



COMPENSATION COMMITTEE MEETING
August 14, 2018
Minutes

The Compensation Committee Meeting of the Board of Directors of the Las Vegas Convention and Visitors Authority (LVCVA) was held on August 14, 2018, at the Las Vegas Convention Center, 3150 Paradise Road, Las Vegas, Nevada 89109. This meeting was properly noticed and posted in compliance with the Nevada Open Meeting Law.

Compensation Committee Members:

Present unless otherwise noted

Mr. Maurice Wooden, Chair.....via telephone

Ms. Mary Beth Sewald, Vice Chair

Mr. Chuck Bowling

Commissioner Larry Brown

Mr. Tom Jenkin

Mr. Bill Noonan

Commissioner Lawrence Weekly

LVCVA Executive Staff in Attendance

Rossi Ralenkotter, CEO

Steve Hill, President/COO

Luke Puschnig, Esq., CEM, Legal Counsel

Ed Finger, Chief Financial Officer

Barbara Bolender, Chief People Officer

Jacqueline Peterson, Chief Communications & Public Affairs Officer

Cathy Tull, Chief Marketing Officer

Terry Jicinsky, Senior Vice President of Operations

OPENING CEREMONIES

Vice Chair Mary Beth Sewald called the meeting to order at 8:01 a.m.

Chair Maurice Wooden discussed the purpose of the Compensation Committee Meeting and asked Vice Chair Sewald to facilitate the meeting with the other Committee Members present and asked if there were a quorum of members present.

Member Chuck Bowling informed Chair Wooden that the Committee was waiting on the arrival of Members Larry Brown and Lawrence Weekly, to which Vice Chair Sewald confirmed.

Chair Wooden asked if the Committee wanted to wait for the remaining two Members to join the meeting before beginning staff reports, to which Vice Chair Sewald and Member Bowling agreed.

Vice Chair Sewald recessed the meeting at 8:03 a.m.

Member Larry Brown entered the meeting at 8:04 a.m.

Member Lawrence Weekly entered the meeting at 8:06 a.m.

Vice Chair Sewald resumed the meeting at 8:07 a.m.

FLAG SALUTE The Pledge of Allegiance was performed.

COMMENTS FROM THE FLOOR BY THE PUBLIC

Bruce Radel, LVCVA Security Officer, announced his recent appointment as a Steward for the Service Employees International Union (SEIU) Local 1107, discussed the efforts of the LVCVA and SEIU Local 1107 to reach a new Collective Bargaining Agreement and asked the Committee to consider those efforts upon voting on Agenda Items A and B. Mr. Radel also discussed the concern of the construction contract for the Las Vegas Convention Center District expansion project.

APPROVAL OF THE AGENDA AND MINUTES

Member Lawrence Weekly moved and it was carried by unanimous vote of the voting members present, including Chair Maurice Wooden via telephone, to approve the August 14, 2018, Compensation Committee Meeting agenda and the February 13, 2018, Audit Committee meeting minutes.

STAFF REPORTS – DISCUSSION AND POSSIBLE ACTION

ITEM A. Legal Counsel's Annual Performance Evaluation

Luke Puschnig, Legal Counsel, requested that the Compensation Committee: 1) Render Legal Counsel's annual evaluation and approve his goals for fiscal year 2019; 2) Evaluate any increase in base salary for Legal Counsel for fiscal year 2019; 3) Consider any bonus for Legal Counsel for fiscal year 2018; and 4) Make the appropriate recommendation to the Board of Directors.

Member Bowling gave a background and reviewed the context of the meeting, and discussed the pay for performance model the Compensation Committee utilizes in considering the merit increases and performance incentive bonuses for the Chief Executive Officer (CEO) and Legal Counsel.

Rossi Ralenkotter, CEO, stated that he had reviewed, along with Steve Hill, President/COO, Mr. Puschnig's fiscal year (FY) 2019 goals and FY 2018 accomplishments, and that he was prepared to make a recommendation for Mr. Puschnig's merit increase and performance incentive bonus.

Mr. Puschnig outlined his accomplishments of FY 2018 and his goals for FY 2019.

Vice Chair Sewald thanked Mr. Puschnig for outlining his accomplishments and goals, and for his dedication and service to the LVCVA.

Member Bowling thanked Mr. Puschnig.

Mr. Ralenkotter recommended that the Compensation Committee accept and approve Mr. Puschnig's FY 2019 goals, and consider a four percent merit increase and a 20 percent performance incentive bonus.

Member Bill Noonan asked Mr. Ralenkotter to clarify his recommendation, to which Mr. Ralenkotter outlined.

Member Larry Brown moved and it was carried by unanimous vote of the voting members present, including Chair Maurice Wooden via telephone, to: 1) Render Legal Counsel's annual evaluation and approve his goals for fiscal year 2019; 2) Approve a merit increase of four percent for Legal Counsel; 3) Approve a performance incentive of 20 percent for Legal Counsel; and 4) Make the appropriate recommendation to the Board of Directors.

Mr. Puschnig thanked the Compensation Committee.

ITEM B. **Chief Executive Officer's Annual Performance Evaluation**

Mr. Puschig requested that the Compensation Committee: 1) Conduct the CEO's annual evaluation; 2) Establish the CEO's bonus for fiscal year 2018; and 3) Make the appropriate recommendation to the Board of Directors.

Mr. Ralenkotter delivered a PowerPoint presentation outlining his accomplishments in FY 2018.

Vice Chair Sewald thanked Mr. Ralenkotter for his leadership within the destination and his presentation.

Member Bowling complimented Mr. Ralenkotter on his accomplishments, and recognized the advocacy, airline development, and the Las Vegas Convention Center District (LVCCD) efforts, and encouraged those efforts be continued. Member Bowling also discussed the Audit Committee report relating to the LVCVA's travel policy.

Member Noonan commended Mr. Ralenkotter on his performance metrics and his presentation, acknowledged the completion of the C-Suite structural organization of the hiring of Mr. Hill and the Vice President of Internal Audit, Alan Moorhead, and reflected on Mr. Ralenkotter's efforts in land acquisition. Mr. Noonan also made mention of the Audit Committee's report relating to the LVCVA's travel policy and congratulated Mr. Ralenkotter on implementing corrective actions of the audit as recommended by the Audit Committee.

Member Lawrence Weekly complimented Mr. Ralenkotter on his presentation recognizing team work, acknowledged Mr. Ralenkotter's involvement in reaching a Collective Bargaining Agreement with the SEIU, Local 1107, and commended Mr. Ralenkotter's leadership.

Chair Wooden agreed with Member Weekly's comments.

Member Bowling recommended that the Compensation Committee approve a 30 percent performance incentive bonus for Mr. Ralenkotter.

Vice Chair Sewald confirmed Member Bowling's recommendation, to which Member Bowling agreed.

Member Tom Jenkin moved and it was carried by unanimous vote of the voting members present, including Chair Maurice Wooden via telephone, to: 1) Conduct the CEO's annual evaluation; 2) Approve a performance incentive bonus of 30 percent for the CEO; and 3) Make the appropriate recommendation to the Board of Directors.

SET NEXT MEETING DATE

The next Compensation Committee meeting will be at the call of the Chair.

DIRECTORS' RECOGNITION

There were no comments from the Directors.

COMMENTS FROM THE FLOOR BY THE PUBLIC

Michael Gaughan, Owner of the South Point Hotel, Casino & Spa, gave a background of his career on the LVCVA Board of Directors and the Nevada Resort Association Board of Directors, discussed his efforts completed with the former Executive Directors of the LVCVA, and applauded Mr. Ralenkotter's leadership. Mr. Gaughan discussed the importance of the funding of the Board through the tourism industry, and also expressed his support for Mr. Ralenkotter to continue his efforts through the construction of the LVCCD Expansion project.

Stanley Washington, Diversity Advocate, shared a history of his residency in Las Vegas and discussed the growth of the community since his arrival, and agreed with Mr. Gaughan's comments. Mr. Washington also expressed his concern for the lack of international diversity promotion and stated the importance of the new opportunity to have more international diversity promotion in the destination through new leadership. Mr. Washington also said he agreed with the Committee's recommendation for the Chief Executive Officer's performance incentive.

Dave Washington, former Las Vegas Fire and Rescue fireman, commended and thanked Mr. Ralenkotter for his efforts within the community, encouraged Mr. Ralenkotter to continue his work with the public, and also noted the importance for Las Vegas to continue being one of the top destinations in the world.

Henry Thorns, Nevada Politician, gave a background of his sports career with the University Nevada Las Vegas (UNLV), discussed the growth and lack of funding in the Las Vegas community, and asked the Board of Directors for their support in those efforts, and encouraged the community to be "Nevada Strong". Mr. Thorns also announced his recent run for Nevada Governor.

Katherine Duncan, Executive Director of Harrison House, expressed her gratitude to the LVCVA and Mr. Ralenkotter in their efforts in the Las Vegas community. Ms. Duncan discussed opportunities for international diversity and tourism infrastructure relating to transportation, and acknowledged the importance of advertising Las Vegas to other markets. Ms. Duncan also noted to Member John Lee, the efforts in continuing the completion of The Pioneer Trail in North Las Vegas, and the continued efforts to promote North Las Vegas as a destination, and thanked the Committee for the opportunity to speak during public comment.

Tony Calanca, Executive Vice President of Exhibitions for UBM and Informa, commended Mr. Ralenkotter for his "beyond remarkable" accomplishments and leadership throughout his career.

ADJOURNMENT

Vice Chair Sewald adjourned the meeting at 9:14 a.m.

Respectfully submitted,

Date Approved: September 11, 2018

Christal Harrison
Assistant to the Board of Directors

Maurice Wooden
Compensation Committee Chair