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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY  
BOARD OF DIRECTORS

Regular Meeting

Thursday, February 6, 2025

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 January 2, 2025 Board Meeting                                                                                                                                                                                                                                                                                                                                                                                                                                            | Action      |
| IV.   | Reports and Communications                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |             |
|       | A. Executive Committee                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |             |
|       | 1. Take Action to Approve Executive Director/CEO 2025 Compensation and Goals ( <i>Note: Will be taken following Executive Session</i> )                                                                                                                                                                                                                                                                                                                                                             | Action      |
|       | B. Development & Operations Committee                                                                                                                                                                                                                                                                                                                                                                                                                                                               |             |
|       | 1. Take Action to Approve the Allocation of Additional Lights and Ceiling Baffles in Hall B ( <i>Presentation by LWC</i> )                                                                                                                                                                                                                                                                                                                                                                          | Action      |
|       | 2. Take Action to Ratify the Acquisition of New Banquet Tables                                                                                                                                                                                                                                                                                                                                                                                                                                      | Action      |
|       | C. Marketing & Branding Committee                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |             |
|       | 1. Receive Update Regarding Exterior Digital Marquee                                                                                                                                                                                                                                                                                                                                                                                                                                                | Information |
|       | D. Fiscal Officer Report                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |             |
|       | 1. Review and Take Action Regarding ASM/DCC November Financials                                                                                                                                                                                                                                                                                                                                                                                                                                     | Action      |
|       | 2. Review and Take Action Regarding CFA December Financials                                                                                                                                                                                                                                                                                                                                                                                                                                         | Action      |
|       | E. Executive Director Report                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |             |
|       | 1. DCC General Manager Update by Michael King                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Information |
|       | 2. Hotel Lodging Tax Update                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Information |
| V.    | Executive Session – The committee 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 Section 121.22(G)(2); and (2) consider the employment or compensation of a public employee or official, pursuant to the authority set out at Ohio Revised Code Section 121.22(G)(1). Upon conclusion of the executive session, the committee will reconvene its public meeting. |             |
| VI.   | Other Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Information |
| VII.  | Next Meeting Date: Thursday, March 6, 2025, 3:00 p.m.                                                                                                                                                                                                                                                                                                                                                                                                                                               | Information |
| VIII. | Adjournment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Action      |



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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY  
BOARD OF DIRECTORS

Regular Meeting Minutes

Thursday, January 2, 2025 | 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; Amy Schrimpf, Secretary; Tom Whelley; LaShea Lofton; Richard Herbst; Paul Gruner; Jacquie Powell; Walter Reynolds

**ABSENT:** Michael Roediger (with notice)

**STAFF**

Pam Plageman, MCCFA Executive Director/CEO

Sean Fraunfelter, MCCFA Fiscal Officer

Shannon Martin, Bricker Graydon

Vicki Giambrone, CBD Advisors

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 3:02 p.m.

**II. Declaration of Conflicts of Interest**

Chairperson Stevens asked Board members to review the agenda and declare any conflicts of interest. None were provided.

**III. Approval of Minutes of the December 5, 2024 Meeting**

Chairperson Stevens asked for comments or edits to the December 5, 2024 Regular Meeting minutes. Vice Chairperson Kenley suggested adding the following underlined

language to Agenda Item IV(D)(i): “Ms. Plageman said utility costs are expected to decrease in 2025 due to energy efficiency improvements.” Hearing no additional comments or edits, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Mr. Reynolds, seconded by Ms. Lofton, and unanimously voted to approve the December 5, 2024 Regular Meeting minutes as amended.

#### **IV. Reports and Communications**

##### **A. Executive Committee Report**

Preceding the vote to elect and appoint new Board officers for 2025, Chairperson Stevens announced that he was reappointed by the Mayors & Managers Association on December 11 for an additional term beginning January 1, 2025. Additionally, Mr. Reynolds’ appointment expired on December 31, 2024, and he was reappointed by the City of Dayton to an additional term. Ms. Lofton said her and Mr. Reynolds’ appointments were approved by the City of Dayton.

##### **1. Take Action to Approve 2025 Meeting Schedule**

Chairperson Stevens asked Board members to review the proposed 2025 meeting schedule. Meetings will not be held in the months of July and October. Ms. Martin suggested that regular ethics training be conducted in 2025, and the Board agreed to schedule one or two sessions during regular meetings. Ms. Lemman will follow up. Hearing no additional comments to the proposed schedule, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Vice Chairperson Kenley, seconded by Mr. Herbst, and unanimously voted to approve the 2025 Board meeting schedule as presented.

##### **2. Request to Sign Annual Conflict of Interest and Ethics Policy**

Chairperson Stevens asked the Board members to review and sign the annual Conflict of Interest and Ethics Policy and return the signed document to Ms. Lemman.

##### **B. Governance Committee Report**

##### **1. Discuss and Take Action Regarding Changes to Board Officer Terms**

Mr. Whelley said the Governance Committee met on December 23 to discuss a proposal to revise the Bylaws to increase an officer’s term from one year to two years. The goal is to provide leadership continuity and the ability to grow experience as chairperson and vice chairperson of the MCCFA. The Governance Committee recommended the following amendment:

“Except as the Board may otherwise provide, the terms of office for the Chairperson and Vice-Chairperson shall be one (1) year with an additional one (1) year renewal at the option of the Board of Directors and re-elected thereafter at the discretion of the Board for like terms and until their respective successors take office; provided, however, that if any such officer ceases to be a Director they shall also cease to be such officer....” This amendment to Article III, Section 3.6 of the Bylaws is effective January 1, 2026.

Mr. Whelley called for a motion.

**MOTION:** It was moved by Mr. Reynolds and seconded by Ms. Powell to amend the Bylaws, Article III, Section 3.6 to be effective January 1, 2026, to read “Except as the Board may otherwise provide, the terms of office for the Chairperson and Vice-Chairperson shall be one (1) year with an additional one (1) year renewal at the option of the Board of Directors and re-elected thereafter at the discretion of the Board for like terms and until their respective successors take office; provided, however, that if any such officer ceases to be a Director they shall also cease to be such officer.”

Mr. Whelley asked for discussion. It was suggested by Ms. Martin that the language “in each case” be added to delineate between the Chairperson and Vice Chairperson. It was further clarified that today’s election and appointment of officers is for a one-year term beginning January 1, 2025, and that the proposed language does not create term limits for officer positions.

Hearing no further discussion or questions, Mr. Whelley called for an amended motion to add “in each case.”

**MOTION:** It was reaffirmed by Mr. Reynolds, seconded by Ms. Powell, and unanimously approved by roll call vote to amend the Bylaws, Article III, Section 3.6 to be effective January 1, 2026, to read “Except as the Board may otherwise provide, the terms of office for the Chairperson and Vice-Chairperson shall be one (1) year with an additional one (1) year renewal at the option of the Board of Directors and re-elected thereafter at the discretion of the Board for like terms and, in each case, until their respective successors take office; provided, however, that if any such officer ceases to be a Director they shall also cease to be such officer.”

## **2. Discuss and Take Action to Elect Board Officers**

Mr. Whelley confirmed that Chairperson Stevens, Vice Chairperson Kenley, and Secretary Schrimpf have agreed to serve in their respective officer

positions for 2025. Several members expressed their appreciation and confidence in their leadership.

Mr. Whelley requested additional nominations for Chairperson. Hearing none, Mr. Whelley called for a motion to elect the Chairperson.

**MOTION:** It was moved by Secretary Schrimpf to place in nomination Michael Stevens to elect him Chairperson of the Board of Directors of the Montgomery County Convention Facilities Authority for a period of one year commencing on January 1, 2025, or until a successor is appointed. Mr. Reynolds seconded the motion. Hearing no further discussion, a roll call vote was requested. The motion passed unanimously.

Mr. Whelley requested additional nominations for Vice Chairperson. Hearing none, Mr. Whelley called for a motion to elect the Vice Chairperson.

**MOTION:** It was moved by Ms. Powell to place in nomination Belinda Kenley to elect her Vice Chairperson of the Board of Directors of the Montgomery County Convention Facilities Authority for a period of one year commencing on January 1, 2025, or until a successor is appointed. Ms. Lofton seconded the motion. Hearing no further discussion, a roll call vote was requested. The motion passed unanimously.

**3. Discuss and Take Action to Appoint Board Secretary and Affirm Fiscal Officer**

Mr. Whelley said that Secretary Schrimpf has expressed her willingness to serve in 2025. Mr. Whelley requested additional nominations for Secretary. Hearing none, Mr. Whelley called for a motion to appoint the Secretary

**MOTION:** It was moved by Vice Chairperson Kenley to place in nomination Amy Schrimpf to appoint her Secretary of the Board of Directors of the Montgomery County Convention Facilities Authority for a period of one year commencing on January 1, 2025, or until a successor is appointed. Chairperson Stevens seconded the motion. Hearing no further discussion, a roll call vote was requested. The motion passed unanimously.

As Fiscal Officer, Mr. Fraunfelter has a contract, which expires on June 30, 2025. Mr. Whelley reminded the Board of its recognition by the Auditor of State for another year of GAAP excellence, due in large part to Mr. Fraunfelter's outstanding performance. Mr. Whelley requested a motion to reaffirm Mr. Fraunfelter's position.

Ms. Lofton suggested that Mr. Fraunfelter’s contract renewal be extended to a term that aligns with the fiscal year. Ms. Plageman said she will follow up on that recommendation.

**MOTION:** It was moved by Ms. Lofton to reaffirm the appointment of Sean Fraunfelter as Fiscal Officer of the Montgomery County Convention Facilities Authority with a term continuing until a successor is appointed by the Board. Chairperson Stevens seconded the motion. Hearing no further discussion, a roll call vote was requested. The motion passed unanimously.

**C. Marketing & Branding Committee**

**1. Update Regarding Art Acquisition – Phases 1 and 2**

Vice Chairperson Kenley said two pieces have been selected for Phase 2 – an outdoor sculpture and a suspended sculpture for the lobby. A total of \$250K was budgeted for Phase 1. These two pieces total \$180K, leaving \$70K for the next phase. Both pieces are being fabricated, and installation is expected by April 2025. In response to a question about local artists, Ms. Plageman said local artists are being considered for Phase 2. The art consultant, Ms. Fredette, has been invited to the February 6 meeting to discuss the additional phases.

For Phase 2, the remaining budget is \$70K. Vice Chairperson Kenley said the Committee is looking at a suspended sculpture for the second-floor skylight, and a “second front door” on a third-floor wall. The RFPs were issued in December, with a review of submissions in January, and a selection of artists in February. The installation goal for these pieces is June 2025.

The Marketing & Branding Committee will review the budget and consider additional Phase 3 projects using interest income.

**2. Update Regarding Exterior Digital Signage**

Vice Chairperson Kenley said the installation is complete and wall coverings are in progress to cover the old sign. The “DAYTON” wall scapes have been installed, and the finishes still need to be completed. The wall scapes are placeholders and can be sold as sponsorships. Five sponsorships have been secured to date for the exterior sign which will generate revenue for the Dayton Convention Center, estimated at \$20K for each of the next three years. The revenue will appear on the ASM/DCC financials, and ASM will sell ad space. A discussion took place about the gap with the “DAYTON” wall scape, and Ms. Plageman said she will explore options. A media event, in collaboration with Key-Ads, is scheduled for January.

### 3. Update Regarding Relaunch Activities

Two events are planned in 2025 to celebrate the relaunch of the convention center. The first is a family-friendly, community open house on Friday, June 27, and the second is an invitation-only gala on the evening of Thursday, October 16. Staff will present draft plans to the Committee in February, and the Marketing & Branding Committee will review activities and the budget and contribute ideas. Both events are already on the Board members' calendars, and the Committee will update the Board in the next couple months.

## D. Development & Operations Committee

### 1. Take Action Regarding Junior Ballroom Renovation

Secretary Schrimpf presented a Messer Construction quote totaling \$103,239.51 to refresh the Junior Ballroom with carpet, paint, and acoustic ceilings. The Committee has previously approved the project. The Messer contingency funds will be used to pay for the renovation. Secretary Schrimpf asked for discussion. Ms. Plageman said the renovation of the Junior Ballroom was originally not in scope. Chairperson Stevens remarked that the renovation is an additional opportunity to generate revenue and provides consistency with the other renovation projects in the center. Ms. Plageman said a small amount will remain in the Messer contingency fund after the Junior Ballroom renovation, and she reminded the Board that it had previously approved the kitchen air handling unit from those contingency funds. Hearing no further discussion, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Secretary Schrimpf, seconded by Mr. Reynolds, and voted unanimously to ratify the expenditure of \$103,239.51 from Messer's contingency fund to renovate the Junior Ballroom as presented.

Secretary Schrimpf also said that the Development & Operations Committee will meet before the February Board meeting to review the design team's recommendations to add clouds and color changing ceiling lights to Hall B. Ms. Plageman said it became obvious at the NAACP event that there was a design gap, and she asked the design team, LWC, to explore a phased approach to install additional clouds. LWC and Messer are preparing an estimate, which may be \$300K. The owner's contingency fund, which has a balance of \$796K, will be used. The design will be shared with the Development & Operations Committee at its January 30 meeting. Ms. Lofton questioned the original decision not to extend the clouds to Hall B. It was agreed that LWC will be asked to attend the January 30 Development & Operations Committee meeting and the February 6 Board meeting for a discussion. Ms. Powell asked about the timeframe to spend the remaining

contingency funds, estimated at \$500K, and Mr. Fraunfelter said it must be spent in May. Ms. Plageman said a list has been created, and she will collaborate with ASM on additional needs. It was noted that wayfinding, both digital and static for each floor, is in the project budget and is in fabrication now. Installation will be before April 2025.

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

**1. Review and Take Action Regarding October 2024 ASM/DCC Financial Report**

Mr. Fraunfelter presented the Dayton Convention Center's October 2024 financial report highlights. Net income loss -\$1,422,000. November is down; won't make budget as attempted, although it is trending better than the prior year. Rental income and sponsorship did not materialize in 2024. For 2025, there are now sponsorship revenues with the digital sign and other opportunities for ASM to generate revenue as previously discussed. Advance deposits in October is about \$222K for events previously booked. Looking at the outstanding receivables, ASM has been able to collect all funds outside of the group that are over 120 days, which has been provided to the Board. For October, all of the current amount (\$251,294) was collected. Hearing no further discussion, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Secretary Schrimpf, seconded by Ms. Powell, and unanimously voted to approve the October 2024 ASM/DCC Financial Report as presented.

**2. Review and Take Action Regarding November 2024 CFA Financial Report**

Mr. Fraunfelter presented the November highlights. In the last budget amendment, we increased the lodging tax collections from \$4.1M to \$4.2M. We finished the year over \$4,120,000. Although the number was not met, collections were higher than last year. Nothing unusual for expenses. Under contract services, we have higher security expenses due to a number of events in November. Under reserves, operating reserve is just under \$600K and another almost \$2M for operations. New amount for FY debt service; monthly transfer will be \$236,241 which is almost \$7,000 higher than 2024.

Amended budget number for capital fund interest was \$1.2M, and it looks like we will hit \$1,207,000 for 2024 interest. Under expenses, Messer had two payments made and another payment on the camera project. Hearing no further discussion, Chairperson Stevens called for a motion.



**MOTION:** It was moved by Ms. Lofton, seconded by Mr. Gruner, and unanimously voted to approve the December 2024 CFA Financial Report as presented.

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

**1. DCC General Manager Update**

Mr. King presented the DCC highlights and actual-to-budget numbers. Reynolds & Reynolds has booked for 2025. Total income was short by approximately \$27K due to reduced F&B income and fewer booked events. Ongoing utility costs have skewed the budget. Attendance figures were about the same as 2023. He said clients are negotiating rent prices, and ASM needs to do a better job of passing on costs, such as labor and security, to the client. It was noted that financials have also been impacted by construction, competition, and lack of a headquarter hotel.

Ms. Plageman said new, high-profile business is coming to the center in 2025, such as the Chamber of Commerce Annual Meeting, the Dayton Development Coalition Annual Meeting, and the American Heart Association Heart Ball. Ms. Lofton asked about comparative pricing analysis of the local competition and whether the CFA is tracking new hotel development, with analysis of demand and supply. Ms. Plageman said she and Mr. King will work on a side-by-side comparison to include F&B, parking, room rental, etc., although getting some information from private facilities is difficult or unavailable. Mr. King is working on strategies to generate more revenue using external and internal digital signage. In response to a suggestion about trained marketing personnel, Mr. King said ASM staff are being trained, and he has a plan for promoting a current position to a full-time marketing specialist.

**2. Executive Director Report**

Ms. Plageman provided the most recent hotel lodging tax collections. Revenue continues to grow, and we are projecting \$4.1M for the year, just short of budget. The Board discussed strategy ideas regarding short-term rentals. The CFA does not have authority to enact an STR tax on its own; state legislation would be needed, including a change to the current Excise Tax Regulations which authorizes the tax on facilities with five or more guest rooms. There are ongoing conversations about parity with hotels through the Ohio Hotel Lodging Association and the Ohio Association of Convention and Visitors Bureau. Ms. Giambrone suggested beginning conversations with interested parties, including local legislators, Oregon Mayors Alliance, Municipal League, Ohio City & County Management Association, and other CFAs in the state. Ms. Plageman will follow up with Ms. Giambrone on an action plan.

**V. Executive Session**

Chairperson Stevens said there are matters before the Board relating to the compensation of a public employee. He asked for a motion to adjourn to executive session.

**MOTION:** It was moved by Vice Chairperson Kenley to adjourn to executive session to consider the compensation of a public employee, pursuant to the authority set out at Ohio Revised Code Section 121.22(G)(1). The motion was seconded by Secretary Schrimpf. By roll call vote, the motion was approved unanimously.

All guests were excused. Following the executive session, Chairperson Stevens asked for a motion to return to public session.

**MOTION:** It was moved by Secretary Schrimpf to return to public session. The motion was seconded by Vice Chairperson Kenley. By roll call vote, the motion was approved unanimously.

**VI. Other Business**

**A. House Bill 257 – Virtual Meetings Bill** (*Note: This item was discussed before the Executive Session*)

Ms. Giambone presented an analysis of House Bill 257 which will permit virtual meetings for some public boards, including the CFA. The legislation will be effective 90 days after signature. The legislation requires public boards to adopt a policy, and Ms. Martin is working on a draft that will also identify what actions are carved out.

**VII. Next Meeting Date**

Chairperson Stevens announced the next meeting date is Thursday, February 6, 2025, beginning at 3:00 p.m., in Room 208.

**VIII. Adjournment**

Chairperson Stevens called for a motion to adjourn.

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

The meeting was adjourned at 5:12 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 January 2, 2025 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on February 6, 2025.

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