



**JSDC Board of Directors Meeting
September 11, 2017
Lower Level Conference Room
Official Minutes**

Members Present: Katie Andersen, Chris Rathjen, Marlee Siewert, Kelly Rachel, Ramone Gumke, CJ Janke, Dale Marks, Ritchie Wolf, Mark Klose, Bob Toso, Lorrie Pavlicek, Gerald Horner, and Bill Lytle (via phone).

Members Absent: Tom Hausmann and Jason Rohr

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

Guests Present: Keith Norman, Jamestown Sun; Danica Chaput, ND Job Service; Stacy Bowerman, South Central Dakota Regional Council; Becky Thatcher- Keller, Jamestown Chamber of Commerce; Pam Phillips, City Council; Cory Bayer, Marvel Homes; Kristina Dockter, ICS; and Casey Stoudt, Stoudt Properties.

Call to order: 11:46 a.m. by Chris Rathjen.

Tape recorder started: 11:46 am

Conflict of Interest: Kelly Rachel declared a conflict of interest on the following agenda items: Stoudt FlexPACE Request, Dunwoodie's Second Amendment, and ICS Building Purchase. All three are with Unison Bank.

Katie inquired if Unison is the lender for all three. Kelly noted they are the lender on the Stoudt FlexPACE and the other two have accounts with them.

Katie Andersen motioned that Kelly Rachel does not participate in the discussion and voting for Stoudt FlexPACE Request but does participate in the discussion and voting for Dunwoodie's Second Amendment and ICS Building Purchase, Ritchie Wolf seconded the motion, and the motion passed unanimously by voice vote.

Approval of Agenda: The September 11, 2017 agenda was approved as presented.

President's Report: Chris Rathjen commented that Beth will be sending out the form for Connie Ova's annual evaluation to Board members sometime this week. The forms are to be filled out and sent back to Chris or sealed and delivered to Beth at the JSDC office by the end of October. Chris strongly encouraged all board members to take the time to fill out the evaluation in its entirety. Chris also commented that a SEPA Board of Directors meeting was held prior to the JSDC Board Meeting to discuss recent negotiations with AT&T on an outstanding bill for \$209,000 for work moving a cable to make

room for the construction of the rail loop at SEPA in 2014. Connie Ova and John Boyle, attorney for SEPA, were in Minneapolis last week with a mediator to meet with AT&T. Some negotiations were made and SEPA has agreed to pay \$137,000 of the \$209,000. Chris commented this is a pass through to the tenant out at SEPA and is not an expense of the JSDC, City or County.

Minutes: *Dale Marks moved to approve the minutes of the August 14, 2017 Board of Directors Meeting as presented, Marlee Siewert seconded, and the motion passed unanimously by voice vote.*

Account Status Report: Tracey presented the August financial report to the Board of Directors; the reports were in the dropbox for review.

Bob Toso moved to approve the August financial report as presented, CJ Janke seconded, and the motion passed unanimously by voice vote.

Section Line Relocation: Corry reviewed the memo on the Section Line Relocation agenda item. There has been discussion on the east half of Section 28 in Spiritwood (Klose Property) being incorporated into the Spiritwood Energy Park. In between the two pieces of land lays public access for a section line. Previously the Board of Directors passed a motion to incorporate the Klose Property into SEPA upon the request of a tenant.

The appropriate channels have been gone through for approval and a new route has been proposed in the interest of cost savings and ease of access. Included in the dropbox was a map of the proposed path. The new path will save on having to go through any environmental assessments and possibly building a crossing which will cost of thousands of dollars.

The Board of Directors held a brief discussion.

Kelly Rachel motioned to approve the new proposed pathway, Marlee Siewert seconded the motion, and the motion passed unanimously by voice vote.

Stoudt Flex PACE Request: Corry reviewed his memo on the Stoudt Request for Flex PACE Funds agenda item. Stoudt Properties, LLC. is building a reconditioning center so that they can fully utilize their current facilities. They will be adding an additional 2 FTE with the addition. This will allow them to serve more customers more efficiently.

Stoudt is requesting up to \$86,000 in Flex PACE Interest Buydown funds. Those funds will be matched by the Bank of ND by up to \$200,000. Stoudt's application and Flex PACE rubric was in the dropbox for review.

A recommendation was made to the JSDC Board of Directors to fully fund Stoudt Properties, LLC request for \$86,000 at an 80/20 City=\$68,800 /County=\$17,200 split.

Casey Stoudt, Stoudt Properties, LLC., was present and explained the project in further detail to the Board of Directors.

A few inquiries were made and a discussion was held by the JSDC Board of Directors.

Ramone Gumke motioned to approve Stoudt Properties, LLC. for up to \$86,000 in Flex PACE Interest Buydown funds at an 80/20 City=\$68,800/County = \$17,200 split, Bob Toso seconded the motion, and the motion passed unanimously. Roll Call: Bill-aye, Bob-aye, Katie-aye, Mark-aye, CJ-aye, Lorrie-aye, Dale-

aye, Gerald-aye, Ramone-aye, Ritchie-aye, Marlee-aye, and Chris-aye. Motion passed 12-0 with Jason Rohr and Tom Hausmann absent and Kelly Rachel abstaining from the vote.

Dunwoodie Second Amendment: Corry reviewed his memo on the Dunwoodie Second Amendment agenda item. Kelsey Krapp, the JSDC Attorney, informed the JSDC of a conflict of interest. Currently, he represents both Dunwoodie Construction and the JSDC. The conflict arose when the JSDC asked Kelsey to amend a loan document. Kelsey has not worked on the project previously.

The JSDC Staff felt it was appropriate to ask the wishes of the Board of Directors on this and see if they would be willing to waive the conflict and allow Kelsey to amend these documents. Dunwoodie Construction would also have to agree to these terms to allow Kelsey to act as the attorney for both organizations.

A brief discussion among the JSDC Board was held.

Kelly Rachel motioned to waive the conflict of interest and allow Kelsey Krapp to amend the documents, Marlee Siewert seconded the motion, and the motion passed unanimously by voice vote.

Entrepreneur Center Membership: Connie introduced the Entrepreneur Center Membership agenda item. Connie commented that the Entrepreneur Center would like to have JSDC representation on their Board so anyone who has a passion for entrepreneurship and innovation please consider volunteering for this. The membership consists of a monthly lunch meeting and occasional help with special projects. Connie noted to contact Katherine Roth if interested at Katherine.Roth@uj.edu or 701-253-4112.

An inquiry was made as to if the JSDC Board should take action and appoint someone or if there was a Board member or staff member that would be interested that would like to volunteer. After a brief discussion, Kelly Rachel agreed to volunteer to sit on the Entrepreneur Center Board.

No motion was needed.

ICS Building Purchase: Connie reviewed her memo on the ICS Building Purchase. Included with Connie's memo in the dropbox was the Appraisal of property valued at \$175,000 for the Medina building.

Based on the legal agreements, FARRMS will pay 70% of the appraisal price, \$122,500 to USDA. The other 30% came from grants FARRMS received; plus, the outstanding loan balance to JSDC and the appraisal fee of \$4500.

Also, included, in the dropbox was the original 2003 Lease Agreement between FARRMS and JSDC.

Kristina Dockter, from ICS, was present to answer any questions the JSDC Board of Directors had. A few inquiries were made and a discussion was held.

Kelly Rachel motioned to approve the ICS Building purchase, Lorrie Pavlicek seconded the motion, and the motion passed unanimously. Roll call: Lorrie-aye, Dale-aye, Gerald-aye, Ramone-aye, Ritchie-aye, Marlee-aye, Kelly-aye, Bill-aye, Bob-aye, Katie-aye, Mark-aye, CJ-aye, and Chris-aye. Motion passed 13-0 with Tom Hausmann and Jason Rohr absent.

Strategic Committee Reports:

Strategic Business Plan Committees:

Business Attraction Committee-

(Committee members consist of: Tom, Gerald, Mark, Ramone, Katie, Bob, Curt, Bill, Corry, and Connie)

- The JSDC Business Attraction Committee has not met since the last Board of Directors meeting. The regularly scheduled meeting fell on Monday, September 4th, which was the Labor Day holiday so the meeting for this month was rescheduled for Monday, September 18th at 9:00 am at the JSDC.

Existing Business Outreach Committee-

(Committee members consist of: Lorrie, Chris, Ritchie, Jason, Marlee, Dale, Corry, and Connie)

- The JSDC Existing Business Outreach Committee has not met since the last Board of Directors Meeting. Corry was out at a conference at the regular monthly meeting time, therefore, the meeting was rescheduled to Tuesday, September 19th at 12:00 pm at the JSDC. Corry also commented that the Partner's Forum event the committee put together for August 24th went well and had a good turnout.

Organizational Excellence Committee –

(Committee members consist of: Bob, Katie, Bill, Lorrie, Kelly, Connie, Tracey, and Beth)

- The JSDC Organizational Excellence Committee met on Tuesday, August 15th. The next scheduled meeting date for the Organizational Excellence Committee will be on Tuesday, September 19th at 9:00 am at the JSDC.

Finance Committee-

(Committee members consist of: Chris, Katie, Bill, Tracey, and Connie)

- No report was given.

Action Items:

• New Action Items-

- Katie noted it would be a good idea to look at a couple of recent transactions and do a review of assets at the next Finance Committee Meeting.

Other: Nothing at this time.

Staff Reports:

CEO: Connie reviewed her report; her full report was in the dropbox.

Business Development: Corry gave a brief staff report; his report was in the dropbox.

Administrative Assistant: Beth's full report was in the dropbox.

Office Manager: Tracey's full report was in the dropbox.

Ex-Officio Reports:

City of Jamestown: Katie Andersen was present and reported on the City.

Stutsman County: Mark Klose and Dale Marks were present and reported on the County.

South Central Dakota Regional Council: Stacey Bowerman was present and reported on South Central Dakota Regional Council.

Jamestown Chamber of Commerce: Becky Thatcher-Keller was present and reported on the Jamestown Chamber of Commerce.

ND Job Service: Danica Chaput was present and reported on ND Job Service.

Adjourn: The meeting was adjourned at 12:56 p.m.

Tape Recorder stopped: 12:56 p.m.

Respectfully submitted by,

Beth Blumhardt, JSDC Administrative Assistant