

**MINUTES OF THE METROPOLITAN ENTERTAINMENT & CONVENTION
AUTHORITY BOARD OF DIRECTORS MEETING – FEBRUARY 7, 2017**

A meeting of the Board of Directors of the Metropolitan Entertainment & Convention Authority (“MECA”), a Nebraska nonprofit corporation, was called to order by Chairwoman Diane Duren at 1:25 p.m. on February 7, 2017, in the MECA Board Room at CenturyLink Center Omaha, 455 N. 10th Street, Omaha, Nebraska.

Roll Call:

Present: Chairwoman Diane Duren, Ms. Dana Washington, Mr. Willy Theisen; and Mr. Jay Noddle.

Proof of Publication:

Notice of the meeting was published in *The Daily Record* on January 31, 2017, and in the *Omaha World-Herald* on January 31, 2017.

A copy of the Open Meetings Law was posted on the table near the side entrance to the MECA Board Room.

Approval of Minutes:

Mr. Noddle moved for approval of the minutes of the January 10, 2017, MECA Board Meeting, seconded by Ms. Washington

Motion carried: 4-0.

Executive Session

Chairwoman Duren stated the time is 1:27 p.m. and invited a Motion to enter into closed Executive Session for purposes of discussing personnel, real estate and potential claims matters.

A Motion to go into Executive Session for these specified purposes was made by Ms. Washington seconded by Mr. Theisen.

Motion carried: 4-0.

Ms. Susie Buffett joined the meeting at 2:00 p.m.

Adjournment

At 2:22 p.m. a Motion was made to come out of Executive Session and return to open session at 2:30 p.m., made by Mr. Noddle, seconded by Mr. Theisen.

Motion carried: 5-0

New Business – Lot B Study Committee Report, Recommendations, Action Items

Chairwoman Duren stated that one of the items the Board reviewed in Executive Session today was the Lot B Report from the Working Committee.

Mr. Noddle reported that MECA Board members have been individually briefed regarding the report's findings and recommendations, along with suggestions of follow-up items from the Committee's Chair, Mr. Ken Stinson. Mr. Noddle added that this is the point where work needs to begin on a definitive implementation agreement with the City, and he is very much in favor of having the Board act to move this forward with the City.

Chairwoman Duren invited Board comment.

Ms. Susie Buffett expressed her appreciation to Mr. Noddle and his long hours of work to see this project through. Ms. Dana Washington also thanked all those involved in the process that have established a solid framework for moving forward when market conditions are right. Mr. Willy Theisen noted that the scope of the report was very comprehensive, and it was a great effort from the Committee with very good recommendations. Chairwoman Duren read the following proposed Resolution:

RESOLVED, that MECA takes the following actions with respect to the Lot B Master Plan Executive Summary of December 2016:

1. We accept the Executive Summary as a guide going forward, and in particular endorse the Vision Statement and Guiding Principles;
2. We agree to begin working on its recommended Implementation (pages 36-40 of the Executive Summary and pages 3-4 of the Report Transmittal Letter dated January 11, 2017);
3. The Board designates Chair Diane Duren, CEO Roger Dixon, Counsel Bob Freeman and Board Member Jay Noddle to work collaboratively and expeditiously with the City of Omaha and the Lot B Implementation Committee; and
4. The Board reserves the right to review and approve (i) the recommendations of MECA's Working Group and the Community Implementation Committee, and (ii) all documents related to future development and governance of Lot B.

Chairwoman Duren invited public and Board comment and asked for a motion.

Moved by Ms. Washington seconded by Ms. Buffett.

Motion carried: 5-0

President/CEO Report:

Mr. Roger Dixon stated that MECA has been very busy with the meeting discussions regarding Lot B this month. The Committee's hard work has been reflected in their report and findings.

Mr. Dixon and Mr. Tom O'Gorman were in Los Angeles last week attending the Arena Network meetings prior to Pollstar Live!. This event is one of the largest gatherings of concert industry professionals in the world. It is a great opportunity to observe what is going on within the industry, do some serious networking with current and future business contacts face-to-face, and bring new events to the CenturyLink Center Omaha (CLCO) arena.

Other Business:

Convention Center Sales & Marketing Update

Ms. Denise Nebrugge stated that there are currently 141 events on the books utilizing 263 event days for the fiscal year 2016-2017. Since the January 10, 2017, Board Meeting, 7 events and over 4,000 hotel room nights have been added. In addition, 19 new license agreements have been signed.

Ms. Nebrugge and her team will be in Chicago this week to visit with the Religious Conference Management Association (RCMA), which was won with the combined efforts of MECA, Omaha Convention & Visitor's Bureau (OCVB) and Hilton Omaha, and will be here in Omaha in January 2018. This is a very exciting opportunity because it brings in religious meeting planners to take a look at Omaha. Ms. Deb Ward, the VP of Marketing & Communications at the OCVB, did an outstanding job of putting together the presentation showcasing Omaha's Tri-Faith Initiative, the Old Market, the Henry Doorly Zoo, the Boys Town campus and everything that makes Omaha a perfect place to hold religious conventions.

Corporate Sales & Marketing Update

Mr. Tom O'Gorman stated that since the last Board meeting on January 10, 2017, he had the opportunity to travel to Los Angeles with Mr. Dixon to attend the Arena Network meetings with Live Nation, Paradigm, and AEG Live. This is one of the biggest conferences of this type. There are numerous acts touring right now, which makes the process of booking events a little easier. MECA will continue to announce shows, and it looks like it will be a very good concert year for CLCO.

The renewal period for Club Seats at TD Ameritrade Park Omaha (TDAPO) continues. Mr. O'Gorman anticipates soon being back to 100% leased.

Chairwoman Duren inquired if the large number of concerts will impact overall attendance. Mr. O'Gorman stated that because most of the events are being scheduled on Friday and Saturday nights, that will help with the attendance. The attendance of concerts also is based on the price levels and the demographics the show attracts.

Mr. Jay Noddle asked if a lot of questions have been raised due to the recent newspaper coverage of Mutual of Omaha's decision to cut back on their involvement with the Swim Trials. Mr. Dixon stated the article did mention that Mutual of Omaha was not the largest sponsor. The Omaha Sports Commission (OSC) is actively pursuing securing the 2020 Olympic Swim Trials for Omaha and still feels there is a reasonable chance of winning it.

Operations and Technology Update

Mr. Raymond commended Ms. Pam Bugler, the new Event Services Manager, and the entire staff for a job well done in preparation for the Twenty One Pilots concert. This sold-out event had approximately 2,200 guests in the general admission section, many of whom showed up the night before to wait in line. However, the lines were orderly when CLCO was opened at 10:00 a.m. due to advance notice and proper preparation.

The Creighton University basketball season is slowly winding down and the focus is being turned to TD Ameritrade Park (TDAPO). De-winterizing of TDAPO has begun but is dependent on the weather. The water is scheduled to be turned on next week. The backs on the chairs outside the suites have been re-stained due to the sun fading them out. The pocket doors will be installed between suites 16 – 17 at the end of the month. This project is due to be completed in early March before the Creighton University baseball season begins.

Meetings have also begun with Creighton University regarding the baseball season and the Big East to talk about the league tournament scheduled for May.

Levy Food and Beverage Update

Ms. Chris VanDorn reported that there have been several internal promotions within Levy in the last 30 days. Mr. Adam Borders, who was the Director of Purchasing, was promoted to the Regional Purchasing Manager; Mr. Jerrod Ellison, who was the Senior Purchasing Manager, was promoted to General Manager of Purchasing; Mr. Darren Hill, who was the Sous Chef, was promoted to Senior Sous Chef; and Ms. Sheryl Feeken, a former Banquet Captain, was promoted to Banquet Manager. Levy spends a great deal of time and effort on training and development of its team and is happy to see this much growth and development from within. This leaves only one position remaining open in Levy's management team within the purchasing department. Ms. VanDorn is hopeful to have it filled this week with another internal candidate who may possibly be coming back home from Kansas City. Finally, the executive sous chef who left in December to be closer to his family in Arizona has had his position filled with an external candidate who will start in two weeks.

Ms. VanDorn noted that she is constantly challenging her management team to think outside the box in recruiting hourly team members, managers and new Not for Profit groups, which are utilized in both buildings to operate concessions. An email was received from the Omaha Chamber of Commerce regarding a new event they are starting called Careerokit. This event is an opportunity for tomorrow's workforce to see business in action. The Careerokit event runs April 1 – 8. Levy has decided to participate and give both high school and college students a day-in-the-life of the Levy team. Ms. VanDorn is attending a workshop tomorrow to learn more about the event and then will submit a proposal for their hands-on demonstration in the building within the next couple of weeks.

February is historically Levy's busiest month for sales. This February is no different. They are projected to do sales 60% higher than any actual or projected sales month in the entire year. It has been a few years since NSAA wrestling and President's Day Volleyball have overlapped, but it will again this February. In addition, Levy is in the process of planning all of the catering menus and all the areas for FEI World Cup, finalizing the TDAPO menus and getting the Park ready to open in just over a month.

Public Relations Update

Ms. Kristi Andersen stated that MECA has been very busy with concert and event announcements. The concert announcement for Lady Gaga was pushed out at 4:00 a.m. on Monday and the Internet lit up with interest.

A few members of CenturyLink's corporate office were here at CLCO and sent a film crew to make a video at the January 28th Creighton University versus DePaul's Pink-Out basketball game. Mr. Dixon and Mr. Raymond were interviewed. This was a highlight video on MECA's new public Wi-Fi that will be used as an internal video they show within their company, but it will also be shown broadly on an

external basis. It will be out on *PR News Wire*, as well as some other places. They have done these types of videos with the Denver Broncos and at the new Minnesota Vikings Stadium. It's an honor for CLCO to be featured corporately for them as well. The final product should be finished at the end of February. Ms. Andersen will distribute it to the Board when it is completed and feels it will highlight the building very well.

February 17 marks the official start of the college baseball season. On February 14, MECA will be holding an annual job fair for those seasonal positions available. MECA will take on an additional 150 seasonal employees just to work at the College World Series (CWS) and some of the spring/summer events. This information will be pushed out to the media this week. Ms. Andersen has an interview with Channel 6 on Friday to promote the job fair, and hopefully MECA will get many good applicants as they always do for those positions.

Finally, Ms. Andersen distributed a copy of the recent media report for the 4th Quarter 2016. CLCO was mentioned hundreds of times in news stories with estimated publicity value of \$7.2M dollars. The majority of these impressions focused on Creighton University Men's Basketball, as well as many of the concert announcements. These are all national stories that are reaching a wider area and don't take into account the coverage received locally.

Committee Updates:

Internal Governance Committee

Ms. Dana Washington reported that the Internal Governance Committee met on Friday, February 3, 2017, at MECA's offices. In attendance were Chairwoman Duren, Mr. Bob Freeman, Mr. Dixon, Ms. DeAnn Olsen, Ms. Tabitha Chase, and Ms. Washington who participated by telephone. The Committee reviewed the December Financial Statements. After overviews from and discussions with Ms. Olsen, the Committee found the report to be reasonable compared to plan and prior periods and consistent with standard MECA accounting practices. It was noted that CLCO had many great events in December, including the Top Rank Boxing event and many Creighton University Men's Basketball games that brought in significant food and beverage revenue.

The Committee reviewed a draft of MECA's annual IRS Form 990 which will be open to public inspection after filing. Ms. Olsen provided commentary and responded to questions regarding the draft and no concerns were noted.

The Committee received a copy of the new Travel & Entertainment Policy which has been distributed to the Board and will be voted on today.

The Committee discussed the 2018 budgeting process, and it was noted the process should always include a review of the Twenty Year Capital Plan.

In conclusion, Ms. Washington noted the Committee discussed the need for a rolling calendar to track the various items by month that should come up for discussion at the meetings.

Real Estate Committee

Mr. Jay Noddle stated that there is nothing additional to add to his report.

Contract Approvals:

Chairwoman Duren indicated there three contracts requiring approval.

MECA

Frankel Zacharia, LLC.

RESOLVED, that the Agreement between MECA and Frankel Zacharia, LLC for audit and tax preparation services for three years at fixed-fees, as set out on the attached summary, is hereby approved, and Roger Dixon as President/CEO is authorized on behalf of MECA to execute relevant Agreements following their finalization in a form reasonably approved by counsel.

Chairwoman Duren invited public and Board comment and asked for a motion.

Ms. Olsen noted that Frankel Zacharia, LLC came in with a bid that was equal to the last three years, and was \$7.5K lower than the next bid. Ms. Olsen highly recommends going forward with this contract due to the cost and because two of the partners have prior experience working with MECA's financials when they were with Deloitte & Touche.

Moved by Ms. Buffett seconded by Mr. Theisen.

Motion carried: 5-0

Travel & Entertainment Policy

RESOLVED, that the Board of Directors of the Metropolitan Entertainment & Convention Authority hereby adopts the attached Travel & Entertainment Policy.

Chairwoman Duren invited public and Board comment and asked for a motion.

Mr. Theisen noted that this is a very comprehensive policy.

Moved by Mr. Theisen seconded by Mr. Noddle.

Motion carried: 5-0

TDAPO

Premier Midwest Beverage Company

RESOLVED, that the Advertising/Sponsorship Agreement between MECA and Premier Midwest Beverage Company for advertising at TD Ameritrade Park Omaha, as more fully described on the attached summary, is hereby approved, and Roger Dixon as President/CEO is authorized on behalf of MECA to execute the Advertising/Sponsorship Agreement following its finalization in a form reasonably approved by counsel.

Chairwoman Duren invited public and Board comment and asked for a motion.

Moved by Ms. Buffett seconded by Mr. Theisen.

Motion carried: 5-0

Next Board Meeting

The next MECA Board of Directors Meeting is scheduled for Tuesday, March 14, 2017, at 8:00 a.m. in the MECA Board Room.

Adjournment

At 2:53 p.m. a Motion was made to adjourn, made by Mr. Theisen, seconded by Ms. Buffett.

Motion carried: 5-0

Adjournment (2:53 p.m.)