran asked if the change from \$350,000,000 to \$360,000,000 is the only amendment being proposed. Ms. Lewis advised that the change from the maximum not to exceed principal amount of \$350,000,000 to \$360,000,000 is the only change that is addressed in this amendment. It requires an amendment in two places in the existing note resolution (Resolution # 2021-07), in Section 2 where the District authorizes the issuance of notes up to the maximum principal amount, that would now say \$360,000,000; and then in Section 22 of Resolution # 2021-07 which are the parameters for the sale of the notes. Under the current resolution the designated District representatives, which are the Chair or the Vice-Chair of the Board, the CFO, and the Treasurer, are authorized to sell the notes within specified parameters, and the first parameter in that Section 22 is the maximum principal amount of the notes, and there again the maximum principal amount of the notes was \$350,000,000, and with this amendment that would be \$360,000,000.

Mr. Hillis made a motion to approve Resolution # 2021-08, amending Resolution # 2021-07, which authorized the issuance and sale of one or more series of Junior Lodging Tax Notes of the District, to increase the aggregate principal amount of notes permitted to be issued to not to exceed \$360,000,000. Mr. Flowers seconded, and the motion was carried by the unanimous affirmative vote of all Directors present via videoconference / teleconference (7 to 0).

III. Adjournment

Mr. Hillis moved to adjourn the March 30, 2021, Special Meeting at 3:42 p.m. Ms. Brown-Archie seconded, and the motion was carried by the unanimous affirmative vote of all Directors present via videoconference / teleconference.