

**MINUTES OF THE METROPOLITAN ENTERTAINMENT & CONVENTION
AUTHORITY BOARD OF DIRECTORS MEETING – APRIL 5, 2016**

A meeting of the Board of Directors of the Metropolitan Entertainment & Convention Authority (“MECA”), a Nebraska nonprofit corporation, was called to order by Chairman Dana Bradford at 10:00 a.m. on April 5, 2016, in the MECA Board Room at CenturyLink Center Omaha, 455 N. 10th Street, Omaha, Nebraska.

Roll Call:

Present: Chairman Dana Bradford, Ms. Diane Duren, Mr. Jay Noddle, Mr. Willy Theisen, and Ms. Dana Washington.

Proof of Publication:

Notice of the meeting was published in *The Daily Record* on March 29, 2016, and in the *Omaha World-Herald* on March 29, 2016.

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

Approval of Minutes:

Ms. Washington moved for approval of the minutes of the March 15, 2016, MECA Board Meeting, seconded by Mr. Theisen.

Motion carried: 5-0.

President/CEO Report:

Mr. Roger Dixon reported that April is a busy event month as MECA is busy preparing the CenturyLink Center Omaha (CLCO) and TD Ameritrade Park (TDAPO) for the Berkshire Hathaway Annual Meeting, the College World Series (CWS) and the U.S. Olympic Swim Trials, all the while hosting numerous events in the arena and convention center and Creighton Baseball games at TDAPO.

Other Business:

Convention Center Sales & Marketing Update

Ms. Denise Niebrugge reported there are currently 164 events on the books utilizing 284 event days for this fiscal year beginning July 1, 2015. Since the March 15, 2016, Board Meeting, 4 events have been added with 10 event days and over 8,500 hotel room nights. In addition, 18 new license agreements have been signed.

Ms. Niebrugge plans to attend the American Society of Association Executives Springtime Show with representatives from the Omaha Convention & Visitors Bureau and the Omaha Hilton. This show brings in 800 to 1000 meeting planners. This year at their booth they will be grilling Omaha Steaks on the showroom floor, and the aroma alone will attract many planners to the booth.

Corporate Sales and Marketing Update

Mr. Tom O’Gorman stated that MECA is continuing to work through the renewal process for the Club Seats at CLCO. A little over half will be renewed this year.

Since the announcement of Amy Schumer, Mr. Gorman is currently negotiating another comedy show with the same agency. This agency contact was made at the PollStar Live! Conference that he and Mr. Dixon attended in San Francisco last February.

Operations and Technology Update

Mr. Kevin Raymond took the opportunity to recognize the entire staff for their hard work and dedication last weekend on effortlessly running simultaneous events in the convention center, arena and TD Ameritrade Park.

Project planning has begun for the new fiscal year for two large-scale projects that will occur in the months of July, August and September. The scheduling, bidding and ordering of products must be done months in advance. The first project will be to permanently repair the roof over Hall C. A small temporary roof repair was done in February which worked well. The integrity of the existing roof was inspected and found to be of high quality, meaning that no structural changes are required. A new product called Uniflex will be applied to the existing roof. Uniflex is sold at a quarter of the cost for total roof replacement and offers a ten-year warranty. The second project will be to offer arena Wi-Fi to the public. Mr. Raymond traveled with Cisco and CenturyLink and toured the U.S. Bank Stadium in Minneapolis. The tour was not just about looking at the new hardware but to also learn what it could mean for the fans. They are looking to the future and the capabilities that Wi-Fi may offer, and if integrated into our existing facility systems, how it may provide potential revenue for sponsorship and advertising. It is important to keep CLCO a state-of-the-art facility that will continue to be competitive.

Levy Restaurants Update

Ms. Chris VanDorn stated that since the last Board meeting Levy has hosted two National Invitational Tournament (NIT) games and officially wrapped up the Creighton Bluejays basketball season. They will compile sales reports to determine the right product mix of new signature items and the fan favorites, in addition to executing all the upcoming events. This information will be used as a starting point as Levy moves into next season.

Ms. VanDorn reported strong sales for the Zac Brown Band concert. This show was unusual as it had no intermission. Changes were made to increase the amount of points of sales to quickly move guests through the lines and to their seats before the show opened. Per caps were increased for the year over year.

Levy just finished up with the opening month of Creighton baseball at TDAPO. An entire range of sales were experienced due to the weather, and they ended the month slightly behind last year’s numbers based on the scheduled games but anticipate making it up in April. Stands at TDAPO are continuing to be de-winterized as projected attendance increases.

In preparation for the CWS, annual training is scheduled to occur on May 4. This training will include all current team members, the non-for-profit groups and all of the new hires who were brought on for the CWS. The 3-hour training course will include responsible alcohol service which is given by a National Restaurant Association trainer, Levy’s policy against harassment, all of OSHA Safety and Sanitation

training, and skills testing by department. Ms. VanDorn noted that the Chefs at TDAPO are hard at work creating the signature items that have become famous with the CWS. These new items will be a part of the media tasting held in June.

Chairman Bradford inquired if any special preparations are being done at TDAPO due to the NCAA allowing beer sales during the CWS. Ms. VanDorn responded that Levy has added an entire overnight shift to handle replenishment for the six portables that will be in place for the Big Ten. This will allow Levy an opportunity to review traffic flow patterns and trends, and make the necessary adjustments if needed. There is limited space on the concourse and optimal placement is very important. Having the new portables available will be a great opportunity to take the pressure off the concession stands. The number of purchasing and concession support managers have been increased to help with the flip and constant replenishment of product. Mr. Dixon noted that he is confident that Levy is very capable of handling it. TDAPO will be under a very critical eye of the NCAA because this is one of two test programs. MECA is very pleased that the NCAA approved the use of the six portables as there was a concern that long lines could be generated at the permanent concession stands. Chairman Bradford asked if there are any additional concerns with safety. Mr. Dixon responded that patrons purchasing beer will be wrist banded and not allowed to leave with more than two beers. The amount of security staff will also be increased.

Public Relations Update

Ms. Kristi Andersen stated that on March 20, 2016, MECA publicly released their 20-year Capital Improvement Plan, as well as the Strategic Plan and first ever Community Stakeholder's Report which was published in the *Omaha World Herald*. These reports were also distributed via email to MECA's large email database and published on a special web page. This information was released by MECA in many different ways as an effort to communicate more effectively with the public.

The 10th Street Activation for the CWS has received a lot of great press. People are interested in what is going to happen on the North Lawn of CLCO with the Ferris Wheel and food trucks. A very good story in the *Omaha World Herald* generated a lot of interest from vendors. Channel 6 also did a nice story this morning and fans seem genuinely excited to have more family-friendly activities. As the event gets closer and the Ferris Wheel and pool are being constructed, MECA will do a number of behind-the-scenes stories.

Ms. Andersen also reported that the Harlem Globetrotters are in town for their Friday night event. The morning was spent escorting a 6'8" Harlem Globetrotter around the city for radio and TV station coverage of the event.

Committee Updates:

Internal Governance Committee

Ms. Diane Duren reported the Internal Governance Committee met on Thursday, March 31, 2016, at MECA's offices. In attendance were Mr. Stephen Curtiss, City of Omaha Finance Director; Ms. Duren; Mr. Bob Freeman; Mr. Dixon; Ms. Lea French; Ms. Tabitha Chase and new Committee member Ms. Dana Washington. The Committee reviewed the January and February 2016 Financial Statements. After overviews from and discussions with Ms. French, Ms. Chase and Mr. Dixon, the Committee found the reports to be reasonable compared to plan and prior periods and consistent with standard MECA accounting practices. Ms. Duren said that MECA is doing very well year to date. The Committee then

reviewed a draft of MECA's annual IRS Form 990 (Return of Organization Exempt from Income Tax), which will be available to the public after it has been filed. Minor changes and corrections were made, and the Form 990 has been distributed to the Board for final review by May 1 2016, prior to filing. No concerns were noted by the Committee. The Committee also conducted a review of the 1st Quarter 2016 MECA Investment Summary and found the summary to be reasonable and consistent with policy. The Committee decided to conduct a full review of the Policy Investment Strategy during the 3rd quarter of 2016 and will utilize the services of a Wells Fargo Investment Advisor as the review is conducted. The Employee Gift Log was reviewed for November 2015 through February 2016 to ensure compliance with the Code of Business Conduct and Ethics Policy. No exceptions or unusual items were noted. Finally, the Committee discussed revising the formula used to determine the amount of funds that are designated to the Capital Reserve Fund. After discussion, it was determined that Mr. Dixon and Ms. French will present a proposal at the next Internal Governance Committee meeting and subsequently bring it for Board review at the next Board of Director's meeting.

Real Estate Committee

Mr. Jay Noddle reported that there was not a formal Real Estate Committee meeting since the last Board meeting; however, the Lot B Study Group has been very active. The group received the closed contract from the consultants about ten days ago, and it has been circulated among the Lot B Study Group for review. Comments will go back to the service providers later this week. The group has received information requests and will request nondisclosure agreements if deemed necessary. A meeting schedule will be communicated soon. The Task Force feels that a preliminary recommendation could be seen as early as the end of July.

Contract Approvals:

Chairman Bradford indicated there are three contracts requiring approval today.

MECA

Chairman Bradford read the following resolutions:

Guardian Dental and Standard Security Agreement

RESOLVED, that the Agreements between MECA and (i) Guardian for dental insurance and (ii) Standard Security as the reinsurance carrier, as set out on the attached summary, are hereby approved, and Roger Dixon as President/CEO is authorized on behalf of MECA to execute the Agreements following their finalization in a form reasonably approved by counsel.

Chairman Bradford invited public and Board comment and asked for a motion.

Moved by Mr. Noddle, seconded by Ms. Duren.

Motion carried: 5-0.

CLCO

Floors, Inc. Agreement

RESOLVED, that the Agreement between MECA and Floors, Inc. to provide all labor, equipment and materials to remove metal plate flooring in seven walk-in coolers and replace with industrial-strength vinyl flooring at CenturyLink Center 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 Agreement following its finalization in a form reasonably approved by counsel.

Chairman Bradford invited public and Board comment and asked for a motion.

Moved by Ms. Duren, seconded by Mr. Theisen.

Motion carried: 5-0

TDAPO

Edward Don & Company Agreement

RESOLVED, that the Agreement between MECA and Edward Don & Company for the purchase of food service equipment for 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 Agreement following its finalization in a form reasonably approved by counsel.

Chairman Bradford invited public and Board comment and asked for a motion.

Moved by Mr. Noddle, seconded by Mr. Theisen.

Motion carried: 5-0

Election of Officers

WHEREAS, the following slate of officers has been proposed to serve for the terms designated and until their successors are duly-elected and qualified.

NOW THEREFORE BE IT RESOLVED, that the following are elected as officers of MECA:

Chair: Diane Duren - 2 years
President/CEO: Roger Dixon – 1 year
Vice Chair: Jay Noddle - 1 year
Treasurer: Dana Washington - 1 year
Secretary: Willy Theisen - 1 year
Assistant-Secretary: Robert L. Freeman – 1 year

FURTHER RESOLVED, that said officers shall serve for terms commencing May 1, 2016, and until April 30, 2018, in the case of the Chair, and April 30, 2017, for the other offices.

Chairman Bradford invited public and Board comment and asked for a motion.

Mr. Freeman noted that the effective date of this resolution was previously discussed with Board members due to past practice which has been to have it effective on the date of election. There are a couple of reasons to make it effective prospectively on May 1. First, it will avoid the mid-meeting passing of the gavel. Second and more significantly, it will create continuity and predictability in the terms the officers serve from May 1 to April 30 each year of office and two years for the Chair. It will be more effective than the randomness of the April meeting dates from a governance standpoint. The Board may decide to make it permanent and amend the bylaws in a year or two. They may also opt to review it annually and make it effective because it's a good policy, but not change the bylaws.

Mr. Noddle noted that MECA has accomplished a number of significant things since Mr. Bradford has been Chairman and thanked him for a fantastic job. Mr. Noddle also welcomed Ms. Duren to her new position on the Board.

Moved by Mr. Noddle, seconded by Ms. Washington.

Motion carried: 5-0

Next Board Meeting

The next MECA Board of Directors Meeting is scheduled for Tuesday, May 3, 2016, at 10:00 a.m. in the MECA Board Room.

Executive Session

Chairman Bradford stated the time of 10:25 a.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 Ms. Duren.

Motion carried: 5-0.

Adjournment

At 10:57 a.m. a Motion was made to come out of Executive Session and to adjourn, made by Ms. Duren, seconded by Mr. Theisen.

Motion carried: 5-0

Adjournment (10:57 a.m.)