

**MINUTES OF THE METROPOLITAN ENTERTAINMENT & CONVENTION
AUTHORITY BOARD OF DIRECTORS MEETING – SEPTEMBER 13, 2016**

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 10:00 a.m. on September 13, 2016, in the MECA Board Room at CenturyLink Center Omaha, 455 N. 10th Street, Omaha, Nebraska.

Roll Call:

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

Proof of Publication:

Notice of the meeting was published in *The Daily Record* on September 6, 2016, and in the *Omaha World-Herald* on September 6, 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:

Mr. Noddle moved for approval of the minutes of the July 12, 2016, MECA Board Meeting, seconded by Ms. Washington.

Motion carried: 5-0.

President/CEO Report:

Mr. Roger Dixon stated that this time of year there is a lot of travel for TDAPO (TD Ameritrade Park Omaha) and CLCO (CenturyLink Center Omaha), both for personal and business reasons. In July, Mr. Dixon attended the International Association of Venue Managers Conference which was held in Minneapolis, MN. It was very informative, and Mr. Dixon noted that MECA received a great deal of recognition for the College World Series and the U.S. Olympic Swim Trials.

There has been some staff turnover in the past two months, but MECA will continue to move forward. Mr. Dixon was pleased to announce that a new Chief Financial Officer, Ms. DeAnn Olsen, will be joining MECA on October 10th. Ms. Olsen brings many years of experience from ConAgra and other firms. She will be a good addition to the team.

Other Business:

Convention Center Sales & Marketing Update

Ms. Denise Niebrugge reported there are currently 119 events on the books utilizing 242 event days for the fiscal year. Since the July 12, 2016 Board Meeting, 15 events with 24 event days and over 2,200 hotel room nights have been added. In addition, 24 new license agreements have been signed.

Ms. Niebrugge stated that there is a lot of business travel being done during these summer months. She, along with the Omaha Convention & Visitors Bureau (OCVB) attended the American Society of

Association Executives (ASAE) Conference in August in Salt Lake City, Utah. Over 800 people walked through their booth representing approximately 350 organizations. The booth was very popular as they grilled Omaha Steaks and handed out mugs of root beer and soap. Admittedly, an odd combination with the soap, but it is getting awareness out there for Omaha. Ms. Cathy Keller with the OCVB received some exciting news regarding winning the Best Booth Contest while there. The entire team was very excited, as this too brought additional attention to Omaha. Ms. Buffett inquired as to what soap was distributed at the convention and noted that there is a soap called “Ode to Omaha” that they may want to consider to further the branding of the City of Omaha.

The team also attended the Connect Marketplace event at the Gaylord Convention Center in Grapevine, Texas at the end of August. They had 27 one-on-one appointments with associations, corporate, and sports markets.

This week finds Ms. Niebrugge’s entire team on business travel. Ms. Theresa Contreras, accompanied by Mr. Matt Heck with the OCVB, are on a road show that started in Philadelphia on Sunday and will end up in Washington D.C. on Thursday. They will have the opportunity to meet one-on-one with 12 organizations between these cities. The cities of Wichita and Bloomington will be represented as well on this trip, as it is easier to secure appointments with a client if there is more than one city represented. The client will see three cities at once. There will be a focus group in Washington D.C. where 10 executive directors will actually sit down and be asked a variety of questions. Questions will also be asked about Wichita, Bloomington, and Omaha. Ms. Contreras will be able to listen to what they actually say about Omaha. These executive directors have businesses in the Midwest and travel around the Midwest, making them a good cluster of meeting planners to hear about these cities.

Ms. Gillian Austin will be heading to Nashville to do a presentation for the Fraternal Order of Police. There are approximately 200 board members attending. Ms. Austin, along with representatives from the OCVB and Hilton Omaha, will take the stage for a presentation and video. They will also have an opportunity to network with them following the presentation. The team is attempting to secure their 2021 conference.

On Thursday, Ms. Niebrugge is leaving for Baltimore to attend the Convention Industry Council Conclave, which is made up of all certified meeting professionals.

Lastly, Ms. Niebrugge announced that there will be over 2000 members with Lions International coming to the City this week. It took four tries for the team to finally get this convention to Omaha and they are very excited about them being here.

Corporate Sales and Marketing Update

Mr. Tom O’Gorman stated that the last three weeks have been stressful as Creighton University has not finalized the men’s basketball schedule yet. The schedule has changes due to determining TV broadcasting times and other various issues. It is about 2 ½ weeks late which makes it difficult to move other events and announcements around. Mr. O’Gorman is hopeful it will be released today or tomorrow.

The final process of relocating club seat holders at CLCO is being completed. The non-renewal seats are being sold. These are meticulous details that are focused on during the slower months.

In July, Mr. O’Gorman and Ms. Kristi Andersen attended the Terence Crawford fight that was held in Las Vegas. They met with several representatives from Top Rank to discuss bringing more events to Omaha. It was a productive trip and seems to be moving in the right direction.

Since the last Board Meeting on July 12th, Eric Church, Shawn Mendes, and Arianna Grande have been announced. There are a few more announcements that are still coming. Shawn Mendes and Arianna Grande are the biggest up-and-coming acts right now. They are featured in *Billboards* Top 100, and ranked in the top 10 with their new albums. Mr. O’Gorman is excited to have some younger acts to offer a greater diversity of events appealing to different generations.

Operations and Technology Update

Mr. Kevin Raymond stated that during the months following the CWS and U.S. Olympic Swim Trials, he encouraged staff to take vacations and spend some time with families. Employees need to get rested and rejuvenated to prepare for the upcoming busy fall schedule.

The security procedures are being reviewed and evaluated specifically for the arena. Unfortunately, we live in a different world today where scanning and bag checks are becoming an important subject of security. A balance is being determined of having good comprehensive security while still getting the guests into the facility in a timely matter. It can be challenging with anywhere from 5-15k guests arriving for an event a half an hour before it starts, wanting to park and get to their seats. Ms. Andersen has done a remarkable job getting the message to fans and working with the media so that fans understand that they will need to arrive early to get through screening and to their seats. Mr. Raymond believes the arena security is headed in the right direction; it will continue to be monitored and changes will be made as needed.

These summer months are also a great time to complete projects in and around the facilities. In July, repair and resealing of Hall C was addressed. Although it has been difficult with the amount of rain received, completion is still anticipated in October. There have been numerous concrete repairs in Lot A. MECA has also replaced all data cables and approximately 184 floor boxes getting ready for trade show season. The wireless installation has begun in the arena. Due to backorders, this project started slower than expected but is back on track and scheduled to be completed, tested and ready for public use in mid-October.

As previously mentioned, Mr. Raymond noted that MECA has lost their Guest Services Manager, Director of A/V Technology and most recently, the Stadium Manager. Unfortunately, good people are a target of being recruited out of this facility and other opportunities to further their careers also can materialize. All three were very valuable members of Mr. Raymond’s management team, and he is happy for each one personally to be able to take the next step in their career. MECA is in the process of looking for replacements.

Public Relations Update

Ms. Kristi Andersen stated that Jimmy Buffett played to a nearly sold-out crowd of very colorful “Parrott Head” fans. They seemed to really enjoy the event which, for a few, began before noon tailgating in the designated CLCO parking lots. A lot of extra communication was done for this show in particular, partly because we are in a new normal now in regards to security checks. A number of different efforts were utilized to get the message out for fans to expect it to take a bit longer to move through security checks. Media interviews and e-blasts seemed to get the fans attention, they arrived

earlier and security lines seemed to move a bit quicker. MECA will continue to push that message before every arena event moving forward.

Since the last Board Meeting in July, the economic impact numbers for the U.S. Olympic Swim Trials were released from the OCVB and were quite impressive. The total economic impact of this event totaled \$74.5 million dollars for the community. If you watched the 2016 Summer Olympics held in Rio de Janeiro, Omaha and CLCO continued to be mentioned over and over. Video clips were shown of the U.S. Olympic Swim Trials in Omaha offering wonderful exposure on an international scale for both this facility and the city of Omaha.

Ms. Andersen was excited to announce that members of the U.S. Olympic Gymnastics Team will be in Omaha on October 8th for the Kellogg's Tour of Gymnastics' Champions. Expected members of the Final Five include Simone Biles, Gabby Douglas, and Aly Raisman (depending on schedules) will be here. There is a very nice article in today's *Omaha World-Herald* Living Section. Next Wednesday, September 21st, Jordyn Wieber, the 2012 gold medalist, will be here to talk to the media and promote the event.

Finally, next week Aksarben will be presenting the Cinch World's Toughest Rodeo. This event is MECA's official kick-off of the fall season. Chairwoman Duren inquired as to when the facility would begin to bring in the dirt needed. Ms. Andersen replied that it will begin this Wednesday.

Committee Updates:

Internal Governance Committee

Ms. Dana Washington reported that the Internal Governance Committee met on Wednesday, August 31, 2016, at MECA's offices. In attendance were Mr. Stephen Curtiss, City of Omaha Finance Director; Ms. Washington; Chairwoman Duren; Mr. Dixon; Ms. Tabitha Chase; and Mr. Bob Freeman. The Committee conducted a review of the June Investment Summary and found the summary to be reasonable and consistent with policy. Now that MECA has a new Chief Financial Officer in place, the Committee will resume conducting quarterly rather than monthly reviews. The Committee reviewed all conflicts of interest and identified the Code of Business Conduct and Ethics Attestation process. All conflicts reported were deemed to be immaterial, not a conflict or mitigated by appropriate internal controls. The Committee began its annual review of all policies and will continue at the next meeting. There was a discussion in making minor changes in certain policies and the potential of adding policies. The Committee reviewed the June and Year End 2016 Financial Statements. After overviews from and discussions with Ms. Chase, the Committee found the reports to be reasonable compared to plan and prior periods and consistent with standard MECA accounting practices. It was discussed that MECA had another profitable year with CLCO approximately \$1.8m ahead of budget due to great food and beverage sales, as well as many sold-out concerts. Finally, the Committee reviewed the TD Ameritrade Park Waterfall to ensure that the amounts being contributed based on year end numbers are in accordance with CWS of Omaha, Inc.

Real Estate Committee

Mr. Jay Noddle stated that the Real Estate Committee's activities have been focused on and limited to the work the Lot B Study Group is accomplishing. The first priority of MECA as a participant on this Lot B Study Group is, first and foremost, to see to it that commitments made to MECA's clients are fulfilled to the best of MECA's ability to meet or exceed their expectations. Focus primarily comes

down to facility parking and ease of access. The second priority is that if Lot B is to be redeveloped, there is a guideline in place to influence a great outcome. The Real Estate Committee, which includes the members from the Lot B Study Group, will meet tomorrow with all the consultants. The Lot B Study Group and the consultants will make a comprehensive recommendation to the Committee. It will include parking solutions and cost estimates for those parking solutions, should Lot B be redeveloped. It will contain recommendations for Lot B redevelopment that includes use and density recommendations, building heights, and how branding might be handled. Ultimately that will lead to a recommended pallet of materials. There will also be discussion and focus on some possible site configurations. Mr. Noddle would expect that the Committee will accept the recommendations due to the amount of work put into the study. It is important to realize that this package is a guide. If the Committee embraces the recommendation, the next step will be for the Lot B Study Group to craft a recommended governance and implementation structure. The following step would be to have the City and MECA formally adopt the plan and make a Covenant recording against the land. At that point, the Committee would not be needed again until a development opportunity presents itself, whether it's through the City, MECA or Donors Trust, etc. However, Mr. Noddle feels there may be a need for on-going work of the Study Group due to the number of other initiatives involved in and around the downtown area. Hopefully, it will be known before the next Board of Director's meeting what the Study Group has recommended to MECA, the City, and Community.

Chairwoman Duren inquired about what will be done to ensure that there will be a competitive bidding process in place if interest is indicated for redevelopment. Mr. Noddle responded that information will all come through in the structure of the governance/marketing/implementation of the plan.

Mr. Theisen noted a concern that replacement parking must be in place before redevelopment could take place. Mr. Dixon reminded the Board of its Resolution adopted regarding replacement parking. Mr. Noddle added that the Study Group's recommendation will come to MECA's Board and time will be spent carefully vetting and understanding it before proceeding. Chairwoman Duren noted that it is very clear that MECA's client's needs must be met first and she believes the Study Group has come up with some good viable options that may change the resolution slightly.

Contract Approvals:

Chairwoman Duren indicated there are five contracts requiring approval today.

CLCO

Edward Don & Company

RESOLVED, that the Agreement between MECA and Edward Don & Company for the purchase of chef table equipment for 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.

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

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

Motion carried: 5-0

Hockenbergs Foodservice Equipment & Supply Company, Inc.

RESOLVED, that the Agreement between MECA and Hockenbergs Foodservice Equipment & Supply Company, Inc., for the purchase and installation of kitchen and serving equipment for 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.

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

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

Motion carried: 5-0

Miller Electric Company

RESOLVED, that the Agreement between MECA and Miller Electric Company for the testing and inspection of the electrical distribution system 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.

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

Mr. Raymond noted that this Agreement is for annual service checks for next three years. Miller Electric Company will perform a very thorough inspection of the main distribution system.

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

Motion carried: 5-0

TDAPPO

Sportsgraphics

RESOLVED, that the Agreement between MECA and Sportsgraphics, Inc. to recover or replace existing wall and rail pads surrounding the field 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 Agreement following its finalization in a form reasonably approved by counsel.

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

Mr. Noddle asked what the function of a batter's eye structure was. Mr. Raymond stated that it is the darkening of the background behind the pitcher that helps batters see the ball better.

Moved by Ms. Washington, seconded by Ms. Buffett.

Motion carried: 5-0

MECA

US Foods, Inc.

RESOLVED, that the Advertising/Sponsorship Agreement between MECA and US Foods, Inc., for advertising at CenturyLink Center Omaha and 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 Mr. Noddle, seconded by Mr. Theisen.

Motion carried: 5-0

2017 FEI World Cup Presentation

Ms. Lisa Roskens and Mr. Mike West provided an informational overview to the Board of Directors of the Longines FEI World Cup Jumping and FEW World Cup Dressage Finals to be held at CLCO on March 29 – April 2, 2017. This event is the only annual world championship in equestrian sports, second only to the Olympic Games. Athletes from all over the world will compete in different events spanning a week of high-class, intense competition. Over 60,000 spectators are expected to attend to not only watch the competition, but to enjoy a week in Omaha. The finals are projected to have a significant economic impact on the Omaha area. Spectators from all 50 states and over 15 countries will attend. The World Cup is a global event with global implications. A number of factors helped Omaha beat out London, s’Hertogenbosch and Hong Kong to host the World Cup. It is the goal of Ms. Rosken and Mr. West to host the World Cup a minimum of every four years, and explore additional opportunities.

Next Board Meeting

The next MECA Board of Directors Meeting is scheduled for Thursday, October 13, 2016, at 10:00 a.m. in the MECA Board Room.

Executive Session

Chairwoman Duren stated the time is 10:45 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. Buffett, seconded by Mr. Theisen.

Motion carried: 5-0.

Adjournment

At 11:20 a.m. a Motion was made to come out of Executive Session and to adjourn, made by Ms. Washington, seconded by Mr. Noddle.

Motion carried: 5-0

Adjournment (11:22 a.m.)