

Lorain Port and Finance Authority
Board of Directors
Special Meeting
Tuesday, October 15, 2024, at 5:30 p.m.

Board of Directors: Ms. Bonilla; Mrs. Kiraly and Silva Arredondo; Messrs. Mullins, Scott, Simmons, Veard, Zellers and Zgonc (9)

Staff: Tom Brown, Executive Director
Tiffany McClelland, Assistant Director
Yvonne Smith, Accountant
Kelsey Leyva Smith, Office Manager
Michael Brosky, Esq., Port Attorney

Guests: None

I. Roll Call

A. The meeting was called to order at 5:35 p.m. by Chairman Brad Mullins with roll call indicating a quorum present.

II. Pledge of Allegiance

III. Report of Officers

A. Board discussion concerning organization structure: Mr. Mullins thanked everyone for attending. He said we have a lot to discuss. We're at the point where we're ready to make changes to the organization due to the acquisition of Rockin' on the River. One is to create the operations director position. They will take care of the concert series as well as the construction of the stage and managing Black River Landing facilities. First we would need the board approve for the position. The second item is to approve the job description. Then we can talk about candidates. Mr. Mullins opened the floor to questions. He realizes there is a lot going on and as the board is aware we're trying to move at a quick pace. We're already booking bands for next year, so we need someone onboard now. Ms. Bonilla asked who is booking bands? Mr. Mullins said Mr. Brown is doing that with Mr. Bob Earley's guidance. Mr. Brown is taking a proactive approach. Mr. Mullins asked what the board's appetite is for the new position? Mr. Scott said he thinks the position is necessary. Mr. Mullins said he agrees. Mr.

Scott said going forward we talked about a job performance review for the executive director by the board and then the executive director does that for the employees. He wants the board to do a review of the new position at the end of the year also. Mr. Mullins agreed with that for at least the first couple of years to make sure we're on the right path. Mrs. Kiraly clarified that beyond Rockin' on the River, this position will oversee the facilities and anything that extends outside of Rockin on the River including the stage. Mr. Mullins said yes, it is a healthy job description. Mrs. Kiraly asked how this position would interact with the stage project? Mr. Mullins said it's under the summary of duties and responsibilities. Mr. Veard asked if this was something Mr. Brown wanted to do? Mr. Brown said yes. Mr. Mullins said we're not there yet. We have to approve the job and description in two separate motions. Mrs. Silva Arredondo said this position takes some of the responsibilities of the current executive director. Mrs. Kiraly said since we're adding this position and it's relieving some of the responsibilities of the executive director she wants to see the executive director's job description. Mr. Mullins said that description is in the bylaws. Ms. Bonilla asked if this would change the bylaws? Mrs. McClelland said only executive director position is in the bylaws. The only change to the bylaws would be if we changed the executive director position. Mrs. Bonilla wondered if that would be necessary with the new position and if it affected the executive director responsibilities? Mr. Scott said he didn't think so since the executive director oversees all staff. Mr. Brown said the executive director description is overarching. This new position is more detailed. It's not just Rockin' on the River. This is about filling the schedule, attracting new events, improving the site and construction management. He said the last two years with the stage project have pulled him in many directions. The new position offers a separation and refocusing. The executive director can focus on economic development and financial deals. Mrs. McClelland said the overlap between operations director and executive director is almost nonexistent. She said the executive director position can be updated if desired. Mr. Zgonc asked if this is a permanent position? Mr. Mullins said yes, as permanent as we want it. He said there was some discussion about having the operations director sign a

3- or 5-year contract to outline compensation and include a nondisclosure or no solicitation clause. He thinks this will help us have a stable infrastructure. Mr. Zgonc said that makes sense. He asked about pay range, salary, benefits, etc. Mr. Mullins said if Mr. Brown steps into the role, his compensation would remain status quo for now. The board would then reevaluate after a year and possibly offer an incentive if we hit it out of the park. Mr. Scott moved to create the operations director position at the port authority. Second by Mr. Veard. Motion carried. Mr. Mullins asked if there were any questions about the job description? He thinks it's a pivotal position to help ensure the success of the concert series, the stage and the facilities. Mrs. Silva Arredondo moved to approve the job description. Second by Ms. Bonilla. Motion carried. Mr. Mullins moved to nominate Tom Brown as the operations director. Mr. Zellers asked if Mr. Brown would step down? Mr. Mullins said yes, he would resign as executive director and take on the new role. Mrs. McClelland will be interim executive director while we conduct a search for a new one. Mr. Zellers confirmed that at the end of the year, we would discuss salary and benefits as in the past. Mr. Mullins said yes, there will be an annual review and at minimum a cost of living increase would be included in the compensation package. Mr. Zellers liked the idea of a performance review of the operation manager at the end of the year. Mr. Scott suggested in future the review being at the end of the concert series. Mr. Zellers asked about the time spent on concert series versus other things? Mr. Brown said probably a third. Right now, our entertainment is predominantly Fridays. We need to book more days and find new partnerships. Mr. Brown has had preliminary talks with the Palace. He's talked with organizers of two possible new festivals. BrewFest is coming back for its second year. He sees a lot of alternatives to energize this site. Mr. Scott said Mrs. McClelland always crunches the numbers and give projections. Will Mr. Brown be able to do that? Mr. Brown said he's reviewing Mr. Earley's numbers and the budgeting is pretty simplistic. Mr. Scott wants projections in advance versus actual numbers on a regular basis to know where we are and what trends are coming. If we have a rainout, how much will that affect us? Just to get an idea for projections in year two, three and

four. Mr. Brown said Mrs. McClelland is better at presenting, but he has a good grasp of the budget and can get it done. Mrs. Smith can help, too. We've been conservative in our revenue estimates, but if we perform as Rockin' on the River has these past two seasons, that's like getting 20 financial deals a year. We'll explore rain insurance on certain dates. Mr. Veard said we also have the counter. Mr. Mullins said he sees opportunities for efficiencies in how we operate. Mr. Brown said with the counter we'll know how many people entered and left, so that'll help with booking as well. We're adding some technology to the VIP and Season Passes. Partnering with the Palace brings different opportunities and acts. We'll also track weather. Mrs. Kiraly asked about the salary, specific to the executive director. If Tom takes the operations director position, he will keep the same salary and be reevaluated in the coming year. Are we increasing the executive director pay rate? Mr. Mullins said that would be decided once a new executive director is chosen, but likely yes. The interview process will need a panel of 4 people. He'll post the job listing, review the submission and present the ones he thinks are most qualified. It'll probably be the top three or four and he'll present those to the group. Mrs. Kiraly asked if Mrs. McClelland would see an increase in pay as interim director? Mr. Mullins said that is up for discussion. Mr. Zgonc said she should if she's acting director as the responsibilities are greater. Mr. Zellers moved to hire Mr. Brown as the operations director. Mr. Scott seconded. Mr. Veard asked if Mr. Brown really wanted this, and Mr. Brown said yes. Motion carried. Mr. Brown said he has loved being executive director and this new position is truly intriguing to him. He appreciates the support and looks forward to it. Mr. Mullins said we can talk about Mrs. McClelland moving to interim director. Mrs. McClelland agreed to take over while a search is conducted.

IV. Executive Session: Personnel

A. Mrs. Kiraly moved to enter executive session to discuss compensation.

Second by Mrs. Silva Arredondo. Roll call vote as follows:

Ayes: 9 Nays: 0 Abstain: 0 Motion carried

Mr. Scott moved to exit. Second by Mr. Veard. Motion carried

- B.** Mr. Mullins said for salary of the interim director, it would be a \$7,500 increase in the base salary. If Mrs. McClelland gets the permanent position, then the board will look at different compensation moving forward. Mr. Zgonc moved to increase Mrs./ McClelland's salary by \$7,500. Second by Ms. Bonilla. Motion carried. Mr. Zgonc moved to appoint Mrs. McClelland as interim executive director. Second by Mrs. Silva Arredondo. Motion carried. Mr. Zellers asked about a press statement. Mr. Mullins said one was prepared.
- C.** Mr. Zgonc asked how fundraising going? Mr. Brown said good. We put the steering committee on pause. We had three tasks: securing the funding from the City of Lorain, acquiring Rockin' on the River and the bond. We completed the first two but the bond is moving slower than we like and we're vetting that now. Mr. Mullins asked if there was any problem? Mr. Brown said the county has always been very positive, they're just moving at their own pace, without any urgency. Mr. Zellers suggested maybe waiting until after the election. Mr. Scott said they don't have a timetable, and we do. Mr. Brown said he wants to be able to say we're financed before reaching out to the steering committee. We're reengaging foundations and looking at funding cycles. The MOU with the city is signed. We're waiting for the first draw down. It hasn't hit yet. Everything has been positive with the city.
- D.** Mr. Brown said if you haven't seen our Facebook page, the storms the other night had big thunder claps. Mr. Chris Haynes put together a video and it's gotten lots of views. Mr. Zgonc asked for a summary for the hits on our website. Mr. Brown said yes, we can get that.
- E.** Mr. Zellers asked Mrs. Leyva Smith to send a reminder about the next regular board meeting being at 6 p.m. on Monday, Nov. 4, 2024.
- F.** Mrs. Leyva Smith said two tickets are available to the El Centro Gala if a board member wants to go. It's Nov. 2, 2024, at LCCC. Mrs. Kiraly said she would take the tickets.

V. Adjournment

- A.** There being no further business to come before the board, Mr. Scott moved to adjourn. Mr. Veard. seconded. The meeting adjourned at 7:09 p.m.

Brad Mullins, Chairman

Tom Brown, Executive Director