

**MINUTES OF THE METROPOLITAN ENTERTAINMENT & CONVENTION
AUTHORITY BOARD OF DIRECTORS MEETING – DECEMBER 4, 2014**

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 December 4, 2014, 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. John Lund, Mr. Jay Noddle, and Mr. Willy Theisen.

Proof of Publication:

Notice of the meeting was published in *The Daily Record* on November 26, 2014, and in the *Omaha World-Herald* on November 26, 2014.

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 October 28, 2014, MECA Board Meeting, seconded by Mr. Lund.

Motion carried: 5-0.

President/CEO Report:

Mr. Dixon reported MECA’s participation in the Urban Land Institute (ULI) meeting, which had an interesting concept and process that was discussed. The ULI came back with some initial thoughts at a following meeting, which Ms. Kristi Andersen participated in due to a scheduling conflict of Mr. Dixon. More findings will be learned at a meeting scheduled for next week. Mr. Dixon stated that it is not surprising that MECA’s parking lots are an item of interest for concepts of development - with additional parking as well.

Mr. Dixon noted that he and Mr. Tom O’Gorman traveled to New York last month to participate in the Billboard Touring Conference and Awards. They met with the Arena Network (a consortium that MECA belongs to) who brought in most of the major booking agencies located in New York City. Following that conference, Mr. Dixon stayed in the city and joined the Omaha Sports Commission to attend the 2014 Golden Goggles Awards. Mr. Dixon was happy to announce that Omaha is becoming very well known to USA Swimming from the 2008 and 2012 Swim Trials and with the return of the Trials to Omaha in 2016.

Other Business:

Convention Center Sales & Marketing Update

Denise Niebrugge announced there are currently 153 events on the books utilizing 247 event days for this fiscal year. Since the October 28 Board Meeting, nine events have been added with one of them being a citywide. This citywide event is the Institute of International Municipal

Clerks to be held in May 2016, which will bring 2900 hotel room bookings in the downtown area. Over 3800 hotel room bookings have been added since the last board meeting. In addition, 12 contracts have been signed.

Next month, Ms. Niebrugge, along with representatives from the Hilton and the OCVB (Omaha Convention and Visitors Bureau) will be attending the Professional Convention Management Association Meeting. This is an educational networking meeting where they are invited into sessions to sit with meeting planners. This offers them a great opportunity to promote Omaha, which is becoming very well-known, and typically yields good results.

Corporate Sales and Marketing Update

Mr. O’Gorman stated since the last Board Meeting on October 28, 2014, CenturyLink Center Omaha (CLCO) has hosted three events – the Slipknot and Motley Crue concerts and the WBO Lightweight Boxing Championship. MECA is again working with Top Rank vying for more dates for another Terence Crawford fight. New York has been cited as the other possible location. Mr. Bob Arum, with Top Rank, was on location in Omaha for the November 29 fight and did sit down with Mr. O’Gorman to discuss the possibility of MECA hosting the event for other boxers. Mr. Lund inquired as to how much influence Terence Crawford will have on choosing the location of his next fight. Mr. O’Gorman stated that he has 50% say on where he fights.

The Big Ten Baseball Championship has announced they will be at TD Ameritrade Park Omaha (TDAPO) in 2016 and 2018. Also, the NCAA announced that Omaha will host the Sweet 16 and Elite 8 games for the Division I Men’s Basketball Regionals in 2018.

Mr. O’Gorman also noted that on sale now MECA has the Sesame Street Live! Show, Barry Manilow, Nickelback, NCAA Basketball Second and Third Rounds, PBR (Professional Bull Riders), Harlem Globetrotters, and the FIVB Women’s World Volleyball Championship. On Friday, tickets will go on sale for Taylor Swift shows, as well as the 2015 NCAA Division I Women’s National Volleyball Championship.

Operations and Technology Update

Mr. Kevin Raymond reported that November was the kick-off of the Creighton Basketball season with the focus of preparing for the NCAA Tournament in March 2015. MECA has met with Creighton and on Monday, the NCAA will be on site for a facility walk-through and a review of the operations manual.

November also marked the end of the FXFL (Fall Experimental Football League) at TD Ameritrade Park Omaha (TDAPO). Unfortunately, the sod replacement at the Park was postponed due to unseasonably cold weather in Nebraska and Colorado (location of the sod farm). MECA’s field managers will replace the sod the first part of March, weather permitting.

Mr. Raymond also discussed the issue of unusually long wait times for guests exiting the parking garage after the November 29 Crawford boxing event. Unfortunately, an attendant working the booth off 10th Street, decided to walk off the job, which hindered opening the second lane for exiting. However, in situations when attendance is very high and everyone is exiting at the same time, pedestrians normally are the main cause of stalled traffic. The problem escalates with the combination of pedestrians, the traffic exiting from garage being limited on 10th Street (directly

into pedestrian traffic), and driver's trying to reach the interstate. The Board of Directors all agreed that a solution needs to be a priority, with talks of possibly inserting a median cut, using bollards or adding a pedestrian bridge. Mr. Dixon will first set up a meeting with the Public Works Department and then the traffic division to find a solution.

Levy Restaurants Update

Ms. Chris VanDorn stated it has been a very busy month for Levy. There were two concerts, six Creighton games, two UNO Hockey games, the Top Rank Boxing Event, and 11 separate catering functions. Levy's food and beverage revenues combined for this November were the highest reported for November of any other year since opening. November was the start of the souvenir popcorn bucket at concession stands and the "bottoms-up" beer system at the Bud Light Zone Bar. The new souvenir popcorn buckets sales were over 500 units and are becoming more popular as guests find out it is available. The "bottoms-up" system was installed prior to the first Creighton game. Levy has already seen improvement in the line wait times, with the draft yield at this location increasing from 76% to 89% just in November. There is still a learning curve and Ms. VanDorn expects to see this number go to over 90%, with Levy's goal being 95%. There have also been some positive menu changes resulting in higher sales, and the "Build Your Own Bloody Mary" bar continues to be successful for early Creighton games.

On November 23 "Levy Cares" began its fifth annual partnership with Open Door Mission's "Project Santa". Through this program, the Open Door Mission reaches over 6,000 girls and boys for the holiday season. Levy is happy to be a part of that mission - collecting toys, puzzles, games and their urgent need this year of winter clothing items. Levy will be collecting through December 9 and delivering items directly to the Open Door Mission.

Public Relations Update

Ms. Kristi Andersen announced that the Crawford vs. Beltran fight was a huge success. Representatives from Top Rank and HBO made a lot of positive comments regarding MECA's venue, staff and how smooth the event was carried out from their perspective. There were 11,127 guests in attendance, along with the local media, ESPN, HBO and boxing writers from across the country. According to the Nielsen Ratings, 936,000 people tuned in to view the fight live (not including numerous replays), which is down from the 1.2M from the fight in June. However, the lower number could be attributed the Alabama vs. Auburn football game scheduled the same evening and the fight ending so late at night.

There were also some big announcements for MECA this month. Big Ten Commissioner, Jim Delany, flew in from Chicago for a press conference to announce Big Ten Baseball returning in 2016 and 2018. Mr. Delany was very complimentary of the stadium and the record breaking attendance that MECA saw in May 2014. On November 17, the announcement was made that MECA will host the Sweet 16 and Elite 8. These announcements are a huge win for Omaha.

Ms. Andersen reported that MECA is busy with concerts. There were no significant issues to report from a guest services perspective for Slipknot and Motley Crue; both concerts went smoothly. MECA has announced a few more shows – Barry Manilow, PBR, Nickelback and Taylor Swift. Taylor Swift is already generating a lot of excitement, and tickets are expected to sell fast.

Committee Updates:

Internal Governance Committee

Ms. Diane Duren reported the Internal Governance Committee members met on Friday, November 21 at MECA's offices. In attendance were Stephen Curtiss, Dana Bradford, Diane Duren, Lea French and Casey Sporleder. The Committee reviewed the October 2014 financial statements. After overviews from and discussions with Ms. French, the Committee found the financial statements to be reasonable compared to plan and to prior periods, and consistent with standard MECA accounting practices. Ms. French provided a review of MECA's 990 Communication Packet for today's board meeting. Board members are required to complete a questionnaire for disclosure of business transactions for the annual tax return. The Committee reviewed initial drafts of the auditor's annual report to the Board of Directors and the audited financial statements for the fiscal year ended June 30, 2014. A final draft is expected later this month. Ms. Duren will discuss the Committee's year-end financial presentation at the next Internal Governance Committee meeting.

Finally, the Committee reviewed the upcoming Board meeting schedule, along with financial reporting timing and review requirements. The Committee meeting schedule will be established accordingly for the next few months.

Real Estate Committee

Mr. John Lund reported the Real Estate Committee members met on Monday, November 17. In attendance were John Lund, Dana Bradford and Steve Jensen. Discussed was the ULI (Urban Land Institute) study that was presented on November 7. The panelists presented a high-level approach to a joint riverfront development for both Omaha and Council Bluffs. Within the study, it became quite evident the Bob Kerrey Pedestrian Bridge will be a critical component in the connectivity for both sides of the river. Walkways, bicycle trails and more visible points of access are some of the items of connectivity that must be developed for an overall continued success. The study will be completed and available to the public in March 2015. Future Committee meetings will be set up with Derek Miller with the City of Omaha, concerning the Bob Kerrey Pedestrian Bridge and how a connecting bridge could positively affect MECA. Mr. Dixon requested that he be included in the meetings with Mr. Miller regarding the design and how the connecting bridge is constructed.

The City of Omaha also received a grant to do another study on the North Downtown Omaha District to determine its future. Mr. Lund expects results from the study sometime in the second quarter of 2015.

Mr. Lund reported that talks continue with Mike Moylan of Shamrock Development. The final funding documents are being completed with his new representative broker, and he is hopeful that he can make a positive announcement soon.

Arena Committee

Mr. Jay Noddle stated it has been a challenge due to everyone's scheduling for the Arena Committee to meet in November. He had planned to join Mr. Dixon and Mr. O'Gorman in New York for the Billboard Touring Conference, but was unable to attend due to a conflict. The next meeting will be Wednesday, January 14. The Committee will have a full agenda and will be in a position to provide an update at the next board meeting.

Convention Center Committee

Mr. Willy Theisen stated it has been a challenge due to everyone's scheduling for the Convention Committee to meet in November. The next meeting will be Monday, December 15. The Committee will have a full agenda and will be in a position to provide an update at the next board meeting.

Mr. Bradford added that the Arena and Convention Center Committees are temporary committees designed to focus on the two areas of MECA business. Mr. Bradford indicated both committee chairs have done a good job activating the committees and exploring ways to remain competitive in an increasingly competitive environment.

Mr. Theisen, being ill, excused himself from the meeting at 10:25 a.m.

Contract Approvals:

Chairman Bradford indicated there are three contract approvals today.

MECA

Chairman Bradford read the following resolution:

Alpha Video and Audio, Inc.

RESOLVED, that the Agreement between MECA and Alpha Video and Audio, Inc. for the purchase 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.

Mr. Raymond added this Agreement is for the replacement of failing AV equipment at TDAPO so MECA is ready for the College World Series.

Chairman Bradford asked for any public comment and asked for a motion.

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

Motion carried: 4-0.

Tennant Sales and Service Agreement

RESOLVED, that the Agreement between MECA and Tennant Sales and Service Company for the purchase of a T-17 floor scrubber 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.

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

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

Motion carried: 4-0.

TriMark Marlin

RESOLVED, that the Agreement between MECA and TriMark Marlin for the purchase of ten mobile bars 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.

Chairman Bradford invited public comment and asked for a motion.

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

Motion carried: 4-0.

Executive Session

Chairman Bradford stated the time of 10:35 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. Duren, seconded by Mr. Noddle.

Motion carried: 4-0.

Adjournment

At 11:25 a.m. a Motion was made to come out of Executive Session and to adjourn, made by Mr. Noddle, seconded by Ms. Duren.

Motion carried: 4-0.

Adjournment (11:25 a.m.)