Wolf River Development Company

Board of Directors

Regular Meeting Minutes

November 13, 2017

1. Call to Order & Roll Call (5:01 p.m.): Justin Lepscier, Stephanie Awonohopay, Rod Boivin, Craig Corn. Absent: Doug Cox (excused) and Pershing Frechette (excused). Also present: Victor Escalante.
2. Moment of Silence.
3. Approval of Minutes:
   A) October 16, 2017 Regular. **Motion by Stephanie Awonohopay to approve the minutes of October 16, 2017 with any and all corrections, seconded by Rod Boivin. 2 for, 0 opposed, 1 abstentions (Corn) and 2 absent (Cox and Frechette). Motion carried.**
4. MFS Cash Handling Policy Update. MFS Manager Victor Escalante made the change to add #10 Vending as "Money received in the vending machines are collected and deposited separately from daily deposits. Vending machines can only be opened by two employees present. Money is pulled from the machine and counted with both employees present and the funds are deposited in a locked bank bag." The Board wants this sent to Internal Audit and added to the next agenda for final approval. Justin would like have all of the cash handling policies for all of WRDC businesses to look at for updating and making any necessary changes. **No action needed.**
5. Monthly Reports. Interim General Manager Victor Escalante presented the monthly reports for Save A Lot, Menominee Fuel Station and WRDC. Save A Lot Manager position was at second posting and it closed with two applicants. Menominee Fuel Station inventory has been submitted through October, and the Wisconsin Motor Fuel Refund has also been submitted through October. Victor has two companies still searching for a replacement system for the unmanned fuel pumps, they are currently looking for ticket machines similar to the casino kiosks. The new office renovation at MFS is complete, and Victor is going to meet on November 16th with IT to see what kind of equipment is needed to be able to move employees into the new office. Wolf River Development Company interim GM has met with Wagner, Hoffman and Associates for a review of the accounting services that were requested. Packets were received on November 13th and Victor printed off the quotes on the estimated rates for services to give to the Board. Right now, the estimation is between $9,500 and $14,500 for the full year. The Board was informed that there has been a recommendation for a name change because of the Federal Tax ID numbers. Currently, MIEDA, Menominee Fuel Station and Save A Lot all have their own Tax ID numbers, while WRDC does not. It looks as though MIEDA owns WRDC, so the Interim General Manager is proposing the staff of WRDC General Manager's office will have to fall under one Tax ID number which, we do not have right now. If the name is changed from MIEDA, LLC to WRDC, LLC we can keep the Tax ID number and everything would be able to fall under the LLC company that way but all businesses under WRDC would be able to use their

current Tax ID number, for legal purposes. Victor believes the organizational structure would work that way, rather than try to create another Tax ID number for WRDC. The Board would like John Wilhelmi to look into this issue, so corrections do not have to be made if this isn't legally feasible, right now the Board has many questions about this. Concerns were raised by Board members regarding the accounting firm's experience with Save A Lot. Justin would like an initial agreement between the accounting agency and WRDC in which they will come in and take a deeper look into everything and give the Board a more detailed estimate for taking over the accounting services for all of WRDC. Justin does not believe the Board can make a decision that everyone will be comfortable with, using the general information that the accountant firm owner sent to Victor. Stephanie would like John Wilhelmi to be included in the whole discussion. Justin would also like the Board to look at the other services that WRDC utilizes under IDC, and if WRDC does move away from IDC, the Board will need to figure out how the services for HR, IT and other departments can be taken care of, with the possibility of doing a separate agreement with certain departments, similar to what we do with Legal Services. The Save A Lot aging receipts total $9,745.69, with the majority being current purchases ($2,800 in 120 or less). Right now Save A Lot is looking for aging receipts so each department knows what was purchased so payment can be made. Financial reports for Menominee Fuel Station for 9/30/2017 and consolidated balance sheets have been explained by Victor and updated to the Board, with different variables for each report regarding updates for the school buses running through Transit and Wisconsin Fuel Tax refund. Justin wants the internal policies for each business to be put on the next agenda for Board review. **Motion by Stephanie Awonohopay to approve the presented SAL monthly reports for July, August and September 2017, seconded by Rod Boivin. 3 for, 0 opposed, 0 abstentions and 2 absent (Cox and Frechette). Motion carried.**

Motion by Stephanie Awonohopay to approve the Wolf River Development Company monthly reports for July, August and September 2017, seconded by Rod Boivin. 3 for, 0 opposed, 0 abstentions and 2 absent (Cox and Frechette). Motion carried.

Motion by Stephanie Awonohopay to approve the Menominee Fuel Station monthly reports for July, August and September 2017, seconded by Rod Boivin. 3 for, 0 opposed, 0 abstentions and 2 absent (Cox and Frechette). Motion carried.

6. Charter Amendments. **No action.**
7. Retail Property Opportunities. Irfan Calvert called Interim GM regarding the Shawano Plaza property, and wants WRDC to make an offer and they will consider. At this time, the Board agrees they are not interested. Shawano Sports Park Plaza is for sale at this point and if MIEDA signs a disclosure statement they will send more information. Board said they are not in the position to pursue this any further. **No action.**
8. Audit.
   A) RSM FY2017 - Victor received a letter from RSM for the FY2017 Audit and it was addressed to the Board so he brought it to the meeting. He stated the letter has the standard language letting the Board know what is going to happen and they will be going through the audit. Stephanie is currently working on an excel format for the financial reports that she runs and sends to Bill Whitehouse at RSM.

B) Wegner & Hoffman MFS Fuel & Cash Deposit Audit – email the Board got from Jonathan Wilber still had "draft" written across the report. The final copy was sent to the Internal Audit office and Victor will be picking it up on the 14th. The statement was read from the report "Unable to find any evidence to substantiate the chill evaporation of 530,000 or 220,000 gallons for either year of 2016 or 2017." The audit was conducted on the time period of January 1, 2016 through September 30, 2017. There was a discrepancy of 3500 gallons during this time period, however and that amount was attributed to evaporation, as it is way less than the 1%. Justin asked how much gallons are used daily and Victor responded that approximately 4000 gallons are used every day. Stephanie would like MFS employees to measure fuel inventory manually with a stick every business day, and not just with the computer generated reports. All cash was accounted for with the exception of $14.85 for both years, and the auditor told the MFS manager that it was actually over by $14.85, not under. The Board would like a press release to inform tribal members. Stephanie would like this to be added on to the external auditor's recommendations and the findings on the internal auditor's recommendations when the Board reviews them. **No action.**

9. Professional Services.
   A) Wegner and Hoffman Quote – already addressed.
   B) Name Change – already addressed.
   C) Drug Testing Information - WRDC contacted Maehnowesekiyah regarding the prescreen drug tests. Maehnowesekiyah send back information regarding the associated costs and Victor will ask for a MOU. Random tests will be discussed later. **No action.**
10. Other Business
   A) Poll Vote Ratification **Motion by Craig Corn to approve the Save A Lot loan in the amount of $23,000, made payable by 24 monthly installments of $958.33 to commence on January 2017, ending December 2018, seconded by Stephanie Awonohopay. 3 for, 0 opposed, 0 abstentions and 2 absent (Cox and Frechette). Motion carried.**
   B) Updates – Open Positions – As of the meeting date, there are 3 open positions: General Maintenance Worker for WRDC (interviews to be held on 11/15/17), General Manager for WRDC (interviews to be held on 11/20/17) and Save A Lot Manager (currently doing prescreens on 2 applicants). **No action.**
11. Executive Session. **Motion by Rod Boivin to go into Executive Session (6:16 p.m.), seconded by Stephanie Awonohopay. 3 for, 0 opposed, 0 abstentions and 2 absent (Cox and Frechette). Motion carried.**

    Motion by Stephanie Awonohopay that all full time hourly WRDC employees must utilize the punch in and out for their lunch hours in the time clock system, effective immediately, seconded by Rod Boivin. 3 for, 0 opposed, 0 abstentions and 2 absent (Cox and Frechette). Motion carried.
12. Adjournment. **Motion by Rod Boivin to adjourn (6:45 p.m.), seconded by Stephanie Awonohopay. 3 for, 0 opposed, 0 abstentions and 2 absent (Cox and Frechette). Motion carried.**

Respectfully submitted by:
Devin Askenette
Office Manager, WRDC