



- I. **Call to Order:** The RDA Board of Director’s meeting was called to order at 9:06 a.m. CDT on Thursday, April 9, 2020, via Zoom, with Chairman Donald P. Fesko presiding.
- II. **Roll Call:** Present: Chairman Donald P. Fesko, Christopher Campbell, Randy Palmateer, Milton Reed, Africa Tarver, Thomas Golab and Tony Walker. Seven members were present constituting a quorum.
- III. **General Public Comment:** *None*
- IV. **Consent Agenda:** M. Reed motioned to approve the consent agenda with a second by C. Campbell.

1. **Minutes:** Board Meeting of March 12, 2020 *Approved*

The motion carried on a roll call vote with seven members in favor and none opposed.

	YES	NO
Donald P. Fesko	X	
Christopher Campbell	X	
Randy Palmateer	X	
Milton Reed	X	
Thomas Golab	X	
Africa Tarver	X	
Tony Walker	X	

V. **Actions on Recommendations from Fiscal Task Force**

- i. **Resolution 20-01: Delegation to Board Officers, Commitment to Finance and Construct the Rail Projects:** Sebastian Smelko, of Ice Miller, presented Resolution 20-01 to the RDA Board. S. Smelko addressed pg. 3, section 1 of the Resolution, stating that the Governing body of the RDA Board delegates certain authorities to the Board officers who were elected in last month’s meeting to: negotiate, approve, and enter into a second amended Governance Agreement so that the RDA can comply with FTA guidelines and timelines as we work towards a FFGA [Full Funding Grant Agreement] on the Westlake extension project. S. Smelko reported that as the project goes to the FTA, the project has a gap of \$30 million between the cost budget and the amount that will show the project to be fully funded. The plan is for the RDA to transfer \$30 million from its accumulated balances into an escrow account to show the full funding commitment. S. Smelko also noted that within section 2 of the amended Governance Agreement, the Board is directing the RDA additional contribution to the escrowed revenue trust agreement with NICTD/IFA/RDA so that we can protect those funds and that they can only be accessed if and only if it’s necessary. In addition, the RDA will insert a claw back clause stating that if the money is not utilized it will come back directly to the RDA rather than the escrowed revenue trust agreement between NICTD/IFA/RDA.

T. Walker voiced his concern on the delegation of authority and that it is slightly problematic for him and that in part of the Governance Agreement that could impact the cities and towns particularly if any of those provisions get opened up for renegotiations. T. Walker stated that he is not comfortable having that delegated to an executive Board that doesn’t include any representatives from the cities and towns affected. To that extent, with the intention to go back

and amend in the \$30 million and articulate it in the Governance Agreement, the \$30 million is not going to be the first source of funds tapped then he would be ok with that. Additionally, T. Walker further addressed his concerns stating that if this goes beyond a simple modification and starts to implicate and go beyond the scope, he asked that Board officer's to bring it back to the full Board so that we don't go beyond the limited scope of the amended agreement being presented today.

M. Reed added that he did not have the opportunity to ask if there were certain items anticipated that would be so urgent that the full RDA Board would not be able to participate in that decision with the executive Board officers.

T. Walker asked S. Smelko about the timeline for the modifications of the Governance Agreement.

S. Smelko provided a range as early as 2 weeks to 6-7 weeks and that includes a variety of factors that will be under consideration.

T. Walker added that he is not understanding the sense of urgency of the RDA needing to make a delegation and that structurally he finds it problematic. T. Walker also stated that for transparency purposes to have a seven-member Board make decisions that are made only by three members, in his experience, important issues like the one being presented today has transparency issues.

R. Palmateer motioned to approve Resolution 20-01 with a second by C. Campbell.

The motion was carried on a roll call vote with seven members in favor and none opposed

	YES	NO
Donald P. Fesko	X	
Christopher Campbell	X	
Randy Palmateer	X	
Milton Reed	X	
Thomas Golab	X	
Africa Tarver	X	
Tony Walker	X	

VI. Unfinished Business:

i. **Update:** *None*

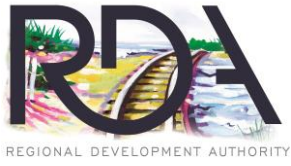
VII. New Business:

i. **Update:** *None*

VIII. 2020 Board Planning Calendar: The quarterly Board meeting structure is reflected in the planning calendar.

IX. General Public Comment: *None*

X. Adjournment: Without further business the meeting was adjourned.



Respectfully submitted by Amy L. Jakubin