

VILLAGE BOARD OF TRUSTEES
SPECIAL MEETING
NOVEMBER 9, 2023

Prayer by Sophia Custer.

Rupe called the Special Meeting to order at 5:00 PM. Board members had been given the agenda and supporting documents. Notices were posted at the Village Office, Ceresco Post Office, and CerescoBank. Rupe pointed out the Open Meeting Law Act posted on the wall of the Community Room. Answering roll call: Rupe, Peterson, Custer, and Ruble. Absent: Eggleston. Also present: Paul (PJ) Hass, Nancy Witters, Jean Sklenar, Jody Anderson, Brian Roland, and Joan Lindgren.

The Pledge of Allegiance was recited.

Rupe stated we need to figure out where the splash project is. It is currently under the 501C3. It needs to update its bylaws.

Custer commented that she spoke with Jovan Lausterer, the attorney who set up the 501C3, and he said there should be a meeting with the people listed, they are ok with everything right now having it as a subcommittee, but there should be dissolution of the corporation.

Discussed was: 1) Celebrate Ceresco is a Subcommittee of the Village. 2) The Ceresco Days Association filed for the 501C3, which the splash pad is under and uses its EIN. 3) Celebrate Ceresco uses the Village's EIN. 4) The Board of Directors of the Ceresco Days Association had a meeting and approved the splash pad Subcommittee, with the money being kept separate for fundraising purposes. 5) When there was an insurance issue, Celebrate Ceresco came under the Village as an official Subcommittee of the Village, and the splash pad remained with the 501C3 (Ceresco Days Association). 6) The Board of Directors of the Ceresco Days Association can meet about the splash pad. 7) The Ceresco Days Association by-laws are incorrect because those individuals that are filed aren't active on the Ceresco Days Association and needs to be cleaned up. 8) Applied for CDAA Tax Credits through the Village. 9) Daugherty Grant is through the Village.

Custer stated the bids for the splash pad will need to be through the Village.

Ruble noted it has been said in many board meetings that the Village would only help with things that had to run through the Village, not take control of the splash pad.

Custer read a portion of the August 17, 2021 minutes: An Agreement with JEO for engineering services for a splash pad was reviewed. Assistance with grant writing for the large public grants will be at no cost to the Village. PJ Hass was present to review his meeting with Vortex. It was noted the plans would not include an underground storage tank for watering the ballfield. Ubben moved to enter into the Agreement with JEO for engineering services for a splash pad. Ruble seconded. Voting Yes: Ubben, Ruble, Eggleston and Custer. No: none. Abstain: Rupe. Motion carried.

Rupe noted that was so the splash pad could enter into the agreement with JEO, not so the Village could enter into the agreement.

Ruble noted there have been several conversations that the Village is not going to take control of the splash pad at all, unless there are services that need to go through the Village. The Village would only facilitate any sort of engineering to help out, but not control the splash pad.

Rupe noted that is why the Village hasn't paid the JEO claims for the splash pad.

Custer thought when the Village entered into the agreement with JEO it was ready to take over the splash pad. Custer believes to get it built it has to go through the Village.

Rupe noted it was put in the budget to go in and go out. It is a holder for the money to come in and go out.

Ruble noted this started outside the Village Board.

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Rupe noted when this started 5-6 years ago, it was said it would not be a Village project until it was built and at that point and time, we would take over maintenance and water.

Discussion held.

Custer noted Dave Henke wants to finish the splash pad project.

Hass asked if they could put the project out for bid themselves. Peterson said they could as a 501C3.

Income and expenses of the splash pad project were discussed.

Custer plans to contact attorney Jovan Lausterer again.

Hass asked if an engineer needed to be used. Rupe suggested an engineer be used, and noted a 501C3 requires three bids.

Custer will contact JEO regarding the bids.

Custer made a motion for the Village to take over the splash pad project so we can get it completed in the spring. Motion failed due to lack of a second.

Rupe said the contact is Andrew Pennekamp at JEO, and reviewed an email received from Julie Ogden regarding funding of the splash pad.

Hass asked how they know how much money is needed if they don't put it out for bids. Rupe suggested contacting Concrete Craft.

Rupe moved to Subcommittees of the Village and stated we need a better understanding about the subcommittees: 1) What is their responsibility? 2) What are they allowed to do? 3) What are they not allowed to do? 4) What do they need to report?

Rupe said, looking at Celebrate Ceresco, we've now determined, the splash pad is separate from the Village. Celebrate Ceresco is an official subcommittee of the Village and operates under the Village purview. All Board Members present agreed.

Rupe recommended the Celebrate Ceresco financials need to be reported to the Village every month. That bank account needs to be part of the monthly review and what she signs off on. The minutes need to be included.

Rupe said they need to determine what is the scope of Celebrate Ceresco. Is it for Ceresco Days, as it was originally set up to be? Is it a giving entity? What is it, because the Village itself is not a giving entity. An official subcommittee of the Village cannot give out money to other entities. Celebrate Ceresco can donate it within the Village budget, such as the ballfield. It cannot donate to the splash pad. Rupe said this is moving forward. We are clarifying rolls and responsibilities, scope and sequence.

Witters asked what is Celebrate Ceresco? Rupe said it is essentially a name that is not Ceresco Days because we didn't want it to be a part of the 501C3. Because the town had to take it over, it had to have a different name than the 501C3.

Custer noted the other reason we did Celebrate Ceresco is because the subcommittee decided to do different projects during the year, like host Santa Claus, Easter egg hunt, lighting contest, and to do things for the town throughout the year. To unite the town more and do other things like buy new signs for the town, buy Christmas decorations.

Rupe noted the subcommittee has guidelines like the maintenance subcommittee. As an example, if they want to spend over \$500, they have to get approval. The subcommittee technically can't have a budget since you don't

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know what the scope and sequence is and how much you are going to raise. The accountant will need to be contacted regarding budgeting and auditing concerns for the subcommittee.

Hass questioned if once the splash pad is built can the subcommittee make purchases for it. Peterson said it can as an investment into the town.

Ruble questioned why the subcommittee would need to get approval for the money they raised with fundraisers as long as it falls under the scope of what they can and cannot do. Discussion held.

Custer asked if fireworks need to be approved by the Village beforehand.

Rupe said habitual things for Ceresco Days are approved purchases in the scope and sequence. An amount can be set for the Christmas party and be part of the scope and sequence. The money in the Celebrate Ceresco account is Village money earmarked for Celebrate Ceresco.

Lindgren questioned talking to the attorney. Rupe said a purpose statement could be created and funds utilized to support and enhance the community of Ceresco.

Hass noted Ceresco Days Committee gave over \$10,000 to the park.

Custer noted another reason it needs to be a subcommittee of the Village is for insurance purposes.

Rupe gave an example: A good thing for the community that would benefit Ceresco would be the subcommittee having an extra \$20,000 and you went to Raymond Central and said we are going to set up an endowment fund for all the kids who have negative balances on their books. Great idea, but not in your scope and sequence. It has to be within a scope and sequence. Government agencies can't give money.

Anderson asked if vendor fees could be waived. Rupe didn't recommend it.

Custer noted she asked about conflict of interest and as long as they aren't getting paid to do the committees it's not a conflict of interest with working for the Village or being on the Village Board. As long as they are volunteering, it's not a conflict.

Peterson said to him this was a gray area.

Rupe gave the example: It is a conflict of interest for her to vote for anything JEO, because of her husband working there. Custer being the treasurer of a 501C3, treasurer of a subcommittee, and being an elected official, and for Custer's protection, feels gray to her.

Roland questioned if Ceresco employees can be on the clock for Ceresco Days.

Ruble noted Celebrate Ceresco is under the Village and he can get paid for doing stuff for Celebrate Ceresco. Anything that has to do with Ceresco Days Association 501C3, no, you can't. Further clarification will be determined for personnel and pay.

Rupe asked for any public comment.

Ruble noted it has become convoluted and needs to be clarified and we know what the separation is now.

Roland said a lot of things have changed, and it is now a money making thing.

Rupe agreed.

Custer said they would like to spend it on things like Christmas decorations, or things to beautify the town.

Anderson said they are told it can't be spent on things like that.

Ruble noted that it shouldn't be an issue if it's in the scope, practice and vision statement.

Roland noted one person can't control everything.

Rupe suggested not having 15 people on the committee, but have a subcommittee of the subcommittee for volunteers.

Rupe noted Celebrate Ceresco is a subcommittee of the Village and have no voting power. They need to come to a consensus and an agreement on what money will and will not be spent on. You may have someone taking notes and filling rolls, but there is not one emperor of the subcommittee.

Hass said they tried doing that years ago, back when he was on Ceresco Days. There were five people on the Board and each person was in charge, for example, the beer garden, then he had his subcommittee for the beer garden. He would report back.

Rupe suggested that is how to set it up. You have someone in charge of "xyz". They have their minions. They report out. Everybody knows what their budget is. You have "x" amount of money for fireworks, "x" amount for beer, "x" amount for this and then you go.

Hass asked if the Celebrate Ceresco meeting should be board members only?

Rupe agreed and added you might have a volunteer meeting.

Rupe moved to go into executive session at 5:56 PM to discuss the scope and sequence of Celebrate Ceresco and the staffing for the Village. Peterson seconded. Voting Yeas: Rupe, Peterson, Ruble, and Custer. No: none. Motion carried.

Rupe reconvened from the executive session to discuss the scope and sequence of Celebrate Ceresco and the staffing for the Village at 6:40 PM.

Rupe stated payroll needs to be rerun, and there will be a meeting Monday at 4 PM with Lindgren, Anderson and Roland.

Rupe moved to adjourn the meeting at 6:41 PM. Ruble seconded. Voting Yeas: Rupe, Ruble, Peterson, and Custer. Nays: none. Motion carried.

Antonia Rupe, Chair
Joan Lindgren, Clerk