

**MINUTES OF THE METROPOLITAN ENTERTAINMENT & CONVENTION
AUTHORITY BOARD OF DIRECTORS MEETING – NOVEMBER 18, 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 November 18, 2016, in the MECA Board Room at CenturyLink Center Omaha, 455 N. 10th Street, Omaha, Nebraska.

Roll Call:

Present: Chairwoman Diane Duren, Ms. Dana Washington, Ms. Susie Buffett, Mr. Willy Theisen; and Mr. Jay Noddle who participated by teleconference.

Proof of Publication:

Notice of the meeting was published in *The Daily Record* on November 11, 2016, and in the *Omaha World-Herald* on November 11, 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. Theisen moved for approval of the minutes of the October 13, 2016, MECA Board Meeting, seconded by Ms. Buffett.

Motion carried: 5-0.

President/CEO Report:

Mr. Roger Dixon announced that MECA continues to work with the National Collegiate Athletic Association (NCAA) on the creation of a “super suite” at TD Ameritrade Park Omaha (TDAPO). There will be a decision in the near future, but it will not hit the set threshold for Board approval. The creation of this suite will also be put to good use by Creighton University during baseball season. Chairwoman Duren inquired if the NCAA had requested this suite and who would be paying for it. Mr. Dixon responded that it was being built at the request of the NCAA and at their expense. However, he believes the cost would be shared between the two entities.

Work continues with the Nebraska Tourism Commission in locating and hiring a new Executive Director. There are four final candidates meeting with the Governor today, and Mr. Dixon will be driving to Lincoln to interview the candidates as well.

Mr. Tom O’Gorman is currently in New York City meeting with agents. MECA will have a few more concert announcements before the end of the year. Mr. O’Gorman is doing a nice job of booking events and has found that having an availability of Friday and Saturday dates makes a huge difference in how successful MECA is in securing shows.

Other Business:

Convention Center Sales & Marketing Update

Ms. Denise Niebrugge reported there are currently 128 events on the books utilizing 249 event days for the fiscal year 2016-2017. Since the October 13, 2016, Board Meeting, 19 events with 23 event days and over 3,600 hotel room nights have been added. In addition, 14 new license agreements have been signed.

Later this month, Ms. Niebrugge will attend the International Association of Exhibitions and Events (IAEE) at the Anaheim Convention Center in California. She will be joined by representatives from the City and the Omaha Convention & Visitors Bureau (OCVB). This is the first time attending this event. The team will showcase Omaha and have one-on-one appointments with meeting planners.

Today CenturyLink Center Omaha (CLCO) is hosting a luncheon for the Nursing Alliance. These are meeting planners who represent various nursing organizations. The conference is being held at the Hilton Omaha. Mayor Stothert will be a featured guest speaker as she began her career as a nurse.

Ms. Niebrugge announced that MECA has just been awarded two new great city-wide events. One is the Midwest Shippers Association which is scheduled for August 2017 for approximately 1,750 hotel rooms. This group facilitates shipping and delivery of specialty grains. The other event is the Northern Lights Junior Volleyball Tournament, which is scheduled for January 2018. This event will have over 2,500 hotel rooms and will fill the exhibit halls with volleyball teams.

Operations and Technology Update

Mr. Kevin Raymond stated that the past month, the focus has been on events. MECA had an exciting kickoff with the basketball season this year as the Chicago Bulls and the Atlanta Hawks played their exhibition NBA game at CLCO. This sold-out game offered a perfect opportunity to test and review a couple of processes as MECA went live with public Wi-fi in the arena. Although the system was not formally promoted, it was a true test with nearly 2,500 guests using the system. Mr. Raymond was extremely happy with the performance of the system. There were a few places identified that we need to continue to adjust and optimize. Good feedback was received from fans, and NBA staff was very complimentary as well. This game also featured the NBA-mandated walk-through metal detectors for security measures. It was the first time that MECA staff has operated them, but with training, the staff did a really good job. There were no real backups for the first sold-out event of the season.

In general with security increasing, most concerts want security checks to wand guests. Mr. Raymond is evaluating MECA's security and entry process. They have experimented with an express lane which has been open during the Creighton University basketball games. Guests with no bags can go through designated lanes to expedite the entry process. This allows MECA to move nearly 50% of guests through the lines faster without degrading the security system. The system will continue to be reviewed and modified.

Levy Food and Beverage Update

Ms. Chris VanDorn reported that since last Board meeting, the Levy team has been hard at work rolling out the new menus for suites, in-seat and concessions. New items have also been added to the fixed concession stand locations. The Philly cheesesteak portable cart was relocated upstairs by section 220 which moved the rolling taco concept downstairs by section 106. The move has been very well received and gives a different variety of foods in those areas. The sales are up at Philly cart nearly 30% and the taco cart sales have almost doubled compared to the same time period last year. Other stand-out

favorites include the addition of a rice bowl to the taco cart with choose your own toppings and BBQ pork nacho was added to stands in sections 101, 204 and 220 (non-cooking stands); and the new mushroom Swiss burger in the Boxcar Grill by section 116. Last year's flat bread pizza in section 124 was replaced with traditional pizza with rising dough crust which sold about 185 during the first three games. One other change guests may notice is that Levy has replaced the brown deli paper that lined all the food boats with the new Creighton Logo paper. Due to the volume discount received with the size of the order it was a very small impact to the cost. However, it was a pretty big impact to the presentation of the food and a big hit with the Creighton fans. Ms. VanDorn noted that last Tuesday's game against Wisconsin was the second highest grossing Creighton basketball game for food and beverage revenue in the post Doug McDermott era.

In September the Board approved Levy's purchase of the new chef's table display equipment. As of the end of October, everything ordered has been received and in use in the convention center and Lexus Club. There are various shapes, sizes, and heights that allow for maximum flexibility in all the set-ups. Levy has dedicated a half day on November 28 to train their staff on the various presentations, uses and storage of this equipment. The look is fantastic, with pieces that are a combination of black mat, stainless steel grates, black acrylic platters and graphite grey risers.

Mr. Theisen commented that he attended the Wisconsin game and was in the Lexus Club. Levy's staff did a fabulous job helping guests.

Public Relations Update

Ms. Kristi Andersen noted that the media, ESPN Sports Center, and many fans continue to talk about the Creighton basketball game against Wisconsin and she believes they will continue to draw large crowds throughout the season.

Last week, the Terence Crawford /John Molina Jr. boxing match was officially announced. CLCO hosted a press conference with Top Rank executives, HBO Executives, Team Crawford and Team Molina. The event went very well, and was streamed live by Top Rank so fans across the country could watch in real-time, and it was open to the public here in Omaha. Tickets are selling very well for this event and Ms. Andersen expects it to be an exciting event. There will be more activities planned for fight week – the weigh-in, press conference – all of the things that will happen before the fight.

MECA has just announced New Kids on the Block (NKOTB) this week and Ms. Andersen joked that the Internet went wild with 40 year-old women who were very excited about this announcement. Paula Abdul and Boyz II Men will also be joining them. Ms. Andersen promoted the event to local radio stations with cookies at the request of NKOTB. She went to media yesterday delivering NKOTB cookies with their faces on them and it seemed to generate excitement on the radio.

Finally, the *Pollstar* numbers are out for this year which proved to be good news for MECA. CLCO is ranked 33rd in the country and 69th in the world for concert ticket sales. That moves the arena up a few spots from the last report. MECA is pleased with this report and next year looks to be another great concert year as well.

Committee Updates:

Internal Governance Committee

Chairwoman Duren reported that the Internal Governance Committee met on Wednesday, November 9, 2016, at MECA's offices. In attendance were Chairwoman Duren; Ms. DeAnn Olsen; Mr. Dixon; Ms. Tabitha Chase; and Mr. Bob Freeman. The Committee reviewed the 2016 September Financial Statements. After overviews from and discussions with Ms. Olsen, 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. Chairwoman Duren reported that the 401(k) Audit as well as the filing of the Form 5500 has been completed. The Committee reviewed MECA's 401(k) Audit Report with financial statements and supplemental information for the year ended December 31, 2015. The reports and statements were consistent with prior years and no unusual items were noted. The year-end report is nearing completion and the outside auditors, Bland and Associates, will attend an upcoming Internal Governance Committee meeting to provide their report and feedback. As is typical, MECA has filed a tax extension to allow for completion of the audit. There were no items that met the criteria for review of the employee gift log for July – September 2016. The Committee conducts this review quarterly to ensure compliance with the Code of Business Conduct and Ethics Policy. Finally, MECA is currently reviewing all policies that are recommended to be adopted and in place in conjunction with the 990 reporting. The Committee will review any suggested revisions during the December meeting.

Real Estate Committee

Mr. Jay Noddle stated that the consultants have finished their work and the Lot B Study Group is working with Rich Rosenblatt from Kutak Rock to prepare a recommendation that will include methodology for processing development proposals (solicited or unsolicited) as well as recommendations for the creation and operation of a committee that may oversee Lot B in the future and make recommendations to MECA and the City. Mr. Noddle expects the packet of information will be ready for distribution to the entire Lot B Committee prior to the holidays.

Contract Approvals:

Chairwoman Duren indicated there are six contracts requiring approval today.

MECA

Guardian Dental and Swiss RE

RESOLVED, that the Agreements between MECA and (i) Benefit Administrative Services and Swiss RE for health insurance and (ii) Guardian for dental insurance, 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.

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

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

Motion carried: 5-0

Peetz & Company

RESOLVED, that the Agreement between MECA and Peetz & Company for consulting services, 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.

Chairwoman Duren inquired as to how long MECA has contracted with Peetz & Company. Mr. Dixon responded that MECA has been with them for nine years, with invaluable service rendered.

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

Motion carried: 5-0

CLCO

O'Keefe Elevator Company, Inc.

RESOLVED, that the Agreement between MECA and O'Keefe Elevator Company, Inc., for elevator work 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.

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

Motion carried: 5-0

TDAPO

Alpha Video and Audio

RESOLVED, that the Agreement between MECA and Alpha Video and Audio, Inc. to replace the wireless camera system 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.

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

Motion carried: 5-0

Floratine Central Turf Products and D&K Products

RESOLVED, that the Agreements between MECA and Floratine Central Turf Products and D&K Products for field chemicals at TD Ameritrade Park Omaha, as more fully described 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.

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

Chairwoman Duren inquired if the purchase of chemicals was on an as needed basis. Mr. Raymond stated that is correct and that MECA locks in the bulk price this way.

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

Motion carried: 5-0

First National Bank of Omaha

RESOLVED, that the Advertising/Sponsorship Agreement between MECA and First National Bank of Omaha 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, December 13, 2016, at 8:00 a.m. in the MECA Board Room.

Executive Session

Chairwoman Duren stated the time is 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 Mr. Theisen.

Motion carried: 5-0.

Adjournment

At 10:36 a.m. a Motion was made to come out of Executive Session and to adjourn, made by Mr. Theisen, seconded by Ms. Washington.

Motion carried: 5-0

Adjournment (10:36 a.m.)