

MEMORANDUM**TO:** Board of Trustees**FROM:** Robert Harrison, District General Manager**SUBJECT:** At-Large Audit Committee Interview of Candidates, Marc Kelly and Kim Lighthart. Review, Discuss and Possibly Nominate Candidate(s) to Vacant Audit Committee At-large Seats, effective from the Date of Board Appointment through February 28, 2027 (Two-year Term).**RELATED DISTRICT****POLICIES, PRACTICES, RESOLUTIONS OR ORDINANCES** Policy 15.1.0 - Accounting, Auditing, and Financial Reporting Audit Committee Charter**DATE:** February 26, 2025**I. RECOMMENDATION**

That the Board of Trustees Nominate One or Both Candidates and fill Vacant At-Large Seats on the Audit Committee, from the date of the Board appointment to February 28, 2027, (Two-Year Term).

II. BACKGROUND

In accordance with Policy 15.1.0: Accounting, Auditing and Financial Reporting: Audit Committee Charter; Organization, shown below, this item is brought forward for possible action.

ORGANIZATION: The Committee shall consist of five (5) voting members. This includes two Board members appointed annually by Trustees and three members appointed by the Trustees to serve as qualified At-Large Members. Any recommendations for expanding the number of voting members will be recommended by the Committee and submitted to the Board of Trustees for possible approval. The Committee may retain financial or other appropriate advisors to attend meetings, provide guidance and training, as needed, and as approved by the Board of Trustees for financial expenditures.

Members of the Committee should have or shall obtain an understanding of accounting, auditing, financial reporting, and internal controls to be able, with the assistance of an advisor if needed, to deliberate on issues for which the

Committee is responsible. Therefore, the Board of Trustees may need to budget for periodic training of the Committee members and an outside advisor to assist the Committee with the independent conduct of its work with the approval of the Board of Trustees. Any advisor so engaged should possess the following qualifications:

- *A thorough understanding of and experience with Generally Accepted Accounting Principles (GAAP), Government Accounting Standard Board (GASB) statements, and financial reporting*
- *Experience either preparing or auditing financial statements*
- *Experience with internal controls*
- *An understanding of the function of an audit committee*

At-large Committee members shall be independent. They shall not accept any consulting, advisory, or other compensatory fee from the District. All members shall not be affiliated with the District and at-large members suggested qualifications:

At-Large Committee members shall be expected to comply with all District policies that apply to volunteers. District staff shall be responsible for providing copies of all relevant policies to Committee members.

- *Annually, the Board of Trustees will appoint two Trustees to be Committee members. Appointing Trustees to serve successive years increases continuity and allows for knowledge retention. In the event a Trustee is removed or resigns, the Board of Trustees shall appoint a new member to the Committee. In accordance with GFOA recommendations, Trustees considered for appointment to the Committee shall not be exercising managerial responsibilities that fall within the scope of the audit of the District.¹*

- At-Large Members shall be appointed by the Board of Trustees from applicants with appropriate accounting, auditing, internal controls, and financial reporting expertise. This expertise could include:
- Hold an active CPA license (preferably in Nevada) or have at least 15 years of progressive financial management experience as evidenced on a resume, CV, or LinkedIn
- Experience on the governing board, either as committee or board member
- Experience either preparing or auditing financial statements
- Experience with internal controls
- An understanding of the function of an audit committee

At-Large Members will serve staggered two-year terms:

- For the first appointment, one member will serve a one-year term and the other two will serve a two-year term.
- For each subsequent appointment, the member will serve a two-year term.

One member of the Committee shall be appointed by the Committee to be the Chair. The Chair will schedule all Committee meetings and provide Committee members with a written agenda for each meeting. Committee Members may request agenda items for the Chair's consideration and approval.

The Committee members are limited to two 2-year terms, which may be extended with the Board of Trustees' approval in the event there are no interested or qualified applicants to fill any future vacancies.

1“To ensure the committee's independence and effectiveness, no governing body member who exercises managerial responsibilities that fall within the scope of the audit should serve as a member of the audit committee” Source: GFOA Best Practices, Audit Committee

At the Direction of the Board of Trustees District Staff posted an advertisement to fill the Audit Committees' vacancies for At-Large members.

Attached are the resumes and cv's (curriculum vitae) of the two residents that have applied to serve on the District Audit Committee.

Please review these resumes in advance of the interview on 2/26/2025. Both candidates have filed the required waiver form with the District, included in your packets.

III. ALTERNATIVES

Nominate both, one, or none of the candidates to fill the vacant At-Large Audit Committee seats on the audit committee, and/ or direct staff to extend the advertisement to fill any remaining vacancies.

IV. ATTACHMENTS

1. Audit Committee Advertisement for At-Large Members Posting
2. Marc D Kelly Cv 7-2024
3. Marc D. Kelly Candidate Audit Committee Waiver of Notice
4. Kim Lighthart Cover Letter
5. Kim Lighthart Statement of Qualifications 2-5-2025
6. Kim Lighthart Candidate Audit Committee Waiver of Notice



GENERAL IMPROVEMENT DISTRICT
ONE DISTRICT – ONE TEAM

The Incline Village General Improvement District Board of Trustees is seeking interested candidates who wish to serve as an At-Large Member of the Audit Committee; there are two positions open. The Audit Committee is seeking individuals with an understanding of accounting, auditing, financial reporting, and internal controls and should ideally possess the following qualifications:

- A thorough understanding and experience with Generally Accepted Accounting Principles (GAAP), Government Accounting Standard Board (GASB) statements, and financial reporting
- Experience either preparing or auditing financial statements
- Experience with internal controls
- An understanding of the function of an audit committee

These are volunteer positions. At-large Committee members shall be independent. They shall not accept any consulting, advisory, or other compensatory fee from the District. All members shall not be an affiliated person with the District. Further, candidates shall be expected to comply with all District policies that apply to volunteers.

Candidates should also be familiar with Policy 15.1.0, Audit Committee Charter, located on the IVGID website at this link:

https://www.yourtahoepalace.com/uploads/pdf-ivgid/15.1.0_Audit_Committee.pdf

This charter includes a more detailed explanation of the role of the Audit Committee and should be thoroughly reviewed by any candidates seeking appointment.

The two positions that are to be filled are for a two-year term (effective upon appointment and with a term ending date of February 28, 2027). Any interested candidate should submit a letter of interest and a resume. These two documents can be submitted either via U.S. Mail addressed to Director of Administrative Services Susan Herron, IVGID, 893 Southwood Boulevard, Incline Village, Nevada 89451; or hand delivered to the aforementioned address; or submitted via e-mail (sah@ivgid.org). It is the interested candidate's responsibility to ensure that their documents have been received for consideration. All submittals must be received no later than August 19, 2024. Each candidate will be required to complete a Waiver of Notice required under NRS 241.033, 1., to allow Board of Trustees to consider character, misconduct, or competence related to advisory committee volunteer services.

Further, all interested candidates must be available to be interviewed during the Incline Village General Improvement District Board of Trustees meeting tentatively scheduled for August 28, 2024 at 6:00 p.m. This may be done in person or by Zoom. During this meeting, the Board of Trustees may make their final decision. If you have any questions regarding this matter, please contact Susan Herron, Director of Administrative Services, IVGID, at (775) 832-1207 or via e-mail at sah@ivgid.org.

MARC D. KELLY

949-981-6908 • marc@iagcorp.com • [linkedin.com/in/marc-kelly-a913213](https://www.linkedin.com/in/marc-kelly-a913213)

Strategic CFO and Trusted Advisor - Provide fractional CFO services to private companies ranging from start-ups to middle market companies with a focus on Medical Devices, Biotherapeutics, Technology and Financial Services.

Corporate Teacher – Teach **Elevate Your Financial IQ**, a four-hour program designed for a private company’s leadership team members who have a desire to better understand their company financials and know what action steps to take in order to improve performance measurement.

EDUCATION

HARVARD BUSINESS SCHOOL

Boston, MA

Master of Business Administration

June 1982

- Emphasis in finance and service operations management.
- Co-editor, The Annual Report Yearbook
- 2nd Year Field Study: Strategic Analysis of Investment Advisor Sales & Marketing Plans

UNIVERSITY OF SOUTHERN CALIFORNIA

Los Angeles, CA

Bachelor of Arts (magna cum laude)

June 1978

Majored in Communications with Minor in Finance

- Four-year Board of Trustee Academic Scholar
- Member of regional champion PRSSA case presentation team
- Part time positions with IBM and Litton Industries to help finance education

EXPERIENCE

INNOVATIVE FINANCIAL CONSULTANTS

Incline Village, NV

Managing Director

2000 – Present

Advisory services for private companies with a focus on developing core strategy, accelerating funding and managing growth. Known for providing Boards and Executive teams with competent, candid and forward-looking advice resulting in better decision making and more profitable outcomes. Provide confidential counsel to CEOs that creates value for all Stakeholders, optimizes management time & resources, and maintains objectivity on very subjective issues.

- Raised over \$80 Million of equity and debt for early stage and venture backed companies
- Successfully managed three exits and five acquisitions
- Managed two on-time and on-budget financial audits

REGISTERED INVESTMENT ADVISORY FIRMS

SPECTRUM ASSET MANAGEMENT, INC.

Newport Beach, CA

Founding President & Current Director

1987- Present

Co-founded highly successful Registered Investment Advisor with \$550 Million AUM. Tripled assets under management with only a 20% increase in staff. Retain ownership interest, manage acquisitions and continue to serve on Board of Directors.

MARC D. KELLY

949-981-6908 • marc@iagcorp.com • linkedin.com/in/marc-kelly-a913213

ARGUS INVESTMENT MANAGEMENT, INC.

Newport Beach, CA

Vice President & Director of Marketing

1985-1987

Led firm's entry into Institutional Pension marketplace, which contributed to a 110% increase in assets under management in less than two years.

STEIN ROE & FARNHAM

Chicago, IL

Associate & Portfolio Manager

1982-1985

Responsible for raising over \$40 Million in private client assets for national RIA firm headquartered in Chicago. Co-managed \$800 Million of institutional clients' assets.

RESEARCH INTERESTS

Investigate the intersection of strategic planning and accounting information systems in order to streamline the budgeting process, integrate ASC 606 SaaS accounting and reduced time-to-completion for financial reporting by introducing Artificial Intelligence tools.

SKILLS

- Equity Fund Raising
- Investor Due Diligence
- Dynamic Financial Modeling
- Financial Reporting
- Financial Audit Management
- Investor Relations
- Strategic Planning
- Annual Budgeting
- Sales Support
- M&A Strategy & Conduct
- Private valuations
- Cap Tables

ARTICLES

Stock Market Magazine

American National Bank: In Right Place at Right time – June 1980

The Executive of Los Angeles Magazine

Major Slump in Retail Sales Teaches the Record Industry some Basic Business Lessons – Dec. 1979

SUPPORTED CAUSES

Entrepreneur Education

Chair of Annual HBSAOC Entrepreneurs Conference -1987, 1991, 1994, 2005, 2010
Guest Lecturer at the University of Nevada Reno teaching Entrepreneurial Finance

St. Mark Presbyterian Church

Elder 1994-1997

South Irvine Little League

Coach, Commissioner and President of Board of Directors 1993-2001

PERSONAL

Lifelong snow skier, creative cook, amateur winemaker, dedicated golfer, retired youth soccer referee and yoga practitioner. Reside in Incline Village, NV



February 19, 2025

At-Large Audit Committee Candidate
Address on File

Via email to:

Re: Waiver of notice of meeting of the Incline Village General Improvement District
Board of Trustees on February 12, 2025.

Mark D. Kelly,

In connection with the District's consideration of Discussion Re: Interview and possible Appointment of At-Large Audit Committee Member, please sign and return the waiver of notice on the following page at your earliest convenience no later than 11:00 a.m. on Friday February 21, 2025. The form may be returned in person at the District offices or by email to HHW@IVGID.org.

If you do not wish to sign the waiver, please be advised that the District may nonetheless consider your character, misconduct, competence, or health so long as it otherwise complies with the notice requirements of NRS 241.033. This waiver is an optional way to forego such formal notice procedures, but if you decline to sign this waiver, the District may proceed with discussion of these matters after providing you the requisite notice.



WAIVER OF RIGHT TO NOTICE UNDER NRS 241.033

I, the undersigned, hereby affirm that I am aware that NRS Chapter 241 provides that I am entitled to notice of the meeting of any public body which may consider my character, alleged misconduct, professional competence, or physical or mental health, and that the notice must consist of either notice delivered personally to me at least 7 calendar days before the meeting, **or** notice sent by certified mail to my last known address at least 14 calendar days before the meeting. I hereby waive that notice for the purpose of allowing the Board to expedite consideration of my character, alleged misconduct, professional competence, or physical or mental health in connection with the discussions re: appointment of an At-Large Audit Committee Member.

By signing below, I knowingly and voluntarily waive my rights to all written notice requirements under to NRS 241.033. I understand that the Board of Trustees may consider my character, alleged misconduct, professional competence, or physical or mental health at its February 21, 2025, meeting.



Signature

Marc Kelly
Printed Name

2-19-2025
Date

February 5, 2025

Ms. Susan Herron
Director of Administrative Services
Incline Village General Improvement District
893 Southwood Boulevard
Incline Village, Nevada 89451

Re: Audit Committee At-Large Member

Dear Ms. Herron,

Please accept this letter and the attached statement of qualifications as my interest to serve as an At-Large Member of the Audit Committee for the Incline Village General Improvement District.

I've lived in Incline Village for the last ten years. I'm a licensed CPA and have extensive experience in regulatory auditing, compliance with statutes and regulations, and review and development of internal controls in regulated industries. I'm also the treasurer for my HOA, and serve as the CPA commissioner on the Common Interest Community and Condominium Hotel Commission for the state of Nevada. I believe that this experience, both in the public and private sectors, would be a good fit for this volunteer position on the Audit Committee, and a way that I can support my community.

Thank you for your consideration,



Kim Lighthart
PO Box 4868
Incline Village, Nevada 89450
(702) 373-7870

**KIM E. LIGHTHART, CPA
STATEMENT OF QUALIFICATIONS**

I graduated from Northern Arizona University in May 1980, magna cum laude, with a Bachelor of Science, Business Administration degree. I became a Certified Public Accountant in October, 1984, and I am a licensed as a CPA in the State of Nevada. I moved to Incline Village in 2015, and in addition to the work experience below I currently serve as the Treasurer of my homeowners association with 58 units and was appointed in September 2022 by former Governor Sisolak to a three year term as the CPA member of the Common Interest Community and Condominium Hotel Commission.

My work experience is summarized below:

November 2007 to present
Public Utilities Commission of Nevada

September 2023 to present
Manager, Policy Analysis Division

March 2015 to August 2023
Policy Advisor

Evaluate, analyze and interpret utility data and present the results to the Commissioner or Utility Hearing Officer. Provide technical assistance to the Commission during hearings and rulemakings based upon analysis. Assist in drafting Commission orders and opinions. Advise the Chair, Commissioners and Utilities Hearing Officer in various areas of utility regulations. Participate in discussion/drafts of regulation reviews and updates. Participate in discussions/impact analysis of applicable legislative matters.

Since September 2023, manage a team of five policy advisors in addition to continuing to perform policy advisor duties.

November 2007 to February 2015
Financial Analyst

Responsible for audits and reviews of public utilities, filing expert testimony, sponsoring exhibits and reports, and appearing before the Commission on behalf of Staff.

March 2004 to October 2007
Nevada Transportation Authority (formerly Transportation Services Authority of Nevada)

July 2007 to October 2007
Applications Manager

Coordinate all applications filed with the agency from initial acceptance review to issuance of Certificate of Public Convenience and Necessity or other resolution. Participate in discussion/drafts of regulation reviews and updates.

March 2004 to June 2007

Financial Analyst

Perform application financial fitness investigations, including review of financial materials of the applicant. Conduct reviews of tariff submissions for conformance with carrier authority. Prepare appropriate memoranda and provide supporting documentation for disciplinary matters related to non-filing of the annual report by a carrier or noncompliance with the statutory equity requirement as necessary. Present materials and testify as appropriate in agency hearings related to these items. Participate in discussion/drafts of regulation reviews and updates. Participate in discussions/impact analysis of applicable legislative matters.

January 2001 to March 2004

International Game Technology

Product Compliance Certification Representative III

Anchor Gaming (acquired by International Game Technology in January 2002)

Technical Compliance Analyst

Primarily responsible for the assembly and review of gaming product firmware, systems and hardware documentation and related items for submission to the respective gaming test laboratories. Provide support to the engineering departments in achieving regulatory compliance for products.

April 1998 to January 2001

Sigma Game, Inc.

Technical Compliance Manager

Responsible for obtaining approvals of the company's slot products in the United States and international gaming jurisdictions. Review the billings of the test laboratories, and maintain budget schedules for product approval costs. Maintain the database of product approval statuses and review all sales orders to ensure the appropriate hardware and software components were approved for that jurisdiction.

June 1994 to February 1998

Computerized Bookmaking Systems, Inc. (formerly Autotote CBS, Inc.)

General Manager — MegaSports, Inc.

Participated in the overall design and implementation of a new sports wagering system. Budgeting, forecasting, establishing auditing procedures, training on reports and audit procedures, and cash reconciliation process between the participating locations. Acted as interim controller for CBS for eight months, completing the month-end procedures, and preparing journal entries, the general ledger, and the internal financial statements.

June 1980 to May 1994

State of Nevada Gaming Control Board

Audit Division, holding various positions, ending as Audit Supervisor

Kim E. Lighthart, CPA
Statement of Qualifications, cont'd

Responsible for supervising staff performing audits of casinos for adequacy of internal controls over gaming revenue and compliance with state gaming regulations. Supervise and perform evaluations of computerized gaming applications for compliance with minimum internal control requirements. Responsible for adapting audit procedures to the computer, including spreadsheets, analytical review procedures and a wide variety of special analysis projects.



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By signing below, I knowingly and voluntarily waive my rights to all written notice requirements under to NRS 241.033. I understand that the Board of Trustees may consider my character, alleged misconduct, professional competence, or physical or mental health at its February 26, 2025, meeting.

Kim Lighthart

Signature

Kim Lighthart

Printed Name

20/02/25

Date