



**Northern Indiana Regional Development Authority
Board Meeting Minutes
May 26, 2016 – 9:45am (EST)**

The May 26, 2016 meeting of the Northern Indiana Regional Development Authority (RDA) was held at Hilton Garden Inn, Notre Dame Room Parlor C on the St. Mary's College Campus, 53995 IN-933, South Bend, Indiana 46637. 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
 John DeSalle, Hoosier Racing Tire Corp.
 Pete McCown, Elkhart County Community Foundation
 Dallas Bergl, INOVA Federal Credit Union

Others Present: 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 April 14, 2016 Meeting

There were no additions or corrections to the April 14, 2016 minutes.

A MOTION WAS MADE TO APPROVE THE MINUTES FROM APRIL 14,
2016 AND AFTER BEING DULY SECONDED THE MOTION PASSED UNANIMOUSLY.

Reports of Officers, Consultants and Staff

Mr. Bergl reviewed the current financial status of the RDA and provided the April 2016 financial statements, as well as an accounting of three invoices recommended for payment approval.

THE CHAIR CALLED FOR A VOICE VOTE TO APPROVE PAYMENT OF THE THREE
INVOICES ATTACHED TO THE FINANCIAL STATEMENTS. THE MOTION PASSED
UNANIMOUSLY.

Mr. Bergl presented the Invoice Approval and Processing Policy to the Board and introduced a Resolution for consideration.

A MOTION WAS MADE ADOPT A RESOLUTION AUTHORIZING TREASURER OF THE
BOARD TO DISBURSE AUTHORITY FUNDS IN ACCORDANCE WITH THE POLICY
CONCURRENTLY ADOPTED AND TO SUBMIT SUCH INFORMATION TO THE BOARD
FOR RATIFICATION ON AT LEAST A QUARTERLY BASIS AND AFTER BEING DULY
SECONDED THE FOLLOWING MOTION PASSED UNANIMOUSLY:



WHEREAS, from time to time, it is necessary for the Regional Development Authority (the “Authority”) to disburse funds for lawful purposes without the prior approval of the Board; and

WHEREAS, the Board believes the ability of the fiscal officer to disburse funds between regularly scheduled Board meetings will facilitate the Authority’s purposes;

NOW THEREFORE, BE IT RESOLVED, that the Treasurer of the Authority, be and hereby is authorized and empowered, in the name of and on behalf of this Authority, to disburse Authority funds for lawful Authority purposes in accordance with the policy adopted concurrent herewith and attached as Exhibit “A” hereto, which policy may be further amended from time to time by the Board, in which case any amended Exhibit “A” shall be attached hereto; and

RESOLVED FURTHER, that said Treasurer may assign the task of reviewing, recommending, preparing and signing checks to other vendors approved by the Authority; provided, however, that any disbursements shall be approved in writing by the Treasurer prior to such disbursement, and he is hereby authorized and directed to do all such other acts and things necessary to approve such disbursements; and

RESOLVED FURTHER, that the Treasurer shall prepare and submit to the Board for its review and ratification, on at least a quarterly basis, a summary of all such invoices and other disbursements paid by the Authority in connection with the Authority’s purposes; and

RESOLVED FURTHER, that all that action taken hereunder by such Treasurer is hereby ratified and affirmed.

Exhibit “A”

INVOICE APPROVAL & PROCESSING

- The Administrator will receive, review and recommend an appropriate action for all invoices.
- The Administrator will notify the Board Treasurer immediately and in writing of any unexpected or unauthorized expenses.

RDA Administrative Expenses

- Invoices for administrative expenses that have been reviewed and recommended for payment by the Administrator will be sent to the Board Treasurer for authorization to pay.
- All invoices received by the 15th day of the month will be submitted by the Administrator within seven (7) days thereafter to the Board Treasurer for payment authorization. Invoices received following the 15th day of the month will be subject to approval and payment the following month.
- Once approved by the Board Treasurer, the Administrator will request that the Financial Agent issue checks for signature.



- The Administrator may sign checks for authorized payments up to \$10,000 per vendor per month as long as it is not a check payable to the Administrator or any person or entity affiliated with the Administrator.
- Any invoices for an amount in excess of \$10,000 must be approved by a majority of the Board prior to payment and must be signed by both the Administrator and Board Treasurer. Only the Board Treasurer or other person approved by the Board may sign checks payable to the Administrator or to any person or entity affiliated with the Administrator.
- Any invoices for payments that are not authorized by both Administrator and Board Treasurer must be submitted to the full Board for review and approval of the expenditure.
- Copies of all invoices paid will be summarized and presented to the Board at the next regularly scheduled Board meeting for the Board's ratification and approval of the expenditures authorized by the Board Treasurer.

RCNI Project-Related Expenses

- All project related disbursements shall be reviewed and authorized by the full Board prior to payment being issued and any such payments must be signed by both the Board Treasurer and the Administrator unless otherwise directed by the Board.

Mr. Bergl thanked MACOG for its work to date and suggested that going forward, the Board should engage a CPA firm to manage increased complexities in the financials. Mr. Bergl and Mr. DeSalle presented a proposal from Cater Dillon Umbaugh for Board review.

A MOTION WAS MADE TO AUTHORIZE MR. BERGL AND MR. DESALLE TO NEGOTIATE WITH CARTER DILLON UмбаUGH WITH THE FLAT MONTHLY FEE NOT TO EXCEED THE AMOUNT IN THE PROPOSAL AND AFTER BEING DULY SECONDED THE MOTION PASSED UNANIMOUSLY.

Administrative Report:

Ms. Emberton asked all Board Members to forward any project inquiries or questions from project teams or the public to her to respond so that there is a single point of contact to provide information regarding the process.

Ms. Emberton informed the Board that an IEDC consultant would be visiting the region to get oriented with our communities and to identify ways they may help the region move forward with projects or the planning process.

Committee Reports

Entrepreneurship Ecosystem:

Mr. Jim Larkin was present at the meeting and presented the Board with an update on the fundraising, mission statement and proposed slate of members for the Entrepreneurship Board.

Mr. Studer presented the contract between Elevate Ventures and the RDA. The Board agreed on the contract and that it would be executed by the Board Chair.



The Board was in favor of the proposed appointees for the Entrepreneurship Board. Dr. McCown suggested that the Marshall County appointees be identified. Dr. Affleck-Graves requested that additional appointees from Elkhart County be identified to serve as at-large members. After discussion, the Board elected to take action to approve the full slate of Board Members at the next RDA meeting.

The Board Members were in agreement with the following proposed mission statement of the Entrepreneurship Board:

The RDA Entrepreneurship Board's mission is to promote and foster the creation of an entrepreneurial ecosystem in the North Central Indiana region. We do this 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.

Regional Economic Development Strategy:

Dr. McCown reported that the Strategy Team continues to meet on a monthly basis and anticipated the committee's phase one work would be completed in July. Dr. McCown recommended the RDA engage someone to write a narrative to help communicate the Strategy Team's findings to a broad audience.

A MOTION WAS MADE TO AUTHORIZE DR. MCCOWN TO ENGAGE A CONSULTANT TO DRAFT A REPORT BASED UPON THE STRATEGY TEAM'S FINDINGS FOR A FEE NOT TO EXCEED \$5,000 AND AFTER BEING DULY SECONDED THE MOTION PASSED UNANIMOUSLY.

Old Business

Insurance Policy:

Ms. Emberton presented a comparison of Directors & Officers Insurance policies that had been obtained by MACOG. Ms. Debbie Garner from MACOG was also present to answer questions.

A MOTION WAS MADE TO OBTAIN DIRECTORS AND OFFICERS INSURANCE THROUGH TRAVLER'S FOR A ONE YEAR CONTRACT AND AFTER BEING DULY SECONDED THE MOTION PASSED UNANIMOUSLY.

Staffing Contract with Michiana Partnership:

Mr. Bergl and Mr. DeSalle presented an Administrative Services Contract with Michiana Partnership.

A MOTION WAS MADE TO APPROVE THE CONTRACT WITH MICHIANA PARTNERSHIP AND AFTER BEING DULY SECONDED THE MOTION PASSED UNANIMOUSLY. MS. EMBERTON ABSTAINED FROM THE VOTE.

Ms. Emberton explained, that consistent with the conversations at the last Board meeting, in order that Michiana Partnership be engaged as the administrator for the RDA, it is necessary for her to resign her position as an RDA Board Member. She thanked the Board Members and elected officials for their



confidence and support and noted that she has enjoyed working in this capacity but was looking forward to continued participation as Administrator.

Ms. Emberton reported that she had informed the St. Joseph County executives who had appointed her in advance of the upcoming vacancy so that they could commence the process of filling the upcoming vacancy. St. Joseph County Commissioner Andy Kostielney was present to update the Board Members on the process of appointment the new Board Member pursuant to the Indiana statute. The St. Joseph County executives recommended Kristin Pruitt and the executives of all member communities have expressed agreement with this nomination. Once the Resolution has been signed by all executives, Ms. Pruitt will take the oath and commence her duties as a Board Member.

Regional Cities Initiative:

Ms. Emberton reported that the May 12th event with Governor Pence at Renaissance District was a great success with over 300 community members in attendance.

Ms. Emberton confirmed that we do have a fully executed contract with the IEDC.

Ms. Emberton reported that a Letter of Support had been provided to the South Shore project as they pursued a federal grant. She also referenced the detailed report on the project that had been distributed since the last meeting and noted a recent press release.

Update on criteria and timeline for project review

Ms. Emberton confirmed that she has been meeting with project teams and answering questions in preparation for the June 15th application deadline for the original 39 Regional Development Plan Projects. She indicated that several people have asked that the Board consider new projects (not in the Regional Development Plan) sooner than next year.

The Board agreed to receiving Intake Forms from new projects at this time, but that no decisions will be made on new projects until the Board has the opportunity to review all of the original 39 projects.

New Business - There was no new business.

Other Items

Next RDA Board Meeting

The next scheduled Northern Indiana RDA meeting will be held on Thursday, July 25th, from Noon – 5:00 PM (EST) at INOVA Federal Credit Union in Elkhart.

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