

WILL COUNTY METROPOLITAN EXPOSITION AND AUDITORIUM AUTHORITY

Date: January 24, 2018

Authority Memo Number **001-2018 December 20, 2017 Regular Meeting Minutes**, as corrected
The December 20, 2017 regular meeting of the Will County Metropolitan Exposition and Auditorium Authority Board was held at 15 E. Van Buren Street, Joliet, Illinois 60432. Chairman Bob Filotto opened the meeting at 4:00 P.M. with a quorum present and welcomed Board members and the public.

Present: Joe Carlasare, Donnie Chestnutt, Jane Condon, Bob Filotto, Tom Osterberger, Jeff Pierson, Kathy Trizna and Council Liaison Pat Mudron

Absent:

Others: Legal Counsel David Silverman, Mahoney, Silverman, Cross Law Firm; John Olivieri, Olivieri Bros. Architects / Olivieri Real Estate; Ron Romero, videographer; Rialto Square Theatre Foundation Board member(s), IATSE Local 124 member(s) as well as members of the public and the press.

Staff: Val Devine, Dale Evans, Patti Fitzpatrick, Jan Gilligan, Leann Hoffrogge, Nancy Lindmark and Marilyn McSteen

APPROVAL OF MINUTES

Authority Memo Number **079-2017 November 15, 2017 Regular Meeting Minutes**

Motion: Pierson moved and Carlasare seconded approval of the November 15, 2017 minutes, as presented.

The Chair invited and, hearing none, he called a voice vote. **Vote:** 'Ayes' were heard. The Chair invited negative responses. No opposing votes were expressed. Motion passed.

Public to be Heard Re: Agenda Items – No response.

Authority Memo Number **080-2017 Operational Bills Paid, Payable and Payable Age Listing**

Motion: Trizna moved and Condon seconded approval of operational bills paid, payable and payable age listing in the revised amount of \$530,118.73.

AYES: Carlasare, Chestnutt, Condon, Osterberger, Pierson, Trizna and Filotto

NAYS:

Discussion: Evans noted the report was revised to reflect the deletion of a duplicate petty cash reimbursement on page three of the November 24th listing. The Chair invited questions and, hearing none questioned CPR training paid to Minooka. Per Evans, the VenuWorks' staff member who provided instruction is an EMT with Minooka FPD. • Three co-promotion settlements (report ending Dec. 7) to VenuWorks include artist fees and a share of the proceeds. The Chair requested total fees and costs be provided. Evans said, at this stage of the Agreement, the Authority is protected should ticket sales be less than total show costs. • All Supplyworks locations are under the VenuWorks agreement. • The Chair requested a motion and, with the motion on the floor, directed roll be called. Motion passed.

Authority Memo Number **081-2018 Financial Statements** (September) – To Place on File
Review: The Chair reported City officials approved of the omission of financial statement details previously reported from the annual audit; and a director of finance search is underway. It is the Chair's request that the following be provided: profit / loss by job; assignment of internal codes to identify private rentals, thus holding the renter's name in confidence; and identification of show reports as 'open,' and when complete, 'closed.' • The Chair directed this memo be placed on file.

OLD BUSINESS

Authority Memo Number **051-2017 Dedicated Funding Source(s) for the Rialto Square Theatre**
Report: The Chair reported receipt of a letter from a State policy and budget analyst in response to Mudron's inquiry to Sen. McGuire's office about funding options afforded other IL Civic Centers. Carlasare reported he had contacted Representative Walsh and received a similar response. The Chair reported that other governmental officials have encouraged funding support for the Rialto. Further discussions with local officials are planned. • Condon suggested, and Carlasare agreed, it would be beneficial to hold a January workshop to discuss funding sources. Staff will notify members of potential meeting dates.

NEW BUSINESS

Authority Memo Number **082-2017 Ratification of Rosario Cibella's Suite 600 Lease**

Motion: Osterberger moved and Chestnutt seconded approval of ratification of Rosario Cibella's lease for Suite 600.

AYES: Carlasare, Chestnutt, Condon, Osterberger, Pierson, Trizna and Filotto

NAYS:

Discussion: The Chair reported that this Memo had been approved at the November 15, 2017 meeting of the Authority Board and appears on the current agenda to be ratified. The Chair invited questions; hearing none, he requested a motion and second. There were no questions. Motion passed.

Authority Memo Number **083-2017 Amendment to Rialto Square Management Agreement**

Motion: Pierson moved and Trizna seconded approval of the Amendment to Section 1. 3.3.20; Section 2. 3.4(e) and Section 3 of the Rialto Square Management Agreement and leasing parameters established by this Board, as presented:

WHEREAS, the Will County Metropolitan Exposition and Auditorium Authority (the "Authority") and VenuWorks ("VenuWorks") entered into a Management Agreement on or about _____ (the "Management Agreement"); and,

WHEREAS, by virtue of the Management Agreement, VenuWorks serves as the General Manager of the Authority; and,

WHEREAS, it is in the best interest of the Authority to enter into this Amendment; and,

WHEREAS, it is in the best interest of the Authority that VenuWorks be authorized to enter into Leases on behalf of the Authority; and,

WHEREAS, it is in the best interest of the Parties that the Management Agreement be amended accordingly.

NOW, THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, THE RECEIPT AND SUFFICIENCY OF WHICH ARE ACKNOWLEDGED BY THE PARTIES, BE IT AGREED AS FOLLOWS:

SECTION 1. AMENDMENT

That 3.3.20 be and the same is hereby deleted and the following inserted in its place:

3.3.20 After consultation with a designee of the Authority Board, VenuWorks is authorized to enter into Leases on behalf of the Authority subject to any parameters as from time to time established by the Authority Board.

SECTION 2. AMENDMENT

That 3.4(e) be and the same is hereby deleted and the following inserted in its place:

3.4(e) Reserved

SECTION 3. MANAGEMENT AGREEMENT

Except as hereby specifically amended, the Management Agreement shall remain in full force and effect.

Discussion: Legal Counsel drafted the Amendment (see above) based on Board discussion at the December 20, 2017 meeting and his research of legislation, which states that the general manager "shall have management of the properties and business of the Authority" (Standard Civic Center Provisions, Section 2-115), therefore, VenuWorks may enter into lease agreements, subject to parameters determined by the Board and which the Board may amend or override at its discretion. In response to Board discussion and questions, Silverman said Devine and leasing liaison Pierson are aware of the Board's ultimate authority and any matter requiring special consideration may be brought to the Board. • Olivieri said it is his business practice to notify potential renters that any terms not predetermined require the owner's authorization and, in this case, it would require Board action at the next Authority meeting. The Chair invited a motion and second and, with the motion on the floor, called a voice vote. The Chair requested a motion and second. With the motion on the floor, he called a voice vote. **Vote:** Members responded in the affirmative. The Chair invited opposing votes. None were heard. Motion passed.

Authority Memo Number **084-2018 Member Attendance by Means Other Than Physical Presence**

Motion: Pierson moved and Chestnut seconded approval of the Board Policy, *Board Member Attendance by Means Other Than Physical Presence*.

Discussion:

Board Member Attendance by Means Other Than Physical Presence

- I. The physical presence of a quorum of Members of the Will County Metropolitan Exposition and Auditorium Authority (the Authority) shall be required to hold meetings of the Board.
- II. WCMEAA Board Members may attend via audio or video conference due to following reasons as identified in the Illinois Open Meetings Act:
 - Personal illness or disability
 - Employment purposes
 - Other business of the Authority
 - A family emergency
 - Other emergency matters
- III. "Attendance," under the conditions noted above, authorizes Member(s) attending via other means to fully participate in the meeting including, but not limited to, posing questions, making comments and voting on the business of the meeting.
- IV. If circumstances allow, the Member shall notify the Authority's recording secretary of the nature of the absence, however prior notification shall not be required.

Carlasare noted Authority Bylaws specify members must be present at meetings and, if a revision of the Bylaws is required, it would need to be placed on the agenda. It was Legal Counsel's opinion that this Board Policy would effectively amend that section of the Bylaws. The Chair requested a motion and, with the motion on the floor, called a voice vote. **Vote:** "Ayes" were heard. There was no response to the Chair's invitation for opposing votes. Motion passed.

EXECUTIVE REPORTS

RST Foundation: Condon stated the Foundation had accomplished its purpose to support and raise funds for the theatre with the events of *Home for the Holidays at the Rialto* which included seasonal events for all ages. She thanked Devine and staff for their efforts in support of the events. The Chair said he had received many positive comments on this year's holiday events, which were a tribute to the Foundation and staff. • Regarding the Cy Pres loan of 2016, Evans reported the Foundation had transferred funds in the amount of \$56,000 to the Authority. Upon banking those funds, the Authority wrote a check in the same amount to the Foundation, which will repay the loan in the amount of \$56,000. The Chair reported his concern that Endowment Funds be repaid on time and his request that it be done in the manner noted, above, to provide a

clear trail of the repayment process. • RSTF member, Lynne Lichtenauer, reported that donors had been notified, and approved of the terms of the Cy Pres loan. The donors will be notified of the timely repayment, as well.

Executive Director's Report: Events presented in previous weeks were reviewed and upcoming shows announced. • Devine reported \$4,075 on behalf of the Rialto was received, to date, from the public's National Day of Giving response. • The new movie projector was used at the showing of *The Santa Claus* movie. Ericksen continues to work on funding source for a movie-a-month series, as movie rentals and union labor costs are higher than family-friendly ticket prices can cover. Staff would also like to present an opportunity to bring retirees to the theatre in the warmer months for luncheon, organ music and movie. • A temporary employee with expertise in marketing has assisted staff with press releases, and will continue to do so, at least through December. • Building Operations: The December 21st building committee meeting was cancelled. A contractor has been hired to clear snow from the parking lot. Theatre light bulbs have been replaced. • Divine expressed appreciation for the Authority Board's support, the Foundation Board for their dedication to the Rialto, the Volunteer Board and all volunteers who do so much for the theatre and to staff who dedicated so many hours to Rialto Holiday events.

Board Chair: The Chair thanked Devine and staff for their efforts on behalf of the Rialto and to fellow Board members who are committed to the future of the Theatre. He reported on last week's presentation to the City budget committee and noted that this has been a remarkable year for the Rialto. He expressed the hope that City Council members would recognize this Board's dedication to the Rialto's best interests, and also for the City's best interests. • Mudron reported the next scheduled meeting of the Council is January 2nd. He hadn't been notified of any possible dates for the finalization of the City Budget. Mudron thanked the Board for their dedication in meeting with Council members and reported that Council members had expressed their appreciation for the positive information that was able to be shared this year. • The Chair thanked Mudron for his support as liaison and expressed appreciation to Kathy and Mike Trizna for hosting a holiday staff party.

Public to Be Heard – All members of the public who wished to speak were given that opportunity.

Motion to Adjourn: Trizna moved and Condon seconded adjournment.

The Chair called a voice vote. There were no dissenting votes. Motion passed. The meeting adjourned at 4:55 P.M.

Minutes respectfully submitted by Jan Gilligan, Recording Secretary

Kathy Trizna, Board Secretary

*Unapproved minutes distributed in Board Packets are subject to change.
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