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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY
BOARD OF DIRECTORS
Regular Meeting | Thursday, May 4, 2023
Dayton Convention Center, 22 E. Fifth St., Dayton, OH – 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 April 6, 2023 Regular Meeting | Action |
| III. | Reports and Communications | |
| A. | Governance Committee | |
| i. | Update Regarding April 24 Committee Meeting | Information |
| B. | Marketing and Branding Committee | |
| i. | Award Recommendation for Turn-Key Exterior Digital Signage Solution RFP | Action |
| C. | Finance Committee | |
| i. | DCC Kitchen Coolers/Freezers Replacement w/ASM Global | Action |
| ii. | DCC Kitchen Combi Oven w/ASM Global | Action |
| E. | Fiscal Officer Report, Sean Fraunfelter, Fiscal Officer | |
| i. | March 2023 CFA Financial Report | Action |
| F. | Executive Director Report, Pam Plageman, ED/CEO | |
| i. | Review 2022 MCCFA Annual Report | Information |
| ii. | MCCFA Strategic Planning Process – April 27 Meeting | Information |
| iii. | 2023 Hotel Lodging Tax Update | Information |
| IV. | Executive Session – The board will adjourn to executive session to: (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. Upon conclusion of the executive session, the Board will reconvene its meeting of the Board of Directors. | |
| V. | Other Business | Information |
| VI. | Next Regular Meeting Date: July 6, 2023, 4:00 p.m. - In Person Room 205
<i>(Reminder: No Board meeting in June)</i> | Information |
| VII. | Adjournment | Action |

For additional information, contact tlemman@montgomerycountycfa.org



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

Regular Meeting Minutes

April 6, 2023 | 4:00 p.m.

Room 208 | Dayton Convention Center, 22 E. 5th Street, Dayton, OH 45402

BOARD OF DIRECTORS

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

EXCUSED: Tom Whelley (with notice)

STAFF AND GUESTS

Pam Plageman, MCCFA Executive Director
Sean Fraunfelter, MCCFA Fiscal Officer
Shannon Martin, Bricker & Eckler (by conference call)
Ryan Thorpe, ASM Regional Operations Director
Teri Lemman, MCCFA Executive Assistant

I. Roll Call

Ms. Lemman called the roll. With a quorum present, Chairperson Stevens called the meeting to order at 4:03 p.m.

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

Chairperson Stevens asked for comments and edits to the March 2, 2023 Regular Meeting minutes. The following corrections were offered: 1) The zip codes on page five should be "453XX-455XX"; 2) On page two, Resolution language, the word "Convention" was omitted.

MOTION: It was moved by Mr. Reynolds, seconded by Mr. Roediger, and unanimously voted to approve the March 2, 2023 Regular Meeting minutes with the above-noted corrections.

III. Reports and Communications

A. Operations Committee

i. Retro-Commissioning Priorities – HVAC Short-Term and Long-Term Recommendations with John Page

Chairperson Stevens referred the discussion to Secretary Schrimpf, Chairperson of the Operations Committee.

Ms. Schrimpf said the Operations Committee met to review two Air Force One quotes to repair the chillers, totaling approximately \$34,800. This is the short-term solution while the Board considers the long-term proposal to replace the two chillers, which will be addressed next by Mr. Thorpe. The Operations Committee voted to recommend Board approval of the repair quotes and recommend consideration of the chiller replacements at an upcoming Board of Directors meeting.

Ms. Plageman introduced Mr. Thorpe, who has extensive experience with HVAC solutions for ASM Global and the Columbus Convention Center. Mr. Thorpe said it is necessary to make the chiller repairs now in preparation for the warm weather. These repairs will hopefully last long enough until full replacement of the two chillers can be completed. For the long-term solution, Mr. Ryan provided a copy of the Trane equipment quote in the amount of \$358,954 for two new chillers which cool the entire building. He said the pricing is very favorable, and there is a 60-week lead-time to receive the equipment after placing the order. Air Force One has verbally quoted approximately \$250K to dismantle the current chillers and install new ones, for an approximate total chiller replacement cost of \$610K. It was noted that the Trane chiller equipment quote is good for 30 days, and the Board discussed the pros and cons of waiting for the formal installation quote versus executing a purchase order now. Mr. Gruner said there could still be additional repairs to the current chillers until the new chillers are installed.

Ms. Plageman said the financing package is being prepared, including a lease option. The chiller work is outside the project scope. Possible options include additional interest earnings on the construction funds and/or operating funds. The new chillers are expected to improve energy efficiency and lower costs by replacing the current manual controls. There is an energy savings financing option as well that will be explored. Boiler replacements will be needed in the near future, at a cost between \$300K-\$500K. All these items are rolling into the capital plan which will be presented to the Finance Committee in April and the Board in May.

Ms. Powell asked about contingency funds. Ms. Plageman said the contingency fund is approximately 3% of the project cost, which includes Messer's construction contingency amount. Ms. Lofton said the MCCFA investments will continue to earn interest until the funds are drawn down. Ms. Lofton asked whether there are other competing priorities that also need the additional interest funds to cover payment. Ms. Plageman said the chillers and boilers are top priority.

Hearing no further discussion about the short-term chiller repairs, Chairperson Stevens asked for a motion.

MOTION: It was moved by Mr. Roediger to approve the Air Force One quotes to make repairs to the chillers.

Secretary Schrimpf seconded, and Chairperson Stevens called for a vote. With unanimous yeas, the motion was approved.

Additional discussion took place regarding the replacement of the two chillers. Upon Mr. Weckesser's question, Mr. Thorpe said the Board is committing to executing a purchase order if approved. Mr. Thorpe further confirmed that multiple quotes will be obtained for the installation. Mr. Fraunfelder clarified that without any financing options the CFA holds close to \$1.6M in operating funds either in operating reserves or unrestricted balances.

Hearing support from the Board members regarding approval to execute a purchase order for the chiller replacements, Chairperson Stevens called for a motion.

MOTION: It was moved by Vice Chairperson Kenley to execute a purchase order for two chillers as quoted.

Mr. Roediger seconded, and Chairperson Stevens requested a roll call vote. The roll call vote received unanimous yeas, and the motion was approved.

B. Executive Committee

i. Revised Mission, Vision, Values

Chairperson Stevens reminded the Board of its discussion at the March Board meeting regarding the Mission, Vision and Values statement drafted at the February retreat. The Executive Committee met and prepared a new draft which was circulated by email. Chairperson Stevens said no additional comments were received, and he entertained a motion for adoption.

MOTION: It was moved by Ms. Powell, seconded by Mr. Reynolds, and unanimously voted to approve the March 20, 2023 version of the Mission, Vision and Values statement.

ii. Executive Director Bonus Goals for 2023

Chairperson Stevens said the Executive Committee met with Ms. Plageman earlier in the year to create bonus metrics for 2023. The Executive Committee invited Ms. Plageman's comments, which were reviewed and approved by the Executive Committee at its March 28 meeting. Chairperson Stevens said the committee asked Ms. Plageman to document specific accomplishments toward the goals. The revised document is presented to the Board for its information.

Ms. Powell said she had no disagreement with the goals but would prefer to have all executive director compensation discussions in Executive Session, without the attendance of the executive director. Other Board members expressed their support, and Chairperson Stevens acknowledged that more transparency will be made to the Board in the future, and he agreed to move the agenda item to the May Board meeting in Executive Session.

C. Fiscal Officer Report, Sean Fraunfelter, Fiscal Officer

i. February 2023 DCC Financial Report

Mr. Fraunfelter said several Board members will attend the April 20 Finance Committee discussion with ASM's team to better understand ASM's financial statements. The budget projected a \$1.3M deficit, which the rolling forecast is now \$1.5M due to second floor rental space that has not been leased, timing of sponsorships and lower food and beverage receipts. He said the number of event days were over projections, but the attendance overall was down. Net income is approximately \$40K under projection. Discussions continue to refine food and beverage cost allocations.

ii. February 2023 CFA Financial Report

Year-to-date, revenue line items and F&B compared to budget is doing a little higher and costs are over the average for a negative variance to the budgeted figures. Lodging tax collections are about 12% under budget. Looking at the cash reconciliation box on page one, the two operating amounts -- \$290K operating reserves and \$1.3 in unrestricted operations gives about \$1.6M. Star Ohio is over 5% with our construction funds netting out to 4%+ in interest.

The monthly net income was negative for February which resulted in using some of the carry-over operating balance from previous month to cover debt service transfer. The transfer occurs whether we have the net surplus or do not have a net surplus. For February that amount was about \$83K.

Working on the annual report this month. The filing requirement is September 30 for the bond compliance but will file with the state by the end of May for the Hinkle reporting requirement.

MOTION: It was moved by Mr. Weckesser, seconded by Mr. Reynolds, and unanimously approved by roll call vote to approve the DCC and CFA financial reports.

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

i. MCCFA Strategic Planning Process – Kick-Off Meeting 3/30

Ms. Plageman said the MCCFA held the first Strategic Planning meeting on March 30. There was strong attendance, participation, and support. The first meeting, facilitated by Jane Dockery, focused on the current state, creating a framework for moving forward, and the future state. The Convention Center hotel was a key discussion item, in addition to the Oregon District Garage and

land acquisition in the blocks around the DCC. Mr. Gruner said connections were made to “The Nine” Development Framework and Vision completed in 2021, which connects nine blocks and includes the Convention Center. The concepts and Gower’s renderings could be shared at the next meeting.

The next meeting is April 27, third meeting on May 25, and the final meeting on June 29. Ms. Plageman will report to the Board at its August meeting. Ms. Plageman said she will continue to keep the Board updated.

Mr. Thorpe provided the DCC update regarding construction, events held and future bookings. Discussion took place regarding security for the April 8 GloRilla concert. Ms. Lofton suggested that ASM and/or the promoter distribute more visible information regarding security checks and bags to manage patron expectations. Mr. Thorpe said he will follow-up on the request, and he said that additional ASM staff with security experience are coming from Cleveland and Cincinnati.

ii. **2023 Hotel Lodging Tax Update**

Ms. Plageman presented the most recent hotel lodging tax updates. She said receipts are trending up compared to 2022. In response to a question from Mr. Weckesser, Ms. Powell said industry data indicates that the occupancy rates are increasing from the previous year.

IV. **Executive Session**

Chairperson Stevens said there were matters before the Board for Executive Session. A motion was requested by Chairperson Stevens.

MOTION: It was moved by Vice Chairperson Kenley 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).

The motion was seconded by Mr. Reynolds. After a roll call vote, the Board voted with unanimous yeas to adjourn to executive session and excused all guests except for Ms. Martin, Ms. Plageman, and Mr. Fraunfelder.

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

V. **Other Business**

- Mr. Fraunfelder reminded members of the invitation to participate in the April 20 ASM Finance Workshop.
- Mr. Stevens showed the new Board notebooks containing foundational documents and meeting minutes. He requested that each Board member receive a notebook. Ms. Lemman will prepare them in time for the next Board meeting.

VII. Next Meeting Date

Chairperson Stevens announced that the next Regular Board Meeting will be held on May 4, 2023, beginning at 4:00 p.m. He also reminded Board members there is no June meeting.

VIII. Adjournment

Chairperson Stevens called for a motion to adjourn.

MOTION: It was moved by Ms. Lofton seconded by Vice Chairperson Kenley, and unanimously voted to adjourn.

The meeting adjourned at 5:20 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 April 6, 2023 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on May 4, 2023.



Secretary, Board of Directors

Montgomery County Convention Facilities Authority