A. Wocekiye/Woksape

Provided by Harold.

B. Call to Order

- Lynn Cuny, Deputy Director began in the meeting at 9:00 AM MST (sat in for Tatewin) and left at 12:44 PM MST.

The meeting was called to order at 9:29 AM MST.

C. Approval of Agenda

A motion was entered to approve the proposed agenda for the Annual December BOD meeting.
1st Motion: Amanda
2nd Motion: Genevieve
Approval: Unanimous

D. Approval of October 7, 2019 BOD Call Meeting Minutes

A motion was entered to approve October meeting minutes.
1st Motion: Genevieve
2nd Motion: Harold
Approval: Unanimous

E. Procurement Policy Amendment DRAFT
A motion was entered to approve Procurement Policy Amendment Addition after the following edits are made: 1. Amendment have 2 in front of it. 2. Change expenditures to assets.

1st Motion: Amanda
2nd Motion: Trenton
Approval: Unanimous

F. Low Income Housing Tax Credit: LIHTC

Presentation by Kimberly Pelkofsky, Director of Design and Planning.

LIHTC Recap:
- Attracts investors to marginalized and underserved communities.
- Brings capital which does not need to be repaid.
- TVCDC must contribute 20% of project costs.
- Homes must remain as affordable rental units for 15 years.
- After 15 years homes can be affordable homeownership, rents are used to pay for O&M, staff salaries.
- One unit can house a family that does not need to be income qualify as long as they provide a service onsite.
- Tax Credit Program administered by SDHDA. TVCDC gets to select the investors.

LIHTC Funding Includes:
- Building construction of carports, solar, patios, landscaping, sidewalks, playground, developer fee for TVCDC, contractor’s O&P for TVCDC.

LIHTC Project Advantages:
- Funding the complete construction - receive capital (does not need to be repaid) to complete project in full.
- Affordability - keep homes affordable after leaving the rental roll.

LIHTC Project Disadvantages:
- Long lead time between application, potential award, and construction completion.
- Fees for application / application requirement ($100,000+) non-refundable.

No action at this time, only support from the Board of Directors. Kimberly only presented at this time.
Beau LeBeaux enters meeting at 10:28 AM MST

Amanda Carlow left meeting at 10:30 AM MST for Lakota Language event at Lakota Nation Invitational (LNI) and returns at 12:23 PM MST

*Brett Shelton suggests a break: BREAK- Out at 10:38 AM MST / In at 10:58 AM MST

Tatewin Means enters meeting at 11:07 AM MST

G. TVCDC Board Actions / Approval

Emily White Hat Resignation:
- Emily received a promotion in her job and decided to move on.

Recruit New Board Members / Selection of “New Board Officers”

- **TVCDC Board of Directors President: Brett Shelton**
  - BOD recommend Beau LeBeaux for President
  - All vote Yes
  - Beau accepts position of TVCDC BOD President

- **TVCDC Board of Directors Vice President: OPEN**
  - BOD recommend Amanda Carlow for Vice President
  - All vote Yes
  - Amanda accepts position of TVCDC BOD Vice President

A motion was entered for Amanda Carlow for Vice President of TVCDC Board of Directors.
1st Motion: Harold
2nd Motion: Genevieve
Approval: Unanimous

A motion was entered for Beau LeBeaux for President of TVCDC Board of Directors.
1st Motion: Genevieve
2nd Motion: Trenton
Approval: Unanimous

BOD Review and approval request for Hiring DOO of Debra Phelps

The Board had a telephonic meeting on Wednesday, December 4, 2019 at 8:00 AM MST with six directors present – Brett, Amanda, Harold, Genevieve, Trenton and Tatewin.

The directors discussed and debated the action item, and then agreed to document their votes via email, those written votes fall under the quorum, simple majority framework just like the oral votes.
Refer to **Article IV: Board of Directors Meetings. Section 4.5. Quorum.** The quorum for the meetings of the Board of Directors shall be a simple majority (more than \( \frac{1}{2} \)) of the then-seated members of the Board of Directors. The affirmative vote of a simple majority of Directors present at a meeting at which a quorum is present shall be the required to constitute an act of the Board of Directors, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. A director present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to transacting specified business at the meeting or (b) he or she votes against, or abstains from voting on, the action taken.

The written votes following the telephonic meeting documented:

5 – **YES VOTES**

1 - **NO VOTE**

1 - not present/non-response

**H. 2019 Personnel Policies and Procedures**

*Policy Book: Items that need to be addressed by Emily White Hat (Title of Word Doc emailed to Desiree)*

Meeting with Brett, Tatewin, and Genevieve to come in January 2020. Will come back to BOD to adopt with recommendations of what needs to be addressed.

A motion was entered to TABLE Policies and Procedures.
1st Motion: Brett
2nd Motion: Genevieve
Approval: Unanimous

**I. 2020 Calendar Quarterly Meeting Set Up**

Beau LeBeaux suggests meetings be on Friday’s instead of Monday’s. All other BOD members agree.

Quarterly Meetings set for (all dates are Friday’s):
- February 7, 2020
- May 1, 2020
- August 21, 2020
- October 16, 2020
- Annual December Meeting – December 18, 2020

Year 2020 Calendar invites emailed to all Board of Directors, by Desiree.
J. **Board Resolution**

Star Means – Director of Housing and Homeownership Initiative provides resolution that needs signature of TVCDC President Brett Shelton.

Resolution gives directors Tatewin Means or Lynn Cuny the authority to act as the seller and sign documents on behalf of TVCDC.

A motion was entered to approve after formatting resolution, formatting completed, signed by Brett.
1st Motion: Genevieve
2nd Motion: Trenton
Approval: Unanimous

K. **TVCDC Audit**

Given by Cassandra Stevens Chief Financial Officer (CFO) and included the statement of cash flow, IDC budget 2020, budget 2020 and changes of the financial office procedures.

L. **Executive Directors Report**

Updates included – RCD, Strategic Plan Update, Community Engagement Updates, Iyukcan, Grants Committee information, and Heidi Hackermer who is helping TVCDC to get narrative out to public for free, introduced by Stacy Phelps to Tatewin.

A motion was entered to accept the Executive Directors Report.
1st Motion: Trenton
2nd Motion: Amanda
Approval: Unanimous

M. **Finance Reports**

Given by Cassandra Stevens Chief Financial Officer (CFO) and included the balance sheet, profit & loss.

A motion was entered to accept the Finance Report.
1st Motion: Genevieve
2nd Motion: Amanda
Approval: Unanimous

N. **Executive Session**

IN - 1:54 / OUT - 2:19 PM MST
O. Next BOD Meeting

- Friday February 7, 2020

P. Adjourn

A motion was entered to adjourn meeting.
1st Motion: Harold
2nd Motion: Trenton
Approval: Unanimous