

**South Dakota Ellsworth Development Authority**  
Telephonic Meeting of the Board of Directors Minutes  
Tuesday, October 13<sup>th</sup>, 2009 at 9:00 AM (MT)  
First Interstate Bank  
333 W. Boulevard Ste. 100  
Rapid City, SD 57701

**1. Meeting was called to order by Chairman Bruce Rampelberg at 9:00 AM Mountain Standard Time**

Roll Call was requested by the Chairman

Authority Members physically present at First Interstate Bank; 333 W. Boulevard, Ste.100; Rapid City, SD 57701:

- Bruce Rampelberg
- Glen Kane

Authority Members present telephonically:

- Gary Grittner,
- Mark Johnston,
- Glen Kane,
- Stanley Porch,
- Jeff Erickson

Authority Members absent:

- Mark Roby

Others present at First Interstate Bank location:

Mark Merchen, President -- Future Foundation, Greg Erlandson -- Bangs McCullen Law Firm, Marie Balsley Taylor -- Office Manager Future Foundation,

A telephonic listening post was made available at the Box Elder, SD City Hall

**2. Approval of October 13th Agenda**

Jeff Erickson moved to approve the agenda.

Stanley Porch seconded the motion.

Chairman Rampelberg requested a roll call vote. All Members present voted yes.

**3. Chairman's Comments**

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- The Chairman reported that the SDEDA was searching for permanent office space. In the interim, his office at First Interstate Bank would serve as the official location of the Authority.
- The Chairman reported that the SDEDA will be establishing a website for future communication at [www.ellsworthdevelopmentauthority.org](http://www.ellsworthdevelopmentauthority.org).
- The Chairman informed Members that the next meeting will be on October 26<sup>th</sup> with a tentative location at the Black Hills Visitor Center.
- The Chairman stated that there will be a listening post available for those not able to physically attend the meeting.
- He also announced that tentatively, on the morning of the 26<sup>th</sup>, a presentation of the Moving Forward With Ellsworth / Box Elder I-90 Corridor Master Plan is being planned by the Governor's Office of Economic Development and the Moving Forward with Ellsworth Steering Committee. Authority Members are encouraged to attend.
- The official Authority Meeting would convene in the afternoon, October 26<sup>th</sup>. A tour of the area and Ellsworth Air Force Base is being planned for the morning of October 27<sup>th</sup>.

#### 4. Public Comment Period

Chairman Rampelberg opened up the floor for public comments.

There were no public comments.

#### 5. Executive Session (SDCL 1-16J-18)

A motion was made by Glen Kane to go into executive session to: 1. Prepare for contract negotiations concerning potential legal counsel (SDCL 1-25-2(4)) 2. Discuss personnel matters (SDCL 1-16J-18) and 3. Discuss strategy related to contract negotiations (SDCL 1-16J-18). All of which are related to the consideration of Bangs McCullen Law Firm as legal counsel.

Mark Johnston seconded the motion.

Chairman Rampelberg requested a roll call vote. All Members present voted yes.

Following the motion, all non-board members present left the room and those present at the listening post disconnected from the conference call.

#### 6. Report Out of Executive Session

Chairman Rampelberg declared that the Members of the Authority were now out of Executive Session.

Marie Taylor, Mark Merchen and Greg Erlandson returned to the conference room at First

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Interstate Bank location and those present at the Box Elder City Hall Listening Post rejoined the conference call.

The Chair reported that the Members discussed contract negotiation matters and strategy pertaining to retaining Bangs, McCullen, Butler, Foye & Simmons, L.L.P. as legal counsel.

**7. Roll Call Vote Regarding Legal Counsel Contract**

Mark Johnston made a motion to approve the contract to appoint Bangs, McCullen, Butler, Foye & Simmons, L.L.P. as legal counsel of the South Dakota Ellsworth Development Authority under the terms and conditions provided to the Authority in a proposal dated October 12<sup>th</sup>, 2009 and signed by Greg Erlandson and John Rayforth.

Jeff Erickson seconded the motion.

Chairman Rampelberg requested a roll call vote. All Members present voted yes.

**8. Second Executive Session (SDCL 1-16J-18)**

Chairman Rampelberg entertained a motion to go into executive session to consult with legal counsel to prepare for contract negotiations regarding the position of an Executive Director.

A motion was made by Glen Kane to go into executive session to: 1. Prepare for contract negotiations concerning Executive Director (SDCL 1-25-2(4)), 2. Discuss personnel matters (SDCL 1-16J-18) as it may relate to the Executive Director and 3. Discuss strategy related to contract negotiations (SDCL 1-16J-18) as it may relate to the Executive Director.

Stanley Porch seconded the motion.

Chairman Rampelberg requested a roll call vote. All Members present voted yes.

Following the motion, Marie Taylor and Mark Merchen left the room and the Box Elder Listening Post was disconnected from the teleconference.

**9. Reporting out of Executive Session**

Chairman Rampelberg declared that the Members of the Authority were out of Executive Session.

Marie Taylor and Mark Merchen were brought back into the meeting room at First Interstate Bank and the Box Elder listening post was reconnected to the conference call.

Chairman Rampelberg reported that the Members discussed with legal counsel in Executive Session the contract negotiations concerning: 1. The Executive Director (SDCL 1-25-2(4)),

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2. Personnel matters (SDCL 1-16J-18) as it may relate to the Executive Director and 3. Strategy related to contract negotiation (SDCL 1-16J-18) as it may relate to the Executive Director.

Mark Johnston made a motion to approve the Executive Director Position as set forth in Resolution 09-01 to establish the Executive Director position and appoint Mark Merchen as Executive Director.

Glen Kane seconded the motion.

Chairman Rampelberg requested a roll call vote. All Members present voted yes.

Chairman Rampelberg declared Mark Merchen the Executive Director of the SDEDA on loan from the Future Foundation.

#### 10. Closing Comments

- Chairman Rampelberg asked Members if they had any additional questions. No questions were presented.
- The Chairman announced that Mark Merchen will provide updates regarding the OEA conference and OEA grant status at a later date.
- He also announced that the Authority will be working with Greg Erlandson to develop a contract with Future Foundation which will include the Executive Director position as an in-kind donation.
- Finally, he announced that these issues, along with several others, will be available for a vote at the next board meeting.

#### 11. Adjournment (9:51 AM)

Jeff Erickson made a motion to adjourn the meeting.

Glen Kane seconded the motion.

Chairman Rampelberg requested a roll call vote. All Members present voted yes.

The Meeting of the South Dakota Ellsworth Development Authority was adjourned

Minutes Approved by Chairman Rampelberg:



Attachments: Agenda, Listening Post Sign-Up Sheet, Legal Contract with Bangs, McCullen, Butler, Foye & Simmons L.L.P., Resolution 09-01 to establish Executive Director Position