

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

Regular Meeting
August 6, 2020
3:00 PM

via Telephonic/Electronic Means

BOARD OF DIRECTORS

PRESENT: Walter Reynolds, Chair, David Abney, Greg Brush, Elizabeth Connor, Belinda Kenley, LaShea Lofton, Jacquelyn Powell, Mike Stevens, Jeff Gore, Kevin Weckesser, and Tom Whelley

EXCUSED: LaShea Lofton and David Abney

GUESTS: Sean Fraunfelter, Interim Fiscal Officer
Vicki Giambrone, Sophie Anderson, and Kevin DeWine, CBD Advisors
Shannon Martin and Allison Hudson, Bricker and Eckler
Joseph Parlette and Andrew Messler, City of Dayton

I. Roll Call

Mr. Reynolds called the meeting to order at 3:09 p.m. and Ms. Giambrone called the roll.

II. Approval of minutes of the July 2, 2020 Regular Meeting

July 2, 2020 Organizational Meeting

Mr. Reynolds asked members of the board if they had any edits to the minutes. No edits were voiced.

MOTION: It was then moved by Mrs. Powell and seconded by Ms. Kenley and unanimously approved via roll call "to approve the July 2, 2020, minutes as presented."

III. Reports and Communications from Officers of the Board

A. Fiscal Officer Report

Mr. Fraunfelter provided a verbal report of next financial steps for the Board. He stated the MCCFA will need to establish a banking relationship as soon as possible. Mr. Fraunfelter recently worked with another similar organization and did a thorough review of the financial institutions and offerings. Mr. Fraunfelter made a recommendation of KeyBank to the Board, based on his findings. Mr. Fraunfelter went on to discuss the need for two Board members as cosignatories on all Board approved expenses/ payments. He identified that dual-authorization for public expenditures/ payments is a common financial protection and fulfills audit requirements.

Mrs. Giambrone stated the Board will also need to have some financial policies in place which Mr. Fraunfelter will be responsible for providing drafts for consideration.

Ms. Martin concurred that these are the steps the needs to take before they can process the funds from the County.

Mr. Reynolds asked about the deposit insurance amount. Mr. Fraunfelter stated that FDIC coverage is available so the funds deposited will be completely insured and collateralized.

Mr. Reynolds asked Mr. Fraunfelter to work with Ms. Martin to draft financial policies and procedures. Mr. Reynolds asked if there were any objections to the recommendation for Key Bank, to which there were none.

Ms. Martin asked if there were Board members willing to be signatories. Mr. Reynolds stated he would serve as a signor, and Ms. Kenley and Mr. Brush offered to help as well.

MOTION: It was then moved by Mr. Gore and seconded by Mr. Whelley and unanimously approved via roll call "to approve the recommendations of Interim Fiscal Officer regarding establishing one or more bank accounts at Key Bank."

B. Report of Subcommittee - Executive Director Position and Search Process

Mr. Reynolds stated in the packet for this meeting there is an outline of the Executive Director search process along with several recommendations regarding next steps. He asked if there were any questions or concerns about the process they have outlined, to which there were no questions. Mr. Reynolds ran through the recommendations stating the Executive Director position will be posted and they will not engage an outsourced HR firm or search firm unless after four weeks, they do not have suitable candidates. The benefits package options will be prepared by the fiscal officer and presented to the board at the September meeting. They will also be delegating the initial screening and selection of the top candidates to the MCCFA Subcommittee, with the top candidate(s) to be presented to the Board for further review and consideration as detailed.

Mr. Reynolds stated the board may now approve the recommendations of the subcommittee for the Executive Director position and search process.

MOTION: It was then moved by Mr. Gore and seconded by Mr. Whelley and unanimously approved via roll call "to approve the recommendations of the subcommittee for the executive director position and search process."

C. Report of Domain name and establishment of email addresses for organization

Ms. Giambrone stated she vetted organizations and firms to help establish email addresses and a basic webpage development for the organization. She spoke with four different firms, and made a recommendation of Edge Webware as the most suitable provider. Ms. Giambrone stated this is a good firm associated with a number of non-for-profits in the area, and the website will be basic. Once the MCCFA is able to hire a management firm, they could decide to enhance the webpage. The firm is named Edge Webware and is located in Miamisburg.

Mr. Whelley asked if this would be a one-year contract. Ms. Giambrone informed the Board they could enter a monthly or yearly contract for hosting. She would recommend doing a yearly contract because it will take that long to get the MCCFA up and running.

Mr. Reynolds stated they will vote to approve an amount not to exceed \$4,000 for the creation of a domain name, establishing email accounts, webpage hosting, and basic graphic design work. The graphic design firm will be subcontracted through Edge Webware if it is needed. Along with Ms. Martin and Mr. Fraunfelter, he will look at the contract specifics, but he hopes to approve the amount not to exceed today.

Ms. Giambrone stated while they are proposing an amount not to exceed of \$4,000, they do not wish to exceed \$2,000 in expenses.

Ms. Kenley stated she is familiar with the firm and has only heard good things.

Mr. Gore began a discussion regarding public records requests and who would be responsible for responding and fulfilling such requests.

Ms. Martin stated this will ultimately fall under the responsibilities of the Executive Director. For now, the requests to be sent to Ms. Martin.

Mr. Reynolds asked if there was any further discussion on the topic. Hearing none, he proposed the Board approve an amount not to exceed \$4,000 for a domain name and establishment of email addresses for the organization.

MOTION: It was then moved by Ms. Kenley and seconded by Mr. Weckesser and unanimously approved via roll call "to approve an amount not to exceed \$4,000 for a domain name and establishment of email addresses for the organization."

IV. Review of Proposed Preliminary Budget for Remainder of FY2020

Mr. Fraunfelter ran through the preliminary budget for the remainder of FY2020 included in the August 6 meeting materials. He stated the MCCFA is a non-taxing entity with money from Montgomery County coming in per the agreement up front. He predicted expenses would include the Executive Director's salary and benefits, bank charges, payroll charges, accounting charges, insurance for the board, legal fees, membership dues and subscriptions costs, which comes out to \$108,500. Mr. Fraunfelter requested for Mr. Reynolds' signature on the budget documentation, so as to align with best financial practices and fulfill audit requirements. Prior to obtaining that signature, he will update the documentation to include the web costs just approved.

Mr. Reynolds stated Ms. Giambrone has been integral in this process and asked her to speak to how her firm is being compensated. Ms. Giambrone stated her firm is under contract with the City of Dayton. They asked if she was willing to facilitate this process through November until the Board finds an Executive Director. She has been told by the City if the workload is too much, she is able to reach out to Mr. Parlette, but things have run smoothly thus far.

Mr. Parlette stated he asked CBD and specifically Vicki Giambrone to work to provide strategic assistance during this organizational period based on her expertise. He stated the City also offered to retain Bicker & Eckler as legal counsel early on to provide organizational assistance.

Ms. Giambrone stated the workload was significant early on, but in working with Ms. Martin and Mr. Fraunfelter, the process has been established and much of the heavy lifting is completed.

Mr. Reynolds then asked if the insurance coverage for the Board is retroactive. Ms. Martin stated they need to get this in place before they engage an Executive Director or take control of the facilities. So, ideally if they can get it set up in next month they should because they hope to hand over the facilities in December.

Mr. Reynolds stated the Board should get information from KeyBank and deposit the money, before the September board meeting, if possible. He requested that a recommendation on the carrier who will provide the D&O coverage be forthcoming.

Mr. Weckesser asked if the board will be notified of expenses which exceed the numbers presented in the budget.

Mr. Fraunfelter responded yes.

Ms. Powell asked where the Executive Director will work out of and how they will fund their office supplies.

Mr. Parlette stated the City can provide a space in the Convention Center to begin with and provide the initial computer and supplies for the new Executive Director.

Mr. Reynolds stated with the change in web development expenses they should approve the proposed preliminary budget for remainder of FY2020.

MOTION: It was then moved by Mr. Whelley and seconded by Ms. Powell and unanimously approved via roll call "to adopt as present the resolution approving the proposed preliminary budget for remainder of FY2020."

V. Other Business

Mr. Parlette stated COVID-19 has impacted every aspect of the City's functions including the convention center operations and bookings. The City has been dealing with substantial cuts in areas like aviation and as a result, they began layoffs and bumping. Currently the Convention Center has three employees - a maintenance employee, an acting manager, and a business development staff member. To allow for the events which were booked in 2020 to find another venue if possible, letters of cancelation notice have been sent out for the remainder of 2020. Additionally, even if gatherings were permitted in December, the center would not have the staff to accommodate the events. It was a tough decision, yet the only reasonable choice.

Ms. Powell stated her team is working with the Convention Center acting manager to arrange tours as there are event professionals who still want to have site visits looking into 2021 and beyond.

VI. Next Meeting Date

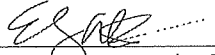
A. September 3, 2020 3:00 PM

VII. Adjournment

MOTION: It was motioned by Mr. Weckesser and seconded by Ms. Kenley and unanimously approved to adjourn at 4:00 PM.

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 August 6, 2020, meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on September 3, 2020.



Secretary, Board of Directors
Montgomery County Convention Facilities
Authority