

Board of Directors Meeting

Missouri River Historical Development Inc.

Holiday Inn, Sioux City, Iowa

June 1, 2015

Members present: Dave Bernstein, Larry Clausen, Carolyn Ellwanger, Ron French, Treyla Lee, Linda Linduski, Jim Marshall, Bruce Miller, Mark Monson, Steve Ponder, Jackie Smith, Dale Tigges, Doug Young

Members absent: Larry Jensen, Gloria Welte, Charese Yanney

Others present: Barb Orzechowski, attorney; Curt Beason, attorney; Ashlee French, Hard Rock Hotel and Casino; Corey Westra, Sioux City Sports Commission; Jim Wharton, Sioux City Sports Commission; Don Klynsma, Henjes, Conner and Williams, P.C.

Mark Monson opened the meeting.

Carolyn Ellwanger made a motion to approve the May minutes. Larry Clausen seconded. Motion carried. Jim Marshall made a motion to accept the agenda. Steve Ponder seconded. Motion carried.

Sioux City Sports Commission: Jim Wharton and Corey Westra detailed the events the commission has brought to Sioux City with the grant it received. Most recently, money was spent on a softball tournament and the event was considered a success. Dave Bernstein asked the representatives about the funds it receives. Wharton said in addition to a state grant and funds like the MRHD grant, it gets money from the city. Mark Monson encouraged the representatives to draft a letter saying they would like to draw the last funds in the grant for the softball event, which would clear the account. The representatives thanked MRHD for helping fund activities in the community and said the letter would be forthcoming.

Audit: Don Klynsma, representing Henjes, Conner and Williams, P.C., presented the most recent audit and indicated everything was in order according to accepted accounting principles. He answered questions from the board regarding costs. Jackie Smith made a motion to receive the audit. Ron French seconded. Motion carried.

Curt Beason, attorney, advised the board that it would need to have the audit done sooner in the next year in order to comply with state deadlines. Mark Monson said it has been later in the year in order to let the accountant get through tax season. By doing so, MRHD has been able to save money. Beason said the state wants the audit delivered March 31.

Dave Bernstein made a motion to hire Henjes, Conner and Williams as auditor contingent upon changes in the bylaws to reflect the deadline. Steve Ponder seconded. Motion carried.

Hard Rock Hotel and Casino: Ashlee French said the casino would be hosting the regular meeting of Iowa Racing and Gaming. It will be the commission's first visit since the casino's opening. MRHD directors are invited to attend.

Construction on the Battery Park venue is continuing and will be complete in time for the first concert in July. French also detailed special events, promotions and community involvement and said there are currently 600 active employees at the facility.

Closed session: Carolyn Ellwanger made a motion to go into closed session to discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent where its disclosure would be likely to prejudice or disadvantage the position of the government body in that litigation, pursuant to Iowa Code Section 21.5 (1) (c)

Steve Ponder seconded.

In a roll-call vote, all members present voted in favor of the motion. (Members absent and not voting: Larry Jensen, Gloria Welte and Charese Yanney.)

Closed session discussion followed.

Larry Clausen made a motion to come out of closed session. Dale Tigges seconded. In a roll-call vote, all members present voted in favor of the motion. (Members absent and not voting: Larry Jensen, Gloria Welte and Charese Yanney.)

Mark Monson said there were no action items as a result of the closed session.

Bylaws: Mark Monson said MRHD needs to amend its bylaws to change its fiscal year. Treyla Lee made a motion to change it from a calendar year (January through December) to July 1 to June 30. Steve Ponder seconded. Motion carried.

Curt Beason reported findings from the IRGC regarding board members' terms. He said it is likely directors could have three three-year terms and return if they sat out one three-year term. Mark Monson said the board would continue to discuss the terms and propose a change to the bylaws at a coming meeting.

Nominating committee: Doug Young said the committee met and had three recommendations: Mike Collett (representing the city); Dakin Schultz (rural), Roxanne Gould (human services) and David Gleiser (rural). Jim Marshall made a motion to approve the four; Larry Clausen seconded. During the discussion, board members questioned whether it would be appropriate for Gleiser to be on the board with other members who, in essence, were his bosses. As a result, Clausen withdrew his second and Marshall withdrew his motion.

A second motion was made by Dave Bernstein to approve Collett, Schultz and Gould. Steve Ponder seconded. Motion carried. The committee will continue its search and consider Gleiser at a later time when there isn't a conflict.

Workforce website: Dave Bernstein said the site is close to completion and is modeled on the one found in Sioux Falls. An announcement will be made in a few weeks and, most likely, the Siouxland Chamber of Commerce will be responsible for its upkeep.

There being no further business, Jim Marshall made a motion to adjourn. Dale Tigges seconded. Motion carried.

Respectively submitted,
Bruce Miller
secretary