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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY  
BOARD OF DIRECTORS  
Regular Meeting | Thursday, March 2, 2023  
Dayton Convention Center, 22 E. Fifth St., Dayton, OH – Room 208 | 4:00 p.m.

AGENDA

- |      |   |                    |
|------|---|--------------------|
| I.   | Roll Call – Call Meeting to Order   | Action             |
| II.  | Approval of Minutes of the February 2, 2023 Regular Meeting and Retreat   | Action             |
| III. | Executive Session – The board will adjourn to executive session 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. |                    |
| IV.  | Reports and Communications  |                    |
| A.   | Executive Committee   |                    |
| i.   | Election and Appointment of Officers  | Report/Action      |
| ii.  | Revised Mission, Vision, Values   | Action             |
| B.   | Finance Committee   |                    |
| i.   | April 20 Finance Committee Meeting & ASM Finance Workshop   | Information        |
| ii.  | JLL Engagement – Hotel Advisor/Consultant   | Action             |
| C.   | Fiscal Officer Report, Sean Fraunfelter, Fiscal Officer   |                    |
| i.   | December 2022 DCC Financial Report  | Action             |
| ii.  | January 2023 CFA Financial Report   | Action             |
| iii. | DBE Report  | Information        |
| D.   | Executive Director Report, Pam Plageman, ED/CEO   |                    |
| i.   | MCCFA Strategic Planning Process  | Information        |
| ii.  | DCC General Manager and MCCFA Executive Director Clarification/Overview of Organizational Roles   | Information        |
| iii. | 2023 Hotel Lodging Tax Update   | Information        |
| V.   | Other Business  | Information/Action |
| VI.  | Next Regular Meeting Date: April 6, 2023, 4:00 p.m. - In Person Room 208  |                    |
| VII. | Adjournment   | Action             |



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**MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY  
BOARD OF DIRECTORS**

**Regular Meeting Minutes  
February 2, 2023 | 3:00 p.m.  
Dayton Convention Center, 22 E. 5<sup>th</sup> Street, Dayton, OH | Room 208**

**BOARD OF DIRECTORS**

**PRESENT:** Walter Reynolds, Chairman; Mike Stevens, Vice Chairman; Belinda Kenley, Secretary; Jacquelyn Powell; Tom Whelley; Jeff Gore; Michael Roediger; Kevin Weckesser

**EXCUSED:** LaShea Lofton; Amy Schrimpf; Paul Gruner

**GUESTS**

Pam Plageman, MCCFA Executive Director  
Sean Fraunfelter, MCCFA Fiscal Officer  
Shannon Martin, Bricker & Eckler  
Vicki Giambrone, CBD Advisors  
Jane Dockery, Systematic Solutions, Inc. (joined at 5:30 p.m.)  
Teri Lemman, MCCFA Executive Assistant

**I. Roll Call**

Ms. Lemman called the roll. With a quorum present, Chairman Reynolds called the meeting to order at 3:05 p.m.

**II. Approval of Minutes of the January 5, 2023 Regular Meeting**

Chairman Reynolds asked for comments and edits to the January 5, 2023 Regular Meeting minutes. Hearing none, Chairman Reynolds made a motion.

**MOTION:** It was moved by Chairman Reynolds, seconded by Secretary Kenley, and unanimously voted to approve the January 5, 2023 Regular Meeting minutes.

**III. Reports and Communications**

- A. **Executive Committee**
  - i. **Officer Reappointments**

Chairman Reynolds presented draft Resolution No. 2023-02, drafted by Ms. Martin, to reappoint the current Board officers for 2023. Chairman Reynolds asked for discussion. Mr. Roediger asked whether there are terms for officers. Ms. Martin said they are elected annually and stay in place until they are reappointed. Ms. Martin said there is not a designated officer nomination process, and that the Board has the authority to create a nominating committee and process. Mr. Weckesser said the Board is in a unique situation because it is a relatively new board and continuity is critical at this stage of DCC renovations. Ms. Powell said CVB board officers have two-year terms. Following general discussion about a nominating committee and process, Chairman Reynolds said a more formal process should be created, including succession planning. Ms. Martin provided information regarding the difference between a 501(c)(3) board and a governmental board and said the Code of Regulations could be modified for consideration at the March meeting. Upon Mr. Roediger's question regarding current officer roles, Ms. Martin said there is a Chair, Vice Chair, Secretary, and the Fiscal Officer serves as the Treasurer. Ms. Powell suggested that a lodging representative be added to the Board. Ms. Giambone said that idea was initially considered when the MCCFA was formed.

Chairman Reynolds said that he would be willing to step down, having served two years as the Board Chair. Vice Chairman Stevens said he would be willing to serve as Chairman if the opportunity was presented and the Board members agreed.

Mr. Whelley suggested designating an ad hoc committee to propose a governance process. Chairman Reynolds asked Mr. Whelley to lead the ad hoc committee to include Ms. Powell and Mr. Roediger and report back to the Board at its March meeting.

Hearing no further discussion, Chairman Reynolds presented a motion to table the resolution and designate an ad hoc committee to draft a nominating proposal for the March Board meeting.

**MOTION:** It was moved by Chairman Reynolds and seconded by Mr. Whelley to table draft Resolution No. 2023-02 and to designate Mr. Whelley, Ms. Powell and Mr. Roediger as an ad hoc committee to propose an officer nomination process at the March 2023 Board of Directors meeting. The motion received unanimous approval.

**B. Fiscal Officer Report, Sean Fraunfelder, Fiscal Officer**

**i. December and Year-End CFA Financial Report**

Mr. Fraunfelder presented the year-end financial report. He said the 2022 lodging taxes totaled just under \$3.7M, approximately \$300K above final projections. Expenditures were \$50K under budget. The debt service expenses for 2023 will be \$1.7M. The debt service reserve right now covers about 16% of that total. The financial statement will be completed by the end of March and the audit will probably start in May. When asked about any future financial

concerns, Mr. Fraunfelter said the Radisson hotel closure and its impact on attracting convention business is the main concern.

Hearing no further discussion, Chairman Reynolds made a motion to approve the 2022 Year-End Fiscal Report.

**MOTION:** It was moved by Chairman Reynolds, seconded by Vice Chairman Stevens and unanimously voted to approve the 2022 Year-End Fiscal Report.

#### IV. Executive Session

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

**MOTION:** It was moved by Mr. Roediger, seconded by Secretary Kenley, and approved unanimously to adjourn to executive session for the purposes of: (1) 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); and (2) consider the employment or compensation of a public employee or official.

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

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

Chairman Reynolds presented the Executive Director's compensation plan for 2023. Ms. Plageman is eligible for a base pay increase and up to a 20% bonus based on her base annual salary of \$165K. The Board has approved a 3% base pay increase, and the Chairman made the motion and request for a roll call vote.

**MOTION:** It was moved by Chairman Reynolds and seconded by Mr. Whelley to approve a 3% base pay increase for Ms. Plageman.

**Voting Yes:** Mr. Gore, Secretary Kenley, Chairman Reynolds, Ms. Powell, Mr. Roediger, Vice Chairman Stevens, Mr. Weckesser, Mr. Whelley.

**Voting No:** None

The motion passed with unanimous support.

Chairman Reynolds presented the Executive Director's bonus plan of 17.6% of base pay, equaling \$29,040, and the Chairman made the motion and request for a roll call vote.

**MOTION:** It was moved by Chairman Reynolds and seconded by Mr. Whelley to approve a 17.6% bonus for Ms. Plageman in the amount of \$29,040.

**Voting Yes:** Secretary Kenley, Chairman Reynolds, Ms. Powell, Vice Chairman Stevens, Mr. Weckesser, Mr. Whelley.

**Voting No:** Mr. Gore, Mr. Roediger.  
The motion passed 6-2.

Chairman Reynolds closed the discussion by stating the Board's high regard for Ms. Plageman's performance.

**V. Other Business**

No other business was presented.

**VI. Retreat**

Ms. Giambrone introduced Jane Dockery who has been contracted to assist the Board with its strategic planning.

**A. Review Mission, Vision and Values**

- Mission: Drive economic growth; drives region's economic growth; advocating/influencing development
- Vision: "The whole package"; the right hotels; walkable; parking; creating an experience (return/repeat); advocating for development of the infrastructure; advocacy
- Values: Diversity/welcoming to all/accessibility

It was agreed that a new draft will be presented at the March Board meeting.

**B. Debrief from January 9, 2023 FCCFA Visit**

The Board members contributed the following take-aways from this visit:

- Real estate strategy
- City and county were guarantors on Hilton project.
- Range of hotel options – families to high-end with different price points (convention hotel supports rooms needed; headquarter hotel)
- Art was integrated/made it interesting and part of intention wayfinding.
- Walkability – symbiotic relationship between area neighborhoods and facilities
- Spaces were well lit and comfortable.
- What is the plan for the neighborhoods?
- Connecting the dots
- General session room
- Other services (e.g., bar)
- Spaces for local businesses; activator spaces

**C. "Innovation Taking Flight" Five-Year Strategic Plan Process**

The Board discussed a strategic planning process. A draft task force list was presented with a proposed 90-day timeframe that may include three to five meetings/work sessions, facilitated by Ms. Dockery, and staffed by Ms. Plageman and Ms. Lemman. Ms. Plageman, Ms. Giambrone and Ms. Dockery will finalize the process and plan.

**D. Celebrate the Organization's Accomplishments over the Past Three Years**

The Board took a few moments to recognize its accomplishments since its formation 2019 and the work that has progressed through 2023.

**VII. Next Meeting Date**

Chairman Reynolds announced that the next Regular Board Meeting will be held on March 2, 2023, beginning at 4:00 p.m.

**VIII. Adjournment**

The meeting adjourned at 6:20 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 February 2, 2023 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on March 2, 2023.



Secretary, Board of Directors

Montgomery County Convention Facilities Authority