



**Northern Indiana Regional Development Authority
Board Meeting Minutes
February 11, 2016 – 4:30 PM (EST)**

The February 11, 2016 meeting of the Northern Indiana Regional Development Authority (RDA) was held at Ancilla College in the Lindenwood Conference Center, 9601 Union Road, Plymouth, IN 46563. John Affleck-Graves called the meeting to order. Roll call was taken and it was noted there was a quorum present.

RDA Board Members Present: John Affleck-Graves, University of Notre Dame
 Regina Emberton, Michiana Partnership
 Dallas Bergl, INOVA Federal Credit Union
 John DeSalle, Hoosier Racing Tire Corp.
 Pete McCown, Elkhart County Community Foundation

Others Present: Stephen Studer, Krieg DeVault LLP
 James Turnwald, Michiana Area Council of Governments

Report of Secretary

Turnwald confirmed that the required public notice was made for the meeting.

Minutes of the December 22, 2015 Meeting

There were no additions or corrections to the December 22, 2015 minutes.

A MOTION WAS MADE BY MCCOWN AND SECONDED BY DESALLE TO
APPROVE THE MINUTES FROM DECEMBER 22, 2015. BERGL ABSTAINED.
ALL OTHERS IN FAVOR, THE MOTION CARRIED.

Reports of Officers, Consultants and Staff

Treasurers Report:

Bergl provided the Treasurer's Report.

- A bank account for the RDA was opened at 1st Source Bank. Checks will require two signatures. The MACOG signatories are James Turnwald, Zachery Dripps and Shirley Czerna, and the RDA Board signatories are Dallas Bergl and Regina Emberton. Checks will be issued on the recommendation of the Board.

- MACOG is handling the accounting for the organization, managed by Michiana Partnership on behalf of the RDA.



- A register of accounts payable invoices was provided to the Board for review. There being no questions regarding the payment of outstanding invoices, the following action was taken:

A MOTION WAS MADE BY DESALLE AND SECONDED BY MCCOWN TO APPROVE THE RECOMMENDED ACCOUNTS PAYABLE DISBURSMENTS. EMBERTON ABSTAINED. ALL OTHERS IN FAVOR, THE MOTION CARRIED.

- An \$8,000 amount for Michiana Partnership for January was mentioned and is pending approval upon a formal contract agreement between the Michiana Partnership and the RDA. This will be invoiced once an agreement is made.
- The account used for the RCNI planning process (Connect Inc.) at 1st Source will remain open but inactive.

2016 Budget Scenario:

Bergl and Emberton presented a 2016 budget scenario reflecting the fact that the region was awarded the RCI funds and the current terms related to administrative fees and other requirements stipulated in the Indiana Code and the draft IEDC contract.

Michiana Partnership Proposal

Emberton was recused from the meeting, allowing the Board to discuss the proposed contract for services from Michiana Partnership.

Affleck-Graves noted the importance of the RDA having a partner organization that is able to provide the record keeping, reporting, and administration functions of the Regional Cities Initiative. He directed the Board to the proposal from Michiana Partnership and opened the floor for discussion.

Conflict of interest concerns were raised due to Emberton being an employee of Michiana Partnership. IEDC will need to clarify that there is no issue with the contract or conflict of interest.

Studer recommended that the RDA Board, Emberton, and Counsel from Krieg DeVault LLP meet to negotiate a contract that provides a specific scope of services and a rate schedule. He suggested the Board call for a motion to appoint one or two members of the RDA Board to work with Counsel to draft a contract and negotiate the details with Michiana Partnership, and then bring it back to the Board for final review and approval.

Bergl recommended all checks paid to MACOG, and potentially Michiana Partnership, include the signature of the RDA Board Treasurer to ensure independence and demonstrate separation of duties. Members of the Board concurred with the recommendation.

Studer stated the IEDC contract process should be complete and a contract in place by the end of March.



McCown suggested that Bergl and DeSalle work with Studer on the contract for services with Michiana Partnership. Affleck-Graves noted that the Board was in agreement that outsourcing the oversight and management of the RDA was in the RDA's best interest.

A MOTION WAS MADE BY AFFLECK-GRAVES AND SECONDED BY DESALLE TO APPOINT DESALLE AND BERGL TO NEGOTIATE WITH COUNSEL AND MICHIANA PARTNERSHIP ON A CONTRACT AND THEN BRING THE CONTRACT BACK TO THE RDA BOARD FOR FORMAL APPROVAL. EMBERTON WAS RECUSED SO THEREFORE ABSTAINED. ALL OTHERS IN FAVOR, THE MOTION CARRIED.

Turnwald suggested the Michiana Partnership file a conflict of interest disclosure statement, under Indiana Code 35-44-1-3.

Insurance Policy:

Turnwald reported on the quote received for Directors and Officers (D&O) Insurance noting that the amount for annual payment would vary greatly depending on the level of coverage desired. Studer commented that there should be no liability to the board members other than fraud. Bergl inquired about the insurer's obligation to defend in the event there are lawsuits. The board agreed that Studer and Turnwald would work together to make a recommendation for an appropriate policy. Then Studer would work with Bergl and DeSalle to finalize a recommendation for the full board's consideration.

Committee Reports

Contract with IEDC:

Emberton stated the contract has been reviewed by Studer and the members of the RDA Board. After meeting with the other Regions, a "redline" version of the contract was distributed for the Board to review.

Studer explained the outstanding issues will be collectively addressed by counsel of the three recipient regions and a response provided to the IEDC by February 19th. The contract will then come back to the RDA Board for review.

Implementation / Process

McCown suggested the group allocate more time to discuss how open the RDA can and should be to new projects. Affleck-Graves suggested that for the first year, the RDA may want to only consider projects included in the Regional Development Plan (RDP), and then consider opening it up on a case by case basis. The board agreed a meeting would be needed to further discuss the implementation process and requested that Emberton send a list of projects prioritized by estimated project readiness. In the meantime, Emberton will communicate with the project teams so they are aware of the timeline. After the process is formalized, the RDA will host informational meetings for the project teams. The board anticipated they would have more definition on the process from IEDC by April, and that an application window for RDP Projects



to submit the required additional detail will open around May 1st and be open until June 1st. The RDA will hold a special meeting in March or April with time allocated to further discuss. Prior to that meeting, Emberton will draft an implementation process for review. The board agreed they would like to target June 1st for the updated project claim form submittal deadline.

Save the Date

Emberton informed the Board that there will be a Regional Cities event with Governor Pence on May 12th at the Studebaker Factory in South Bend.

Strategic Regional Economic Development Committee:

McCown reported that following a formal call for committee nominations made by Emberton in December, Affleck-Graves and McCown appointed the following members to develop a comprehensive plan to build economic strength in the region that will lead the RDA in its efforts beyond the regional cities process:

John Affleck-Graves	University of Notre Dame
Bill Davis	Hilltop Wealth Solutions
Jan Fye	St. Joseph County Chamber of Commerce
Tracy Graham	Graham Allen Partners
Tim Harman	Harmony Marketing Group
Ken Jullian	Thor Industries
Kurt Janowsky	J.T. Restaurants, Inc.
Diana Lawson	Elkhart County Convention & Visitors Bureau
Jim Keenan	Walter & Keenan Financial
Karl King	King Research
Chuck Lehman	Lehman and Lehman Landscape Architecture
Amish Shah	Kem Krest
Pete McCown	Community Foundation of Elkhart County
Roger Umbaugh	Unbaugh and Associates

King will facilitate a phase two planning process to look beyond RCI on the regional economic development vision. The committee has met one time and walked through a situational analysis of regional economic data. King and McCown are working to identify benchmark regions and the committee will use these to make a diagnosis with this group on metrics and to develop 3-4 things that we may be able to invest time and energy into that would also be successful in Michiana. The committee will meet again on March 24th and in the meantime will engage other constituencies that have been involved in the Regional Cities of Northern Indiana planning process to ensure broad representation.

New Business

Affleck-Graves was contacted by Larry Garatoni, who is working with a group of individuals and Elevate Ventures (EV), and would like the RDA's involvement in a proposal to develop an entrepreneurial ecosystem plan for the region. EV will partner with six regions over a three year period, with the region contributing \$1 million, Elevate Ventures contributing \$1.5 million. Of the total \$2.5 million, \$500,000 would be used for training/marketing development, \$500,000



would be invested in local organizations that foster entrepreneurship, and \$500,000 would cover administrative costs for EV. The remaining \$1 million would be used for capital investments into regional companies. Affleck-Graves asked the board if they would be interested in serving as the entity to engage in a contract with EV and put together a committee to provide oversight for the initiative. Discussion centered around what role EV would play and who would be responsible for raising the funds. The assumption was that the Committee (to be formed) would be tasked with raising the funds. It was also noted that some of the funds allocated to support organizations could be a good match with some of the entrepreneurial-focused RCI projects. McCown suggested that if time permitted, a decision should be delayed until the Strategic Regional Economic Development Committee releases their findings to confirm if this type of initiative falls within or outside of the scope of what the RDA wants to address. Affleck-Graves will continue communications and will provide an update at the next RDA meeting.

Other Items

Emberton noted the importance of communications with the house representatives demonstrating support of Senate Bill 302, which allocates the additional \$42 million for the Regional Cities Initiative. Additionally, encourage the house representatives to actively lobby their colleagues on the House Ways and Means committee for support. The Mayors and other key stakeholders have been asked to voice support.

The next scheduled Northern Indiana RDA meeting will be held on Thursday, April 14th from 4:30-6:00 PM (EST) at Bethel College, Mishawaka (Trustees Board Room in the Miller-Moore Academic Building).

Adjournment

There being no additional comments, the following action was taken:

A MOTION WAS MADE BY DESALLE AND SECONDED BY EMBERTON TO ADJOURN THE MEETING. ALL IN FAVOR, THE MOTION CARRIED.