

COMMITTEE REPORT

COMMITTEE: Executive Committee
CHAIRPERSON: Merri Berlage
DATE/TIME: August 1, 2016 @ 7:00 pm
PRESENT:

<input checked="" type="checkbox"/> Merri Berlage	<input type="checkbox"/> Gerald Bennett	<input checked="" type="checkbox"/> RJ Winkelhake
<input checked="" type="checkbox"/> Ron Smith	<input checked="" type="checkbox"/> Randy Jobgen	<input checked="" type="checkbox"/> Don Zillig
<input checked="" type="checkbox"/> Brandon Behlke	<input checked="" type="checkbox"/> Steve Rutz	

A quorum was established.

Other Board Members: Steve McIntyre

Others: Jess Farlow, Hal Gilpin, Katherine Walker, Chris Hamilton, Robert Mahan, Steve Keeffer, Dan Burke, Terry McGovern and Dan Reimer

1. Minutes Approval

- a) Randy Jobgen made a motion to approve the minutes from the July 5, 2016 Executive Committee meeting. Seconded by RJ Winkelhake and motion passed.
- b) Randy Jobgen made a motion to approve the minutes from the July 11, 2016 Special Executive Committee meeting. Seconded by RJ Winkelhake and motion passed.

2. Citizens' Comments – None

3. Unfinished Business

- a) FY2015/FY2016 Strategic Goals & Plans – Merri Berlage discussed that we will bypass this item this month.
- b) Update on US EPA Site Stabilization Work at the Bautsch Gray Site on Blackjack Road - Merri Berlage discussed that we will bypass this item this month.
- c) Update on Jo Daviess County FOIA requests – A FOIA report was included in the Committee packet.

4. New Business

- a) Discussion and possible action on Destination Marketing Organization (DMO) contract, review of by-laws and letter of intent – Merri Berlage, Executive Committee Chair, handed out a draft of the Destination Marketing Services Agreement that was received from new DMO Board. The draft agreement included a markup of talking points for Committee review and discussion. Berlage discussed that the draft agreement had been reviewed by the State's Attorney's Office. Berlage explained that the side notes are questions not changes they were added so the Committee could have good discussion points. **Brandon Behlke made a motion to approve and move forward to the County Board the Destination Marketing Services Agreement dated July 28, 2016. Seconded by Randy Jobgen. Jobgen withdrew his second. Motion died for lack of a second.** The committee reviewed and discussed each item one by one. The Committee consensus was to recommend the following revisions to the draft contract:
 - (B1) Title of agreement – revise from Destination Marketing Services Agreement to Destination Marketing Management Agreement
 - (B2) Transfer of 501(c)6 – contract in de facto, if this does not happen contract is void
 - (B3) E.1 – Add clarifying sentence – The DMO will not act on behalf of the County or City to benefit the organization.
 - (B4) E.4 – County to discuss CVB building lease with City, Ron Smith to check with City
 - (B5) E.4 – transfer DMO certification – Merri Berlage to check/confirm process with State

- (B6) E.4- strike the following- transfer to corporation relevant financial and capital assets, which may include cash, bank accounts, accounts receivable, accounts payables, loans, computers, office furniture and equipment.
- (B7) E.4 – keep wording as is in the sentence regarding employment of current personnel.
- (B8) E.4 – last sentence replace the word controlled with the word managed.
- (B9) E.5 a) – strike the following- such collection fee not to exceed \$1,500 per month.
- (B10) E.5 c) – change the word and to or
- (B11) E.5 c) – add language – regarding confidentiality of Hotel/Motel payments collected from individual lodgings – based on state law- attorneys should provide wording
- (B12) (B13) E.6 b) – add clarifying sentences – This should include all expenses check numbers, vendor, and description of service amount. Quarterly reports should be made within 60 days after the fiscal quarter, providing the County with actual vs. projected income statements.
- (B14) E.6 d) – Annual audit – strike “compilation, review or”, clarify as independent audit.
- (B15) E.6 e) – Strike the following- Upon 10 days advance notice. Add sentence Books will be audited prior to and after any departure of a CEO.
- (B16) (B17) E.6 f) – City of Galena removed “attempt to” Executive Committee agreed and should read – “The Corporation shall maintain”.
- (B18) E. 6 g) - GAAP should be spelled out – General Accepted Accounting Principles
- (B19) E. 7 a) - Committee discussed term of agreement – leave at 3 years.
- (B20) E. 7 a) - City of Galena adjusted effective date of the agreement to the actual date of transition to the new organization (leave blank at this time). Executive Committee agreed.
- (B21) E. 7 a) - change from one year to six (6) months.
- (B22) E. 7 a) – add language – on anniversary date of agreement, representatives of the parties shall meet to discuss any concerns regarding the agreement and consider amendments thereto if necessary.
- (B23) E. 7 a) – City of Galena – change the termination notice timeframe. Committee discussed that the language changed from the original document which states shall renew yearly for successive one year terms. Executive Committee did not change to renew automatically for 3 year terms- Merri will talk to Robert. Much discussion – the intent is for a three year contract to be reviewed yearly and renewed yearly so there would be a rolling three (3) year contract. Each year the addition of one year would be added as long as all conditions are met.
- (B24) (B25) E. 7 b i) City of Galena – either define “critical” or remove “critical”. Executive Committee agrees to remove “critical”.
- (B26) E. 7 b ii) City of Galena- remove “material” from “material amount” to avoid any question regarding the meaning. Executive Committee agrees to remove “material”
- (B27) E. 7 a. iii) – strike not cured within 30 days after written notice specifying such violation.
- (B28) E. 9) – Executive Committee did not add language regarding membership fees/dues
- (B29) E. 9) – Executive Committee discussed the DMO election process. The DMO Board recently amended their bylaws and the County was not notified. After much discussion the Executive Committee did not add language regarding the election process.
- (B30) E. 9 g.) – Executive Committee agreed to remove “as if”. Agreed to add language expanding on open meetings act - Attorney’s to provide correct wording.
- (B31) E. 10 –strike the following- in all situations where a prudent government entity or public corporation would do the same. Added the following language- before entering such contracts or agreements and to include a requirement for lien waivers whenever applicable.

- (B32) E. 11 a) - Committee asked if the word “therefrom” is a correct word- check with States Attorney.
- (B33) (B34) E. 11 b.) – City of Galena added- that the City and County shall be named as additional insured. Executive Committee agreed and recommended that language be added- All insurance coverage should be in place before any actions are taken by the DMO. The County would add requirements of the Jo Daviess County Certificate of Insurance Policy which includes the requirement that Jo Daviess County be named as an additional insured.
- (B35) E.11 c) -strike the following– and must be used for the benefit of the new Corporation or its mission.
- (B36) E.11 d) – City of Galena- clarify that the responsibilities of the entire agreement may not be subcontracted without the written consent of the city. Executive Committee agreed and recommended that language be added- and/or County.
- (B37) E.11 e) - Executive Committee did not add language regarding a bid process requirement.
- (B38) - (B44) E.11 f-q)
 - Add- Jo Daviess County shall be provided a copy of the Business Plan for the DMO.
 - Jo Daviess County shall require a copy of any contract signed by the new DMO in the amount of \$50,000 or more.
 - Jo Daviess County will require a background check of any person being hired as CEO.
 - Jo Daviess County will be provided with a copy of the written contract to hire a CEO.
 - Jo Daviess County will require copies of all LTCB quarterly reports, lapse period reports and final reports.
 - Jo Daviess County will require copies of all executed grant agreements.
 - Jo Daviess County will require all notification of material approved or denied for the state information/welcome centers.
 - Notification of any legislative effort with ICCVB will be required by Jo Daviess County.
 - Jo Daviess County will require that legal counsel review any material/personnel contracts before entering into such contracts and to include a requirement for lien waivers whenever applicable.
 - Jo Daviess County will require 30 day notice of any changes to by-laws and other working documents.
 - Corporation will not be allowed to eliminate the authority of the County, City, Eagle Ridge and Chestnut Mountain to appoint a director to the DMO Board.
 - Jo Daviess County will require clear record of the possible joint venture partner, including debt, lien searches, lawsuits pending or enacted.
 - Jo Daviess County will require certified copies from the State of the 501(c) 6 transfer.

Merri Berlage discussed that it may be difficult to make the recommended changes to the contract, research answers to the open items and have the States Attorney review the contract before the next County Board meeting which is scheduled for August 9th. Berlage discussed that the goal will be have the revised contract completed by next Monday so the County Board could have a chance to review the agreement before the County Board meeting. **Randy Jobgen made a motion to move forward to the County Board a Destination Marketing Organization (DMO) contract as revised. Seconded by Steve Rutz and motion passed.**

- b) Discussion and possible action regarding a recommendation to increase the number of regular hours for the Highway Department Office Manager, effective December 1, 2016 – Steve Keeffer, County Highway Engineer, reported that the Public Works Committee discussed increasing the Office Managers hours to 40 hours per week. Currently she has a total of

1,950 hours which is a 35 hour work week plus 100 additional hours. There is enough work, but she is not able to get as much work done as he would like her to in the allotted hours for her position. **Don Zillig made a motion to increase the number of regular hours for the Highway Department Office Manager to 40 hours per week, effective December 1, 2016. Seconded by Randy Jobgen and motion passed.**

- c) Discussion and possible action to amend the Jo Daviess County Employee Handbook to clarify existing policies – Dan Reimer, County Administrator reviewed several proposed amendments to the Jo Daviess County Employee Handbook that clarify certain provisions in Section 6 – Benefits. **Brandon Behlke made a motion to amend the Jo Daviess County Employee Handbook to clarify existing policies. Seconded by Steve Rutz and motion passed.**

5. **Summary of Committee Activities** – None.

6. **Citizens Comments** – None.

7. **Board Member Concerns** – Don Zillig, Legislative Committee Chairman, expressed his concern that some items not in the budget come forward after the budget was approved last year. He would like to stress to Department Heads to bring any items forward that they may foresee during the upcoming budget process. Ron Smith, County Board Chairman, commented that he talked to Representative Stewart at the UCCI summer conference. He is available to come to the August 17th Legislative Committee meeting. Brandon Behlke commented that he talked to some business people about the DMO and they would like to see that the new DMO move forward.

8. **Closed Session** – None.

The meeting adjourned at 10:20 p.m. following a motion made by Brandon Behlke. Seconded by Randy Jobgen and motion passed.

The next meeting of the Executive Committee is scheduled for Tuesday, September 6, 2016 at 7:00 p.m.