

 MINUTES

Board of Directors Meeting

 **Development Authority Conference Room**

**and via Zoom Meeting**

May 11, 2022, at 9:30 a.m.

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| Helen Harris, PresidentAbe Ashton, Vice President | Doug Long-left at 9:49 a.m., returned at 9:50 a.m. |
| Tony Lewis, SecretarySteve O’BrienBrad Close | Amy OrndoffDan Dulyea |
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**ABSENT**: Montie Hicks, Treasurer; Carey Gano, Kevin Knowles, Brandon Smith, P.J. Orsini, Doug Copenhaver, Hunter Wilson.

**OTHER ATTENDEES**: Sandy Hamilton, Executive Director; Jennifer Smith, Associate Executive Director; Steven Cohen, Economic Development Coordinator, Leslie Gantt, Office Administrator.

**GUESTS**: Mike Bush, Property Management, First Management Group (left at 10:04 a.m. and returned at 10:05 a.m.); Ken Barton, Legal Counsel, Steptoe & Johnson (left at 9:52 a.m. and returned at 9:55 a.m.); Chris Strovel, U.S. Senator Shelley Moore Capito’s office; Jim Linsenmeyer, WV Development Office; Ann Dailey, Aikens Group.

1. Call to Order - President Harris called the meeting to order at 9:36 a.m.
2. Determination of Members Present and Existence of a Quorum - President Harris reported that a quorum was present.
3. Proof and Filing by Secretary of Notice of Meeting – President Harris confirmed the meeting agenda was posted to the public on Thursday, May 5, 2022.
4. Reading and Disposal of Prior Month Meeting Minutes - The Board reviewed the minutes of the last Board Meeting of April 13, 2022. No corrections to the minutes were requested and the minutes were accepted.
5. Public Comments – President Harris welcomed the guests to the meeting and invited them to introduce themselves.
6. President’s Report – President Harris had nothing to report.
7. Finance/ Audit Committee Report-Mr. Close reviewed the financial report through the end of March 2022.

*Mr. Dulyea made a motion to accept the Financial Report as presented, subject to audit. Seconded by Mr. Long. Motion approved.*

1. Recommendation for Banking Services-Mr. Close reported that the Finance/Audit Committee met last week to review the proposals received for Banking Services and voted to recommend CNB Bank for banking services.

*Ms. Orndoff made a motion to accept the proposal received from CNB Bank and to enter into contract with them for banking services for three (3) years, starting July 1, 2022, through June 30, 2025. Seconded by Mr. Dulyea. Motion approved.*

1. Recommendation for Accounting Services- Mr. Close reported that the Finance/Audit Committee met last week to review the proposals received for Accounting Services and voted to recommend Cox Hollida Young for accounting services.

*Ms. Orndoff made a motion to accept the proposal received from Cox Hollida Young and to enter into contract with them for accounting services for three (3) years, starting July 1, 2022, through June 30, 2025. Seconded by Mr. Ashton. Motion approved.*

1. Approval of FY 2019-2020 Financial Audit Report- Mr. Close asked the Board if there are any questions regarding the Financial Audit Report for FY 2019-2020. There were no questions.

*Ms. Orndoff made a motion to approve the FY 2019-2020 Financial Audit Report. Seconded by Mr. Lewis. Motion approved.*

1. Approval of FY 2020-2021 Financial Audit Report-Mr. Close asked the Board if there are any questions regarding the Financial Audit Report for FY 2020-2021. There were no questions.

*Mr. Ashton made a motion to approve the FY 2020-2021 Financial Audit Report. Seconded by Mr. Lewis. Motion approved.*

1. Reports of Chairpersons of Standing Committees
2. Executive – Recommendation for Legal Services-President Harris reported that the committee met on May 4, 2022, to review the only proposal received for legal services, received from Steptoe and Johnson.

*Mr. Long made a motion to accept the proposal received from Steptoe and Johnson and to enter into contract with them for legal services for three (3) years, starting July 1, 2022, through June 30, 2025. Seconded by Mr. Ashton. Motion approved.*

1. Business Development- In the absence of Chairman Orsini, Ms. Hamilton deferred to Executive Session to discuss real estate and legal matters.
2. Approval of the extension of the Project West Side Contract-

*Mr. Dulyea made a motion to approve the request to extend the due diligence for Project West Side until September 30, 2022. Seconded by Mr. Ashton. Motion approved.*

1. Approval of Project Maple extension-

*Mr. Ashton made a motion to approve the request to extend the forty-five (45) day contract extension. Seconded by Mr. Long. Motion approved.*

1. Marketing – Recommendation for Marketing and Social Media Services-In the absence of Chairmen Smith, Ms. Orndoff reported that the committee met on May 6, 2022 to review the proposals received for marketing and social media services.

*Ms. Orndoff made a motion to accept the proposal received from Social Connections and to enter into contract with them for marketing and social media services for three (3) years, starting July 1, 2022, through June 30, 2025. Seconded by Mr. Dulyea. Motion approved.*

1. Government Affairs and Infrastructure-Chairman Lewis had nothing to report. The committee meeting is scheduled for May 18, 2022, at 10:00 a.m.
2. Property Management – In the absence of Chairman Wilson, Mr. Bush reviewed the property management report. There were no questions.
3. Recommendation for Property Management Services-In the absence of Chairmen Wilson, Ms. Smith reported that the committee met on May 4, 2022, to review the one proposal received for property management services.

*Mr. Dulyea made a motion to accept the proposal received from 1st Management Group and to enter into contract with them for property management services for three (3) years, starting July 1, 2022, through June 30, 2025. Seconded by Mr. Ashton. Motion approved.*

1. Update and Recommendation of Lease Agreement-deferred to Executive Session.
2. Report of Chairperson of Ad-Hoc Strategic Plan Committee –Chairman Orndoff reported that the committee will be moving forward with finalizing the quality-of-life surveys now that a marketing firm is in place.
3. Report of Chairperson of Ad-Hoc Nominating Committee
4. Presentation of Slate of Officers-Chairmen O’Brien reported that the committee met and made the nominations for the slate of officers to be voted on in June. The committee nominated Mr. Ashton for President, Ms. Orndoff as Vice President, Mr. Hicks as Secretary, and Mr. Close as Treasurer.
5. Report of Staff
6. Executive Director –Ms. Hamilton reviewed her monthly report. Project Met will be visiting again within two weeks. Project Panhandle is projected to close within 30-60 days. Project Great Dragon will be visiting next week and is looking at multiple sites. She announced that there are multiple offers on properties, which will be discussed in Executive Session. There were no questions.
7. Associate Executive Director - Ms. Smith reviewed her monthly report. She reported on various projects, events, and meetings that she has attended and added that she continues to include Mr. Cohen in meetings. She attended the WVMA-Eastern Panhandle Area Manufacturing Managers RoundTable, which was a great networking event. She also attended the WVPEC (WV Public Education Collaborative)-Focus Forward event and noted that it was good and will help strengthen workforce. There were no questions.
8. Economic Development Coordinator- Mr. Cohen reviewed his monthly report. He reported on events and meetings he has attended, and training. There were no questions.
9. New Business – No new business to report.
10. Other Business – No other business to report.
11. Executive Session – *Mr. Dulyea made a motion to enter Executive Session at 10:19 a.m. to confer with council on property management and real estate matters, with action to be taken. Mr. Ashton seconded the motion. Motion approved. The Board returned to open session at 10:58 a.m.*

*Mr. Ashton made a motion to accept the terms of renewal for Transformations lease for two (2) five (5) year terms at an annual 3% increase. Seconded by Mr. Close. Motion approved.*

*Mr. Ashton made a motion to allow Transformations to assign a lease to a company with the conditions that the company have at least 25 million net worth and that President Harris have the authority to sign the documents required to execute the lease. Seconded by Mr. Dulyea. Motion approved.*

1. Member Informational Reports and Announcements – Ms. Hamilton announced that a Site Selectors Event is scheduled for June 1, 2022, from 10:00 a.m.-2:00 p.m. at the Holiday Inn in Martinsburg. Ms. Smith announced that the Berkeley County 250th Commemorative is holding several events on the anniversary weekend. The Duck Derby will be held on Saturday, May 14th and the Color Me Berkeley Color Run is scheduled for Sunday, May 15th. Mr. Dulyea announced the Wine Festival coming up on May 28th.
2. Adjournment - There being no further business, the meeting was adjourned at 11:09 a.m.

Respectfully submitted,

Anthony Lewis Helen Harris

Secretary President