



**MONTGOMERY COUNTY CONVENTION FACILITIES  
AUTHORITY  
BOARD OF DIRECTORS  
Regular Meeting Minutes  
September 2, 2021 4:00 P.M.  
Dayton Convention Center, Board Room 205**

**BOARD OF DIRECTORS**

**PRESENT:** Walter Reynolds, Chair; Jeff Gore; Paul Gruner; Belinda Kenley; Mike Stevens; LaShea Lofton; and Tom Whelley.

**EXCUSED:** David Abney; Kevin Weckesser and Jacquelyn Powell.

**GUESTS:**

Pam Plageman, Executive Director  
Kelli Donahoe, ASM Global  
Vicki Giambrone, CBD Advisors  
Bear Monita, LWC Incorporated  
Shannon Martin, Bricker & Eckler

**I. Roll Call**

Chairman Reynolds called the meeting to order at 4:00 P.M. and Ms. Giambrone called the roll.

**II. Approval of the minutes of the August 5, 2021 Regular Meeting Minutes**

Chairman Reynolds asked the members of the Board if they had any edits to the August meeting minutes. Hearing none, Chairman Reynolds called for a motion to approve the minutes.

**MOTION:** It was then moved by Mr. Stevens and seconded by Ms. Kenley and unanimously voted "to approve the August 5, 2021 meeting minutes as presented."

**II. Approval of the minutes of the August 19, 2021 Special Meeting Minutes**

Chairman Reynolds asked the members of the Board if they had any edits to the August 19, 2021 Special meeting minutes. Hearing none, Chairman Reynolds called for a motion to approve the minutes.

**MOTION:** It was then moved by Mr. Gore and seconded by Mr. Stevens and unanimously voted "to approve the August 29, 2021 special meeting minutes as presented."

**IV. Reports & Communication**

**A. Finance Committee Report**

**i. DCC Skywalk Roof Replacement**

Ms. Plageman represented the committee in Mr. Fraunfelter's absence and explained that the Roof Replacement work was put out to bid and four local providers responded. The Finance Committee reviewed the responses and selected Maxim Roofing Co., LLC as the most responsive and recommends the Board's approval of the award.

**MOTION:** It was then moved by Ms. Kenley and seconded by Mr. Gruner and unanimously voted "to approve the contract with Maxim Roofing to replace the Skywalk Roof as presented."

**ii. DDC Lobby Carpet Replacement- Omnia Program**

Ms. Plageman presented the option to replace the carpeting on the first floor and stated that the plan had been reviewed with the designers to be sure it fit with the overall plan. Mr. Stevens asked about where the carpet would be replaced, and Ms. Plageman explained that it would be on the first floor. Ms. Lofton asked about the tile, and Ms. Plageman stated the tile will stay and would not be replaced.

**MOTION:** It was then moved by Ms. Kenley and seconded by Mr. Whelley and unanimously voted “to approve the Carpet Replacement purchase as presented.”

**B. Operations Committee Report**

**i. LWC/LMC Design Services Agreement**

Ms. Plageman introduced Mr. Monita and stated that the Operations Committee had reviewed the Design Agreement. She recommended the approval of the agreement. Mr. Reynolds asked if our attorney had reviewed the agreement, and Ms. Martin stated that the form of the agreement had been reviewed and Bricker’s recommended edits have been incorporated into the agreement as requested. Mr. Reynolds then asked about selection among the dispute resolution options set out in the agreement. Mr. Whelley provided some insight into the process of mediation and stated it would be the best option for dispute resolution so that option should be selected in the final agreement. Mr. Monita stated that his goal is to work collaboratively and not have disputes at any time.

**MOTION:** It was then moved by Ms. Lofton and seconded by Mr. Whelley and unanimously voted “to approve the LWC/LMC Design Agreement.”

**ii. DDC HVAC Update w/ ASM**

Ms. Plageman updated the Board on the Phase I HVAC upgrade process. She stated that the controls for the chillers have been replaced and the next step is the air handler controls.

**C. Fiscal Officer Report, Sean Fraunfelter, Interim Fiscal Officer**

**i. DCC July Financials w/ASM Global**

Ms. Plageman presented the July financials in Mr. Fraunfelter’s absence and stated that the collections for the Lodging Tax have been above budget and continue to trend upward. Ms. Plageman stated that with the renewed COVID issues, the budget projections may need to be adjusted if cancellations increase. She then stated that the ASM revenue, Year to Date is ahead of budget and the gap is closing.

**MOTION:** It was then moved by Ms. Kenley and seconded by Mr. Stevens and unanimously voted “to approve the July financials as presented.”

**ii. Bond Update**

Ms. Martin shared that the bond financing transaction with Key Bank would close on September 8, 2021. She went on to say that the documents have been signed and this will complete Phase I of the financing.

**iii. Consideration of Resolution 2021-08 Post Issuance Compliance Policy**

Ms. Martin presented the resolution and shared that the Board is required to have a post-issuance compliance policy that states how the Board will monitor compliance with the rules associated with issuance of tax-exempt bonds, such as monitoring the use of the

property so it is consistent with the Authority's tax-exempt status. Ms. Martin stated this policy creates a tool kit for monitoring compliance. Ms. Lofton asked about disclosure requirements for private placements. Ms. Martin stated that disclosure with respect to private placements is different, but that ultimately the Board likely will have disclosure obligations when Phase 2 financing is undertaken. Ms. Martin said she would confirm with her colleagues regarding providing more details related to the level of disclosure and will report back to the Board.

**MOTION:** It was then moved by Mr. Stevens and seconded by Mr. Gore and unanimously voted "to approve Resolution 2021-08 and Attachment A, the Post Issuance Compliance Policy as presented."

#### **D. Executive Director Report, Pam Plageman, MCCFA Executive Director**

##### **i. Audio Visual Preferred Vendor Recommendations w/ASM**

Ms. Plageman stated that most convention centers have a preferred AV vendor. While this is not an exclusive and other vendors may be engaged, this status allows for some additional functionality and services as well as potential revenue for the center. She stated that the opportunity was competitively bid and three companies responded.

Ms. Plageman went on to say that ASM Global went through a competitive bid process, submitted the RFP to 6 AV Companies and received 3 bids in total. Two vendors were selected to make in-person presentations. She added that based on those presentations and the process, the determination was made to recommend Mills James as the preferred, non-exclusive provider of audio-visual services.

Ms. Plageman stated that Mills James will be making a capital investment of approximately \$579k in new equipment dedicated to the DCC. In addition, the partnership would provide a 65% reduction in the cost of video services for the Dayton Convention Center and the CVB for marketing purposes. Ms. Plageman went on to say that the Mills James team is a proven vendor as they work in the Cleveland and Columbus centers. Ms. Plageman shared the recommendation for the Board was to award the AV Preferred vendor contract to Mills James.

Mr. Whelley asked if the new equipment would be just for the Dayton center, and Ms. Plageman replied that it would be primarily for Dayton but could be used in other facilities as needed. She added that this was also a benefit for Dayton because if Dayton needed some additional equipment, there would be an opportunity to get that loaned from Columbus or Cleveland.

Ms. Lofton asked if the building had the capacity to accommodate the new equipment. Ms. Donahoe responded that the facility can support the new equipment, however she went on to say that there will need to be some upgrades included in the Master Plan to accommodate the latest technology to meet client expectations.

**MOTION:** It was then moved by Mr. Whelley and seconded by Ms. Kenley and unanimously voted "to approve the award to Mills James as presented."

##### **ii. Progress Report – DDC Improvements**

Ms. Plageman provided an update on the progress of the facilities improvements. She informed the Board that the first Master Planning meetings would be held in the coming

week, and the members of the Operations Committee would be invited to participate in the process.

Ms. Plageman shared that the team continues to move forward with the signage upgrade and the bleacher system upgrade that were approved at the last meeting. She shared that she continues to look at upgrading the front of house equipment such as podiums and catering equipment.

Ms. Plageman then reported that ASM Global is continuing with the equipment inventory so that the data can be added to the new tracking system. This will enable the team to find and track all the equipment, reducing redundancy and waste.

Ms. Plageman also stated that she is identifying options to address the surface issues on the sidewalk and the loading dock surface. Mr. Whelley stated there was an issue on the Jefferson Street side of the building as well.

Mr. Stevena asked if there are plans to upgrade the theatre. Ms. Donahoe stated that the new AV vendor would play a part in the conversations about what is needed in the space, but for now, the current equipment will be used and the team will make it work. Mr. Stevens added that he sees the space as an asset.

### **iii. Updates on Hotel/Motel Tax Collections**

Ms. Plageman reported the Hotel/Motel tax collection numbers for June and July 2021 and reiterated that the numbers have continued to trend upward. She went on to say that she and Mr. Fraunfelter continue to communicate with the County and the CVB to address any outliers. She added that there are still a few that are outstanding, but the team has continued to make connections and is working diligently to collect.

Ms. Lofton asked whether there had been any analysis of the Air B&Bs and if that would have any impact. Ms. Martin stated that the state law dictates and defines what qualifies as lodging subject to the excise tax. She stated that the threshold is five or more guest rooms and so most of the Air B&Bs don't meet the threshold.

Mr. Whelley asked about the communication with the hotel/motel businesses regarding the upgrades and plans. Ms. Plageman stated an update has gone out, and she will continue that process. She added that the team is planning an open house event and those businesses will be invited to see the changes and learn about the Master Plan.

## **V. Executive Session**

Ms. Kenley made a motion to adjourn to Executive Session for the purpose of conducting a conference with an attorney or attorneys for the Authority concerning disputes involving the Authority that are the subject of pending or imminent court action. The motion was seconded by Ms. Lofton.

After a roll call vote, the Board adjourned to executive session and excused all guests except for Ms. Plageman, Ms. Giambone and Ms. Martin for the session. Following discussion with council, a motion and roll call vote, the Board returned to open session.

## **VI. Other Business**

Mr. Reynolds reminded the Board the next meeting is October 7, 2021 at 4:00 PM in person at the DCC.

## **VII. Adjournment**

After proper motion and seconded, and roll call vote, the meeting adjourned at approximately 5:35 p.m.

**CERTIFICATE**

The undersigned Secretary of the Board of Directors of the Montgomery County Convention Facilities Authority hereby certifies that the foregoing is a true copy of the minutes of the September 2, 2021, meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on October 7, 2021.



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Secretary, Board of Directors  
Montgomery County Convention Facilities  
Authority