

## MINUTES Board of Directors Meeting Development Authority Conference Room October 10, 2018 at 9:30 a.m.

PRESENT: Jim Barnes Bob Butler Steve Cox Dan Dulyea Amanda Giangola Helen Harris, Vice President George Karos P.J. Orsini Megan Michael Jim Seibert Hunter Wilson Jim Welton, Treasurer

ABSENT: Montie Hicks; Tony Lewis, Secretary; Nan Stevens, President; and Kevin Starliper

OTHERS PRESENT: Ken Barton, Steptoe & Johnson; Mike Bush, 1<sup>st</sup> Management Group; Sandy Hamilton, Executive Director; Tara Price, Administrative Services Coordinator; and Lori Taylor, Business Programs Manager.

- I. <u>Call to order</u>— In the absence of the President Stevens, Vice-President Harris called the meeting to order at 9:30 a.m. in the Authority Board Room, Martinsburg, WV.
- II. <u>Determination of Members Present and Existence of a Quorum</u>—Vice President Harris reported that a quorum was present.
- III. <u>Proof and Filing by Secretary of Notice of Meeting</u>—Secretary Lewis confirmed the meeting agenda was posted to the public October 4, 2018.
- IV. <u>Reading and Disposal of Prior Unapproved Minutes of the Board and Executive Committee</u>— The Board reviewed the minutes of the last Board Meeting on September 12, 2018. *Mr. Cox made a motion to approve the minutes as presented; seconded by Mr. Seibert. Motion carried.*
- V <u>Finance/Audit Committee Reports</u>—
  Mr. Welton reported the Finance/Audit Committee had not met since the last Board Meeting. The next meeting will be announced. The Committee will need to discuss Property Management and Capital Projects.
  - A. RFP 400 Foxcroft Avenue Properties—Mr. Welton reported the Executive Committee met and voted to rescind the bid of Jefferson Security and awarded the bid to CNB for servicing the loan.

- *B.* Financials—Mr. Welton reported that the September Financials were emailed to the Board. The October Financials will be emailed to the Board as soon as they are received. *Motion made by Mr. Wilson to approve the July Financials, subject to audit; seconded by Mr. Cox. Motion approved.*
- C. Property Management of Foxcroft Avenue Properties. Ms. Harris introduced Mike Bush, of 1<sup>st</sup> Management Group.
  Mr. Bush distributed a Profit & Loss Statement and a Management Update Report.
- VII. <u>Public Comments.</u> There were no additional guests attending today's Board Meeting.
- VIII. <u>Report of the President</u>—
  - A. Nomination of next year's Slate of Officers. Vice President Harris reminded the Board that a Nominating Ad Hoc Committee will need to meet in November for the nomination of next year's slate of officers to be presented to the Board at December's meeting.
- IX. <u>Report of Chairperson of Standing Committees</u>—
  - A. <u>Executive Committee</u> Vice President Harris reported the Executive Committee Meeting met to discuss the following:
    - 1. Foxcroft Avenue Properties-reported during the Finance/Audit Committee report
    - 2. Station Square–work projects finishing up
    - 3. Property Management Ad Hoc Committee– Ms. Michaels made a motion to form a Property Management Ad Hoc Committee made up of Ms. Stevens, Mr. Welton, Mr. Wilson, Mr. Bush, and Ms. Hamilton. Seconded by Mr. Cox. Motion carried.
    - 4. Nominating Ad Hoc Committee– A recommendation for a Nomination Ad Hoc Committee to be formed with Ms. Michaels, and Mayor Karos. A motion was made by Mr. Wilson to add Mr. Dulyea to the committee; seconded by Mr. Orsini. Motion carried.
  - B. <u>Business Development Committee</u> –Mr. Orsini reported the committee met last month and will defer to Executive Session.
  - C. <u>Marketing Committee</u> Ms. Hamilton reported the committee met last month and discussed the following:
    - 1) Fall Reception- took place on October 24, 2018. Attendance again was low and the Marketing Committee will meet to discuss alternatives.
    - 2) New Signage for Properties— is being installed and images were presented to the Board
    - 3) Newsletter/Website-launched and presented to the Board; along with a new feature on the website of the new Authority Board Calendar on the About Us page and a Community Calendar at the link: http://www.developmentauthority.com/berkcowv/

The next Marketing Committee will be held on September 27, 2018.

- D. <u>Government Affairs & Infrastructure Committee</u> Mr. Wilson reported status of the Fire Fee increase. Ms. Hamilton reported that this year's Partner Breakfast will be held at the Holiday Inn on November 28, 2018.
- E. <u>Human Resources Committee</u> Ms. Michaels deferred to Executive Session.

F. <u>By-Laws Ad Hoc Committee</u> – Mr. Lewis reported that the committee will meet later this month.

Executive Session — Vice President Harris entertained a motion to go into Executive Session. *Mr. Seibert made a motion to go into Executive Session; seconded by Mr. Wilson. All Staff, except Ms. Hamilton, were excused at this time. The Board entered Executive Session at 10:09 a.m. and adjourned at 11:05 a.m. Staff returned to the meeting.* 

Motions made in open session:

- 1. Motion made by Mr. Wilson for the First Right of Refusal with P&G, as presented in Executive Session; seconded by Ms. Michaels. Mr. Barnes opposed. Motion carried.
- 2. Motion made by Mr. Welton on the Resolution of the Loan for the Foxcroft Avenue Properties with CNB. Mr. Wilson seconded. Motion carried.
- 3. Mr. Orsini made a motion to accept the RFP bid from United Bank for the Mountain State Acquisition property. Seconded by Mr. Dulyea. Ms. Giangola abstained. Motion carried.
- XI. <u>Unfinished Business</u>. Ms. Harris will meet with Funding Ad Hoc Committee that includes Ms. Giangola and Mr. Barnes.
- XII. <u>New Business.</u> No new business reported at the time of this meeting.
- XIII. <u>Report of Staff</u>
  - (a) Executive Director—Ms. Hamilton reviewed her distributed monthly report. There were no questions at this time.
  - (b) Business Programs Manager—Ms. Taylor reviewed her distributed monthly report. There were no questions at this time.
  - (c) Administrative Services Coordinator—Ms. Price reviewed her distributed monthly report. There were no questions at this time.
- XIV. <u>Member Informational Reports and Announcements</u>—There were no informational reports from members at this time.
- XV. <u>Adjournment.</u> There being no further business, the meeting was adjourned at 11:20 a.m.

Respectfully submitted,

Anthony Lewis Secretary Helen Harris Vice - President