



MINUTES

Board of Directors Meeting
Development Authority Conference Room
November 14, 2018 at 9:30 a.m.

PRESENT: Nan Stevens, President Dan Dulyea
 Helen Harris, Vice President Montie Hicks
 Jim Welton, Treasurer George Karos
 Tony Lewis, Secretary Megan Michael
 Jim Barnes P.J. Orsini
 Bob Butler Jim Seibert
 Steve Cox

ABSENT: Amanda Giangola; Kevin Starliper; and Hunter Wilson

OTHERS PRESENT: Sandy Hamilton, Executive Director; Tara Price, Administrative Services Coordinator; Ken Barton, Steptoe & Johnson; Mike Bush, 1st Management Group; Chris Strovel, Senator Capito's Office; and Matthew Umstead, The Herald Mail.

- I. Call to order—President Stevens called the meeting to order at 9:32 a.m. in the Authority Board Room, Martinsburg, WV.
- II. Determination of Members Present and Existence of a Quorum—President Stevens reported that a quorum was present.
- III. Proof and Filing by Secretary of Notice of Meeting—Secretary Lewis confirmed the meeting agenda was posted to the public November 8, 2018.
- IV. Reading and Disposal of Prior Unapproved Minutes of the Board and Executive Committee— The Board reviewed the minutes of the last Board Meeting on October 10, 2018.
Ms. Harris requested corrections to the minutes reflect Mr. Hicks was not appointed to the Nominating Ad-Hoc Committee and to replace her name as the signer in the President's absence from last month's meeting minutes. Mr. Cox made a motion to approve the minutes with corrections; seconded by Mr. Seibert. Motion carried.

- V. Finance/Audit Committee Reports—Mr. Welton reported the Finance/Audit Committee met on November 7, 2018.
- A. Financials—Mr. Welton reported that the October Financials were emailed to the Board. The November Financials will be emailed to the Board as soon as they are received. *Motion made by Mr. Welton to approve the October Financials, subject to audit, subject to audit; seconded by Ms. Michael. Motion approved.*
 - B. Property Management of Foxcroft Avenue Properties—Mr. Welton reported that Mike Bush reviewed the P&L reports with the committee. Mr. Bush will submit a report monthly to the Finance/Audit Committee.
 - C. Financial Policy—Mr. Welton made the update to the definition of Capital Projects on the Financial Policy that was approved by the Board at last month’s meeting.
- VII. Public Comments. President Stevens introduced Mr. Bush, 1st Management Group; Mr. Strovel, Senator Capito’s Office; and Mr. Umstead; The Herald Mail. No guests requested to address the Board at today’s meeting.
- VIII. Report of the President—
- A. President Stevens reported next month’s Board Meeting will be at the Holiday Inn, at 9:30 a.m.
- IX. Report of Chairperson of Standing Committees—
- A. Executive Committee—No meeting was held since the last Board Meeting.
 - B. Business Development Committee—Mr. Orsini reported the committee met last month and will defer to Executive Session.
 - C. Marketing Committee – Ms. Hamilton reported the committee met last month and Ms. Price discussed the following:
 - 1) Website— New updates with the Community Calendar page <http://www.developmentauthority.com/berkcowv/>. Development of Featured Properties next on projects list.
 - 2) Social Media—continued engagement on all platforms to draw subscribers to website.The Marketing Committee will not meet in the month of November.
 - D. Government Affairs & Infrastructure Committee – Ms. Stevens reported for Mr. Wilson that the committee did not meet last month. Ms. Hamilton announced that an invite is being sent out to a Connection Breakfast on November 28, 2018, at the Holiday Inn.
 - E. Human Resources Committee – Ms. Michaels deferred to Executive Session.
 - F. By-Laws Ad Hoc Committee – Mr. Lewis reported that the committee met last month and will meet to finalize the draft of the By Laws to be submitted to the Board.
 - G. Funding Ad Hoc Committee – Ms. Harris reported the committee met to discuss the opinion letter from the WV Attorney General’s Office, how to proceed, and if a policy will need to be drafted. The recommendation of the committee is that a policy will not be required, however a procedure for funding requests will be submitted to the Executive Committee, to Finance/Audit Committee, and to the Board, respectively.

- H. Nominating Ad Hoc Committee – Ms. Michaels reported the committee met to discuss nominations for the 2019 slate of officers. The committee recommended that the officers remain the same as the previous year as follows:

Nan Stevens, President
Helen Harris, Vice President
Jim Welton, Treasurer
Tony Lewis, Secretary

- I. Property Management Ad Hoc Committee– Mr. Welton reported the committee met with Mr. Bush and discussed maintenance and repair needs of the 300 and 400 Foxcroft buildings. The Committee made a recommendation for bids on HVAC and full control system for the 400 building and estimates for replacement of the roof on both the 300 and 400 buildings.
- X. Executive Session —President Steven entertained a motion to go into Executive Session. *Mr. Barnes made a motion to go into Executive Session; seconded by Mr. Cox. Staff and guests, except Ms. Hamilton, were excused at this time. The Board entered Executive Session at 10:02 a.m. and adjourned at 10:50 a.m. Staff returned to the meeting.*

Motions made in open session:

1. Motion made by Mr. Orsini to approve the cell phone tower renewal lease. Mr. Cox seconded. Motion carried.
 2. Motion made by Mr. Orsini to approve the Right of Way for Mountaineer Gas. Ms. Michael seconded. Motion carried.
 3. Mr. Barnes made a motion to decline the renewal contact for the Business Coach services contract presented in Executive Session. Seconded by Mr. Seibert. Motion carried.
 4. Ms. Michaels made a motion to increase the salary of the Executive Director to \$95,000 per year and to make it retroactive from July 1, 2018. Ms. Michaels cited that Ms. Hamilton’s stellar performance of her duties, multiple achievements in economic development, a comparison of salaries, and that there has been no increase for 2.5 years factored in the committee’s recommendation to the Board.
- XI. Unfinished Business. Ms. Hamilton recommended that the Fiber Locator software contract not be renewed. No motion necessary.
- XII. New Business. No new business reported at the time of this meeting.
- XIII. Report of Staff
- (a) Executive Director—Ms. Hamilton reviewed her distributed monthly report. There were no questions at this time.
 - (b) Administrative Services Coordinator—Ms. Price reviewed her distributed monthly report. There were no questions at this time.

XIV. Member Informational Reports and Announcements—There were no informational reports from members at this time.

XV. Adjournment. There being no further business, the meeting was adjourned at 11:12 a.m.

Respectfully submitted,

Anthony Lewis
Secretary

Nan Stevens
President