

**Vermilion County Metropolitan Exposition Auditorium
And Office Building Authority**

Minutes of the Board of Directors

March 29, 2021 – 5:00 p.m.

Present: John Spezia, Chairperson; Tara Auter, Catlin Crozier, Carley Fredericks, Bob Iverson, Ken Salomon, Maruti Seth, and Dean Shore.

Absent: Bill Black, Scott Dowers and O. J. Harrison.

Attending: Joe Dunagan, Andrew Mudd and Teri Gaffney.

Guests: Kathy (last name unknown).

Call to Order: John Spezia called the meeting to order at 5:30 p.m.

Roll Call: The roll call was taken. A quorum was present.

Public Comment: None received.

BUSINESS:

Review of ERTC Decision – Dean Shore reported that he had spoken with Greg Tissier regarding the possible options. It was reported that there are three options:

- 1) Continue with the original agreement (Mr. Tissier drafts the rebuttal letter as part of the original payment of \$7,500);
 - a. If ERTC is approved, the Arena may receive an estimated \$271,367.
 - b. If ERTC is rejected, the Arena has previously paid Mr. Tissier \$7,500.

- 2) Accept contingency plan A (Mr. Tissier writes rebuttal letter for amount previously paid in original agreement);
 - a. If ERTC is approved, the Arena may receive an estimated \$221,613, Mr. Tissier is paid an estimated \$49,754, and the Arena is reimbursed \$4,000 from Phase 1 & 2 payments to Mr. Tissier for original agreement.
 - b. If ERTC is rejected, the Arena is reimbursed \$4,000 from Phase 1 & 2 payments to Mr. Tissier and the Arena loses \$3,500 from Phase 3 payments to Mr. Tissier from original agreement.

- 3) Accept Contingency Plan B (Mr. Tissier writes rebuttal letter for the amount agreed in original contract);
 - a. If ERTC approved, the Arena receives an estimated \$196,121, Mr. Tissier is paid an estimated \$75,246, and Mr. Tissier will reimburse the Arena the original payments of \$7,500.
 - b. If ERTC rejected, Arena is reimbursed \$7,5000 from Phase 1, 2, and 3 from Mr. Tissier.

Mr. Shore reported that the denial from IRS was due to a question on an 'unauthorized person signed'. This will be addressed in a rebuttal letter by Mr. Tissier.

The members discussed concern with how the monies be held if we are successful in the appeal of the decision as it is understood that the IRS has the opportunity to reverse the decision and requests the monies be returned in three to five years. The Arena can hold its monies in a special account until the ruling becomes final, but it was understood that it may be difficult to require the same of a private individual. It was acknowledged that we would want to assure that Mr. Tissier receives the monies that may be due to him if he is successful in the appeal to the IRS but that the arena needs to be protected as well in case the monies need to be returned.

It was suggested that Mr. Shore talk with Mr. Tissier regarding the need for the monies to be held in an escrow account to determine his willingness to partner with the Arena on this. After discussion, it was the consensus of the members that the last option is preferred with the understanding that the agreement would need to include language that the monies would need to be held for up to five years. **It was moved by Maruti Seth, seconded by Ken Salomon, and carried that Mr. Shore will have another discussion with Mr. Tissier regarding the need to hold the monies in an escrow account for up to five years and, if Mr. Tissier is agreeable, to finalize the agreement.**

Appointment of QuickBooks Administrator – In the absence of the Treasurer, Mr. Dunagan reviewed the request to appoint Stephanie Wilson as the Administrator of the QuickBooks software program. The company requires documentation of the Board's approval in order to change the Administrator. A person named 'Kathy' was on the Zoom call and stated that there was no need to change the software accounting program to QuickBooks as she believed that the other program was a better program for the Arena's needs. In the absence of the Treasurer and her ability to respond to the person's allegations, **it was moved by Ken Salomon, seconded by Maruti Seth, and carried to defer action on the request until the Treasurer could address the comments.**

Selection of Security Door Vendor – Three bids for the Security Doors' project were presented;

- Botts Locksmith - \$5,251
- Johnson Controls - \$8,940
- ADT - \$17,665

The caller of the Zoom call, identified as 'Kathy', questioned Mr. Dunagan as to the quotes. She stated that she had personally spoken to Tom Wagoner who had stated to her that he had discussed the key fob system with Mr. Dunagan and that Mr. Wagoner had told Mr. Dunagan to provide him with all of the bid documents and that he could provide a better price. Mr. Dunagan stated that he had no such discussion with Mr. Wagoner as it would be inappropriate. The caller identified as 'Kathy' stated that her information from Mr. Wagner was different.

The caller identified as 'Kathy' was asked if she was a Board member and she stated that she was not. It was indicated that the time for public comment was over and that this was a Board discussion.

There had been questions in a recent committee meeting as to the 'service' fees of a vendor which have been addressed. ***It was moved by Ken Salomon, seconded by Dean Shore, and carried to accept the bid of Bott's in the amount of \$5,251 for the Security Access system as presented.***

Selection of Tree Removal Vendor – The five (5) tree removal bids were reviewed:

- Miller's Tree Service - \$5,000
- Four Seasons Tree Service - \$3,400
- Atwood's Inc. - \$6,300
- Ross-Leemon - \$6,500
- Bowers Tree Experts - \$12,000

It was noted that some of the bids will include complete removal of the trees and some indicate that the tree remains will be pushed down the hill. Mr. Dunagan was asked to confirm with the City of Danville if pushing it down the hill was acceptable or if complete removal was required. ***It was moved by Dean Shore, seconded by Catlin Crozier, and carried to table action on the Tree Removal bids until information from the City of Danville was received.***

OTHER BUSINESS:

Events Committee – Mr. Iverson stated that it is unknown at the present time if the Events Committee will meet in April. As Mr. Crozier has had difficulty in being physically present for the Events Committee meetings that a Zoom meeting may be an option Mr. Crozier said that Zoom meetings will be much better for him in order to attend. Teri Gaffney will send the meeting notice for a Zoom meeting.

Hall of Fame – Mr. Spezia reminded the members of the press conference that will be held Wednesday morning regarding announcement of the Hall of Fame. Mike Hulvey will be the moderator.

ADJOURNMENT - There being no further business, the meeting was adjourned at 5:55 p.m.

John Spezia, Chairperson

**VERMILION COUNTY METROPOLITAN EXPOSITION
AUDITORIUM AND OFFICE BUILDING AUTHORITY
BOARD OF DIRECTORS
BALLOT MINUTES**

DATE : **March 30-31. 2021**

PARTICIPANTS: *Board of Directors:* Tara Auter, Scott Dowers, O. J. Harrison, Bob Iverson, Maruti Seth, Ken Salomon, Dean Shore, and John Spezia, Chairperson.

AGENDA TOPIC		DECISION/RECOMMENDATIONS
Request for Appointment	The request for the appointment of Stephanie Wilson, Treasurer of the Board of Directors, be appointed as the Primary Administrator of QuickBooks for the Vermilion County Metropolitan Exposition Auditorium and Office Building Authority was reviewed.	<p>IT WAS MOVED, SECONDED, AND CARRIED TO APPROVE THE APPOINTMENT OF</p> <p style="text-align: center;">• STEPHANIE WILSON, TREASURER</p> <p>AS THE PRIMARY ADMINISTRATOR OF QUICKBOOKS FOR THE VERMILION COUNTY METROPOLITAN EXPOSITION AUDITORIUM AND OFFICE BUILDING AUTHORITY AS PRESENTED.</p>

Respectfully submitted, ---

Teri Gaffney, Recording Secretary

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