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

REGULAR MEETING

Thursday, August 3, 2023

Dayton Convention Center, 22 E. Fifth St., Dayton, OH – Room 205 | 4:00 p.m.

AGENDA

- | | | |
|------|---|-------------|
| I. | Roll Call – Call Meeting to Order | Action |
| II. | Approval of Minutes of the July 6, 2023 Regular Meeting | Action |
| III. | Reports and Communications | |
| | A. MCCFA Strategic Planning Task Force Sub-Committee | Action |
| | Five Year Strategic Plan (2023-2028) – Receive, Review, Approve | |
| | i. Overview by Jane Dockery and Pam Plageman | |
| | ii. Remarks from Chris Kershner, Dayton Area Chamber of Commerce | |
| | iii. Task Force Members of the Board – Process and Call to Action | |
| | B. Governance Committee | |
| | i. Annual Board Training by Bricker Graydon (Part 1/3) | Information |
| | C. Fiscal Officer Report, Sean Fraunfelter, Fiscal Officer | |
| | i. Receive and Approve May DCC/ASM Financial Report | Action |
| | ii. Receive and Approve June 2023 CFA Financial Report | Action |
| 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 |
| VI. | Next Meeting Date: September 7, 2023, 4:00 p.m. – Room 208 | 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

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

Room 205 | 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; LaShea Lofton; Paul Gruner; Tom Whelley; Kevin Weckesser; Jeff Gore; Michael Roediger

ABSENT: Jacquelyn Powell (with notice)

STAFF

Pam Plageman, MCCFA Executive Director/CEO

Sean Fraunfelter, MCCFA Fiscal Officer

Shannon Martin, Bricker Graydon

Teri Lemman, MCCFA Executive Assistant

GUESTS

Kassandra Cook, Human Resource Director, Dayton Convention Center/ASM Global

Kelli Donahoe, General Manager, Dayton Convention Center/ASM Global

I. Roll Call

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

II. Approval of Minutes of the May 4, 2023 Regular Meeting

Chairperson Stevens asked for comments or edits to the May 4, 2023 Regular Meeting minutes. Hearing none, he called for a motion.

MOTION: It was moved by Secretary Schrimpf, seconded by Mr. Reynolds, and unanimously voted to approve the May 4, 2023 Regular Meeting minutes.

III. Reports and Communications

A. Governance Committee

i. Board Reappointments – Amy Schrimpf and Michael Roediger

Mr. Whelley said the Governance Committee met on June 26. He notified the Board that Secretary Schrimpf's and Mr. Roediger's terms expired on December 31, 2022. However, per the Bylaws, they remain members of the Board until they resign or are replaced. Ms. Giambrone worked with the Montgomery County Clerk regarding their reappointments, and they were reappointed by the Montgomery County Board of Commissioners to new four-year terms retroactive to January 1, 2023.

Mr. Whelley said the Governance Committee discussed the merits of appointing a Treasurer, in addition to retaining the Fiscal Officer, which performs statutory functions. The Governance Committee recommends the appointment of a Treasurer, which would chair the Finance Committee. After Board discussion, it was agreed the Board should appoint a Treasurer. Mr. Whelley will work with Ms. Martin to draft a resolution for an upcoming Board meeting.

The Governance Committee also discussed review of the Fiscal Officer's performance. It agreed, since the Fiscal Officer is an independent contractor, that the Executive Director retains oversight for the performance of the Fiscal Officer. However, it was suggested the Executive Director can seek input from the Finance Committee and/or the Governance Committee when needed for the development/assessment of goals, contract renewal, and compensation.

ii. Annual Board Training

Mr. Whelley announced that Ms. Martin will conduct 20-minute Board training sessions on ethics, public contracting, public meetings/records, at the next three upcoming Board meetings. The Board welcomed the opportunity.

B. Marketing & Branding Committee

i. Review Phase 1 Asset Inventory & Valuation Report

Vice Chairperson Kenley said the Marketing & Branding Committee met with Superlative representatives to review the Phase 1 report for naming rights for the facility assets. Sponsorship opportunities for all assets have been estimated in the \$8.7M-\$12M range. Ms. Plageman reminded the Board that the current sponsorship ceiling is just under \$6M to retain its public bond status. Vice Chairperson Kenley said, at some point, when the DCC is in a better market position with a headquartered hotel, the Board will be asked to consider Phase 2, which would be to hire a consultant to market the assets, or the Board could decide that staff should perform the function in-house. Ms. Lofton asked what factors would affect the \$6M ceiling, and Ms. Martin said it could include such items as revenue from leases in the facility, valuation of the digital sign, and the IRS has regulations about the value of naming rights and private use, off the par value. As the debt service is paid down, the ceiling will increase.

The Board took no formal action, and it thanked the Committee for its work.

C. Finance Committee

i. Approve 2023 Budget Amendment

Mr. Fraunfelter presented the 2023 budget amendment highlights: Food & Beverage and rental events income were increased \$100K each based on rolling cash flow projections. The potential lease income for the MCCFA office space was removed because the space has not been leased to date. Increased the interest amount as well for a net \$370K increase in the operating fund. \$50K increase for consultant for Superlative naming rights study and hotel study. There was an increase in General Liability insurance. Under convention center operations for contracted services, there was a \$250K increase related to Mills James payments from last year. Those invoices were reflected on the ASM December financials as a payable, but our financials are reported on a cash basis. There was a decrease to the ASM incentive because it was paid out. Expenses increased about \$286K. Under capital, increased interest revenue with the higher interest rate and spend down currently.

MOTION: It was moved by Mr. Reynolds, seconded by Mr. Roediger, and unanimously voted to approve the 2023 Budget Amendment as presented.

ii. Ratify Chandelier Replacement Purchase for Rooms 305/306 Recommended by the Finance Committee

Ms. Plageman said the improvements in Rooms 305-306 are underway, including replacement of the four chandeliers as presented in the quote, which were recommended by LWC as a design choice. The Finance Committee reviewed the replacement quote and recommended the purchase/approval by email. However, because the amount is over the Executive Director's authority, Board approval is needed.

MOTION: It was moved by Vice Chairperson Kenley, seconded by Secretary Schrimpf, and unanimously voted to ratify the chandelier purchase as presented.

iii. Ratification of Approved Sean Fraunfelter Independent Contractor Agreement

Ms. Plageman is recommending ratification of Sean Fraunfelter's contract for a two-year term beginning July 1, 2023 to June 30, 2025. The hourly rate has been increased from \$100 per hour to \$105 per hour. The Governance Committee reviewed the contract and has recommended renewal. Ms. Plageman said the Fiscal Officer has a dotted line to the Finance Committee. Ms. Martin confirmed that she reviewed the contract. Mr. Whelley expressed appreciation for Mr. Fraunfelter's work, as did Chairperson Stevens and several members of the Board. Mr. Fraunfelter expressed thanks for the Board's confidence.

MOTION: It was moved by Ms. Lofton, seconded by Mr. Gruner, and unanimously voted to ratify Mr. Fraunfelter's contract renewal as presented.

D. Fiscal Officer Report, Sean Fraunfelter, Fiscal Officer

i. Approve April 2023 DCC Financial Report

Mr. Fraunfelter presented the Dayton Convention Center financial report highlights. No questions or comments were received from the Board.

ii. Approve April-May 2023 CFA Financial Reports

Mr. Fraunfelter presented the April and May CFA financial report highlights. No questions or comments were received from the Board.

MOTION: It was moved by Ms. Lofton, seconded by Mr. Gore, and unanimously voted to approve the April 2023 DCC and April-May 2023 CFA Financial Reports.

iii. DBE Report

The quarterly Disadvantaged Business Enterprise report was presented by Mr. Fraunfelter. No questions or comments were received from the Board.

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

i. DCC General Manager Updates

Ms. Donahoe presented DCC sales efforts, upcoming event highlights, and an update on the construction/renovation progress.

ii. Board Education Opportunities

Ms. Plageman presented four upcoming opportunities for Board member attendance: 1) Dayton Area Chamber of Commerce City2City conference in Tampa; 2) Heritage Ohio Conference; 3) I70-75 Economic Development Summit; and 4) PCMA Annual Meeting in San Diego. She asked Board members to notify her of their interest in attending.

iii. 2023 Hotel Lodging Tax Update

Ms. Plageman said hotel lodging tax collections are approximately 8% above last year's collections, and the 2022 hotel lodging tax audit is underway with partnership from Montgomery County.

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 Ms. Lofton. After a unanimous roll call vote, the Board voted to adjourn to executive session and excused all guests.

MOTION: After motion by Vice Chairperson Kenley, second by Mr. Gruner, and a roll call vote, the Board unanimously voted to return to open session.

V. Other Business

No other business was presented.

VI. Next Meeting Date

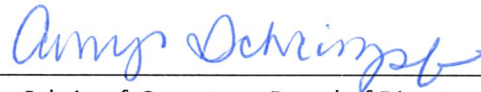
Chairperson Stevens announced that the next Regular Board Meeting will be held on August 3, 2023, beginning at 4:00 p.m., with a room change to Room 205.

VII. 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 July 6, 2023 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on August 3, 2023.



Amy Schrimpf, Secretary, Board of Directors
Montgomery County Convention Facilities Authority