



Minutes, adopted July 11, 2013

Iron County Taum Sauk Fund Board of Directors

June 13, 2013

Iron County Courthouse, Ironton, MO

1. The meeting of the Board of Directors was called to order at 5:00 pm. T. Sappington read the statement of purpose.
2. Directors T. Sappington, B. Matt, M.B. Brewer, J. Mills, and K. Snider were present.
3. B. Parker, K. Perry, G. Shinn, W.M. McCarter, M. McCarter, D. Barzowski, R. Pribble, G. Mills, and T. Erpenbach were also present.
4. Minutes of the May 9, 2013 meeting of the Board of Directors were adopted unanimously following a motion from B. Matt and a second by J. Mills. K. Snider was not present for this vote.
5. B. Matt reported that ICTSF had a checking account balance at the end of May 2013 of \$19,057.45. The value of the Investment account 14830 at the end of May was \$2,692,266.28. The value of the Investment account 15550 at the end of May was \$996,939.56. ICTSF's Total Liabilities and Net Assets = \$3,708,263.29. ICTSF spent \$19,161.97 in May. The treasurer's report was adopted unanimously following a motion by M.B. Brewer and a second by J. Mills. The Board reviewed and adopted the investment account printout from Edward Jones showing the account value and transactions. K. Snider was not present for this vote.
6. J. Nicholson was not present to update the Board on investment actions authorized at the May meeting. B. Matt expressed concern that the value of the account that was newly opened had dropped. The Board directed K. Perry to ask J. Nicholson why at least part of the money, according to the plan, was not moved in to the collection of five funds.
7. The Board reviewed the accounts payable list for June. The Board approved a resolution to pay the TIP Strategies invoice in the amount of \$14,479.53. T. Sappington, B. Matt, M.B. Brewer, and K. Snider voted Yes. J. Mills voted Abstain.
8. T. Sappington presented the final payment request from Grantee RVRA in the amount of \$5,100.00. K. Snider made a motion to pay the payment request. T. Sappington reported that the travel brochures had been distributed, and they will continue to be distributed in the future under an agreement with CTM Media Group. The terms of that agreement, dated May 21, 2013, were attached to the Payment Request. B. Matt expressed concern that the agreement with



CTM Media Group was dated after the end of the grant period on May 9. K. Snider withdrew his motion to pay.

9. B. Matt made a motion to direct grantee RVRA to submit a grant extension request extending the period of the grant to June 1, 2013. The motion was seconded and passed with a vote of 4 to 1. T. Sappington, B. Matt, M.B. Brewer, and K. Snider voted Yes. J. Mills voted No. W.M. McCarter, an officer of RVRA, was present. He was asked to provide an extension request.
10. W.M. McCarter updated the Board on RVRA activities. RVRA made a presentation to the County Commission re Preserve America. The Commission adopted their resolution. The chalk festival will be held in a local parking lot on Labor Day weekend. 2000 visitors are expected. SEMO Camp will be held at the Academy. They have commitments from speakers from Stanford U. and Columbia College. The show "Resurrection" will be showing on ABC this summer. It is set in Arcadia, MO. RVRA has set up a web site to attract attention to Arcadia Valley based on interest in the show.
11. J. Mills reported there was no action by the Audit Committee. He has not contacted anyone. He will take action before the next meeting.
12. G. Shinn, ICTSF's accountant, made a presentation to the Board. He advised the Board that they can fund both individuals and for profit businesses, as long as the projects you fund meet your charitable exempt purpose. See the memo he handed out to Board members.

ICTSF's charitable purpose is to help people re-build the economy. Assistance to for-profit businesses located in depressed areas may accomplish charitable goals such as the relief of community deterioration and the relief of the poor and distressed (through increased employment opportunities) even though the businesses are not proper charitable objects.

ICTSF must maintain records, use selection criteria, and follow procedures.

J. Mills asked why, if it's ok to fund individuals and for profit companies, the Attorney General prohibited Taum Sauk Fund, Inc. (not Iron County Taum Sauk Fund) from doing it. A lengthy discussion followed.

G. Shinn said there is even a box that is checked on the IRS Form 990 to declare that a public charity has funded individuals or for profit companies. So, it can be done. It just needs to be done properly.

13. The Board also asked G. Shinn about the meaning of the 4th paragraph of the cover letter of the Accountant's Compilation Report: "Management has elected to omit substantially all of the disclosures and the statement of cash flows required by accounting principles generally accepted in the United States of America. If the omitted disclosures and the statement of cash flows were included in the financial statements, they might influence the user's conclusions about the



Organization's financial position, changes in net assets, and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.”

Mr. Shinn said the Board may be well informed, but the public who reads these financial statements may not. Therefore the public should not draw certain conclusions from these financials. Without this statement, several pages of footnotes would need to be included in every monthly report.

K. Perry reported that G. Shinn’s company reconciles each check written against each monthly bank statement.

14. W.M. McCarter presented the Board with a written request to extend the grant period on the RVRA grant to June 1, 2013. B. Matt made a motion to approve the grant extension request. K. Snider seconded. J. Mills said he believed the grant extension request should have been done a long time ago. B.Matt agreed. The motion passed. T. Sappington, B. Matt, M.B. Brewer, and K. Snider voted Yes. J. Mills voted No.
15. K. Snider made a motion to pay the RVRA payment request in the amount of \$5,100.00. M.B. Brewer seconded. T. Sappington, B. Matt, M.B. Brewer, and K. Snider voted Yes. J. Mills voted No. The motion passed.
16. K. Perry presented the draft RFP for SEO, PPC marketing, web site design or maintenance and e-newsletter creation/distribution. The Board directed him to develop this at the previous meeting. T. Sappington expressed concern about the lack of clarity regarding who owned the sites. B. Matt made a motion to remove the names of the 13 websites from the RFP and modify the scope so that the offeror could maintain the existing sites or build new ones and maintain those. The motion was seconded. The board discussed changing the insurance options. The motion passed by unanimous vote. K. Perry said he would send out the RFP, once modified, to companies who do that type of work in Missouri.
17. B. Matt made a motion to liquidate \$15,000 in investment assets and transfer them to the ICTSF checking account. K. Snider seconded the motion. The resolution passed by unanimous vote. J. Nicholson was directed to execute the transfer.
18. The Board discussed the public meetings held over the previous 2 days. They did not hear any ideas that they wanted to act on at this time. They said they want to let the TIP Strategies plan process proceed before taking action.
19. B. Parker made a presentation of ideas and recommendations he took from his training for non-profits.

The most important thing is that activities fall within the charitable purpose.



The Form 990 filing should be publicly available.

If you change your governing documents, that must be reported to the IRS.

A committee should meet and decide whether key employees, even those engaged on a contractual basis, are compensated appropriately. ICTSF should make an attempt to find comparable data. The Board's vote on setting compensation needs to be recorded in the minutes.

Grant recipients need to be carefully screened. You do not want to fund organizations with terrorist connections.

When you take donations, large cash deposits deposit will be reported by your bank to the IRS.

If you get in to economic development activities, consider avoiding anything re: credit counseling and down payment assistance. Both of these draw the attention of the IRS.

20. A motions was made, seconded and passed unanimously authorizing B. Matt to open a new checking account with electronic bill paying capabilities.
21. During the public session D. Barzowski said he thought the public meetings went well and created momentum. He encouraged the Board to rotate around in meet in the various communities. He discouraged the Board from short-circuiting the TIP Strategies process. He said, "Be brave, make a difference." He acknowledged that Viburnum feels left out of Iron County government. Others added that Annapolis, Des Arc, and Belleview feel similarly. D. Barzowski also commented that the advertising was very effective. A motion was made to rotate the Board meetings between the 3 areas in Iron County, to serve food, and to start at 5:30pm. The motion was seconded and passed by unanimous vote of the Board.
22. A motion to adjourn was made, seconded and passed unanimously. The meeting adjourned at 7:24 pm.

Respectfully submitted,

Brian Matt, Secretary