

VIGO COUNTY CAPITAL IMPROVEMENT BOARD OF MANAGERS
MEETING MINUTES OF FEBRUARY 16, 2022 AT 9:00 A.M.

A meeting of the Vigo County Capital Improvement Board of Managers was held on the above date and time. Pursuant to the Board's Remote Meeting Policy, members of the Board and staff participated in the meeting in person at the Vigo County Council Chambers or by telephonic or electronic means.

1. Call to Order. President Jon Marvel called the meeting to order at 9:00.

2. Call of the Roll: Jon Marvel – President, Present; Duke Bennett – Vice President, Absent; Emily Crapo – Secretary, Present; Chris Switzer – Treasurer, Present; Dave Patterson – Absent; Steve Witt – Absent; Terri Conley – Member, Present. With four members being present, there is a quorum.

Others Present: James Bramble, Cheryl Loudermilk, Brian Bosma, Brian Kooistra, Steve Elkins, Mark Merrill, Tyler Evans, John Rollins, Jason Semlar, Tennille Wanner, Martell Lewis, Lucy Utterback, Vittoria Meyer, Shelly Keen, and Howard Greninger.

3. Additions or Revisions to the Agenda. Chris Switzer said that he had inadvertently cancelled the Finance Committee meeting normally held prior to this meeting because he had forgotten that the committee members had changed and the former members had been unable to attend. He asked if it would be appropriate to hold the meeting now in order to be able to approve invoices that needed to be paid. Notice of the reschedule during this meeting had been put on the website this morning and Mr. Bosma determined that sufficient notice had been given and gave Mr. Switzer the green light to proceed once the regular meeting was recessed and then resumed after the Finance Committee Meeting. The regular meeting was then recessed. Mr. Switzer then called the Finance Committee Meeting to order. The claims to be approved were as follows:

CSO Architects	\$ 13,191.39
C.H. Garmong & Sons	504,694.62
Commercial Office Environments	13,173.69
Modern Office	40,243.00
SnapLock Industries	3,965.80
Shelly Keen	4,167.00
RJL Solutions	2,500.00
Kroger Gardis & Regis, LLP	27,066.45
Baker Tilly	6,478.86
Nations Group	<u>29,500.00</u>
 TOTAL -	 \$ 644,980.81

Emily Crapo asked what the purchase was from SnapLock Industries. There was a brief discussion of what they thought it might be. John Rollins of Nations Group advised that this was for a dance floor for the ballroom. Terri Conley moved that these claims be approved. The motion was seconded by Emily Crapo. Upon a voice vote of 3-0, the motion was unanimously passed.

The minutes from the January 19, 2022 Finance Committee meeting were presented. Emily Crapo made a motion to approve the minutes. Terri Conley seconded the motion. Upon a voice vote of 3-0, the motion unanimously passed.

For the benefit of the new committee members, Mr. Switzer briefly reviewed how the Finance Committee

meetings normally took place

The regular meeting was then reconvened. Mr. Bosma then said that he didn't believe the agenda needed to be modified but that he had received a request from RJL Solutions to make a brief presentation at some point. Mr. Bosma suggested that could possibly happen at the end of the Old Business.

4. Approval of Minutes. Minutes for the January 19, 2022 meeting had been circulated via email to all members. Chris Switzer made a motion to accept the minutes as presented. Emily Crapo seconded the motion. Upon a roll call vote of 4-0, the motion was unanimously approved.

5. Old Business.

5.1. Update on Construction Progress – Garmong Construction Services. Brian Kooistra reported that the current GMP is \$27,176,074 which reflects a change of \$67,750 which is a result of the museum underslab electric and concrete slab. Everything remains on schedule. Two weeks from tomorrow, March 3, the facility will be turned over as planned. They have received the build-out drawings for the museum which takes the unfinished space and turns it into more or less a white box with drywall, heating and cooling, house lighting, ceiling paint and really prepares the space for the museum exhibits, etc. They are putting pricing together and it should be ready for review and approval by the end of the week. He reviewed recent progress: wall protection, corner guards and bump rail in back of house hallway is complete; final cleaning and window cleaning is complete; Garmong's internal punch list is complete; the State inspected the elevator on Friday and the certificate to operate the elevator was given; the AV system, security cameras, wireless access points are all in place; cellular enhancement system is in final stages; owner training is about 80% complete and has been videotaped to give to Spectra for training for new employees. In the parking garage, the 5th floor elevator lobby has been enclosed. The concrete slab was poured in the museum. Upcoming activities: completion of final connections and start-up in the kitchen next week; complete remaining owner training; any final cleaning will take place. CSO, project architect, completed their punch list Monday and Garmong hopes to have that in hand later today to address any items on that list. Signage installation is scheduled to take place the week of February 28. Parking garage equipment installation is scheduled to begin February 22. Final elevator inspection for the parking garage is scheduled the week of February 28. The remaining concrete at the site is being poured at every available opportunity. Weather permitting, it will be finished by March 3 but there is a chance that it could extend a little past that which should not be a problem since opening is not scheduled until April and will certainly be finished before that. As soon as pricing is approved on museum, they will begin roughing in electrical into the walls, ductwork installation begins tomorrow and closets will be framed and drywall hung. He then again reviewed the closeout activities that were discussed at the last meeting. A photo presentation of recent progress was shown. Mr. Kooistra then introduced Steve Elkins, Project Superintendent, Mark Merrill, Project Manager, and Tyler Evans, Project Engineer. All three are graduates of our local high schools and live here in Vigo County. There was a short question and answer session. Among other discussion points, Mr. Bosma asked about the operating manuals for all equipment. Mr. Kooistra said they would all be assembled, labeled and turned over to CSO for review and approval. Once CSO approves, everything will be turned over to the owner. Mr. Kooistra said he would look to the board/Mr. Bosma to see who that would be, although electronic copies could also be sent to multiple people. Mr. Bosma thought all board members should receive a copy as well as himself. Final payment of the guaranteed maximum price procedure was also discussed. It will take a few months to receive/pay all final invoices. Once that is complete, all accounts will be reconciled and any difference will be returned to the CIB. He believes the amount could potentially be low six figures. Attic stock and storage of same was also discussed. Discussion also took place about the finish out of the museum.

5.2. Update on Convention Center Management – Spectra Venue Management. Tennille Wanner introduced Lucy Utterback who has been brought on board as Event Manager. Ms. Wanner had provided a packet to each board member. She briefly summarized each section. A public grand opening is set for Saturday, April 9 from 10:00 a.m. to 1:00 p.m. along with a ribbon cutting ceremony. There will be a small business expo inside the building that they will sell booth space for so that the ballroom can be seen as part of a trade-show setting and another part of the room set with banquet décor so that people can visualize what can be done. Selling booth space will ensure that whoever reserves a space will show up. There will be food sampling and tours. A permit has been applied for in order to do activities outside in front of the building, including working with the Children’s Museum for planned activities. There will also be a grand opening celebration/welcome gala on Saturday, April 23. This will be a ticketed event and takes place from 6:00-9:00 p.m. It will consist of a formal plated dinner with entertainment and dancing. Ticket sales will probably begin the first week of March. Brady Kearns, Director of Operations, recently went to the Owensboro Convention Center for training. Interviews are taking place for Maintenance Technician and Operations Manager positions. Meetings with vendors, paper suppliers and cleaning products and general equipment are also taking place. Configuring their accounting software is in progress. All check runs are being done in-house. Payroll processing will start on February 28. They are getting ready to hire their part-time staff and she listed the positions that were going to be available and how that would work. They have a final candidate they are interviewing for the Executive Chef position and are in the final interview stage with a couple of part time maintenance position candidates, full time Operations Manager, and Banquet Manager but are still taking applications. They are also looking for a marketing administrative assistant. The Food & Beverage Director also recently went to Owensboro, Kentucky for training. The liquor license permit hearing is set for February 28 at 1:00 and a sign has been posted. She has submitted the Coca Cola and Pepsi sponsorships to the Board members and is looking for input as to the direction they want to go. She has been meeting with alcohol distributors and food purveyors. A 15 second ad was run after the Super Bowl on Channel Two which generated quite a bit of buzz. They have an ad in a local bridal magazine and flyers in the local newspaper along with a couple of radio ads. The website is up and running. Emily Crapo asked about obtaining an ad proposal from WTHI since she only saw one for WTWO. Ms. Wanner advised that WTWO had reached out about sponsorship. Ms. Crapo indicated she would like to see WTHI included in the sponsorship decision. Ms. Wanner said she would reach out to them for a proposal but wanted to tread lightly in order not to jeopardize relationships. Ms. Wanner then gave a brief update on their digital footprint. The Director of Sales has become involved with various local and State organizations in a membership/board member capacity. She then reviewed their scheduled bookings and proposals that are in the works and the upcoming events. There was a discussion regarding the use of Pepsi or Coca Cola products at the Center. Ms. Wanner reviewed some of the pros and cons of the proposals from each and their overall value. After discussion, Ms. Wanner indicated she would ask if the proposals could be enhanced any further by each company.

5.3. Update on Project Budget – Baker Tilly. Jason Semlar reviewed the monthly schedule that had been emailed to the Board. Not much has changed to the adjusted budget from the current contract costs. He noted that he had added to the unbudgeted additional project costs the items from the last meeting (the speakers and ADA power door operator) and that brings that total amount to \$277,000. So the total project cost that was approved when the bonds were issued plus the additional costs add up to \$35,018,000. There will probably be some more changes with the project coming to an end that will reflect the cost of furniture and fixtures. There was a short discussion. Bond payments are current.

5.4. Update on Equipment Purchases – Nations Group. John Rollins of Nations Group gave a short update on equipment. The parking garage equipment is expected to be delivered and installed next week. The furniture and remaining building signage will be delivered the following week with assembly and installation beginning that week. Most of the furniture comes already assembled. No

delays are expected. There was a brief question and answer session.

5.5. Update on Larry Bird Museum – Terri Conley. Terri Conley noted that phone meetings take place every two weeks that include Garmong, Hilferty Group, Mark Medersky, Spectra, Tennille Wanner, and herself. Plans are pretty well complete on the rough-ins. There is a subcommittee consisting of Ms. Conley, Mayor Bennett, Shelly Keen, Mark Medersky and they had a meeting on February 10. They had discussions on whether to keep the museum managed by CIB members or become the responsibility of a separate museum board. Responsibilities would be policy making, admission, security, photography, maintenance, cleaning, and event coordination with Spectra. It was the committee's opinion that there should be a newly formed 501(c)(3) and with that, a Board that would oversee that 501(c)(3). Organizational documents would need to be prepared. There are concerns about copyright laws and requirements and loan agreements for the collection items need to be prepared. This would all need to happen fairly quickly. There was also discussion about signage for the museum since nothing has been budgeted for that for the museum. They want to establish times when the museum would be open when no events are scheduled. Signage possibilities had been discussed. Their next meeting is scheduled for March 10. Mr. Bosma noted that maintenance, cleaning, security of the museum area is included in Spectra's contract and in the fees that are being paid to them. Ms. Conley noted that agreements would have to be put in place between Spectra and the 501(c)(3). Mr. Bosma then asked how the 501(c)(3) would be funded. Ms. Conley said that was something the committee was going to have to work through and that there were things that needed to be discussed that hadn't yet been figured out. President Marvel stated that the museum had started out simply as an attraction for the Convention Center. If it is turned into a public entity, you lose the protection of the government when it comes to liability. Discussion continued. Mr. Bosma suggested that another option would be to set up an advisory board rather than a separate 501(c)(3). It was decided that further discussions needed to take place. Mr. Bosma did note that it had been very difficult to make contact with Mr. Bird's agent. Discussion continued.

5.6. Update on Legal Matters – Kroger Gardis & Regas, LLP. Brian Bosma noted that the Alcoholic Beverage Commission permit hearing is scheduled for February 28 at 1:00. Doug Kowalski of his firm, who was a former hearing officer for the Commission, will be handling this matter along with Tennille Wanner. He then discussed the two resolutions that would be coming up in New Business. Resolution 2022-05 is a special procurement resolution for dinnerware, the purchase of which has to be handled very differently than other items. He explained what was unique about this type of purchase which is different from the normal quotation process. Resolution 2022-04, which is the first item of New Business, deals with the purchasing policy. He explained how this draft was created. In short, in an emergency, this will allow Spectra to do whatever they need to and report back later. There is a provision that they attempt to call a member of the Executive Committee first and get approval, but if unable to make contact and it is a true issue (including prevention of a scheduled event) they can proceed with purchases and report back later. For services, if it will be more than a year, they are asked to do a RFP process and try to go local if possible. If not more than a year, they can procure however they would like. For procurement of equipment (which includes supplies, equipment and food), if less than \$10,000 in a single event, they can do so using competition to the extent practicable. If it's between \$10,000 and \$25,000, they are to get 3 quotes (this can be by phone), \$25,000 to \$50,000 can be done by getting 3 quotes and giving 72 hours to get responses back, and then if \$50,000 and up (which is covered by statute) is equipment or supplies needing to be purchased between \$50,000 and \$150,000, there is a statutory process set forth which he explained. Prior to today's meeting, Emily Crapo had suggested moving the \$10,000 amount down to \$2,500. Terri Conley had suggested to combine the amounts of \$25,000-\$50,000 with the \$50,000-\$150,000. Mr. Bosma explained why both of these could be problematic. Ms. Conley clarified that her suggestion was to remove one of the steps and combine to make the second category from \$10,000 to \$50,000 and get three quotes, which can be done by phone and simplify the process. Ms. Conley had also suggested that on the capitalized

expenditures (i.e. not a repair, piece of equipment, it's like replacing an entire large ticket item), she suggested changing that amount to up to \$10,000 and Mr. Bosma agreed. Mr. Bosma said that we are still waiting on a reply from Spectra with regard to the management contract amendment from their legal department. There was one item still under discussion and he explained what that item was. He then asked for further comments/suggestion. Ms. Crapo said that she would like for the emergency monetary limit to cap at \$5,000 rather than \$10,000 and making the second level be \$5,001 to \$50,000 and explained her reasoning. Mr. Bosma explained that any amendments could be made when this Resolution was discussed in New Business, the Resolution could be executed and the new amended attachment could be attached as soon as the changes were made. Terri Conley asked for Ms. Wanner's opinion on reducing the amount to \$5,000. Ms. Wanner had concerns that this could potentially be a problem when ordering for food and beverage issues might arise and gave examples of what could happen. There was a lengthy discussion.

5.7. RJL Solutions. Vittoria Meyer of RJL Solutions provided to the Board a copy of a letter that has been drafted regarding the Convention Center opening. With the public grand opening on April 9 and the ticketed event planned for April 23, the committee thought that having a letter to go along with some of the marketing materials that comes from the CIB to really encourage the public to participate would be a good idea. She would be happy to make any changes if the Board so wishes but she would like to start using the letter in two weeks, or the time when they start pushing sales for the April 23 event. She would like to get the signature of the four members at the meeting today and will arrange for the other signatures in the coming days. Emily Crapo and Terri Conley both said they would like to make a couple of small changes before signing and Ms. Meyer said she would be happy to accommodate. She would like to get any revisions by February 22 so that it would be ready for use the following week. She will follow this up with an email to all board members regarding the timeline.

6. New Business

6.1. Resolution No. 2022-04 Adopting a Purchasing Policy - Kroger, Gardis & Regas, LLP. Emily Crapo made a motion to adopt Resolution 2022-04. Terri Conley seconded the motion. Brian Bosma summarized his understanding of the amendment as follows: to revise Resolution 2022-04 by changing Item A1 on page 4 by changing the amount of \$5,000, changing the amounts in number 2 to \$5,001 to \$50,000 with the limited required quotations and eliminating number 3 in its entirety, and an exclusion for food and beverage which will be moved to the beginning. Terri Conley said that she would like the language in 3E to be left in. Mr. Bosma said if someone would make that motion, he understands what revisions are being requested and will encompass them in the agreement. Terri Conley made the motion for those amendments. Emily Crapo seconded that motion. Voting was as follows: Terri Conley – aye; Emily Crapo – aye; Chris Switzer – nay. Motion fails. When asked his reasoning why or if he had other suggestions, Mr. Switzer said that at some point, there has to be trust in who has been chosen to run the Convention Center. Many limitations keep being added and they haven't even started yet. He believed that the first level should be left at a \$10,000 limit and the second level \$10,000 to \$50,000. There was additional lengthy discussion. Terri Conley made a motion to amend Resolution 2022-04 to eliminate A3 with the exception of E that the report remain in place and add the exclusion of food and beverage expense. Emily Crapo seconded the motion. Upon a voice vote of 4-0, the motion unanimously passed. Chris Switzer made a motion to adopt Resolution No. 2022-04, as amended. Terri Conley seconded the motion. Upon a voice vote of 4-0 favoring passage of this Resolution as amended, the motion unanimously passed.

6.2. Resolution No. 2022-05 Approving a Special Purchase Under Ind. Code 5-22-10. Terri Conley made a motion to approve Resolution No. 2022-05. Emily Crapo seconded the motion. Upon a voice vote of 4-0, the motion unanimously passed.

7. Other Business.

7.1. Questions and Comments from CIB Members. Chris Switzer said that he felt like compensation for Tammy York-Allen needed to be addressed for her work for the Board. Something needs to be decided moving forward whether she will continue doing this work for some type of compensation or whether someone else needs to be put in a paid role to do the work. It had been discussed last year but no firm decision on how to accomplish it was reached. Mr. Bosma made several suggestions and Chris Switzer asked if they could work together to get something written up that he could take to the Council to resolve this situation.

Auditor James Bramble said that there was a newspaper article today about a new tax bill introduced at the Senate Hearing concerning phasing out the Food & Beverage tax which would directly affect this Board. He asked if we should be concerned about this. Jason Semlar said that this was Senate Bill 390 and it's all food and beverage except the donut counties or maybe Marion County, and that all food and beverage would be phased out in either 2042 or when bonds are paid off. He had intended to discuss this after the meeting. This would affect a lot of counties and they are all talking to the legislators. Even though our bond obligation will be met by 2042, it is also anticipated that the food and beverage tax is going to be used to operate the facility. Mr. Bosma said they will look into it.

Emily Crapo then asked if an extra stipend should be considered for the Auditor since he handles payment of all the invoices. Mr. Bramble advised that his salary cannot be adjusted but his office staff who works on these matters are definitely affected. There was a short discussion.

7.2 The next regular Board meeting will take place on March 16, 2022.

8. Adjournment. President Marvel stated that if there was no further business, the meeting was adjourned at 11:00 a.m.

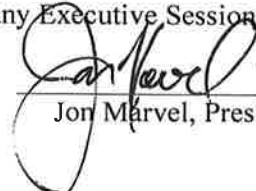
16th Adopted and approved by the Vigo County Capital Improvement Board of Managers this day of March, 2022, by roll call vote with the member votes indicated below.

VIGO COUNTY CAPITAL IMPROVEMENT BOARD OF MANAGERS

Jon Marvel, President	<input checked="" type="checkbox"/> Aye <input type="checkbox"/> Nay	Chris Switzer, Treasurer	<input checked="" type="checkbox"/> Aye <input type="checkbox"/> Nay
Mayor Duke Bennett, Vice President	<input checked="" type="checkbox"/> Aye <input type="checkbox"/> Nay	David Patterson, Member	<input checked="" type="checkbox"/> Aye <input type="checkbox"/> Nay
Emily Morris, Secretary	<input checked="" type="checkbox"/> Aye <input type="checkbox"/> Nay	Terri Conley, Member	<input checked="" type="checkbox"/> Aye <input type="checkbox"/> Nay
Steve Witt, Member	<input checked="" type="checkbox"/> Aye <input type="checkbox"/> Nay		

CERTIFICATION

I certify under the penalties of perjury that the foregoing members of the Vigo County Capital Improvement Board of Managers were in attendance at the meeting either in person, by electronic or telephonic means and that all votes were taken by roll call observable by the public. I further certify that no final action was taken or other matters discussed at any Executive Session.



 Jon Marvel, President