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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY  
BOARD OF DIRECTORS

Regular Meeting  
(Agenda Revised 4/30/2024)

Thursday, May 2, 2024

Dayton Convention Center, 22 E. Fifth St., Dayton, OH – Room 208 | 3:00 p.m.

AGENDA

- |       |  |             |
|-------|--|-------------|
| I.    | Roll Call – Call Meeting to Order  | Action      |
| II.   | Declaration of Conflicts of Interest   | Action      |
| III.  | Approval of Minutes of the April 4, 2024 Board Meeting   | Action      |
| IV.   | Reports and Communications   |             |
| A.    | Executive Committee Report   |             |
| i.    | Exercise Two One-Year Contract Extensions – Executive Director Employment Contract   | Action      |
| B.    | Fiscal Officer Report, Sean Fraunfelter, Fiscal Officer  |             |
| i.    | Receive and Approve February 2024 ASM/DCC Financial Report   | Action      |
| ii.   | Receive and Approve March 2024 CFA Financial Report  | Action      |
| C.    | Executive Director Report – Pam Plageman, Executive Director/CEO   |             |
| i.    | DCC General Manager Update   | Information |
| ii.   | Hotel Lodging Tax Update   | Information |
| V.    | Development Strategies and Oversight ( <i>Presented by Don Brown, Brown &amp; Company CPA, LLC</i> )   | Discussion  |
| VI.   | Executive Session – The Board will adjourn to executive session to (1) consider the purchase of certain real and personal property for public purposes, and (2) consider the employment or compensation of a public employee or official 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. |             |
| VII.  | Other Business   |             |
| A.    | Ratify Revised Oregon Garage Parking Agreement   | Action      |
| B.    | Review and Approve Hotel Development Consultant Agreement  | Action      |
| VIII. | Next Meeting Date: June 6, 2024, 3:00 p.m., Room 208   | Information |
| IX.   | Adjournment  | Action      |

For Additional Information, Contact [TLemman@MontgomeryCountyCFA.org](mailto:TLemman@MontgomeryCountyCFA.org) | 937-535-5309



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

**Regular Meeting Minutes**

April 4, 2024 | 3:00 p.m.

Room 208 | Dayton Convention Center, 22 E. 5<sup>th</sup> Street, Dayton, OH 45402

**BOARD OF DIRECTORS**

**PRESENT:** Mike Stevens, Chairperson; Belinda Kenley, Vice Chairperson; Jacquelyn Powell; Walter Reynolds; Tom Whelley; Paul Gruner; Michael Roediger; Richard Herbst

**ABSENT:** LaShea Lofton, Amy Schrimpf (with notice)

**STAFF**

Pam Plageman, MCCFA Executive Director/CEO  
Sean Fraunfelter, MCCFA Fiscal Officer  
Vicki Giambrone, CBD Advisors  
Shannon Martin, Bricker Graydon  
Teri Lemman, MCCFA Executive Assistant

**GUESTS**

Michael King, 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 3:00 p.m.

Chairperson Stevens announced that new Board member Richard Herbst was sworn in prior to the meeting by Ms. Martin.

Chairperson Stevens acknowledged Ms. Powell for the CVB's achievements during the Big Hoopla events and planning for the April 8, 2024 solar eclipse.

**II. Reminder to Declare Conflicts of Interest and Obtain Signatures on Conflict of Interest and Ethics Policy**

Chairperson Stevens announced a new standing agenda item to declare conflicts of interest at the beginning of each meeting. Ms. Martin thanked Ms. Giambrone for flagging this based on a recent Cincinnati issue. Ms. Martin said it is best practice to declare conflicts of interest when

reviewing the agenda. All Board members were asked to sign the Ethics and Conflicts of Interest policy today, and it will be presented annually for signature at each January Board meeting.

**III. Introduction of New Board Member Richard Herbst**

Mr. Herbst was welcomed by the Board. Mr. Herbst introduced his background, experience, and interest in supporting the MCCFA.

**IV. Approval of Minutes of the March 7, 2024 Meeting**

Chairperson Stevens asked for comments or edits to the March 7, 2024 Regular Meeting minutes. Ms. Powell asked to clarify that the uptick in lodging bookings is due to the April 8 solar eclipse. Ms. Lemman said she will correct the language to reflect that addition. Hearing no further comments, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Vice Chairperson Kenley, seconded by Mr. Reynolds, and unanimously voted to approve the March 7, 2024 Regular Meeting minutes with the revision proposed by Ms. Powell.

**V. Reports and Communications**

**A. Marketing & Branding Committee Report**

**i. Planning for Dayton Convention Center Artwork**

Vice Chairperson Kenley said, as part of the capital stack from earned interest income, \$150K has been allocated for the first phase of art for the Convention Center. An art consultant will be secured for an RFP process. LWC has identified locations in the building. Local artists will be considered, and Mr. Roediger said he will connect the CFA with local African American artists.

**ii. Key-Ads Digital Signage Update**

Vice Chairperson Kenley said the project is moving forward. Nick Keyes, Jr. is working to obtain city permits, including the structural engineering plan which will be submitted to the city's Building Department in June. After all permits are secured, the order is anticipated to be placed in June, and it takes 16 weeks to receive the digital sign. Messer Construction is working with Key-Ads to prepare the building for installation. Ms. Plageman said the previous curved design will be slightly different, with a 3-D digital display.

**B. Operations Committee Report**

**i. Renovation Update (Escalators and Elevator)**

In committee chairperson Schrimpf's absence, Ms. Plageman presented the Operations Committee report. The escalators will be inspected and released in approximately one week, after installation of a new handrail. Passenger elevator 1 parts are expected to arrive at the end of April, and it will take six weeks for installation. Per Mr. King, the kitchen freight elevator is showing some wear and will require repair, including the possibility of a new service provider.

**ii. Rename Operations Committee to Operations & Development Committee**

Ms. Plageman said the Operations Committee will be renamed the Operations & Development Committee to advise on anticipated new CFA properties, including

the development of a new hotel property. Ms. Plageman said the committee is modeled after the Franklin County Convention Facilities Authority's Development Committee. The Operations Committee and Executive Committee have approved the change, and Ms. Plageman is obtaining a committee description.

iii. **RFQ Process for Developer**

Ms. Plageman said the Operations & Development Committee will be the selection committee for a new hotel developer through an RFQ process.

**C. Finance Committee**

In committee chairperson Lofton's absence, Mr. Fraunfelter facilitated the Finance Committee report.

i. **Ratify Budgeted Allocation for New Chairs**

Ms. Plageman thanked ASM for its capital investment to obtain new banquet chairs. She said a local provider was secured to quote the chairs using a government purchasing program. \$300K was allocated in the original renovation budget for the first group of chairs which will accommodate banquet inventory and some meeting rooms. A number of chair models and finishes were reviewed. The proposal was submitted to the Operations Committee and the Finance Committee, which approved the quote of \$299,864 for 1,845 chairs. A total of 3,000 chairs will eventually be needed. The goal is to switch all chairs to a single model. Chairperson Stevens asked if a financing option was considered, and Ms. Plageman and Mr. Fraunfelter said it was not because the funding was previously set aside for the purchase. Hearing no additional questions, Chairperson Stevens asked for a motion.

**MOTION:** It was moved by Mr. Gruner, seconded by Ms. Powell, and unanimously voted to approve the purchase of 1,845 banquet/meeting room chairs totaling \$299,864.

ii. **2024 Budget Update**

Mr. Fraunfelter said the yellow highlighted column identifies the new dollar amounts based on the current budget. Reasons in the operating fund include the new DRMA lease, earning more in interest, additional legal fees for the hotel issue, and legal fees relating to new hotel project. The assessment is a little higher than originally budgeted. On the capital side, earning more interest than anticipated. A line item for expenditures from interest income has been created, and the updated capital plan details the plans to spend the interest income. Budgeted another \$20K for debt service reserve, which is based on current policy. Will be putting in 60% of net income into the various reserves (operating, debt service and capital). Budget updates are made as needed but at least semi-annually.

**MOTION:** It was moved by Mr. Whelley, seconded by Mr. Reynolds, and unanimously voted to approve the 2024 budget update as presented.

iii. **Receive and Approve Recommended Changes to MCCFA Resolution No. 2020-13 (Resolution Authorizing the Levy of an Excise Tax on Lodging Transactions and**

**Adopting a Code of Regulations Relating to the Administration of Such Tax) and the MCCFA Hotel Lodging Tax Code of Regulations**

Mr. Fraunfelter presented the highlights of proposed changes to the MCCFA Excise Tax Resolution and Code of Regulations. The redline versions of the full resolution and code were previously presented to the Board. Mr. Fraunfelter said a full presentation was made to the Finance Committee and there was no dissent. Follow-up actions, if the revisions are approved, include notifying all hotel properties, holding Q&A forums for the properties, and informing the city and county of the changes. Hearing no additional questions or discussion, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Mr. Roediger, seconded by Vice Chairperson Kenley, and unanimously voted to approve the revisions to MCCFA Resolution No. 2020-13 (Resolution Authorizing the Levy of an Excise Tax on Lodging Transactions and Adopting a Code of Regulations Relating to the Administration of Such Tax) and the MCCFA Hotel Lodging Tax Code of Regulations as presented.

**iv. Receive and Review Updated Five-Year Capital Plan**

Ms. Plageman highlighted the proposed and approved expenditures from earned interest revenue. Some items have been removed, such as the culinary hot boxes. Funds have been set aside for concessions upgrades and security system upgrades. Ryan Thorpe is obtaining quotes for badly needed security upgrades, and additional money may need to be set aside. Two board meeting rooms on the second floor have been added back to the project, and upgrading the balance of the meeting room airwalls may be added back in. An additional \$150K is needed to complete the asphalt work on Jefferson and Main Streets which were not previously identified. \$80K is estimated for furniture for the new terrace and VIP suites. Ms. Plageman said she will continue to recommend additional projects as earned interest revenue is added. Mr. Fraunfelter said we need to spend 90% of the second (largest) bond issue by August 2024. Mr. Fraunfelter said the art consultant fees can be used from the interest income.

**v. Modifications to Executive Director Contract**

The Finance Committee and Board previously approved changes to the leave carry-over policy. Accordingly, Ms. Plageman's contract needs to be updated to reflect this carry-over ability because her current contract prohibits it. Ms. Martin said the contract amendment will be effective January 1, 2024, if approved by the Board. Hearing no additional questions or discussion, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Mr. Reynolds, seconded by Mr. Gruner, and unanimously voted to approve Ms. Plageman's contract as presented, effective January 1, 2024.

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

**i. Review and Approve January 2024 ASM/DCC Financial Report**

Mr. Fraunfelter presented the Dayton Convention Center January 2024 financial report highlights. A full-year budget number is now available. The goal is to get into the black, but a \$32K difference to positive is good for January. Attendance numbers are higher. Some expenses are lower because they are ramping up staffing. Hearing no further discussion regarding the DCC financials, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Ms. Powell, seconded by Mr. Reynolds, and unanimously voted to accept the January 2024 ASM/DCC Financial Report as presented.

**ii. Review and Approve February 2024 CFA Financial Reports**

Mr. Fraunfelter presented the February CFA financial report highlights. Lodging tax numbers are a month behind because January is always lower and there were approximately \$41K in refunds to hotels. Under capital and debt service, expenses for capital were low because there was not a Messer Construction payment in February. Chairperson Stevens observed that refunding hotels for overpayment demonstrates the financial integrity of the organization. Hearing no further discussion regarding the CFA financials, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Vice Chairperson Kenley, seconded by Ms. Powell, and unanimously voted to accept the February 2024 CFA Financial Report as presented.

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

**i. DCC General Manager Update**

Mr. King presented DCC highlights. The March YWCA Women of Influence event was a success, and Vice Chairperson Kenley thanked ASM for how beautiful the event was and how expertly it was executed. Mr. King informed the Board of a new partnership with +chargeFUZE for mobile chargers.

**ii. MCCFA 2023-2028 Strategic Plan Update**

Ms. Plageman updated the Board on progress toward the Strategic Plan initiatives. Ms. Powell provided an update on Ohio CVB activity relating to short-term rental legislation. Ms. Plageman said the parking garage agreement has not been signed because of clarification of the grandfathered CVB spaces. Ms. Powell said Hoopla organizers were disappointed that parking was not comped and that the fees went up. Ms. Plageman said the CFA will resubmit the PDAC application next cycle, and Ms. Powell suggested talking to Stephanie Keinath at the Dayton Area Chamber of Commerce about submitting to the Quality of Life Committee. Ms. Plageman said the Trane project may turn into a grant of \$800K, which is being pursued by Ryan Thorpe.

**iii. 2023 Hotel Lodging Tax Update**

Ms. Plageman provided the most recent hotel lodging tax collections. Hotel Ardent may open in July per Ms. Powell.

**VI. 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 unanimous roll call vote, the Board voted to adjourn to executive session and excused all guests.

**MOTION:** The Board unanimously voted to return to open session.

**VII. Other Business**

In response to the state audit, Mr. Fraunfelter said Board members should have received an email relating to fraud reporting, which needs to be completed.

**VIII. Next Meeting Date**

Chairperson Stevens announced that the next Regular Board Meeting will be held on May 2, 2024, beginning at 3:00 p.m., in Room 208.

**IX. Adjournment**

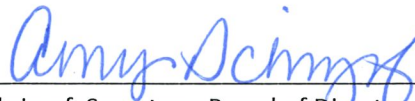
Chairperson Stevens called for a motion to adjourn.

**MOTION:** It was moved by Vice Chairperson Kenley, seconded by Mr. Reynolds, and voted unanimously to adjourn.

The meeting was adjourned at 5:00 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 4, 2024 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on May 2, 2024.



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