



**JSDC Special Board of Directors Meeting  
February 3, 2020  
Lower Level Conference Room  
Official Minutes**

**Members Present:** Mark Klose, Kelly Rachel, Mary Lou Urquhart, Ritchie Wolf, Steve Cichos, CJ Janke, Marlee Siewert, Gerald Horner, Dwaine Heinrich, Lorrie Pavlicek, Nick Schauer, Pam Phillips (via phone), and Rod Johnson (entered meeting at 11:49 am).

**Members Absent:** Tory Hart.

**Staff Present:** Connie Ova, Corry Shevlin, Tracey Pringle, and Beth Blumhardt.

**Staff Absent:** none

**Guests Present:** Keith Norman, Jamestown Sun; David Steele, City Council; Emily Bivens, Jamestown Chamber of Commerce; Danica Chaput, Job Service of ND; Jerod Tengesdal, Train ND; Corey Bayer, Marvel Homes; and Margie Johnson, South Central Dakota Regional Council.

**Call to order:** 11:46 a.m. by Kelly Rachel.

**Tape recorder started:** 11:46 a.m.

**Conflict of Interest:** No conflicts of interest were declared.

**Approval of Agenda:** The February 3, 2020 Board Agenda was approved as presented.

**President's Report:** Kelly Rachel gave a brief president's report. Kelly reminded the Board of Directors to mark their calendars for the JSDC Annual Meeting coming up in April. The meeting is scheduled for Wednesday, April 29<sup>th</sup> and will be held at the Gladstone Inn & Suites. A save the date email and invitations will be sent out in the upcoming future.

**Minutes:** Minutes from the January 13, 2020 Board of Directors Meeting were in One Drive for review and approval.

*Pam Phillips moved to approve the minutes of the January 13, 2020 Board of Directors Meeting as presented, CJ Janke seconded, and the motion passed unanimously by voice vote.*

**Account Status Report:** Tracey presented the January financial report to the JSDC Board of Directors. The reports were in One Drive for review.

*Marlee Siewert moved to approve the January financial report as presented, Ritchie Wolf seconded, and the motion passed unanimously by voice vote.*

(Rod Johnson entered the meeting at 11:49 am)

**De-obligation of unused funds:** Corry reported on the De-obligation of unused funds agenda item. Corry noted that in November and December of 2018, 3 projects were approved that came in over the projected amounts. As the board is aware, projects are approved to be funded at some point in the future. For some of these projects that include a construction period, it can be months and months. Corry commented that from the 2019 Flex PACE Program moving forward changes have been made so staff have a better indication of what the projects will be funded at therefore it is less likely to run into this issue. Corry noted that all the projects from both the 2017 and 2018 programs have been funded, therefore, he would like to balance the total for the 2017 & 2018 Flex PACE Programs. In order to do this a request must be made to de-obligate \$26,629.60 from the City of Jamestown and a \$6,657.40 request from Stutsman County.

A brief discussion was held by the JSDC Board of Directors.

*Lorrie Pavlicek motioned to approve the de-obligation of unused funds to balance the total for the 2017 and 2018 Flex PACE Programs as presented (\$26,629.60 from the City of Jamestown and \$6,657.40 from Stutsman County), Gerald Horner seconded the motion, and the motion passed unanimously. Roll Call: Marlee-aye, Dwaine-aye, Mark-aye, Ritchie-aye, CJ-aye, Lorrie-aye, Steve-aye, Gerald-aye, Pam-aye, Rod-aye, Nick-aye, Mary Lou-aye, and Kelly-aye. Motion passed 13-0 with Tory Hart absent.*

**Replacement of Officers:** Kelly informed the JSDC Board of Directors that JSDC and SEPA Vice President, Bill Lytle has submitted his resignation effective immediately. Kelly noted that the JSDC Nominating Committee met on January 31, 2020 to discuss the replacement of officers as well as review candidates to fill the open seat on the Board. Kelly commented that Marlee Siewert who is currently Secretary/Treasurer has agreed to move into the position of Vice President being vacated by Bill and Tory Hart has expressed interest in becoming a member of the executive committee. There were also two candidates reviewed for the open seat on the Board, Jeremy Rham and Tom Silbernagel, who most recently applied for the open Board of Director positions but were not chosen for membership at that time. Kelly commented that both were good candidates for the open Board seat.

After review, the following recommendation was made by the Nominating Committee to the Board of Directors: *Mark Klose made a recommendation that Marlee Siewert fulfill the Vice President role, Tory Hart fulfill the Secretary/Treasurer role, and to forward Jeremy Rham's name to fill the open seat on the JSDC Board of Directors effective immediately, Ritchie Wolf seconded the motion, and the motion passed unanimously by voice vote.*

The JSDC Bylaws and both candidates resumes were included in One Drive for the Board's review.

Kelly opened the floor to discussion. Dwaine requested clarification on whether Jeremy Rham will be taking over Tory's term or Bill's term since his seat was the one vacated. Dwaine also requested clarification on if Tory does keep his term and then decides to move through the chairs would his term then be extended. It was clarified that Tory could stay in that Secretary/Treasurer role until his term is up if he wishes and then if he chose to move through the Executive chairs his term would be extended as term limits do not apply when going through the Executive Chairs. As for the inquiry regarding whose term Jeremy would fulfill the JSDC staff will research and bring back their conclusion to the Board of Directors at the next meeting.

Before a motion was made Kelly asked if there were any nominations from the floor. This was repeated three times. No nominations were received from the floor.

Three separate motions were made.

*Pam Phillips motioned to approve Marlee Siewert to fulfill the Vice President role, Tory Hart to fulfill the Secretary/Treasurer role, and to elect Jeremy Rham to fulfill the open seat on the JSDC Board of Directors effective immediately, Rod Johnson seconded the motion, and the motion passed unanimously by voice vote.*

Lorrie inquired if a motion was needed to be made by the Board of Directors to accept Bill Lytle's resignation.

*Dwaine Heinrich moved to accept Bill Lytle's resignation, Lorrie Pavlicek seconded the motion, and the motion passed unanimously by voice vote.*

Kelly informed the Board that since Bill was also the Vice President on the Spiritwood Energy Park Association (SEPA) Board of Directors a motion will need to be made to replace Bill with Marlee Siewert as Vice President of the SEPA Board.

*Ritchie Wolf motioned to approve Marlee Siewert to replace Bill Lytle as Vice President on the SEPA Board of Directors, Pam Phillips seconded the motion, and the motion passed unanimously by voice vote.*

- ❖ **Action Item:** JSDC staff will research whose term Jeremy Rham will fulfill whether that be Tory's or Bill's and bring back their conclusion to the JSDC Board of Directors at the next meeting.

**Committee Assignments for 2020:** Kelly noted that JSDC Subcommittee Assignments for 2020 have been made and are in One Drive for the Board 's review.

**Train ND Quarterly Report:** Jerod Tengesdal from Train ND was in attendance. Jerod presented the Train ND Quarterly report to the Board of Directors. The Train ND Quarterly Report was in One Drive for the Board of Directors review.

### **Strategic Committee Reports:**

#### ***Strategic Business Plan Committees:***

##### Business Attraction Committee-

(Committee members consist of: Kelly, CJ, Dwaine, Lorrie, Mark, Steve, Gerald, Ritchie, Rod, Corry, and Connie) *\*Members have been updated for 2020\**

- The Business Attraction Committee met on Monday, January 27<sup>th</sup>. The committee discussed the SEPA update. The next regular monthly Business Attraction Committee Meeting is scheduled for Monday, February 24<sup>th</sup>.

##### Existing Business Outreach Committee-

(Committee members consist of: Kelly, CJ, Mary Lou, Ritchie, Nick, Tory, Pam, Jeremy, Corry, and Connie) *\*Members have been updated for 2020\**

- The Existing Business Outreach Committee have not met since the last BOD Meeting. The next regular monthly Existing Business Outreach Committee Meeting is scheduled for Tuesday, March 3<sup>rd</sup>.

##### Organizational Excellence Committee –

(Committee members consist of: Kelly, Mary Lou, Marlee, Lorrie, Pam, Tory, Connie, Tracey, and Beth) *\*Members have been updated for 2020\**

- The Organizational Excellence Committee has not met since the last Board of Directors Meeting. The next regular monthly Organizational Excellence Committee Meeting is scheduled for Tuesday, February 18<sup>th</sup>.

Finance Committee-

(Committee members consist of: Kelly, Marlee, Dwaine, Steve, Rod, Nick, Gerald, Tracey, and Connie)

*\*Members have been updated for 2020\**

- The Finance Committee met on Friday, January 24<sup>th</sup>. The committee discussed 2019 pre-audit and budget performance review and 2020 budget revisions. The Finance Committee meets on an as needed basis.

**Action Items:** On agenda item Replacement of Officers, JSDC staff will research whose term Jeremy Rham will fulfill whether that be Tory's or Bill's and bring back their conclusion to the JSDC Board of Directors at the next meeting.

**Staff Reports:**

**CEO:** Connie reviewed her report; her full report was in One Drive for review.

**Business Development:** Corry reviewed his report; his full report was in One Drive for review.

**Administrative Assistant:** Beth reviewed her report; her full report was in One Drive for review.

**Office Manager:** Tracey reviewed her report; her full report was in One Drive for review.

**Ex-Officio Reports:**

**City of Jamestown:** Dwaine Heinrich was present and reported on the City.

**Stutsman County:** Mark Klose was present and reported on the County.

**South Central Dakota Regional Council:** Margie Johnson was present and reported on South Central Dakota Regional Council.

**Jamestown Chamber of Commerce:** Emily Bivens was present and reported on the Jamestown Chamber of Commerce.

**Job Service of North Dakota:** Danica Chaput was present and reported on Job Service.

**Jamestown Tourism:** Pam Phillips reported on behalf of Searle Swedlund on the Frontier Village.

**Adjourn:** The meeting was adjourned at 12:32 p.m. by Kelly Rachel.

**Tape Recorder stopped:** 12:32 p.m.

Respectfully submitted,

By Beth Blumhardt: JSDC Administrative Assistant