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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY
BOARD OF DIRECTORS
Regular Meeting | December 1, 2022
Dayton Convention Center – In Person Room 208 – 4:00 p.m.

AGENDA

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| I. | Roll Call – Call Meeting to Order | Action |
| II. | Approval of minutes of the November 3, 2022 Regular Meeting | Action |
| III. | Reports and Communications | |
| A. | Finance Committee | |
| i. | 2022 MCCFA Budget Amendment | Action |
| B. | Marketing and Branding Committee | |
| i. | 2023 Dayton International Airport Advertising | Action |
| C. | Executive Committee | |
| i. | Board Strategic Planning and Development | |
| a. | Approve 2023 Meeting Schedule | Action |
| b. | PCMA – Travel to GCCC January 9 th - Schedule | Information |
| D. | Fiscal Officer Report, Sean Fraunfelter, Fiscal Officer | |
| i. | September 2022 DCC Financial Report | Action |
| ii. | October 2022 Financial Report | Action |
| E. | Executive Director Report, Pam Plageman, MCCFA Executive Director | |
| i. | DCC Mitigation Plan, Kelli Donahoe, DCC General Manager | Information |
| ii. | Updates on Hotel/Motel Tax Collections | Information |
| IV. | Executive Session – If needed, to consider the purchase of certain real and personal property for public purposes, pursuant to the authority set out at Ohio Revised Code Sections 121.22(G)(2). Upon conclusion of the executive session, the Board will reconvene its meeting of the Board of Directors. | |
| V. | Other Business | Information/Action |
| VI. | Next Meeting Date: January 5, 2023, 4:00 p.m. – In Person Room 208 | |
| VII. | Adjournment | |



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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY

BOARD OF DIRECTORS

Regular Meeting Minutes

November 3, 2022, 4:00 p.m.

Dayton Convention Center Room 208

BOARD OF DIRECTORS

PRESENT: Walter Reynolds, Chairman; Mike Stevens, Vice Chairman; Belinda Kenley, Secretary; Amy Schrimpf; LaShea Lofton; Jacquelyn Powell; Tom Whelley

EXCUSED: Paul Gruner; Jeff Gore; Michael Roediger; Kevin Weckesser

GUESTS

Pam Plageman, MCCFA Executive Director

Sean Fraunfelter, MCCFA Fiscal Officer

Shannon Martin, Bricker & Eckler

Vicki Giambrone, CBD Advisors

John Page, Regional Manager, ASM Global

Kelli Donahoe, General Manager, ASM Global

Teri Lemman, MCCFA Executive Assistant

I. Roll Call

Ms. Giambrone called the roll. With a quorum present, Chairman Reynolds called the meeting to order at 4:02 p.m.

II. Approval of Minutes of the September 1, 2022 Regular Meeting and September 22, 2022 Special Meeting

Chairman Reynolds asked for comments/edits to the September 1, 2022 Regular Meeting minutes. Hearing none, Chairman Reynolds called for a motion.

MOTION: It was moved by Ms. Powell, seconded by Secretary Kenley, and unanimously voted to approve the September 1, 2022 Regular Meeting minutes.

Chairman Reynolds called for comments/edits to the September 22, 2022 Special Meeting minutes. Hearing none, Chairman Reynolds called for a motion.

MOTION: It was moved by Ms. Lofton, seconded by Ms. Schrimpf, and unanimously voted to approve the September 22, 2022 Special Meeting minutes.

III. Reports and Communications

A. Finance Committee

i. Approval of Additional Funding for Retro-Commissioning

The Finance Committee met on October 28, 2022 to review the retro-commissioning proposals. At the Board's September meeting, the Board approved a cap of \$50K to conduct a retro-commissioning study for the balance of the facility. An RFP was issued, three responses were received, and all were over \$50K. CMTA's bid was disqualified because it did not respond sufficiently to the scope of work. Heapy's bid was higher than BC+E's bid. In response to a Finance Committee question, approximately 600-700 hours will be spent over a three to four-month period to conduct the retro-commissioning activities. BC+E's bid was \$85,250; \$60K for the study and \$25,250 to conduct preventive maintenance while it is conducting the study. Ms. Plageman noted that repairs/maintenance that may be covered by other contracted vendors, such as Air Force One, will be avoided. The \$25,250 preventive maintenance is an allocation, and BC+E will seek approval before repairs/maintenance work is started. Mr. Whelley asked whether the CFA's Owner's Rep will review the process, and Ms. Plageman said the Owner's Rep will monitor the process, but she has final approval. She also said the Operations Committee will be tapped to provide oversight if needed. Hearing no other discussion, Chairman Reynolds asked for a motion

MOTION: It was moved by Chairman Reynolds, seconded by Secretary Kenley, and unanimously voted to approve the additional \$35,250 for the Retro-Commissioning study and repairs/maintenance.

ii. Approval of DCC Water Heater Replacements

Mr. Fraunfelter presented a quote to replace three water heaters in the amount of \$45,049. Hot water has been inconsistent throughout the building, including the kitchen, and it is recommended to replace three of the five water heaters now. Ms. Plageman said that during the Value Engineering process, she looked at areas for savings where the CFA could cover items outside of the bond dollars. The savings is \$80K to remove these water heaters from the Messer scope. ASM ran the bid process, and three proposals were received. Bryan's Plumbing Service was the lowest quote, had the best warranty and is veteran owned. Hearing no further discussion, Chairman Reynolds asked for a motion.

MOTION: It was moved by Mr. Whelley, seconded by Vice Chairman Stevens, and unanimously voted to approve the water heater replacements per Bryan's Plumbing Service quote.

iii. **Approval of Board Room 208 Training Tables/Chairs**

Mr. Fraunfelter presented a proposal in the amount of \$18,244.40 to replace the tables and chairs in Room 208. Ms. Plageman said the tables are worn, require linens, and the new tables and chairs are configurable for classroom and conference style. There will be \$3,500 in labor savings and \$3,300 in linen savings because the tables do not require linens. Ms. Plageman said the meeting rooms are not in the renovation scope, and her plan is to address lighting and carpet in Rooms 208 and 207 as funding is available. The overhead projector was recently replaced, she said. The quote is from Elements IV Interiors, an Omnia purchasing program member. Chairman Reynolds asked for discussion.

Mr. Whelley asked whether there is a demand for new furnishings; that is, will it make a difference in the room's marketability. Ms. Donahoe said she cannot precisely predict that it would. However, there is an expectation for a higher-end, turn-key room with technology and other amenities. Ms. Powell asked whether there will be much demand for the room with the closure of the Radisson hotel, and she said that the CVB Board Room 205 is also available for rent. She asked whether the purchase can be delayed until more information is known about the Radisson's impact on sales. Ms. Schrimpf asked whether there would be any issues with the supply chain as far as the time it will take to receive the furniture after an order is placed. Ms. Plageman said she would check whether the price will hold if there's a delay in purchasing and how much time it will take for shipment. She also said that the DCC needs to keep progressing and be ready when the new hotel brand is open. Vice Chairman Stevens thinks we should move forward with the purchase; that making these types of decisions while the hotel is closed is part of the calculated risk to keep moving forward. Mr. Whelley asked whether the Operations Committee reviewed the request, and Ms. Plageman said it did not. Chairman Reynolds said the next Board meeting is December 1, and asked Ms. Plageman to report back whether the quoted price can be held. Ms. Lofton asked if there will be any penalty if the order is cancelled within 30-60 days, because, based on her city experience, there is a significant risk of increased cost and delays. Ms. Lofton asked Ms. Donahoe if there are current bookings for the room, and Ms. Donahoe said yes.

MOTION: It was moved by Ms. Lofton that Ms. Plageman inquire about a price hold and shipping delays. Chairman Reynolds asked for discussion.

Ms. Schrimpf asked if the purchase could be approved if the terms were favorable. Ms. Lofton amended her motion as follows:

MOTION: It was moved by Ms. Lofton, seconded by Ms. Schrimpf, and voted unanimously, to approve the purchase of the tables and chairs subject to qualifications that the terms, including cancellation and price hold, are favorable to the MCCFA.

B. Marketing and Branding Committee

i. Naming Rights/Sponsorships-DCC Valuation RFP

Secretary Kenley said the Marketing & Branding Committee met on November 1, 2022 and discussed the Naming Rights/Sponsorships RFP. Phase 1 was approved by the Board to hire a consultant up to \$50K to determine valuation of the assets; and Phase 2 would be to hire a consultant/partner to sell those naming assets. Secretary Kenley reminded the Board that it and the Committee have had discussions about using Board members' contacts for possible sponsorships. Ms. Plageman said the Phase 2 RFP was published, and bids are due on November 18. Two potential responders toured the building today, and she believes three firms may respond. Secretary Kenley said the maximum threshold is approximately \$4 million to preserve the tax-exempt status, and Ms. Plageman said all proposals will be reviewed by Bricker & Eckler. The RFP responses will be reviewed by the Marketing & Branding Committee. Mr. Page said that while ASM has a vested interest in the naming rights/valuation consultancy role, ASM is also the operating organization, and the valuation is an opportunity to not just name assets but understand Central Ohio and Miami Valley business interests.

ii. Exterior Digital Signage RFP

Secretary Kenley said the Committee is reviewing ideas to wrap the skywalk and the inoperable exterior digital board. An RFP was issued for two locations: the Jefferson Street skywalk and 5th and Main. Ms. Plageman said another opportunity is the garage skybridge. She said consultant Linda Edwards contacted three to four potentially interested firms. There is potential for profit-sharing with the MCCFA.

In other Marketing and Branding Committee activity, Secretary Kenley said the Committee is considering ideas for a 50th year anniversary celebration of the DCC, and it reviewed a first draft of the MCCFA's first Annual Report.

C. Executive Committee

i. Report on ASAE "Exceptional Boards: Strengthening the Governance Team" Conference, Oct. 13-14, 2022

Vice Chairman Stevens and Secretary Kenley attended the ASAE (American Society of Association Executives) "Exceptional Boards" conference in San Antonio and shared many enlightening opportunities

for improved Board governance, summarized as follows. (A full copy of the report is attached.) Secretary Kenley expressed her hope that more Board members will have opportunities to participate in similar opportunities.

In response to Ms. Plageman's idea for Board members to attend some or part of the PCMA (Professional Convention Management Association) Convening Leaders national meeting in Columbus January 8-11, 2023, Mr. Page said he will inquire about a best day to visit.

Ms. Plageman said she will review all ideas and offer suggestions for improved Board management. Ms. Martin also said training is a required component of public board service. Training sessions were conducted early 2021, but annual training will be initiated.

D. Fiscal Officer Report, Sean Fraunfelter, Fiscal Officer

i. September 2022 Financial Report

Full bank statements and ASM reports are in the emailed packet. There was no City of Dayton lodging contribution for September, but approximately \$270K was received in October. The Finance Committee will meet in November for a budget revision. The MCCFA lodging tax collection was \$352K before the end of October. The budget had been adjusted for a YTD of \$3.2 million, but collections should reach \$3.5 million for 2022. A second STAR Ohio account was opened to begin investing reserve and operating dollars. Ms. Powell asked if adjustments were being made to tax collections from the MCCFA and City of Dayton for the closed Radisson. Mr. Fraunfelter said adjustments will be made for 2023, and he said there are positive funds to cover the potential shortfall.

Interest accounts maturing before the end of December will be reinvested at a higher rate. A debt service payment is due on September 1 and there are sufficient funds to cover it. Arbitrage requirements will be addressed in November.

Hearing no additional questions, Chairman Reynolds asked for a motion.

MOTION: It was moved by Mr. Whelley, seconded by Ms. Schrimpf, and unanimously voted to approve the September 2022 Financial Report as presented.

ii. Capital Asset Policy

Mr. Fraunfelter presented a copy of the State Auditor's Management Letter. There were no findings. However, a comment was made that the Capital Asset policy should be updated to reflect a longer term for depreciation of assets than the current three years. Mr. Fraunfelter has

redrafted the policy for the Board's consideration with a 10-year depreciation schedule, which is satisfactory with the State Auditor. Hearing no discussion, Chairman Reynolds called for a motion.

MOTION: It was moved by Ms. Schrimpf, seconded by Ms. Powell, and unanimously voted to approve Capital Asset Policy revisions as presented.

iii. DBE Report

Mr. Fraunfelter presented the quarterly DBE (Disadvantaged Business Enterprise) report. Using regional zip codes: Small Business = 61% of spend; MBE = 3% of spend; WBE = 3%; and Other = 32%.

F. Executive Director Report, Pam Plageman, MCCFA Executive Director

Note: Before the Executive Director's report, Chairman Reynolds and other Board members acknowledged Ms. Plageman's two-year anniversary and leadership as Executive Director.

i. DCC Updates with Kelli Donahoe, GM

Ms. Donahoe said the DCC is \$174K above projections for two months. She acknowledged that the Radisson hotel closure could have a significant impact on sales during its closure. A priority is to grow meeting revenue and exhibitor services. In response to Ms. Lofton's question, Ms. Donahoe said they are documenting losses due to the Radisson's closure to hold the hotel responsible in some way. The CVB is spending close to \$30K to date for transportation to four groups in November.

ii. Updates on Hotel/Motel Tax Collections

Ms. Plageman noted that collections are trending higher than in 2019.

iii. 2023 Board Meeting Schedule Proposal

Ms. Plageman presented the proposed 2023 Board meeting schedule to include eight Board meetings, one work session, and one retreat. Board members would like to have a Board retreat earlier in the year. Ms. Plageman will circulate a new schedule for consideration.

IV. Executive Session

Chairman Reynolds asked whether there were matters before the Board for executive session. Hearing yes, a motion was made.

MOTION: It was then moved by Secretary Kenley, seconded by Chairman Reynolds, and unanimously approved to adjourn to executive session for the purpose of considering the purchase of certain real and personal property for

public purposes, pursuant to the authority set out at Ohio Revised Code Sections 121.22(G)(2).

After a roll call vote, the Board adjourned to executive session and excused all guests except for Ms. Martin, Ms. Plageman, Mr. Fraunfelter and Ms. Giambrone.

MOTION: After motion, second and a roll call vote, the Board unanimously approved to return to open session.

V. Other Business

No other business was presented by the Board.

VI. Next Meeting Date: December 1, 2022, 4:00 p.m. – In Person Room 208

Chairman Reynolds announced that the next Regular Board meeting is December 1, 2022, at 4:00 p.m.

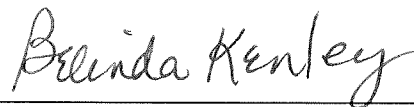
VII. Adjournment

MOTION: After motion, second and unanimous vote in favor thereof, the meeting was adjourned.

The meeting adjourned at 6:10 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 November 3, 2022 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on December 1, 2022.



Secretary, Board of Directors
Montgomery County Convention Facilities
Authority

ATTACHMENT

DATE: November 1, 2022
TO: MCCFA Board of Trustees
FROM: Belinda Kenley
RE: Professional Development – “Strengthening the Governance Team” – Oct. 13-14, 2022

Thank you so much for the opportunity to attend the ASAE conference in San Antonio. While we were sad that Pam couldn't join us due to illness, Mike Stevens and I made the most of the opportunity! The quality of the instructors was top-notch, and the materials provided were very good. Additional resource materials can be found online at raceforrelevance.com.

Several key takeaways:

- Governance =Supporting
- Decisions made in fear are often the wrong ones.
- Time Famine is becoming a major concern for non-profit boards, and the pandemic made it even worse. Volunteers are time starved, and we must use new technology to engage.
 - o Board should have a technology plan in place.
 - o Automate & systemize.
- An individual board member has no authority.
- Consider using the phrase "Motion Passed" instead of "Motion Passed 8-2", to prevent board members from worrying too much about how a vote will look.
- Organization and Board Member values must be discussed and must align.
- A high level of trust is critical to a successful board, based on constructive conflict, candor, and teamwork.
- Develop a social media policy for board members and staff to follow.
- Strategic planning:
 - o Hire a facilitator when developing and updating a strategic plan.
 - o Keep it simple. Have only 3-5 goals.
 - o Consider holding at a different venue which signals an opportunity for change.
 - o Usually covers 2-3 years.
 - o It should be developed by the Board with staff input
 - o We need big picture thinkers, not doers. Our MCCFA Board is pretty conservative,-a-ne
- Suggestions Mike and I discussed:
 - o Develop mission and vision statements
 - o Focus more on strategy and not on operations
 - o Board attendance is critical
 - o Design and implement a formal training program/onboarding, with a Board Book
 - o Schedule a board retreat for strategic planning
 - o Set quantitative goals for Executive Director
 - o Create a budget for educational training for all board members & staff
 - o Focus on more diversity

So many great thoughts came out of this conference, especially the time that Mike & I spent in small group discussions sharing ideas. Thank you again for this opportunity