



NORTHERN INDIANA REGIONAL DEVELOPMENT AUTHORITY (RDA)
BOARD MEETING MINUTES
July 25, 2016 - 12:00PM (EST)

The July 25, 2016 meeting of the Northern Indiana Regional Development Authority (RDA) was held at INOVA Federal Credit Union, Board Room, 358 S Elkhart Ave, Elkhart, IN 46516. 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
Kristin Pruitt, Lakeland Financial Corp.
John DeSalle, Hoosier Racing Tire Corp.
Pete McCown, Elkhart County Community Foundation
Dallas Bergl, INOVA Federal Credit Union

Others Present: Regina Emberton, Michiana Partnership, Administrator
Stephen Studer, Krieg DeVault LLP, General Counsel

Report of Secretary

Ms. Emberton confirmed that the required public notice was made for the meeting.

Minutes of the May 26, 2016 Meeting

There were no additions or corrections to the May 26, 2016 minutes.

A MOTION WAS MADE TO APPROVE THE MINUTES FROM MAY 26,
2016 AND AFTER BEING DULY SECONDED THE MOTION PASSED UNANIMOUSLY.

Reports of Officers, Consultants and Staff

Treasurer's Report:

Mr. Bergl reviewed the current financial status of the RDA and provided the May and June 2016 financial statements, as well as an accounting of the payments recommended for ratification and approval.

THE CHAIR CALLED FOR A VOICE VOTE TO RATIFY AND APPROVE INVOICES PAID
APPROVED BY TREASURER AND PAID IN ACCORDANCE WITH THE POLICY. THE
MOTION PASSED UNANIMOUSLY.

Mr. Bergl updated the Board that as previously authorized, he and Mr. DeSalle had finalized negotiations and executed an agreement with Carter Dillon Umbaugh to provide accounting services for the RDA Board.

Ms. Emberton provided the Board with an updated engagement letter with London Witte Group to provide annual audit services as required by the statute.

THE CHAIR CALLED FOR A VOICE VOTE TO APPROVE THE ENGAGEMENT LETTER
WITH LONDON WITTE GROUP FOR ANNUAL AUDIT SERVICES. THE MOTION
PASSED UNANIMOUSLY.



Administrative Report:

Board Meetings

Mr. Studer distributed a memo regarding the ability of the Board to conduct Electronic Board Meetings effective July 1, 2016. The members discussed whether there was a need for any additional restrictions to what the statute provided and decided there were not.

Mr. Studer also updated the Board that state law provides no guidance regarding the recording of meeting minutes and provided a recommendation which the Board members discussed.

A MOTION WAS MADE TO ADOPT A RESOLUTION STATING THAT ONCE DIGITAL RECORDINGS OF MEETINGS HAVE BEEN TRANSCRIBED AND MINUTES HAVE BEEN ADOPTED BY THE BOARD AS THE OFFICIAL MINUTES, THE DIGITAL RECORDINGS OF SUCH MEETINGS SHALL BE DELETED WITHIN SIXTY (60) DAYS AND AFTER BEING DULY SECONDED THE FOLLOWING MOTION PASSED UNANIMOUSLY:

RESOLVED, that upon the written transcription of any digitally recorded minutes of any meeting, including without limitation any regular or special meeting, of the Board of the Northern Indiana Regional Development Authority and the subsequent approval and adoption by the Board of such written transcription as the official and adopted minutes of that meeting, then within sixty (60) days from the date of such adoption, all digital recordings of that meeting shall be deleted, unless otherwise required by law, including judicial order.

Committee Reports:

Entrepreneurship Ecosystem:

Mr. Larry Garatoni was present at the meeting and presented the Board members with an update on the recent Entrepreneurial Dinner meeting and upcoming Strategic Planning process and requested appointment of the Entrepreneurship Board and approval of the committee's charter and the operating policies.

The Board members discussed potential conflict of interest matters related to the Entrepreneurship Board committee members making financial investments into projects or making recommendations on projects that they have financial interest in to be considered for funding by Elevate Ventures. The Board agreed that the committee would have a conflict of interest policy and that committee members should recuse themselves from making recommendations on particular projects that they are involved with.

A MOTION WAS MADE TO APPOINT THE 19 MEMBER SLATE IN THE BOARD PACKETS AS THE ENTREPRENEURSHIP BOARD MEMBERS AND AFTER BEING DULY SECONDED THE MOTION PASSED UNANIMOUSLY.

A copy of the initial 19 member Entrepreneurship Board is attached hereto as Exhibit "A".

The Board members discussed the Charter and Operating Procedures reviewed and negotiated by Mr. Studer. It was determined that a revision should be made that only another member of the Board could be appointed as a proxy, rather than a person who is not a Board member. It was also discussed that the entire Entrepreneurship Board, rather than the executive committee, would make recommendations on Board member terminations and appointments for the RDA Board's consideration.



A MOTION WAS MADE TO ADOPT THE CHARTER AND OPERATING PROCEDURES AS AMENDED AND AFTER BEING DULY SECONDED THE MOTION PASSED UNANIMOUSLY.

A copy of the final Entrepreneurship Board Governing Board Charter and Operating Procedure is attached hereto as Exhibit "B".

Regional Economic Development Strategy:

Dr. McCown reported on the progress of the Strategy Team's work. They have identified three themes around which strategies would be formed and are now developing a document to distribute to the RDA Board and other community stakeholders for further input and discussion on implementation.

Old Business

Regional Cities Initiative:

Financial Structure

Mr. Bergl and Mr. Studer facilitated a discussion on the type of loan structures and other funding opportunities that may be appropriate to consider as projects are reviewed.

Update on criteria and timeline for project review

It was agreed that the projects should be identified based on merit and allowed a period of time to meet matching fund requirements. If the selected projects are unable to meet all criteria within the allocated time, the Board would release funds into other identified RDP projects or new projects.

The Board members discussed the request from Marshall County to submit the Marshall County Housing Resurgence project as a substitute for Project #13, which was identified as the Marshall County Job Training Center Workforce project. The Board agreed that although they had decided to only consider the 39 projects identified in the Innovate Indiana Regional Development Plan during this initial allocation round, that they would make an exception.

The Board members discussed the 26 applications which had been received by the June 15th deadline and ranked them into "A", "B", or "C" categories based on the IEDC and RDA criteria for the Regional Cities Initiative and their alignment with the overall goals and objectives of the Regional Cities Initiative.

The Board identified two projects (#7 Project Lead the Way and #10 Metronet expansion) that, while they are important and significant projects, did not meet the criteria established by the IEDC for the Regional Cities Initiative funding and could not be considered for funding through this grant.

The Board identified 15 of the 26 projects as in the "A" category. The Board scheduled a meeting for the following week so that they would have time to review the project rankings and additional project details before making final recommendations on ranking and funding allocations.

A list of the 26 projects, including their assigned ranking by the Board, is attached hereto as Exhibit "C".

The Board acknowledged that if they only consider funding the "A" projects, the RCI funds would still be oversubscribed at the requested amounts. Considering this, Michiana Partnership was asked to reach out to each of the "A" ranked projects to see if they would still be feasible at 60% of the requested amount, or if there was some lesser amount than the current request that would still help move each project forward.



Also, in an effort to recycle RDA funds into additional projects in the future, Michiana Partnership was to inquire whether such projects would accept low-interest or no-interest loans, as opposed to an outright grant.

Michiana Partnership was asked to provide this feedback, along with any additional updates on project readiness, to the Board members as they further reviewed projects in preparation for the August 2nd Board meeting.

New Business - There was no new business.

Other Items

Next RDA Board Meeting:

The Board added a special meeting scheduled for August 2, 2016, Innovation Park

The next scheduled Northern Indiana RDA meeting will be held on August 18th, 4:30-6:30 pm at the Academy; October 6th in St. Joseph County and December 15th in Elkhart County.

Adjournment - Upon motion made, Dr. Affleck-Graves adjourned the meeting.



**Exhibit “A”
Initial 19 member Entrepreneurship Board**

Appointment Type	Board Member	Company
ND	Bob Bernhard	University of Notre Dame
ND	Teresa Sedlack	Innovation Park Notre Dame
SJC	Jim Larkin	Catalyst/Lark Investments
SJC	Jim Keenan	Leighton Foundation
EC	Tim Braun	EmNet, LLC
EC	Amish Shah	Kem Krest
MC	Gary Neidig	ITAMCO
MC	Jerry Chavez	MCEDC
RDA	Pete McCown	ECCF
EV Board	Larry Garatoni	HQ Investments
EV Staff	Phil Lodato	Elevate Ventures
EnFocus	Andrew Wiand	EnFocus
At Large	Iris Hammel	St. Joe CEO Program
At Large	Gary Gigot	Vennli
At Large	Carol McDowell	McDowell Enterprises
At Large	Shane Fimbel	Global Access Point
At Large	Rich Carlton	Data Realty
At Large	Gina Leichty	Eyedart Creative Studio
At Large	Melissa Kinsey	Goshen College



Exhibit "B"

Establishment and Appointment of the Northern Indiana Regional Development Authority Entrepreneurship Board

The Northern Indiana Regional Development Authority ("RDA"), established under Indiana Code § 36-7.6-2-3 to foster economic development within St. Joseph County, Elkhart County and Marshall County, Indiana (the "Region"), hereby appoints the individuals listed on Exhibit A hereto to act as the "Governing Board" described in Paragraph 3 of the RDA's Partnership Agreement effective April 14, 2016 (the "Agreement") with Elevate Ventures, Inc. ("Elevate Ventures"). The "Governing Board" under the Agreement will use the name *Entrepreneurship Board* and is referred to hereafter in this Declaration as the "Board."

1. Mission. The mission of the Board ("Mission") shall be to promote and foster the creation of an entrepreneurial ecosystem in the Region by stimulating the entrepreneurial spirit and culture in our citizens, identifying and nurturing new business startups and supporting the growth of existing high potential businesses.

2. Funding. The Board shall be responsible for raising the \$1,000,000 to be donated to Elevate Ventures pursuant to the Agreement and shall, subject to the conditions set forth herein, have primary control of the \$500,000 fund to be made available by Elevate Ventures for the purposes described in Paragraph 1(b) of the Agreement (the "Fund"), it being recognized that the Fund is part of that portion of the commitment raised by the Board and does not constitute public grant money.

3. Replacement of Members. In the event that any Board Member needs to be replaced, the Board will submit a recommendation to the RDA for a replacement. The RDA reserves the authority to appoint Board Members. The vacancy of one or more positions on the Board shall not prevent the Board from acting with the approval of a majority of its current members.

4. Authorization. The RDA hereby authorizes Board Members, acting collectively as the Entrepreneurship Board, to act on behalf of the RDA in use of the Fund, subject to the following conditions:

- a. The Board will, to the extent applicable, operate in compliance with Indiana's Open Door Law (Ind. Code 5-14-1.5 et seq.) and the Access to Public Records Act (Ind. Code 5-14-3 et seq.).
- b. The Board will create a strategic plan for accomplishment of its Mission (the "Plan") and will present the Plan and an annual budget ("Budget") to the RDA for approval.
- c. Until a Plan has been approved by the RDA, the Board may, without prior RDA approval spend a maximum of \$500 per month of the Fund for staff support or other purposes; *provided, however*, that it shall not make any contractual or



financial commitment for a term exceeding six (6) months, including any renewals thereof.

- d. Upon approval of a Plan and Budget by the RDA, the Board may, without prior RDA approval, spend or make commitments for use of the Fund consistent with an approved Budget; provided, however, that the Board shall with respect to non-budgeted items have the authority to make expenditures, not to exceed \$500 per month for and for a term not to exceed six (6) months.
- e. The Board will adopt and follow a Conflicts Policy as approved by the RDA from time to time. The Conflicts Policy shall include the following provisions:
 - i. Without the prior approval of the RDA, no payments of any kind shall be made from the Fund to any Board Member or affiliate of a Board Member.
 - ii. Without the prior approval of the RDA, no payments of any kind shall be made from any monies otherwise received pursuant to the Agreement to any Board Member or affiliate of a Board Member; *provided, however*, that the Board may, in its function as an advisory to Elevate Ventures as described in Paragraph 1(d) of the Agreement, recommend that Elevate Ventures provide investment or loan funding to an entity in which a Board Member holds an interest if both the following conditions are met:
 - (1) The Board Member holding or planning to acquire (simultaneously with the Elevate Ventures) an interest in the entity which is to receive funding from Elevate Ventures, shall disclose such interest in writing to Elevate Ventures, the RDA and other Board Members prior to Elevate Ventures' decision; and
 - (2) The interested Member shall abstain from participating in the Board's vote or decision as to whether to recommend to Elevate Ventures funding be provided to such entity.
 - iii. No Board Member or affiliate shall be employed by or otherwise provide services for consideration to the Board.
 - iv. For this purpose, "affiliate" means (a) a relative of a Board Member; or (b) a person who is a co-owner with a Board Member in an entity in which a Board Member holds a controlling interest; or (c) an entity in which a Board Member or a person described in the foregoing subsections (a) or (b) holds an interest.

5. Reports. The Board will report to the RDA as to its activities not less than once per calendar quarter or as requested by the RDA. Reports will include a narrative of the status of the Mission, data as to metrics adopted in the Plan for assessing achievement of the Mission, and a list of all expenditures from and commitments for use of the Fund.



6. Procedures. The Board may adopt a statement of operating procedures by vote of a majority of its members, subject to approval of the RDA.

NORTHERN INDIANA REGIONAL
DEVELOPMENT AUTHORITY

By: _____

Name: John Affleck-Graves

Title: Chair

Date: _____, 2016



Entrepreneurship Board Operating Procedures

The Entrepreneurship Board (“Board”) appointed by the Northern Indiana Regional Development Authority (“RDA”) shall operate as follows.

1. Meetings.

a. Scheduled Meetings. The Board shall adopt, by majority vote, a schedule for periodic meetings.

b. Special Meetings. Additional meetings may be called by the Board President or any three Board Members at a time/place specified by written notice¹ to all Members at least ten days² in advance.

c. Location. Meetings may be held at any location within St. Joseph County, Elkhart County, or Marshall County specified by the meeting notice. The Board President shall notify Members of the location of Scheduled Meetings at least ten days in advance. To minimize travel time for the majority of Members, the majority of meetings will be held in eastern St. Joseph County or western Elkhart County.

d. Participation By Phone. Subject to the provisions of IC 5-14-1.5-3.6, the Board President may provide for participation at meetings through electronic communication.

e. Proxies. Any Member may, by written notice to other Members, authorize another Member to act for him or her by proxy in all matters in which a Member is entitled to participate, including the waiving of notice of any meeting or voting or participating at a meeting.

f. Waiver of Notice. Notice of a meeting may be waived by any Member in writing

2. Actions.

a. Quorum. A majority of the Members must participate in a meeting, either by physically attending or by phone or by participation of a proxy appointed by such Member, in order for the Board to transact business.

b. Approval. The approval of a majority of the Members participating in a meeting at which a quorum is present shall constitute the action of the Board.

3. Officers.

a. Positions. The Board shall elect a President, a Vice-President (who shall become President when the current President’s term expires) and a Treasurer.

¹ All written notices may be via email. Each Board Member shall provide an email address to be used for notices.

² Unless otherwise specified, a “day” means a calendar day, which may include weekends or holidays.



b. Responsibilities and Authority.

i. President. The President shall preside at Board meetings and shall be authorized to act for the Board for purposes of dealings with other parties (including but not limited to acting for the Board in dealing with Elevate Ventures in connection with the Fund). The President shall be responsible for arranging for minutes to be kept to record actions taken at any meeting.

ii. Vice-President. The Vice-President shall preside at Board meetings at which the President is not participating and otherwise act as President in the President's absence.

iii. Treasurer. The Treasurer shall be responsible for the financial records of the Board, including preparing/presenting financial statements of the Board and other documentation of uses of the Fund and/or commitments payable via use of the Fund.

c. Terms. Each officer shall serve a two-year term; provided, that an officer may be replaced at any time by vote of a majority of the Board.

4. Committees.

a. Executive Committee. There shall be an Executive Committee of the Board, consisting of the President, Vice-President, Treasurer and (when the initial President's or any successor President's term has ended) the most recent past president. The Executive Committee shall act for the Board between meetings of the Board, subject to the supervision of the Board.

b. Finance Committee. There shall be a Finance Committee, to be chaired by and appointed by the Treasurer, which shall be responsible for fund-raising and financial records.

c. Investment Advisory Committee. The President may appoint an Investment Advisory Committee to make recommendations to Elevate Ventures as to Elevate's investments in start-up and early stage companies under Section 1(d) of the RDA's agreement with Elevate.

d. Ad Hoc Committees. The President may appoint temporary committees for specified purposes from time to time. The initial ad hoc committees shall include Members charged to:

i. Prepare a description of the current conditions of the three-county region relevant to the Mission (including but not limited to creating a list of operating entrepreneurs);

ii. Prepare a summary of potential methods for fostering entrepreneurship.

5. Appointment, Termination and Replacement of Members. As the achievement of the Board's Mission requires active participation by all Members, each Member is responsible for participating in committee work and attendance and attention to Board meetings. A Member who cannot devote appropriate attention to the Board's Mission, as assessed by the Board, may be asked to step down from the Board; *provided, however*, the termination and appointment,



including the replacement of a Board Member who resigns, is terminated or for any reason is no longer able to serve, shall be made by the RDA, or in the case of a Board Member appointed by Elevate Ventures by Elevate Ventures.

Approved:
NORTHERN INDIANA REGIONAL
DEVELOPMENT AUTHORITY

By: _____
Name: John Affleck-Graves
Title: Chair
Date: _____, 2016



Exhibit “C”

A list of the 26 projects, including their assigned ranking by the Board

ID	PROJECT NAME	RANKING
1	Renaissance District - Studebaker Administration Building	A
3	RCNI Health Education Active Learning Lab (RCNI HEALL)	A
11	Plymouth & Culver Entrepreneurship Center/Business Incubator	A
13	Housing Resurgence (substitute for Job Training Center)	A
16	South Bend Blue Ways	A
17	Market District SE: Retail & Multifamily	A
18	The Mill at Ironworks Plaza	A
20	Hotel Elkhart development	A
22	Goshen Theater Restoration	A
23	Elkhart Health Fitness Aquatics and Community Center	A
24	Market District Ice Sports Facility (Elkhart Field Sports Complex)	A
27	Apex Climbing South Bend and Central Park Goshen	A
29	Marshall County Wellness & Life Enhancement, Inc.	A
34	Lake Maxinkuckee Trail (Marshall County Trail System)	A
46	Commerce Center MU Development	A
2	Renaissance District - Studebaker Factory - Phase 3	B+
4	Technology Training & Demo Center	B+
9	ETHOS Science Center Innovation Center	B+
35	South Shore 35A: Double Tracking from Gary to Michigan City, Engineering & NEPA Analysis	B
35	South Shore 35B: Infrastructure Renewal from South Bend to Michigan City	B
40	Marshall County Manufacturing Shell Buildings	B
41	Boys & Girls Club Clubhouse	B
5	Experiential Learning Center (originally The STREAM Factory)	C
28	IU South Bend/HealthLinc Health and Wellness Center	C
36	Marshall County Infrastructure Development	C
7	Project Lead the Way	DID NOT MEET IEDC CRITERIA
10	Metronet Expansion (Elkhart & Marshall)	DID NOT MEET IEDC CRITERIA