

**MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY (CFA)**  
**BOARD OF DIRECTORS**  
**Meeting Minutes**

Special Meeting - Election of Officers  
May 14, 2020  
3:00 PM  
via Telephonic/Electronic Means

**BOARD OF DIRECTORS**

**PRESENT:** David Abney, Greg Brush, Elizabeth Connor, Belinda Kenley, LaShea Lofton, Jacquie Powell, Mike Stevens, Walter Reynolds, Kevin Weckesser and Tom Whelley

**EXCUSED:** Jeff Gore

**GUESTS:** Vicki Giambrone, Sophie Anderson, and Kevin DeWine, CBD Advisors  
Shannon Martin and John Caleb Bell, Bricker and Eckler  
Joseph Parlette and Monica Jones, City of Dayton

**I. CALL TO ORDER**

In lieu of a chair, Ms. Giambrone called the organizational meeting to order at 3:05 p.m. and called the roll.

**II. DISCUSSION OF OFFICER ROLES AND RESPONSIBILITIES**

Ms. Martin stated an amended agenda was provided via email. She stated that after additional research and discussion the City of Dayton's team has determined that the best path forward for the CFA is for the Board to engage a third party to handle the fiscal officer role in the short term, until staff is hired.

Ms. Martin stated that while the CFA Board is required to elect a Chair, Vice-Chair, and Secretary, the position of Treasurer is optional. Ms. Martin further explained that as a public body, the Board ultimately will need to identify someone to serve as fiscal officer of the CFA. The By-laws contemplate that the fiscal officer duties can be performed by the Treasurer, the Secretary, or by some other person appointed from time to time by the Board. The various tasks needed to be undertaken in the coming weeks and months include setting up accounts, collecting funding from the County and managing the reporting.

Ms. Martin recommended that the Board postpone taking action today to appoint a Treasurer and instead proceed to identify a third-party qualified to undertake the fiscal officer duties for the Board. Alternatively, the Board could appoint a Treasurer today with the understanding that the Treasurer would function as fiscal officer with support from a third-party qualified to provide the necessary administrative support.

Ms. Lofton stated that the City can assist in identifying candidates for the Board's consideration. Mr. Reynolds asked about the source of compensation for the third party until funds are collected. Ms. Lofton stated that until the CFA has the funds in hand to pay, the promise of funds will be enough secure a third party to do the work. Mr. Parlette stated that should there be an issue, the City of Dayton is willing to cover receipts in the interim. She stated that as of now, the CFA does not require a full accounting firm but more so needs help getting up and running.

Ms. Lofton added that she is willing to work to identify third party candidates for the Board to review at the June meeting.

### **III. DISCUSSION AND NOMINATION OF CANDIDATES FOR OFFICER POSITIONS.**

Ms. Giambrone stated that she had provided short bios for each member of the CFA Board, including those interested in leadership roles.

She then read the slate of candidates based on interest from CFA members.

- Chair: Walter Reynolds
- Vice-Chair: Mike Stevens
- Secretary: Elizabeth Connor

### **IV. CONSIDERATION OF RESOLUTIONS**

- a. Resolution 2020-02 – Election of Chairperson and Vice-Chairperson; and Appointment of Secretary.

**MOTION:** It was then moved by Mr. Whelley and seconded by Ms. Kenley and unanimously approved via a roll call “to approve Resolution 2020-02 and the slate of officers as presented.”

### **IV. NEXT MEETING**

Mr. Reynolds reminded the Board the next regularly scheduled organization meeting is set for June 4, 2020 at 3:00 PM and will be conducted via telephonic/electronic means

### **V. OTHER BUSINESS**

Ms. Martin stated she will provide language for proposed modifications to the bylaws regarding the roles of Secretary and Treasurer and to clarify the engagement of a third-party to serve as fiscal officer.

Ms. Giambrone stated she will send out information on proposed third party providers from Ms. Lofton and the draft job description prior to the next meeting.

Mr. Reynolds reminded members to send Oaths and signed Ethics document back either Vicki Giambrone or Shannon Martin as all documents will be retained at Bricker & Eckler at this time.

**MOTION:** It was then moved by Ms. Powell and seconded by Mr. Abney and unanimously approved to “adjourn the meeting.”

**The meeting was adjourned at 3:29 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 May 14, 2020 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on June 4, 2020.

*Elizabeth Connor*

Secretary, Board of Directors  
Montgomery County Convention Facilities  
Authority

