

South Dakota Ellsworth Development Authority (SDEDA)

Annual Meeting of the Members

Board Meeting Minutes

December 13, 2010, 9:30 AM

at

Comfort Suites

1333 Elk Vale Road

Rapid City, SD 57703

Room - Conference Center Ballroom

1. Call to Order: Chairman Rampelberg called the meeting to order (10:07 AM)

Board members present: Bruce Rampelberg, Glen Kane, Mark Johnston, Stanley Porch, Mark Roby and Gary Grittner.

Jeff Erickson was absent.

The Chairman acknowledged that the December 13, 2010 meeting would serve as the Annual meeting of the Members and further serve to fulfill that requirement of the organizations By-Laws.

2. Approval of the Agenda

MOTION: Mark Johnston made a motion to approve the agenda. Stanley Porch seconded the motion. The agenda was unanimously approved.

3. Approval of the minutes from the November 17, 2010 board meeting

MOTION: Mark Roby made a motion to approve the minutes from the November 17, 2010 Board meeting. Glen Kane seconded the motion. The minutes were unanimously approved.

4. Executive Session

MOTION: Mark Johnston made a motion to go into executive session pursuant to:

- S.D.C.L. § 1-25-2(3) to (consult with legal counsel about proposed contractual matters); and/or
- S.D.C.L. § 1-25-2(5) to (discuss marketing or pricing strategies by a board of a business owned by the state or any of its political subdivisions, when public discussion may be harmful to the competitive position of the business); and/or
- S.D.C.L. § 1-16J-18 (strategy related to contract negotiations and discussion of commercial or financial information regarding the operation of a business); and/or
- S.D.C.L. § 1-25-2(1) to (discuss the qualifications, competence, performance, character or fitness of any public officer or employee or prospective public officer or employee).

Mark Roby seconded the motion. The motion was unanimous approved. The Members entered into executive session at approximately 10:12 AM.

5. Recess out of Executive Session

Chairman Rampelberg declared the Members out of Executive Session at approximately 12:40 PM at which time the members took a break.

6. Reconvene – The Chairman Reconvened the Members at 1:00 PM

7. Old Business – None

8. Introduction of Guests

Chairman Rampelberg introduced special guest Col. Taliaferro, Commander of Ellsworth Air Force Base, and Col Taliaferro made some brief remarks.

Chairman Rampelberg also introduced:

Al Dial, Mayor of Box Elder
Pat McElgunn, Ellsworth Task Force
Quasi Al Haj, Senator Thune's Office
Darrell Shoemaker, Senator Johnson's Office

9. Consideration of Annual Report as required by SDCL 1-16J-3

Executive Director Merchen introduced the Annual Report. The members discussed the report and based on questions, a technical error was discovered concerning the 2009 financial expenditures. Executive Director Merchen indicated that this error would be corrected and the Annual Report sent out to the members for their signatures.

The draft Annual Report is available to the public and the final version will be available once signed by the members.

10. Consideration of Resolution to extend Management and Operations Agreement

Executive Director Merchen discussed the Management and Operations Agreement between the Authority and the Future Foundation. The funds for the contract come from a grant from the Office of Economic Adjustment (OEA) to the State of South Dakota. The Members considered a resolution that would continue the management and operations agreement between the Future Foundation and the SDEDA on a month to month basis as long as it is funded by the OEA.

MOTION: Mark Roby made a motion to approve the resolution to extend the Management and Operations Agreement. Stanley Porch seconded the motion. The motion was unanimously approved.

11. Nomination for and Election of Vice Chairman

It is a requirement of Article 3 of the By-Laws of the South Dakota Ellsworth Development Authority that the Vice Chairman shall be elected annually by the members at the annual meeting.

MOTION: Gary Grittner made a motion to nominate Jeff Erickson as Vice President of the Authority and that all nominations cease. Mark Johnston seconded the motion. Jeff Erickson was unanimously elected by the Members.

12. Review of the Freedom Estates development activities and plans

Executive Director Merchen reported that the Authority is currently working on a conceptual design of Freedom Estates. The preliminary design will be submitted to the South Dakota Housing Development Authority and once approved by them the Authority Board will review a final design with the Members before moving forward with a solicitation of final bids for completion if the approved design.

13. Public Comment Period

Chairman Rampelberg opened up the meeting for public comments and reminded everyone that if they wanted to make a comment, to please complete the public comment form. There were three individuals that made comments to the board.

14. Consideration of Resolution concerning Willing Buyer / Willing Seller Initiative

Executive Director Merchen reviewed the Willing Buyer / Willing Seller Initiative and associated resolution with the Members.

MOTION: Glen Kane made a motion to pass the Willing Buyer / Willing Seller Resolution as drafted. Mark Johnston seconded the motion. The motion was unanimously approved by a roll call vote.

15. Consideration of Resolution concerning Property Management

Executive Director Merchen introduced the resolution concerning property management and the Members discussed the resolution.

MOTION: Gary Grittner made a motion to strike the word ‘subcontract’ from the first line of item two within the resolution. The members discussed what effects taking out the word subcontractor might have and legal counsel explained that the resolution only gave the Executive Director the authorization to subcontract items specifically mentioned within paragraph 2. There was no second so the motion and was not voted upon.

MOTION: Mark Roby made a motion to pass the Resolution concerning Property Management as presented. Mark Johnston seconded the motion. The motion was unanimously approved by a roll call vote.

16. Executive Director Report

Executive Director Merchen gave a report on the progress of the Regional Waste Water Treatment Plant and the SRF Loan Application. He indicated that the Council of Local Governments was providing assistance with the application and that it would likely include some Grant Funds. The RWWTP project is the highest scoring project on the DNR list of projects for 2010.

Executive Director Merchen also indicated that the Authority is working with Box Elder Mayor Dial on ways to provide interim waste water treatment to meet their needs. The project continues to move forward and Merchen thanked both Box Elder and Ellsworth Air Force Base for being real partners with the Authority.

17. Adjournment (approximately 2:05 PM)

Mark Roby made a motion to adjourn the meeting. Stanley Porch seconded the motion. The motion was approved unanimously.

Minutes Acknowledged:

Past Chairman Rampelberg: *Bruce Rampelberg*

Minutes Approved:

Chairman Burchill: *Pat J Burchill*