

Lorain Port and Finance Authority
Board of Directors
Special Meeting
Tuesday, September 3, 2024, at 5:30 p.m.

Board of Directors: Ms. Bonilla; Mrs. Kiraly and Silva Arredondo; Messrs. Mullins, Scott, Veard, Zellers and Zgonc (8)

Staff: Tom Brown, Executive Director
Tiffany McClelland, Assistant Director
Yvonne Smith, Accountant
Kelsey Leyva Smith, Office Manager

Guests: None.

I. Roll Call

A. The meeting was called to order at 5:32 p.m. by Chairman Brad Mullins with roll call indicating a quorum present.

II. Pledge of Allegiance

III. Report of Officers

A. Rockin' on the River Purchase Agreement: Mr. Mullins thanked everyone for attending on short notice. He turned the floor over to Mr. Brown. Mr. Brown said as the board is aware, Mr. Earley made his intentions to retire clear. We've been proactive in this, negotiating for more than two years. Before you is the purchase agreement, which includes his website domain, materials, supplies, social media pages, as well as a built-in consultation agreement. The purchase price is \$225,000 and the consulting fee is \$25,000 for up to three years. First year is going to happen no matter what. Verbally, Mr. Earley has committed to the second year and we'll see where we're at in year three. Mr. Brown thinks this is key to the deal and the transition. It keeps the asset here. Everyone he's talked to this season was worried about Rockin on the River leaving. He said this keeps Rockin' on the River right where it should be, and that's at Black River Landing. He opened the floor to questions. Mr. Earley brought a contract attorney to the table. Mr. Brosky and Bricker Graydon reviewed it for us. Mrs. McClelland put a ton of work into redlining everything. Mr. Mullins said there have been so many

conversations and rumors. He said everyone has put a lot of work into this and he highly recommends we do this. This doesn't mean we won't do other things with other promoters, but this locks in the consistent Friday and occasional Saturday night events and will squelches all the rumors. Mr. Brown said Mr. Earley is available by phone tonight if needed. Ms. Bonilla said is it \$25,000 per year? Mr. Brown said yes, if we exercise the second and third year options. Mr. Zgonc asked what the \$225,000 buys? Mr. Brown said the domain name, social media, etc. Mr. Zgonc said what could "other services not yet determined" be? Mr. Brosky said it's a catchall. Mr. Mullins agreed. We could ask him to do something not yet described in his job description or outside his scope of work. Mrs. Kiraly asked what is the plan after the third year? Mr. Brown said he thinks the transition will be complete by then. This is a move to provide some reassurance to the public that their Fridays won't change. By year three, he thinks people will come to know we run the concerts. This gives us a chance to prove ourselves with the support Bob and Sandy's expertise. Mr. Zgonc asked if any thought had been give to beyond year 3? Mr. Mullins said we know we'll be running it, but we'll determine that as we go along. Mr. Brown said he is very confident this agency will be very capable. Everything will depend on revenues. The entertainment industry is fluid. We don't want to rest on our laurels and say we're only a Friday-night agency. We're going to work with other promoters. We're testing the market for other entertainment opportunities. Fridays will feel the same and be affordable. Mr. Mullins said we'll have the new stage by then, and we can attract more regional and national acts and a wealth of other things outside of music. We can keep what we're known for and open up other opportunities as well. Mr. Brown said we split the Twist on Taylor show with Rockin' on the River this year. Staff was stepped up. Our proceeds from that was about \$19,500. He said we've been studying and he and Mrs. McClelland actually filled in for Bob and Sandy a few years ago when there was a scheduling conflict. Mr. Scott asked about the mechanics of the operation? Mr. Brown said he'll be coming to the board with bylaws suggestions. He thinks there are some things that need to change and we'll get it figured out. At some point there could

be additional partnerships for assistance with nightly events. Some Rockin' on the River employees have express they want to come back. We can supplement with additional people as needed. Mr. Brown said we've always been partners, but this is changing the revenue and responsibilities. Mr. Zgonc asked if we have the money to pay this agreement off? Mr. Mullins said yes.

Mr. Mullins presented:

A RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO ENTER INTO AN ASSET PURCHASE AGREEMENT WITH FALLS RIVER CONCERTS, LLC FOR THE PURCHASE OF THE BUSINESS OF ROCKIN' ON THE RIVER.

Mr. Veard moved to approve Resolution 2024-20. Second by Mr. Scott. Roll call vote as follows:

Ayes: 8 Nays: 0 Abstain: 0 Resolution Passed

IV. Adjournment

A. There being no further business to come before the board, Mr. Veard moved to adjourn. Ms. Scott seconded. The meeting adjourned at 5:46 p.m.

Brad Mullins, Chairman

Tom Brown, Executive Director