

WILL COUNTY METROPOLITAN EXPOSITION AND AUDITORIUM AUTHORITY

Date: November 15, 2017

Authority Memo Number **075-2017 October 25, 2017 Regular Meeting Minutes**

The October 25, 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 4:04 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; Josh Lehane, Olivieri Bros. Architects / Olivieri Real Estate; Ron Romero, videographer; Rialto Square Theatre Foundation Board members, IATSE Local 124 members as well as members of the public and the press

Staff: Val Devine, Jack Ericksen, Dale Evans, Patti Fitzpatrick, Jan Gilligan, Leann Hoffrogge, Marilyn McSteen and Jim Sungaila

APPROVAL OF MINUTES

Authority Memo Number **069-2017 September 27, 2017 Regular Meeting Minutes**

**Motion:** Carlasare moved and Pierson seconded approval of September 27, 2017 regular meeting minutes, as presented.

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

NAYS:

**Note:** The Chair invited comments. None were expressed. In response to the Chair's call for the vote, 'ayes' were heard. Opposing votes were invited. The motion passed unanimously.

Public to be Heard Re: Agenda Items

Members of the public who wished to comment were afforded that opportunity.

Authority Memo Number **070-2017 Operational Bills Paid and Payable and Payable Age Listing**

**Motion:** Osterberger moved and Trizna seconded approval of operational bills paid and payable in the amount of \$263,416.75.

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

NAYS:

**Discussion:** Operational bills paid and payable were discussed. Board members were provided a projected cash flow statement through June which was found to be useful; monthly updates were encouraged. The Chair requested a motion and, with the motion on the floor, directed roll be called. Motion passed.

Authority Memo Number **071-2017 Financial Statements**

September financials were not distributed due to the annual audit.

OLD BUSINESS

Authority Memo Number **051-2017 Dedicated Funding Source(s) for the Rialto Square Theatre**

The Chair advised that many supporters are working to identify sources of dedicated funding.

NEW BUSINESS

Authority Memo Number **072-2017 Authorization of Jeff Pierson to act on the Board's behalf in regard to building lease(s)**

**Discussion:** The Chair reminded those present that John Olivieri had expressed concern about who might serve as a contact person with the authority to authorize terms and / or accept offers in a timely manner. The Chair appointed Pierson to fill that role which, in this case, required signing the lease on behalf of the Board, due to the lessee's need to relocate on November First. • Legal counsel Silverman believes State statute requires Board action on all decisions and cautioned that the member signing on behalf of the Board could be held accountable by the lessee if, final analysis, Board members found a valid reason to decline the lease. • Board members' assumed the urgency of this situation would be a rare occurrence, but Olivieri's Josh Lehane said most potential tenants are under time constraints and very few decisions to lease are made 30 days in advance of tenants' occupancy requirement. • Silverman said, preliminary assurance of positive votes cannot preempt consideration of available information at the time of the vote. A standard clause stating "subject to ratification by the Board" could be inserted in the standard lease, but would deter a lessor's confidence. • Silverman and Lehane will meet to discuss the matter. Some Board members thought the building committee should be involved in matters of building leases. In response to the Chair's question, Carlasare said he thinks the majority of members want to create a nimble, flexible, legal method to allow execution of leases. He would defer to legal counsel in this matter. This memo was tabled.

Authority Memo Number **076-2017 New 2RS Lease**

**Motion:** Pierson moved and Condon seconded approval of a two-year lease with a two option years for Two Rialto Square, Suite 300, 1,564 square feet at an initial rate of \$10.00 per square foot with N.F. Demolition, Inc. to begin on November 1, 2017.

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

NAYS:

**Discussion:** Heat and air conditioning is covered in the rent. Tenants pay the cost of electricity. Board packets typically contain the initial page containing terms specific to the space and lessor and addenda, if any. [Copies of the standard leases were provided to each Board member.] The Chair requested a motion. Motion passed.

EXECUTIVE REPORTS

**RST Foundation:** Condon reported on Home for the Holiday events, and other seasonal entertainment presented. Ericksen reported that nearly \$80,000 in sponsorships has been raised; \$70,000 was raised last year. 33 wreaths have been sponsored and will be decorated for display beginning November 13<sup>th</sup>; wreaths will sell for \$150.00. The Home for the Holidays booklet of events has been sent to the printer for anticipated distribution next week. Condon encouraged attendance at: the 11/20 Celebrate the Season event; the 11/24 Teddy Bear Tea (a brunch served at 9:30am and Noon – each child receives a teddy bear, may visit with Santa and Mrs. Claus and express their creativity in workshop activities on stage); and the 12/6 Luncheon and Organ Concert at 11:00am.

**Executive Director's Report:** Devine reported that approximately 50 guests attended donor appreciation events, a dinner on stage and a tea that included Jennifer Bertino-Tarrant and Lora Walsh. • On 11/21 and 11/22 about 20 hardworking and greatly appreciated people volunteered their time to clean 2RS restrooms and elevators and paint the second floor and a large part of the main floor. • This weekend World of Dance and Yanni will be featured and on 11/1, Doktor

Kaboom! in 'LIVE WIRE! The Electricity Tour' presenting scientific principles to educate and entertain students. • Devine is in the process of reinstatement of a "Doctor in the House" program which provides two tickets to shows to medical practitioners who be 'on call' in case a patron, performer, volunteer or staff member should need medical attention. Silverman was asked if there were any legal implications with the "Doctor in the House," to which he responded "You can always be sued" and, if there were a malpractice claim, the theatre could be involved. He recommended staff check with the insurance carrier. • McSteen has been working on an RST page for the IL-Give website in order to participate on the November 28<sup>th</sup> State Day of Giving. • Devine met with Cindi Biggar, Senior Services of Will County, to discuss cooperative event planning for those she represents. Biggar was provided with flyers and event details. • Chestnutt commended Devine on the job she is doing.

**Board Chair:** The Chair echoed Devine's appreciation for those who volunteered their time over the weekend to clean and paint 2RS; their work made a tremendous difference. • Devine and Condon have scheduled a meeting for tomorrow with Councilman Turk. The Chair offered to join them, unless another Board member wishes to attend. Councilman Hug has also expressed his willingness to meet at a time to be determined.

**Committee Reports:** Carlasare reported on a building committee meeting held 10/5. John Olivieri, Josh Lehane, Devine and Board members Condon, Chestnutt and Carlasare attended. Participants discussed increasing efficiency and making strides in working with Olivieri and the engineers in order to maximize cooperation and awareness of responsibilities involved. There was also discussion of a weekly building inspection report from the engineers, which Devine reported hadn't been initiated due other issues. Carlasare added his appreciation of Devine's professionalism in dealing with multiple issues. • The three Board members present voted to create a capital budget in the next month or next year in terms of bringing the matter to the City. • Carlasare addressed the matter of discerning whether the City would provide assistance from persons with technical knowhow needed to create RFPs and RFQs in preparation to address necessary physical plant repairs and replacements. Mudron reported he had spoken to Mark Shanahan in this regard. • The Chair invited Board comments for the committee; none were expressed.

**Public to Be Heard** – No response.

**Adjournment:**

**Motion:** Chestnutt moved and Carlasare seconded adjournment.

The Chair called a voice vote. There were no dissenting votes; the motion passed unanimously. The meeting adjourned at 4:58 P.M.

Minutes respectfully submitted by Jan Gilligan, Recording Secretary

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Kathy Trizna, Board Secretary

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