

South Dakota Ellsworth Development Authority
Board Meeting Session 1
Monday, December 7, 2009, 9:00 AM
Comfort Inn & Suites, 1333 North Elk Vale Road,
Rapid City, SD 57703

1. **Meeting was called to order by Chairman Rampelberg (9:07 AM).**
 - Board members present: Bruce Rampelberg, Mark Roby, Stanley Porch, Jeff Erickson, Mark Johnston, Gary Grittner, and Glen Kane.
2. **Chairman's Introduction and Opening Comments.**
3. **Presentation given by Executive Director Mark Merchen**
4. **Commencement of Media Question Period (10:12 AM)**
5. **Conclusion of Media Question Period (10:21 AM)**
6. **Break (10:22 AM)**
7. **Commencement of Public Comment Period (10:39 AM)**
8. **Conclusion of Public Comment Period (11:33 AM)**
9. **Adjournment (11:43 AM)**
 - Chairman Rampelberg indicated the Members would adjourn to participate in an informational tour of EAFB hosted by Col. Taleffero and Ellsworth Task Force.
 - Chairman Rampelberg indicated he would entertain a motion to adjourn until 8:00 AM December 8th, 2009. Motion for adjournment was made by Mark Johnston and seconded by Jeff Erickson. Chairman Rampelberg called for a roll call vote of the Members. Motion was approved by a unanimous roll call vote.
 - The meeting of the South Dakota Ellsworth Development Authority was adjourned.

South Dakota Ellsworth Development Authority
Board Meeting Session 2
Monday, December 8, 2009, 8:00 AM
Comfort Inn & Suites, 1333 North Elk Vale Road,
Rapid City, SD 57703

1. **Call to Order: Meeting was called to order by Chairman Rampelberg (8:02 AM)**
 - Roll Call was requested by the Chairman
 - Board Members Present: Jeff Erickson, Gary Grittner, Mark Johnston, Glen Kane, Stanley Porch, Bruce Rampelberg, and Mark Roby

2. **Approval of December 8th Agenda (8: 04 AM)**
 - Motion to approve the agenda made by Stanley Porch. Seconded by Mark Roby. Chairman Rampelberg requested a roll call vote of the Members. Agenda was approved by a unanimous roll call vote.

3. **Chairmen's Comments (8:05 AM)**
 - Chairmen Rampelberg stated SDEDA's commitment to open meeting regulations for public entities.

4. **Approval of October 13th Minutes (8:08 AM)**
 - Mark Roby made a motion to approve minutes from October 13th, 2009 teleconference board meeting. Motion seconded by Glen Kane. Chairman Rampelberg requested a roll call vote of the Members. Minutes were approved by a unanimous roll call vote.

5. **Old Business:**
 - Chairman Rampelberg announced that there was no old business.

6. **New Business:**
 - **Consideration of By-Laws:** After review of proposed by-laws by legal counsel Greg Erlandson and discussion, Glen Kane made a motion to approve the proposed By-Laws as provided in the Board meeting binder with the following changes. Motion seconded by Jeff Erickson. Chairman Rampelberg requested a roll call vote of the Members. Motion was approved by unanimous roll call vote (8:28 AM).

1. Change made on page 9 to specify that the annual meeting should be held the first quarter of the fiscal year.

Per this change Article IV, Section 1 shall read:

ARTICLE IV. MEETINGS

Section 1. Annual Meetings. The annual meeting of the Authority shall be held during the first quarter of the fiscal year at such time and date, and in such place, as may be designated by the Authority.

2. Change of wording on pg 6, section 1: title changed from “assistant executive director” to “managing director”
3. Change made to read that the executive director shall have “hiring” power as well as supervisory authority

Per these changes Article V, Section 1 shall read:

ARTICLE V. ADMINISTRATIVE PERSONNEL

Section 1. Executive Director. The Authority may employ agents and employees, including but not limited to an Executive Director and Managing Director, necessary to carry out the duties and purposes of the authority. S.D.C.L. § 1-16J-6. The Executive Director shall have general and active supervision, control and management of the affairs and business of the Authority, subject to any relevant laws including but not limited to S.D.C.L. ch. 1-16J, all bylaws, policies, orders and resolutions, as may be amended, of the Authority and supervision of the Chairperson. The Executive Director shall have hiring, general supervision and direction of all agents and employees of the Authority and shall see that all orders and resolutions of the Authority are carried into effect.

- **Consideration of Resolution Establishing Procedures for Nominating and Election of Officers:** Chairman Rampelberg opened the floor to discussion regarding the procedure for election of officers. Gary Grittner made a motion to adopt Resolution Establishing Procedures for Nomination and Election of Officers as provided in the Board meeting binder. Stanley Porch seconded the motion. Chairman Rampelberg requested a roll call vote of the Members. Motion was approved by unanimous roll call vote (8:41 AM).
- **Scheduling of Vice Chair Elections:** Glen Kane made a motion to defer election of officers until a later date. Motion seconded by Jeff Erickson. Chairman Rampelberg requested a roll call vote of the Members. Motion was approved by a unanimous roll call vote (8:42 AM).
- **Best Practices Discussion and Presentation by Greg Erlandson.** At the request of the Chair, Greg Erlandson reviewed the best practices presentation as provided in the Board meeting binder. This presentation was developed from materials developed by the Chair, Member Johnston at the request of the Chair, and Mr. Erlandson. After Mr. Erlandson’s presentation there was discussion by the

Members. Glen Kane made a motion to approve the best practices material as a recommendation rather than a resolution. Mark Roby seconded the motion. Chairman Rampelberg requested a roll call vote of the Members.

Erickson voted yes
Grittner voted no
Johnston voted yes
Kane voted yes
Porch voted yes
Rampelberg voted yes
Roby voted yes

Motion approved by a 6 to 1 vote.

- **Consideration of resolution to establish conflict of interest policy:** Chairman Rampelberg asked Greg Erlandson to review the conflicts of interest draft policy as provided in the Board meeting binder. Jeff Erickson made a motion to defer action regarding the draft conflict of interest policy until the next meeting. Mark Johnston seconded the motion. Chairman Rampelberg requested a roll call vote of the Members. Motion was approved by a unanimous roll call vote.
- **Consideration of resolution granting authority to direct legal services to Chairman and Executive Director.** Mark Roby made a motion to approve the resolution as follows:

The South Dakota Ellsworth Development Authority hereby grants its Chairman or Executive Director the authority to request legal services from Bangs, McCullen, Butler, Foye & Simmons, L.L.P. on the Authority's behalf.

Mark Johnston seconded the motion. Chairman Rampelberg requested a roll call vote of the Members. Motion was approved by a unanimous roll call vote.

- **Consideration of Authority Member Reimbursement Policy.** Mark Roby made a motion to approve the policy as provided in the Board meeting binder. Motion was seconded by Mark Johnston. Chairman Rampelberg requested a roll call vote of the Members. Motion was approved by a unanimous roll call vote.
- **Consideration of Resolution granting authority to the Chairman and Executive Director to sign checks.** Jeff Erickson made a motion to approve the resolution as provided in the Board meeting binder. Motion was seconded by Mark Roby. Chairman Rampelberg requested a roll call vote of the Members. Motion was approved by a unanimous roll call vote.
- **Update on process of finding a financial institution.** Executive Director Merchen informed the board that as a requirement of law, the Members must

approve the establishment of bank accounts. To further that goal management had sent out requests to local financial institutions requesting information regarding opening bank accounts. No action on this item was requested at this time.

7. Chairman Rampelberg announced a 10 minute break (9:32 AM).

8. Executive Directors Report:

- Executive Director Merchen updated the board on the conveyance of Air Force lands to the SDEDA (9:55 AM).
- Discussion of Memorandum of Understanding between EAFB and the City of Box Elder as well as understandings regarding the Ellsworth Air Force Base future conveyance of property to SDEDA.
- Executive Director Merchen updated the board regarding efforts for SDEDA to establish a regional waste water treatment plant to serve EAFB and the City of Box Elder.
- Executive Director Merchen updated the board regarding various grant applications.
- Executive Director Merchen updated the board regarding D&O Insurance. Draft coverages were provided as information to the Members in the Board meeting binder. Further quotes and information is being gathered by Chairman Rampelberg. No action requested at this time.

9. Executive Session: Mark Johnston made a motion to go into Executive Session pursuant to:

1. S.D.C.L. § 1-25-2(3) to (consult with legal counsel about proposed contractual matters);
2. S.D.C.L. § 1-25-2(3) 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
3. 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).

Motion was seconded by Jeff Erickson. Chairman Rampelberg requested a roll call vote of the Members. Motion was approved by a unanimous roll call vote. (10:52 AM)

- Board Members departed from general meeting room to go into Executive Session (10:55 AM).
- Members Reported out of Executive Session at (12:29 PM)
- Chairman Rampelberg reported that no action was needed regarding the executive session.

10. Adjournment

- Motion was made by Mark Roby to adjourn the meeting. Motion was seconded by Mark Johnston. Chairman Rampelberg requested a vote of the Members. Motion was approved by a unanimous vote. Meeting Adjourned (12:30 PM).

Minutes Approved by Chairman Rampelberg: 