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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY  
BOARD OF DIRECTORS

Regular and Organizational Meeting

Thursday, January 2, 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 December 5, 2024 Board Meeting                       | Action      |
| IV.  | Reports and Communications  |             |
|      | A. Executive Committee  |             |
|      | 1. Take Action to Approve 2025 Meeting Schedule                                 | Action      |
|      | 2. Request to Sign Annual Conflict of Interest and Ethics Policy                | Information |
|      | B. Governance Committee   |             |
|      | 1. Discuss and Take Action Regarding Changes to Board Officer Terms             | Action      |
|      | 2. Discuss and Take Action to Elect Board Officers                              | Action      |
|      | 3. Discuss and Take Action to Appoint Board Secretary and Affirm Fiscal Officer | Action      |
|      | C. Marketing & Branding Committee   |             |
|      | 1. Update Regarding Art Acquisition – Phases 1 and 2                            | Information |
|      | 2. Update Regarding Exterior Digital Signage                                    | Information |
|      | 3. Update Regarding Relaunch Activities   | Information |
|      | D. Development & Operations Committee   |             |
|      | 1. Take Action Regarding Junior Ballroom Renovation                             | Action      |
|      | E. Fiscal Officer Report  |             |
|      | 1. Review and Take Action Regarding ASM/DCC November Financials                 | Action      |
|      | 2. Review and Take Action Regarding CFA December Financials                     | Action      |

- F. Executive Director Report
  - 1. DCC General Manager Update by Michael King Information
  - 2. Hotel Lodging Tax Update Information
  
- V. Executive Session – The Board will 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). Following the conclusion of the executive session, the Board will return to the open meeting.
  
- VI. Other Business
  - A. House Bill 257 – Virtual Meetings Bill Information
  
- VII. Next Meeting Date: Thursday, February 6, 2025, 3:00 p.m. (*tentative*) Information
  
- VIII. Adjournment Action

For More Information, Contact  
Teri Lemman at [tlemman@montgomerycountycfa.org](mailto:tlemman@montgomerycountycfa.org) | 937-539-5305



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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY  
BOARD OF DIRECTORS

Regular Meeting Minutes

Thursday, December 5, 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; Michael Roediger; Tom Whelley; LaShea Lofton; Richard Herbst; Paul Gruner; Jacquie Powell; Walter Reynolds

**ABSENT:** Amy Schrimpf (with notice)

**STAFF**

Pam Plageman, MCCFA Executive Director/CEO

Sean Fraunfelter, MCCFA Fiscal Officer

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.

**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 November 7, 2024 Meeting**

Chairperson Stevens asked for comments or edits to the November 7, 2024 Regular Meeting minutes. Ms. Powell said her name was missing from the list of Board members in attendance. Hearing no further edits, Chairperson Stevens called for a motion with the noted correction.

**MOTION:** It was moved by Mr. Reynolds, seconded by Vice Chairperson Kenley, and unanimously voted to approve the November 7, 2024 Regular Meeting minutes with the correction to add Ms. Powell to the list of Board members in attendance.

#### IV. Reports and Communications

##### A. Executive Committee Report

###### i. Receive Information Regarding Governance Committee Membership

Chairperson Stevens asked Board members if they had interest in becoming a member of the Governance Committee, which soon needs to meet to consider Bylaw changes. Mr. Whelley is the committee chairperson, and the second member is Mr. Roediger. No self-nominations were received.

###### ii. Receive Information Regarding Request of Governance Committee to Review Bylaws for Possible Changes to Officer Terms of Office

Chairperson Stevens said the Executive Committee supports Ms. Plageman's suggestion that the terms of officers be changed from one year to two years, effective in 2026. Ms. Plageman hopes this will provide more leadership continuity and the additional time allows for the development of more experience. Chairperson Stevens also said that he, Vice Chairperson Kenley, and Secretary Schrimpf wish to remain as officers in 2025. Upon questions from Mr. Whelley, it was suggested that the elections take place every other year beginning in 2026, and it would not be retroactive for 2025. It was agreed that the Governance Committee would meet before the January 2, 2025 Board meeting and develop a proposal.

###### iii. Receive Information Regarding January 2025 Board Meeting Regarding Election of Officers, Appointment of Secretary, 2025 Meeting Schedule, and Recommendation for Executive Director's 2024 Evaluation and 2025 Compensation

Chairperson Stevens said the January 2, 2025 meeting is the Organizational Meeting of the Board. The agenda will include the proposed 2025 meeting schedule, the election of the Chairperson and Vice Chairperson, and the appointment of the Secretary and the Fiscal Officer. The agenda will also include discussion, in Executive Session, of the survey results regarding Ms. Plageman's performance. Those responses have been compiled by Ms. Giambrone and will be circulated to the Board.

##### B. Finance Committee Report

###### i. Review and Take Action on Proposed Changes to MCCFA Procurement Policy

Mr. Fraunfelter presented proposed changes to the MCCFA Procurement Policy. The Finance Committee met in November to review it. He said the policy was developed when the MCCFA was formed, and some procedures

need to be changed to reflect current practices, such as purchase order procedures and cost accounting. The revisions have been reviewed by Ms. Plageman and Ms. Martin. The revisions include changing purchasing thresholds (Section III) according to best practices but within the Ohio Revised Code limits, and they match Montgomery County's thresholds.

At the November Finance Committee meeting, the committee asked Mr. Fraunfelter to explore accounting software that would provide more backup and could grow with the organization's accounting needs. Mr. Fraunfelter will report back to the committee in Q1 2025. In response to questions, Mr. Fraunfelter said Ohio Open Checkbook is not used as a GL system, and our audit is posted on the MCCFA website for transparency.

Hearing no further discussion or questions, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Mr. Roediger, seconded by Mr. Herbst, and unanimously approved to approve the revisions to the MCCFA Procurement Policy.

**ii. Review and Take Action on 2025 Budget**

Mr. Fraunfelter presented the 2025 budget. There was an increase in the City of Dayton lodging tax collections in 2024, and more is expected to be collected in 2025. Outside of the different tax collections, about \$1.7M is Food & Beverage, and approximately \$1.2M is event revenue. Some revenue has been added for sponsorships. \$2.8M in the operating fund is transferred for the debt service payment. The capital budget has been spent down for the renovation project, and amounts have been allocated for general consultants and legal fees in the hotel fund. The 2025 budget presented today will be reviewed throughout the year for adjustments. Hearing no further discussion or questions, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Ms. Powell, seconded by Mr. Reynolds, and unanimously voted to approve the 2025 budget as presented.

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

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

Mr. Fraunfelter presented the Dayton Convention Center September 2024 financial report highlights. Hearing no further discussion, Chairperson Stevens called for a motion.

**MOTION:** It was moved by Vice Chairperson Kenley, seconded by Mr. Reynolds, and unanimously voted to approve the September 2024 ASM/DCC Financial Report as presented.

**ii. Review and Approve October 2024 CFA Financial Report**

Mr. Fraunfelter presented the October highlights. In 2022, 41% of collections were by check; in 2023, it was 14%; and 8% as of October 2024. ACH transactions allow the MCCFA to receive funds earlier and reduces administrative handling. Paid the ground lease payment due in November of \$131K. Cash balances and operating reserves are about \$2.5M which will be critical for 2025 planning. STAR Ohio is just over 5% at the end of October. Not a lot spent out of capital fund, and we are running approximately 87% of the arbitrage requirement. The Kone elevator payment was made. The debt service balance of \$2.3M was paid on November 26. Moved money into the three reserves in November. Ms. Plageman said the SID Renewal is coming up, and with Arcade coming online, our payment will come down (\$50K assessment). In response to the question about the maximum debt service reserve, Mr. Fraunfelter stated the amount of \$1,418,711. Hearing no further discussion, Chairperson Stevens called for a motion.

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

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

**i. DCC General Manager Update**

Mr. King presented the DCC highlights and actual-to-budget numbers. Chairperson Stevens complimented ASM regarding the quality of recent events, and Ms. Powell said the building looks great. Vice Chairperson Kenley praised the quality of the new security firm. Ms. Lofton said the MCCFA should look into gas co-ops with the city and county. Ms. Plageman said utility costs are expected to decrease in 2025 due to energy efficiency improvements. Mr. King presented samples of the new patch program for clients.

**ii. Executive Director Report**

Ms. Plageman provided the most recent hotel lodging tax collections. However, it is possible the hotel lodging tax collections will not meet the 2024 target due to the delayed opening of a couple downtown hotels. Ms. Plageman said the Key-Ads installation is almost complete, and five new sponsors are close to being secured and will generate revenue.

**V. Executive Session**

Chairperson Stevens said there are matters before the Board relating to the purchase of certain real property for public purposes. 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 purchase of real and personal property for public purposes, pursuant to the authority set out at Ohio Revised Code Section 121.22(G)(2). The motion was seconded by Mr. Reynolds. By roll call vote, the motion was approved unanimously.

Following the executive session, Chairperson Stevens asked for a motion to return to public session.

**MOTION:** It was moved by Mr. Reynolds to return to public session. The motion was seconded by Ms. Lofton. By roll call vote, the motion was approved unanimously.

**VI. Other Business**

No other business was presented.

**VII. Next Meeting Date**

Chairperson Stevens announced the next meeting date is Thursday, January 2, 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 Vice Chairperson Kenley, seconded by Mr. Whelley, and voted unanimously to adjourn.

The meeting was adjourned at 4:24 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 December 5, 2024 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on January 2, 2025.



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