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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY  
BOARD OF DIRECTORS  
Regular Meeting | Thursday, April 6, 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 March 2, 2023 Regular Meeting  | Action             |
| III. | Reports and Communications  |                    |
|      | A. Operations Committee   |                    |
|      | i. Retro-Commissioning Priorities – HVAC Short-Term and Long-Term Recommendations w/John Page   | Action             |
|      | B. Executive Committee  |                    |
|      | i. Revised Mission, Vision, Values  | Action             |
|      | ii. Executive Director Bonus Goals for 2023   | Information        |
|      | C. Fiscal Officer Report, Sean Fraunfelder, Fiscal Officer  |                    |
|      | i. February 2023 DCC Financial Report   | Action             |
|      | ii. February 2023 CFA Financial Report  | Action             |
|      | D. Executive Director Report, Pam Plageman, ED/CEO  |                    |
|      | i. MCCFA Strategic Planning Process – Kick-Off Meeting 3/30   | Information        |
|      | ii. 2023 Hotel Lodging Tax Update   | Information        |
| IV.  | 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. |                    |
| V.   | Other Business  | Information/Action |
| VI.  | Next Regular Meeting Date: May 4, 2023, 4:00 p.m. - In Person Room 208  | Information        |
| VII. | Adjournment   | Action             |



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

**Regular Meeting Minutes**

March 2, 2023 | 4:00 p.m.

Dayton Convention Center, 22 E. 5<sup>th</sup> Street, Dayton, OH | Room 208

**BOARD OF DIRECTORS**

**PRESENT:** Walter Reynolds, Chairperson; Mike Stevens, Vice Chairperson; Jacquelyn Powell; Tom Whelley; Jeff Gore; Michael Roediger; Kevin Weckesser; LaShea Lofton; Paul Gruner; Amy Schrimpf

**EXCUSED:** Belinda Kenley, Secretary (with notice)

**STAFF AND GUESTS**

Pam Plageman, MCCFA Executive Director

Sean Fraunfelter, MCCFA Fiscal Officer

Shannon Martin, Bricker & Eckler

John Page, ASM Regional Manager

Kelli Donahoe, ASM, Dayton Convention Center General Manager

Teri Lemman, MCCFA Executive Assistant

**I. Roll Call**

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

**II. Approval of Minutes of the February 2, 2023 Regular Meeting and Retreat**

Chairperson Reynolds asked for comments and edits to the February 2, 2023 Regular Meeting and Retreat minutes. Hearing none, Chairperson Reynolds made a motion.

**MOTION:** It was moved by Chairperson Reynolds, seconded by Mr. Roediger and unanimously voted to approve the February 2, 2023 Regular Meeting & Retreat minutes.

### III. Receive Report from Ad Hoc Officer Nominating Committee and Take Action on Recommended Slate of Officers

Mr. Whelley said the Ad Hoc Officer Nominating Committee solicited input and nominations for the next slate of Board officers. No self-nominations were received. The committee is recommending Vice Chairperson Stevens as Chairperson, Secretary Kenley as Vice Chairperson, and Ms. Schrimpf as Secretary. All have expressed a willingness to serve. The committee is recommending a March 15, 2023 effective date, and, per the Bylaws, the terms will end at the Board's designated Organizational Meeting in January 2024. Hearing no further discussion, a motion was made.

**MOTION:** It was moved by Mr. Whelley, on behalf of the members of the MCCFA Ad Hoc Governance Committee, to elect Vice Chairperson Stevens to the position of Chairperson of the Board and Secretary Kenley as Vice Chairperson of the Board and to appoint Ms. Schrimpf as Secretary, all of whom shall comprise the Executive Committee of the Board.

Chairperson Reynolds seconded. Following a roll call vote, the motion passed unanimously.

Mr. Whelley and Board members expressed their deep appreciation for Chairperson Reynolds' service and congratulated Chairperson-elect Stevens and Secretary-elect Schrimpf.

Chairperson Reynolds asked if there was discussion in the ad hoc committee about a nominating or governance process going forward. Mr. Whelley said a permanent Governance Committee is recommended to oversee a variety of matters involving Board processes and governance. Mr. Whelley said he has drafted a Resolution. Hearing no further discussion, the Resolution was presented by Mr. Whelley.

**RESOLUTION:** Resolution to Establish the Montgomery County Convention Facilities Authority (MCCFA) Governance Committee. Be it Resolved that the MCCFA Board of Directors wish to establish a Governance Committee for the purpose of creating a mechanism for the Board to design a structure for decision making and accountability. The Members will be appointed by the Chairperson and serve for a period of one year. Said Members may be reappointed at the discretion of the Chairperson.

Chairperson Reynolds seconded the Resolution and requested a roll call vote.

The following Board members voted yes: Mr. Gruner, Ms. Lofton, Chairperson Reynolds, Ms. Powell, Mr. Roediger, Ms. Schrimpf, Vice Chairperson Stevens, Mr. Weckesser, Mr. Whelley. The following members were absent: Secretary Kenley, Mr. Gore.

The Resolution passed unanimously.

Chairperson Reynolds said it is his authority to appoint the members of the Governance Committee. Chairperson Reynolds designated Mr. Whelley as Chairperson and Ms. Powell and Mr. Roediger as members. Each expressed their willingness to serve. After requesting additional

members' interest in serving on the Governance Committee, and hearing none, the members were appointed.

Mr. Roediger addressed the Board, for the record, regarding an experience he had while discussing the officer nominating process with Board members. He said he was told by another Board member that it was inappropriate for him to have asked the question regarding officer terms at the February Board meeting. Mr. Roediger said he is only willing to serve on Boards where he is free to ask any question, even if the question causes some discomfort or is controversial. Board members expressed their support of Mr. Roediger's position.

#### **IV. Executive Session**

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

**MOTION:** It was moved by Vice Chairperson Stevens to 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).

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

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

#### **V. Reports and Communications**

##### **A. Executive Committee**

##### **i. Revised Mission, Vision and Values**

Vice Chairperson Stevens reminded the Board of his and Secretary Kenley's visit to San Antonio, Texas last fall to participate in a board governance conference. Following that visit, the Board agreed to review its Mission and Vision statements. A new draft was presented to the Board for approval following last month's retreat and work session. Additional comments were presented, as follows:

- Suggested that the language referring to the Dayton Convention Center as "local, regional, national" be replaced with language such as "a destination for meetings and events, to host exemplary/outstanding meetings/events."
- It was clarified that the Mission Statement is the Board's Mission Statement and not the DCC's, and that the Board of Directors/MCCFA is the official/responsible manager of the center, while ASM has day-to-day operational responsibility.
- It was suggested that language be added about the Board's role as advocates, including advocates for additional facility spaces.

- It was suggested that the language be more dynamic about who we are and what we do.

Vice Chairperson Stevens agreed to revise the Mission/Vision statement for next month's meeting, and the Board unanimously agreed to table action.

**B. Finance Committee**

**i. April 20 Finance Committee Meeting & ASM Finance Workshop**

Mr. Fraunfelter said the February Finance Committee meeting did not take place due to lack of a quorum. Mr. Fraunfelter said an ASM Finance Workshop has been scheduled for the April 20 Finance Committee and invited all interested Board members to attend. Ms. Cheryl Patterson, Chief Finance Officer for ASM Global in Columbus, will participate. The following Board members expressed interest in attending: Vice Chair Stevens, Mr. Roediger and Ms. Powell.

**ii. JLL Engagement – Hotel Advisor/Consultant**

Mr. Fraunfelter presented JLL's proposal for hotel advisor/consultant professional services. With prescribed authority, and with no questions from the Finance Committee, the MCCFA has engaged JLL, and the Board is being asked to ratify JLL's engagement retroactively. Hearing no additional questions or discussion from the Board, a motion was requested.

**MOTION:** It was moved by Ms. Lofton, seconded by Ms. Powell, and unanimously voted to retroactively execute a contract with JLL for hotel advisor/consultant professional services.

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

**i. December 2022 DCC Financial Report**

Mr. Fraunfelter presented the December 2022 Dayton Convention Center financial report. Revenue and income were \$200K under budget. The shortfall was covered with hotel tax revenue. Even though event days increased, the number of attendees at the events decreased, which contributed to the shortfall.

**ii. January 2023 CFA Financial Report**

Mr. Fraunfelter said the City of Dayton's hotel tax contribution was received in January 2023. Additional funds have been added to the debt service reserve. There is a combined \$1.7 million between the debt service and operating reserves. Over \$300K has been earned in interest from the STAR Ohio reserve accounts. Vice Chair Stevens asked if the budget will be revised based on the additional revenue from interest, and Mr. Fraunfelter said, yes, it would be revised six months into the fiscal year and at year-end.

Hearing no further discussion, Chairperson Reynolds made a motion to approve the financial reports.

**MOTION:** It was moved by Chairperson Reynolds, seconded by Mr. Whelley, and unanimously voted to approve the December 2022 DCC Financial Report and the January 2023 CFA Financial Report.

**iii. DBE Report**

Mr. Fraunfelter presented the Disadvantaged Business Enterprise Report for the October 31, 2022 through January 31, 2023 reporting period. Approximately \$715K was spent across all categories, and local spending totaled approximately \$770K from 453XX-455XX zip codes.

**D. Executive Director Report, Pam Plageman, ED/CEO**

**i. MCCFA Strategic Planning Process**

Ms. Plageman said she, Ms. Giambrone, Ms. Lemman and facilitator Jane Dockery met on February 23 to discuss process, goals, timelines and meeting dates for the Strategic Planning Task Force. She said she is receiving positive responses to the invitations. Goals for each of the four meetings have been defined, and the meetings will be held on March 30, April 27, May 25, and June 29. The first draft of the Task Force Report/Five-Year Strategic Plan will be presented to the Board at its August meeting.

**ii. DCC General Manager and MCCFA Executive Director Clarification/Overview of Organizational Roles**

In response to the Executive Committee's request, Ms. Donahoe and Ms. Plageman presented slides with information on their distinct roles and responsibilities. Ms. Schrimpf asked how Board members can complement DCC's efforts for community engagement, and she challenged Board members to leverage their contacts and platforms to promote the center. It was suggested and agreed that all Board members are ambassadors for the DCC. Ms. Plageman also presented information on her efforts to secure additional funding, including the PDAC Grant Application and short-term rental revenue.

**iii. 2023 Hotel Lodging Tax Update**

Ms. Plageman said that 2022 was the first full year of lodging tax collection. Ms. Powell said hotel occupancy was strong in January 2023, and new reporting is available that segments Montgomery County data. The Board received updated information about hotel closings and openings, including the auction of the Marriott Courtyard at UD, which remains open, the upcoming openings of the AC Marriott and Hotel Ardent, and the temporary closing of a property due to weather damage.

**VI. Other Business**

- Mr. Fraunfelter informed the Board that his contract was not renewed at the end of June 2022 due to an oversight. The Chair asked for a motion to retroactively ratify Mr. Fraunfelter's contract.

**MOTION:** It was moved by Mr. Whelley, seconded by Vice Chairperson Stevens, and unanimously voted to ratify the same terms of Mr. Fraunfelter's 2021-2022 contract, effective July 1, 2022 through June 30, 2023.

It was agreed that a new contract will be reviewed by the Governance Committee.

- Mr. Gruner noted that a total eclipse of the sun will take place in Ohio next year, which may be a tourism opportunity. Ms. Powell said the State of Ohio and regional tourism agencies are working on the attraction.

**VII. Next Meeting Date**

Chairperson Reynolds announced that the next Regular Board Meeting will be held on April 6, 2023, beginning at 4:00 p.m.

**VIII. Adjournment**

Chairperson Reynolds called for a motion to adjourn.

**MOTION:** It was moved by Chairperson Reynolds, seconded by Ms. Schrimpf, and unanimously voted to adjourn.

The meeting adjourned at 5:51 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 March 2, 2023 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on April 6, 2023.



Secretary, Board of Directors

Montgomery County Convention Facilities Authority