

**MINUTES OF THE METROPOLITAN ENTERTAINMENT & CONVENTION  
AUTHORITY BOARD OF DIRECTORS MEETING – OCTOBER 27, 2015**

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 October 27, 2015, in the MECA Board Room at CenturyLink Center Omaha, 455 N. 10<sup>th</sup> 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 October 20, 2015, and in the *Omaha World-Herald* on October 20, 2015.

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. Duren moved for approval of the minutes of the September 29, 2015, MECA Board Meeting, seconded by Mr. Noddle.

Motion carried: 5-0.

**President/CEO Report:**

Mr. Roger Dixon stated that MECA has had their annual partners meeting with CWS, Inc. and the National Collegiate Athletic Association (NCAA) to discuss what occurred during the 2015 Men’s College World Series and what changes can be expected for the 2016 season. At that meeting, Mr. Damani Leech announced that he will be leaving the NCAA and moving on to the National Football League (NFL). Mr. Leech was truly an asset to the NCAA and will be missed.

MECA has also met with Van Wagner Sports and Entertainment, LLC. This company is performing a professional consultation service to assess the issues related to valuing the naming rights for CenturyLink Center Omaha (CLCO). They are in the process of studying and analyzing various valuation factors. Mr. Dixon expects their final report within a few months.

**Other Business:**

**Convention Center Sales & Marketing Update**

Ms. Denise Niebrugge reported there are currently 144 events on the books utilizing 259 event days for this fiscal year beginning July 1, 2015. Since the September 29, 2015, Board Meeting, 18 events have been added with 27 event days and over 5,200 hotel room nights. In addition, 15 new license agreements have been signed.

Ms. Niebrugge announced that MECA, the Omaha Convention & Visitors Bureau (OCVB) and the Hilton Omaha will be traveling to Dallas, Texas next month to attend Rejuvenate, a faith-based trade show. Approximately 250 meeting planners will attend, covering all religious markets.

Ms. Duren inquired as to how the IMEX visit in Las Vegas, Nevada went. Ms. Niebrugge responded that the visit went well. This is a huge national and international trade show and Omaha by comparison is small but has the potential to grow. Her team had about 50-60 meeting planners stop by that were very interested in learning more about Omaha.

### **Corporate Sales and Marketing Update**

Mr. Tom O’Gorman stated that since the last Board meeting on September 29, MECA has announced 5 Seconds of Summer, AMSOIL Arenacross, Jason Aldean, Jeff Dunham, Harlem Globetrotters and Luke Bryan.

In terms of the contracts and renewal process, MECA is 99% sold out on Club Seats for CLCO and 92% on sponsorships. The suites are 100% sold out. The renewal process at TDAPO is nearly completed. There may be some suites up for resale, and additional sponsorship opportunities are being reviewed.

### **Operations and Technology Update**

Mr. Kevin Raymond took the opportunity to recognize the arena staff’s hard work and efforts for this very busy event month. The many hours of hard work had no effect on their positive attitudes, professionalism and willingness to help.

Practice has started for the Creighton University Bluejays as they prepare to begin their basketball season. The NCAA has changed the rules for the charge arc area to increase the freedom of movement for offensive players by reducing the potential for collisions under the basket. This restricted area has been expanded from 3 foot to 4 foot.

The wireless upgrade is paying dividends in the Convention Center. APTA and Tiger Paw have put it to the test, and it is working out very well.

Mr. Raymond reported that there are a few projects yet to finish before winter. The repair on the stairs from the plaza is still in progress. It is taking longer than expected as the damage was more extensive under the stairs. He expects that project to be finished in a few weeks. The pavers on 10<sup>th</sup> Street & Cuming Street are being torn out and replaced in about 3 weeks. The exterior neon lights turned out very nice. They are crisp and clear, and the additional functions have given them many options for display.

### **Levy Restaurants Update**

The Board welcomed Ms. Chris VanDorn back to the office. Ms. VanDorn extended her appreciation to Mr. Brad Howard and her team. They did an excellent job in her absence.

The new suite and concession menus were rolled out for the championship fight with Crawford vs. Jean. Levy is already receiving rave reviews and seeing early favorites.

Ms. VanDorn noted that on Friday, Levy learned that for the third year in a row TDAPO and CLCO were among the winners of the President’s Excellence Award for Sanitation. This program recognizes

superior sanitation practices and highlights the fact that sanitation is high priority at our location and that we operate a clean and sanitary business.

From time to time, Ms. VanDorn updates the Board on Levy Cares projects. On Monday, Levy volunteered at the Omaha Food Bank for the Backpack Program and invited a team from MECA to join them for a little healthy competition. Two lines of volunteers worked to assemble backpacks of nonperishable shelf-stable food that goes to kids in the Omaha area on Fridays. These backpacks are distributed to at-risk kids who may not have access to food during the weekend. In 2.5 hours, the Levy/MECA teams were able to assemble 2,600 backpacks of food, which is about a third of what is needed weekly for this project.

### **Public Relations Update**

Ms. Kristi Andersen reported that there was excellent publicity coverage for the undefeated two-division world champion and the reigning Fighter of the Year, Terence “Bud” Crawford, and the current No. 2 world-rated contender, Dierry “Dougy Style” Jean fight on Saturday. There were hundreds of local and national articles filed on that fight and continue now because there is a lot of speculation on who he may be fighting next. Top Rank, the promoter, and HBO both were very complimentary of the facility and how the event was run.

The *Omaha Magazine* will be attending the November 6 Creighton University Basketball Exhibition game to sample Levy’s new menu items. They will do a nice spread in the *Omaha Magazine*. Ms. Andersen expects local TV may join them as well.

A quick update was provided on the Taylor Swift ticket situation. Ms. Andersen and Mr. Nick Bidroski, Premium Seat Manager, telephoned all the fans impacted to confirm addresses and inform them of the refunds. Those reimbursement checks were processed and mailed on Monday.

Ms. Janet Jackson is still scheduled to perform on Friday at CLCO. This will be her first show since receiving doctor’s orders to give her voice a rest. MECA is hopeful that she will be healthy and ready to perform; however, if something changes, fans will be immediately notified through the local media, social media and press releases.

### **Committee Updates:**

#### **Internal Governance Committee**

Ms. Diane Duren reported the Internal Governance Committee members met in conjunction with MECA’s Strategic Planning Process meeting on Wednesday, October 14, at MECA’s offices. In attendance were Mr. Stephen Curtiss, City of Omaha Finance Director; Ms. Duren; Mr. Dana Bradford; Mr. Dixon; Ms. Clair Alt; Ms. Andersen; Mr. Raymond; Mr. O’Gorman and Ms. Lea French. The Committee reviewed the progress to date on the long range projection of revenue, expenses and capital expenditures for development of the strategic plan. They discussed working with the OCVB to refine the revenue projections and identify various scenarios for event mix. Also reviewed were capital expenditures that will be needed to maintain the facility and for customer and fan experience. Ms. Duren anticipates the completion of the plan by the end of the year. The Committee reviewed the upcoming Board meeting schedule, along with the financial reporting timing and review requirements, and is establishing the meeting schedule for the next few months.

### **Real Estate Committee**

Chairman Bradford stated that about five months ago the Board started to assess what would be required if MECA were to release Lot B from the 99-year lease MECA has with the City, and allow it to be developed. The Board arrived at a process over the course of several Board meetings and discussions. This three-step plan that came from these meetings was also publicly released in June of this year and is also referred to in the Minutes of those prior Board meetings. Step one was related to parking, pedestrians and patrons. MECA needed to work closely with its tenants to ensure acceptable alternative parking solutions were created and available before MECA would release Lot B from its control, and enable it to be developed in a manner that will not impair MECA's operations or those of its tenants (e.g. Creighton and the NCAA). MECA has and will continue to work closely with its tenants to ensure safe and acceptable parking, pedestrian corridors and patron environments are in place before Lot B is released from MECA's control and ultimately developed. As part of step one, Mr. Dixon, Ms. Washington and Chairman Bradford reached out to the major tenants to understand how their multi-million dollar businesses might be impacted by the loss of parking on Lot B. It is important to the Board that parking alternatives will allow these tenants to conduct their business in a manner consistent with past practices. One example of a business that works hard to sell the arena is the Omaha Sports Commission (OSC), which was represented here today by Ms. Amy Hornocker, the Director of Events. Chairman Bradford asked her to step forward and read the letter sent to the Board of Directors by Mr. Harold Cliff, the President/Executive Director of the OSC.

Ms. Hornocker thanked the Board for providing the OSC the opportunity to comment on the parking situation at the CLCO complex. Mr. Cliff commented in his letter that Omaha is very fortunate to have an arena, convention center and baseball facility in such close proximity to convenient parking, several hotels, shops and other businesses. The combination of these attributes makes for a distinct advantage over other cities when the OSC bids for sporting events. This combined with the airport being in such close proximity makes a very positive first impression for Omaha. Mr. Cliff believes that it is somewhat unique in America to have such a well-planned, well-managed facility available with all of these attributes adjoining each other. Spectators are definitely accustomed to having parking services available close to these facilities, and it certainly assists in providing a competitive advantage for Omaha over cities who cannot provide the same service. In closing, Mr. Cliff noted that in a highly-competitive entertainment field, it seems illogical to consider reducing or eliminating one of MECA's greatest assets – parking in Lot B. Future initiatives should consider how parking can be maintained or even expanded to accommodate any future growth of the MECA facilities.

Next, Chairman Bradford asked Mr. Bruce Rasmussen, the Athletic Director at Creighton University to speak on behalf of Creighton.

Mr. Rasmussen also thanked the Board for providing him an opportunity to speak. He believes the parking issue has been stated very clearly by the OSC. Creighton University and the men's basketball program bring to the arena approximately 16,000 people on a regular basis. One of the key issues is not only the availability, but the convenience of parking which is magnified in the colder months. As it becomes more and more convenient for people to stay at home and watch on the flat screens, etc., it is incumbent upon organizations and facilities to provide a better live experience that include ample and convenient parking alternatives. While Creighton is excited for the development for the City, it is only a good situation if adequate parking levels and convenient parking solutions remain available to attendees. Creighton University is the host school for CWS and on the Men's Basketball Site Selection Committee,

and Mr. Rasmussen noted that the competitiveness for NCAA basketball is a very big issue. They have received great reviews from the NCAA for 2008, 2012, 2015, and the Regional is already scheduled for 2018. One of the advantages that sets Omaha apart from the competition is the availability and convenience of parking.

Chairman Bradford thanked Mr. Rasmussen for his time today.

Procedurally, the Board would like to conclude step one and move on to step two as to what they have determined and established as a process. Step two would be to move forward on the Lot B development plan. Subject to the above step being achieved, MECA will lead a collaborative and interactive process with its tenants, the City of Omaha, and other geographic and financial stakeholders. The objective of this effort will be to arrive at specific development parameters that will serve to define the development and uses on Lot B. Some examples of these parameters will include restrictions on business uses, building height/parking ratios, the public cost to parking and the prohibiting of advertising banners. Development of Lot B will commence only after the selected CC&R's have been recorded against the property and the requirements determined in step one built and available for use by MECA and its tenants. We have a sense from the OSC, Creighton University and others as to what the parking requirements need to be on Lot A and Lot D in order for them to feel comfortable that they can run their businesses. Chairman Bradford feels the Board can move forward to work collaboratively with all the stakeholders to create a community asset that will serve all the stakeholders in the region positively.

Chairman Bradford opened the floor for any comments.

Mr. Noddle noted that these facilities are a special place in combination with the downtown area which is unique to Omaha. If success is to be continued, MECA and its clients will need to offer more and more entertainment alternatives as we move forward. There will be occasions with overlapping events so Mr. Noddle believes that MECA shouldn't stand still with the amount of parking currently available, but need to plan ahead and try to anticipate what future needs might be. At the same time, as more projects are developed in the downtown area, those projects will most likely be placed on surface parking lots. Although these projects will most likely build more parking along with their developments, it will take temporary parking areas out of service. It may not be long before MECA faces a real parking problem. Mr. Noddle supports the resolution being presented today and agrees the Board should move on to step two.

Chairman Bradford requested that the draft resolution be read to the Board.

Mr. Freeman read the following resolution to the Board:

**WHEREAS**, MECA leases and operates all of its parking lots, including Parking Lot B; and

**WHEREAS**, The City of Omaha ("City") is requesting that MECA release Lot B from its managed property so the property can be developed; and

**WHEREAS**, MECA has worked with its major tenants to determine the amount of replacement parking they need and MECA is now willing to release Lot B to the City for no economic consideration provided specified replacement parking is built on Parking Lots A & D (before Lot B is released to the City) so MECA and its tenants maintain suitable patron parking to all three venues ("Replacement Parking"); and

**WHEREAS**, MECA's Real Estate Committee, staff and counsel have studied and reported on issues related to the prospective future development of Lot B for other than MECA patron parking; and

**WHEREAS**, MECA has identified Key Requirements and Other Possible Considerations that need to be addressed in connection with developing replacement parking in conjunction with any future release for development of Lot B.

**NOW, THEREFORE**, the Board of Directors of MECA hereby states as follows:

1. MECA shall release Lot B to the City provided replacement parking is first constructed, totaling 1,200 additional parking spaces to be located in Parking Lots A (350+ stalls) and D (850+ stalls).
2. Any future development on Lot B shall take into account lines of sight and the height of buildings on Lot B, to ensure no negative impact on economic view corridors that serve to drive the value and utilization of the venues and, among other things, the value of naming rights.
3. MECA representatives shall collaborate with City of Omaha representatives and other stakeholders to identify and protect other key considerations affecting Lot B development, such as preferred/prohibited uses; pedestrian corridors and walkways; and fan/user experiences.
4. Attached as Exhibit A is a Memorandum that identifies other relevant factors that need to be considered and addressed as a part of a collaborative process.

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

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

Motion carried: 5-0.

Next, Chairman Bradford asked that Mr. Dixon provide information on how MECA intends to improve the patron areas. Mr. Dixon stated that as the MECA campus evolves, there is a push for more family friendly environments from its tenants. New concepts have been developed with the intent to have them in place by the 2016 CWS and U.S. Olympic Swim Trials. The new area will be activated for approximately a four week period around the MECA facility.

One of the concepts will be to work with the GameDay Traditions company. It would bring in bungalows that will be located in the pull-off area in front of the facility along 10<sup>th</sup> Street. Once teams are finally announced for the CWS, there is always a huge demand for hospitality rooms. MECA is very fortunate to be completely sold out for suites at TDAPO and CLCO arena. This will fill the need outside of having a suite in the stadium for alumni traveling to support their teams. These bungalows are very upscale. Inside the unit features two large flat screens TVs, granite countertops, refrigerator, microwave, top-notch sound system, self-contained water and plumbing system, private bathrooms and are air conditioned. Outside features a tail gate atmosphere with an awning, AstroTurf, lawn furniture,

large flat screen TV and a grill set-up. MECA will need to work with the City, NCAA, CWS, Inc. and the OSC to see what issues there may be with the bungalows.

More features may include a zip-line running along the front of CLCO. A large Ferris Wheel may be brought to the north lawn, along with tents and Levy food trucks. This area would serve to bring the CWS experience out to those who may not want to go into the game. This area is not meant to compete against Fan Fest or Aqua Zone but rather to enhance them. MECA intends to keep the costs reasonable so that more families can enjoy the area. The Grand Hallway will be kept open for the use of restrooms and an air conditioned break from the outside weather conditions. This will be a dramatic increase to the patron environment. The NCAA wants to activate 10<sup>th</sup> Street, and this will add excitement to the area.

MECA will provide more information to the Board as it becomes available because these contracts will require Board approval.

**Contract Approvals:**

Chairman Bradford indicated there are three contracts requiring approval today.

**MECA**

Chairman Bradford read the following resolution:

Aon Risk Services

**RESOLVED**, that the contracts for purchase by MECA of insurance coverages from the following carriers for the indicated coverages and premiums, as generally set out on the attached summary, are hereby approved:

Liberty Mutual	
Property	\$ 63,119.00
Travelers	
Crime	\$ 6,113.00
Pro Sight	
Commercial General Liability	\$ 28,321.00
Commercial Automobile	\$ 3,871.00
TULIP	\$ 2,500.00
Workers' Compensation	\$ 52,655.00
Umbrella	\$ 21,837.00
Navigators	
1 <sup>st</sup> Excess Umbrella	\$ 25,925.00
Liberty/Ohio	
2 <sup>nd</sup> Excess Umbrella	\$ 31,250.00
Philadelphia	

Directors & Officers Liability	\$ 9,581.00
Fiduciary Liability	\$ 1,573.00

Wesco

Directors & Officers Liability - Excess	\$ 14,250.00
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**FURTHER RESOLVED**, that Roger Dixon as President/CEO is authorized on behalf of MECA to execute said Agreements.

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

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

Motion carried: 5-0.

### **CLCO**

Chairman Bradford read the following resolution:

#### Creighton University College of Business Agreement

**RESOLVED**, that the Advertising/Sponsorship Agreement between MECA and Creighton University College of Business Administration for advertising 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 Advertising/Sponsorship 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. Noddle.

Motion carried: 5-0.

### **TDAPO**

Chairman Bradford read the following resolution:

#### Alpha Video and Audio, Inc. Agreement

**RESOLVED**, that the Agreement between MECA and Alpha Video and Audio, Inc. for the purchase and installation of video production 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. Theisen, seconded by Ms. Duren.

Motion carried: 5-0.

**Next Board Meeting**

The next MECA Board of Directors Meeting is scheduled for Tuesday, December 8, 2015, at 10:00 a.m. in the MECA Board Room.

**Executive Session**

Chairman Bradford stated the time of 10:55 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. Noddle.

Motion carried: 5-0.

**Adjournment**

At 11:09 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 (11:09 a.m.)