

MINUTES
Board of Directors Meeting
Berkeley County Development Authority
April 11, 2018 at 9:30 a.m.

PRESENT:	Greg Ahalt	Megan Michael
	Jim Barnes	P.J. Orsini
	Bob Butler	Jim Seibert
	Steve Cox	Kevin Starliper
	Alan Davis	Nan Stevens, President
	Dennis Donaldson	Bill Stubblefield
	Dan Dulyea	Hoy Shingleton
	Helen Harris, Vice President	Jim Welton, Treasurer
	Montie Hicks	Hunter Wilson
	Tony Lewis, Secretary	

ABSENT: Amanda Giangola and George Karos

OTHERS PRESENT: Sandy Hamilton, Executive Director; Lori Taylor, Business Programs Manager; Tara Price, Administrative Services Coordinator; Ken Barton, Steptoe & Johnson; Dr. Peter Checkovich, Blue Ridge CTC; Dr. Ann Shipway Blue Ridge CTC; Dirk Stansbury, Berkeley County Engineering Department; and Christopher Strovel, Senator Capito's Office.

- I. Call to order— President Stevens called the meeting to order at 9:31 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 April 6, 2018.
- IV. Presentation from Blue Ridge Community and Technical College (Blue Ridge CTC)— President Stevens introduced guests from Blue Ridge CTC, Dr. Peter Checkovich, Founding President, and Dr. Ann Shipway, here to do a presentation on updates of programs and a *Economic Impact and Return on Investment* Analysis report. A published summary was provided to the Board.
- V. Reading and Disposal of Prior Unapproved Minutes of the Board and Executive Committee.
 - (a.) Board Meeting, March 14, 2018. The Board reviewed the minutes of last month's Board Meeting and Mr. Seibert made a motion to approve the minutes; seconded by Mr. Wilson. Motion carried.
 - (b.) Special Board Meeting, March 30, 2018. The Board reviewed the minutes of the Special Board Meeting; Mr. Seibert addressed that his name was omitted and confirmed he was absent from the meeting. Mr. Orsini addressed that he was also

omitted and confirmed he attended the meeting. Mr. Seibert made a motion to approved the minutes with the revisions made; Mr. Cox seconded. Motion carried.

- VI. Finance/Audit Committee Reports–Audit Recommendation. Treasurer Welton reported the Finance/Audit Committee Meeting met on April 4, 2018 and discussed the FY2018-2019 budget to be presented at today’s Board Meeting. The following item were also discussed:
- A. Audit— The committee discussed proposals submitted. Mr. Stubblefield made a motion to accept the Audit services again of Perry & Associates. Seconded by Mr. Cox. Motion carried.
 - B. Financials—Treasurer Welton reviewed the Financials for February 2018 that were emailed to the Board as they were delivered, after last month’s Board Meeting. Mr. Stubblefield addressed that the Board consider moving the Board Meeting date to later in the month, so financials can be reviewed at the meetings. Ms. Hamilton confirmed the financials are emailed to the Board to review as soon as she receives them from Cox Hollida and providing a simple report in Quickbooks would not give the most accurate account of financials.
 - C. Budget—Mr. Stubblefield made a motion to approve budget; seconded by Mr. Cox. Motion carried.
- VI. Public Comments. Ms. Stevens welcomed guests from the public and invited them to introduce themselves. Chris Strovel, Senator Capito’s Office; and Dirk Stansbury, Berkeley County Engineering Department.
- VII. Report of President– Ms. Stevens had no report for this month’s meeting.
- VIII. Report of Chairperson of Standing Committees.
- A. Executive Committee— President Stevens reported no Executive Meeting was held; a Special Meeting was held on March 30, 2018.
 - B. Business Development Committee—Mr. Orsini deferred to Executive Session.
 - C. Marketing Meeting—Mr. Starliper reported the Committee reviewed the budget and submitted a budget of \$20,000, a decrease of \$5,000 from the previous year. He also reported the new logo and website are scheduled to be launched in June; a newsletter in July; and next meeting the committee will discuss a Fall Gathering Event.
 - D. Government Affairs & Infrastructure Committee—Mr. Wilson and the committee met on March 28, 2018. The committee discussed the needs of paid firefighters in paid in all Berkeley County fire stations. Mr. Barnes made a motion to approve Board drafting a letter to the Berkeley County Council in support of paid firefighters. Seconded by Ms. Michaels; abstained by Mr. Dulyea. Motion carried. Mr. Wilson also reported the committee discussed the need for fiber in the community and to schedule an expert on fiber to come a address the Board in a future meeting.
 - E. Human Resources Committee—the Human resources committee met prior to today’s Board meeting to discuss next year budget and personnel salaries in particular. Discussion on pay considerations in future meetings will continue.
 - F. By-Laws Committee—The By-Laws committee is tentatively scheduled to meet next

week (date/time TBD).

G. Office Committee—discussion deferred to Executive Session.

IX. Executive Session—A motion was made by Mr. Dulyea to move into Executive Session that may involve discussion on legal matters and real estate matter involving competitive bids, property transactions as necessary. Mr. Wilson seconded the motion. Possible action may be taken. Motion carried. All guests were excused at this time, except Mr. Stansbury to discuss engineering matters involving grant proposal. Entered into Executive Session at 10:17 a.m.; adjourned at 11:21 a.m.

10:50 a.m. Mr. Starliper recused himself from the Executive Session and exited the Board Meeting.

10:58 a.m. Mr. Seibert exited the Executive Session and the Board Meeting.

10:59 a.m. Mr. Stansbury was excused from the Executive Session.

11:00 a.m. Mr. Cox exited the Executive Session and the Board Meeting.

11:01 a.m. Mr. Wilson exited the Executive Session and the Board Meeting.

11:21 a.m. Mr. Ahalt exited the Executive Session and the Board Meeting.

Motions was brought to the floor when Open Session resumed:

(a) Secretary Lewis read a resolution to authorize the President Stevens to execute and deliver all deeds, agreements, settlement statements, document, certificates, affidavits and instruments reasonably necessary to complete the conveyance of said property in the resolution. A motion by Mr. Barnes to approve the resolution. Seconded by Ms. Harris. Motion carried.

(b) A motion was made by Mr. Shingleton for a 30-day extension of due diligence to MSA, LLC. And if not granted to terminate the contract. Seconded by Mr. Dulyea. Motion carried

(c) A motion was made by Mr. Donaldson to extend the due diligence to 60 days from the date the financials are presented from MSA, LLC. Seconded by Mr. Butler. Motion fails.

(d) A motion made by Mr. Dulyea to amend the previous motion to extend the due diligence from 30 days to 40 days. Seconded by Mr. Davis. Motion carried. Mr. Donaldson opposed.

X. Unfinished Business. No unfinished business reported at the time of the meeting.

XI. New Business. Mr. Shingleton made a motion to add discussion of Exit 12 to next month's Board Meeting Agenda.

11:28 a.m. Mr. Orsini and Mr. Stubblefield exited the Board Meeting.

11:28 a.m. a quorum was no longer present.

XII. Report of Staff

(a) Executive Director—Ms. Hamilton reviewed the report distributed to the Board. There were no questions at this time.

(b) Business Programs Manager—Ms. Taylor reviewed the report distributed to the Board.

There were no questions at this time.
(c) Administrative Services Coordinator—Ms. reviewed the report distributed to the Board.
There were no questions at this time.

XIII. Member Informational Reports and Announcements—No Board Member Reports or Announcements given.

XVI. Adjournment. There being no further business, the meeting was adjourned at 11:33 a.m.

Respectfully submitted,

Anthony Lewis
Secretary

Nanette Stevens,
President