

**Hamilton County Convention and Facilities Authority (CFA)
Meeting Minutes**

To: CFA Board Members
From: Holly Christmann, CFA Secretary
Subject: Meeting Minutes March 6, 2020

CFA Members Present: Gwen McFarlin, Paul Brehm, Kevin Hardman (Mayor Hardman had to leave the meeting prior to agenda item 9), Rahiel Michel, Pete Witte, Lawrence Hawkins, Adam Gelter, Dan Unger, Lee Czerwonka, Bimal Patel

Others Present: Jeff Aluotto, Holly Christmann, Bridget Doherty, Lisa Anderson, Roger Friedmann, Cindy Fazio, Brad Ruwe, Jim Downton, Julie Calvert, Chris Bigham, Ric Booth, Karen Alder, Samantha Bradenburg

1. **Call to Order**--Chair Gwen McFarlin called the Annual Meeting of the Convention and Facilities Authority to order at 11:55 am, indicated there was a quorum and welcomed the board members and guests. Roger Friedman confirmed the quorum with a roll call.
2. **Review of Minutes** – Chair McFarlin asked if the Board had questions regarding the minutes that were previously emailed to members. Mr. Czerwonka moved acceptance, Ms. Michel seconded the motion. The Board voted unanimously by voice vote.
3. **Election of Officers**
 - a. **Chairperson** -- Pete Witte nominated Gwen McFarlin as Chair; Dan Unger seconded. No further discussion by the Board. Roger Friedmann conducted a roll call vote. The motion to appoint Gwen McFarlin Chair of the CFA passed unanimously.
 - b. **Vice Chairperson** – Gwen McFarlin nominated Paul Brehm as Vice Chair; Lee Czerwonka seconded. No further discussion. Roger Friedmann conducted a roll call vote. The motion to appoint Paul Brehm Vice Chair of the CFA passed unanimously.
 - c. **Treasurer** -- Gwen McFarlin nominated Kevin Hardman as Treasurer; Lee Czerwonka seconded. No further discussion. Roger Friedmann conducted a roll call vote. The motion to appoint Kevin Hardman Treasurer of the CFA passed unanimously.

Chair McFarlin thanked the Board for their hard work and dedication. Each meeting in the past year has had a quorum; she praised the Board for coming together and working through difference to make critical decisions that contribute to the growth of the City and County.

4. Resolutions

- a. **Appointment of Secretary, Assistant Secretary and Assistant Treasurer** – Roger Friedmann reviewed the resolution that appoints Holly Christmann Secretary, Chris Bigham Assistance

Secretary and Karen Alder Assistant Treasurer. Mr. Hardman moved, Mr. Czerwonka seconded. Hearing no further discussion, Mr. Friedmann conducted the roll call vote and the resolution was approved unanimously.

b. Appropriating Service Payments and Authorizing the Expenditure of Such Funds-- Mr. Czerwonka moved, Mr. Witte seconded. Hearing no further discussion, Mr. Friedmann conducted the roll call vote and the resolution was approved unanimously.

c. Appropriating Taxes and Authorizing the Expenditure of Such Funds-- Mr. Witte moved, Mr. Unger seconded. Mr. Friedmann conducted the roll call vote and the resolution was approved unanimously.

5. Review of Financial Report -- Karen Alder with the City of Cincinnati gave an end-of-year update. The City's total actual collection for the year 2019 was \$4,223,908. The 2019 total collect for the County was \$9,977,915; trending upward from 2018 and showing solid growth. Ms. Alder also reviewed 2019 authorized expenses, debt services, and waterfall distribution handouts. Mr. Czerwonka moved to approve the report, Mr. Brehm seconded. All in favor; none opposed.

Chair McFarlin acknowledged Julie Calvert, President and CEO of Convention and Visitors Bureau. Ms. Calvert commented that the CVB has been on the record for about 10 years advocating for a world-class headquarter hotel. She acknowledged that the area has lost business because of the state of the Millennium Hotel. She praised the CFA for take the vote in January toward the Millennium.

6. Discussion of sub-committee to review structures of Franklin and Cuyahoga CFAs -- Chair McFarlin discussed the need to compare and contrast the structure of the Hamilton County CFA with other comparable CFAs. She is forming a subcommittee with Mr. Witte, Mr. Patel, and Mr. Hardman. The subcommittee is open to other members. Ms. Michel volunteered to be a part of the subcommittee as well. Mr. Witte offered to host at Price Hill Chili.

Chair McFarlin is adding the subcommittee's work as an agenda item moving forward.

7. Update on Sharonville Convention Center Expansion – Jim Downtown passed out a construction calendar, looking at breaking ground in September with a 10-12 month timeline. Third Eye Brewery to open soon. Mayor Hardman explained the Northern Lights district concept; the goal has been to create a sense of place.

8. Update on headquarter hotel – Ms. Christmann explained Laura Brunner was unable to attend the CFA due to a scheduling conflict, but she emailed an update to CFA members. The Millennium's acquisition date was Feb 14. The Port is working on a contract with Turner and negotiating with a minority contracting partner. The Port is also working with a charity to pick up the rest of the items in the hotel.

Mr. Ruwe updated the CFA on the bond proceeds that ended up being \$52 million. Ross Sinclair was placement agent. Mr. Ruwe explained that this was not a traditional offering; it took conversations and

explanations with investors. Bimal Patel asked if investors were local. Mr. Ruwe explained they are national participants and some may have local ties.

Discussion ensued. Adam Gelter expressed frustration with receiving new information about the bond sale after the CFA voted. Mr. Gelter expressed that he didn't think it would change the vote but it was a significant change that should have been known prior to the vote. Mr. Aluotto explained from a County's standpoint and bond counsel's standpoint, the CFA was given the most up-to-date information at the time and shared his frustration.

Mr. Witte questioned the impact of the Vandercar lawsuit. Mr. Aluotto explained the CFA nor the County are party to the lawsuit.

Mr. Gelter inquired if the Port can use this money to pay for the lawsuit? Mr. Ruwe explained that typically litigation costs are outside bond financing.

Chair McFarlin asked if this litigation will hold up the process? Mr. Friedmann commented that there is no reason to hold it up.

Mr. Unger requested that staff send out the complaint to the CFA.

Mr. Witte inquired about the Cincinnati Business Committee Study. Ms. Calvert explained that a Minneapolis firm is conducting it, largely sponsored by the CBC. Started in December and looking for a completion mid to late March.

9. Other Business

Ms. Christmann explained that a recent public records request for any studies that were given to the Board. Board members were asked if they would like to waive privilege and release the studies.

Mr. Unger made a motion to waive privilege, seconded by Mr. Gelter. The CFA members discussed the issue. Based on discussion, Lee Czerwonka made a motion to table for a legal review; seconded by Lawrence Hawkins. Upon a roll call vote, the motion to table passed 5-4

10. Next Meeting

Chair McFarlin suggested scheduling four meetings this year as follows:

May 1 - Duke Energy Convention Center

September 4 – Sharonville Convention Center

November 6 - TBD

Motion to adjourn by Lawrence Hawkins; seconded by Lee Czerwonka. All were in favor. Meeting adjourned at 1:17 p.m.

RESOLUTION APPOINTING SECRETARY, ASSISTANT SECRETARY, AND ASSISTANT TREASURER

BY THE BOARD:

WHEREAS, the Hamilton County Convention Facilities Authority (CFA) has adopted the By-Laws for the operation of the CFA and that provide that the Board of Directors shall appoint the Secretary, Assistant Secretary and Assistant Treasurer of the CFA; and

WHEREAS, it is consistent with the understanding between the City of Cincinnati and the Hamilton County Board of Commissioners that the Secretary, Assistant Secretary, and Assistant Treasurer be appointed from the City and County staff; and

NOW THEREFORE BE IT RESOLVED, that Holly Christmann of the Administrative staff of the County Administrator's office shall be appointed Secretary of the CFA; that Chris Bigham of the City of Cincinnati staff shall be appointed Assistant Secretary of the CFA; that Karen Alder of the City of Cincinnati staff shall be appointed Assistant Treasurer of the CFA.

ADOPTED at a regularly adjourned meeting of the Hamilton County Convention Facilities Authority the 6th day of March, 2020.

Mr. Brehm		Mr. Hawkins		Mr. Witte	
Mr. Hardman		Mr. Unger		Mr. Gelter	
Ms. Michael		Mr. Czerwonka		Ms. McFarlin	
Mr. Cull		Mr. Patel			

CERTIFICATE OF SECRETARY

IT IS HEREBY CERTIFIED that the foregoing is a true and correct copy of a transcript of a resolution adopted by the Board of Directors of the Hamilton County Convention Facilities Authority in session this 6th day of March, 2020.

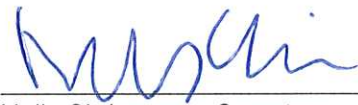
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Hamilton County Convention Facilities Authority this 6th day of March, 2020.


Holly Christmann, Secretary
Hamilton County Convention
Facilities Authority

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**RESOLUTION APPROPRIATING TAXES AND AUTHORIZING
THE EXPENDITURE OF SUCH FUNDS IN 2020**

BY THE BOARD:

WHEREAS, pursuant to Section 5739.09 of the Ohio Revised Code, as amended Sub. House Bill No. 518, effective September 6, 2002, the Board of County Commissioners of Hamilton County, Ohio by Resolution, dated September 25, 2002, amended the rate of excise tax on lodging by an additional three and one-half percent; and

WHEREAS, Section 5739.09 of the Ohio Revised Code, as amended Sub. House Bill No. 518, effective September 6, 2002 permits the City of Cincinnati, after the adoption of such a Resolution by Board of County Commissioners of Hamilton County, Ohio, to amend the rate of the excise tax on lodging by an additional one percent on or before September 30, 2002; and

WHEREAS, the usage of the excise taxes on lodging are defined in the Cooperative Agreement among the Convention Facilities Authority, County of Hamilton and City of Cincinnati relating to the Cincinnati Convention Center; and

WHEREAS, it is necessary the CFA Board approve the expenditure of funds in existence or in the process of collection.












NOW THEREFORE BE IT RESOLVED, the Hamilton County Convention Facilities Authority (CFA) hereby appropriates the excise taxes on lodging collected or in the process of collection for the year 2020 by Hamilton County, Ohio and the City of Cincinnati to a CFA account with the City of Cincinnati as fiscal agent for the CFA:

Hamilton County	\$10,500,000
City of Cincinnati	<u>5,500,000</u>
Total	\$16,000,000

BE IT FURTHER RESOLVED, the proper CFA officials and its agents are hereby authorized to expend such funds as indicated in the Cooperative Agreement among the CFA, County and City relating to the Cincinnati Convention Center and the Project Service Agreement between the City and CFA.

BE IT FURTHER RESOLVED, the proper CFA officials and its agents are hereby authorized to do all things necessary to carry out this Resolution.

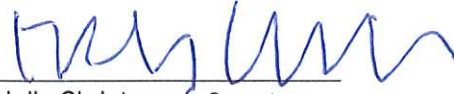
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Mr. Brehm  Mr. Hardman  Ms. Michael  Mr. Cull 	Mr. Hawkins  Mr. Unger  Mr. Czerwonka  Mr. Patel 	Mr. Witte  Mr. Gelter  Ms. McFarlin 
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