

# March 6, 2017 Tri-COG Land Bank Board of Directors Meeting

**Call Meeting to Order: 7:01 PM**

**1.**

## **Roll Call and Introductions**

### **Board**

Dave Pasternak: Present  
Chuck Arthrell: Present  
Tom Hardy: Present  
Debby Grass: Present by Phone  
Robert Wratcher: Present  
Maureen Quinn: Present  
Maureen McKeever: Present  
Mike Belmonte: Present  
Jim Fisher: Present

### **Others Present**

An Lewis  
Amanda Settelmaier  
Liz Kozub  
Irene Clark  
Natalie Boydston

## **Pledge of Allegiance**

### **Public Comments**

No public present, no members of board wished to say anything under public comments

## **2. ICA Ratification**

Irene Clark outlined the Resolution and that every municipality, school district, and Allegheny County signed the Intergovernmental Cooperation Agreement (ICA) establishing the Land Bank. In the ICA, the Land Bank is a separate entity that is also joining and participating as a party with all of the members. Now that the Board has been seated the Land Bank can sign the Intergovernmental Cooperation Agreement and join the members of the Land Bank.

### **Motion**

Motion to approve Resolution #1-2017R – Resolution of the Tri-COG Land Bank Board of Directors acknowledging and joining the Intergovernmental Cooperation Agreement establishing and creating the Tri-COG Land Bank.

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Motion Moved: Dave Pasternak

Seconded: Chuck Arthrell

All in favor, none opposed

Motion passed

Discussion Prior to Vote: Maureen Quinn asked for clarification on Section 5 (g) that the language meant that there are no employees now but this does not preclude employees in the future. Robert Wratcher indicated that if the Land Bank wants to hire employees in the future a resolution could be passed.

### **3. Bylaws**

An Lewis went over a brief history of the Bylaws document. The Bylaws were developed and discussed with a policy working group that convened in the late spring of 2016 and that met seven times to develop the Land Banks Bylaws, Policies and Procedures, Ethics Policy, and Governance Policy. The draft Bylaws were distributed on December 8, 2016 in electronic and paper form to all members of Land Bank through the Advisory Committees. Comments and questions were incorporated into the Bylaws and then at the last Advisory Committee Meeting there was a discussion section by section of the Bylaws. The document presented at the Board Meeting is based on that discussion and recommendations.

#### **Motion**

Motion to approve Bylaws of Tri-COG Land Bank

With added language in Section 3.3 Member Elimination "Members may be removed for failure to comply with any provision of the ICA"

Motion Moved: Chuck Arthrell

Seconded: Mike Belmonte

All in favor, none opposed

Motion Passed

Discussion Prior to Vote: Debby Grass started a discussion that in the Bylaws under Section 3 under Member Elimination that a member can be removed for not making timely payments for their annual contribution. Debby Grass felt that this statement was too narrow and that there were other responsibilities outlined in the ICA that a Land Bank Member should follow. After a discussion, it was decided to add the language, "Members may be removed for failure to comply with any provision of the ICA" to the Bylaws.

Dave Pasternak also asked about Section 3.1 (b) in regards to if School District members had to be elected officials. This distinction would will be addressed in the Governance Policy.

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## 4. Offices

**Motion to elect the following Board Members to serve as officers of the Tri-COG Land Bank**

**Chair: Dave Pasternak**

Motion Moved: Chuck Arthrell

Seconded: Robert Wratcher

All in favor, no opposed

Motion Passed

Discussion Prior to Vote: Irene asked the Board if there were any concerns for Dave Pasternak being the Chair for this Board as well at the Chair for the Steel Rivers Council of Governments Board. The Tri-COG Board did not voice any concerns. No other nominations for Chair.

**Vice-Chair: Chuck Arthrell**

Motion Moved: Dave Pasternak

Seconded: Tom Hardy

All in favor, no opposed

Motion passed

Discussion Prior to Vote: No other nominations for Vice-Chair.

**Secretary: Maureen Quinn**

Motion Moved: Dave Pasternak

Seconded: Chuck Arthrell

All in favor, no opposed

Motion Passed

Discussion Prior to Vote: No other nominations for Secretary.

**Treasurer: Maureen McKeever**

Motion Moved: Chuck Arthrell

Seconded: Robert Wratcher

All in favor, no opposed

Motion passed

Discussion Prior to Vote: No other nominations for Treasurer

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### **5. Staff**

Dave Pasternak announced this motion was passed by the Steel Rivers COG at their last meeting. An Lewis discussed that the document was shared with the Turtle Creek Valley COG and they would vote on the Motion at their next Board Meeting on March 23, 2017.

#### **Motion**

Motion to enter into an Inter-Entity Cooperation Agreement by and between Steel Rivers Council of Government and the Tri-COG Land Bank for purposes of reimbursing the Steel Rivers Councils of Government for staffing services.

Motion Moved: Robert Wratcher

Seconded: Maureen McKeever

Roll Call Vote

Dave Pasternak: Yes

Chuck Arthrell: Yes

Tom Hardy: Yes

Deborah Grass: Yes

Robert Wratcher: Yes

Maureen Quinn: No

Maureen McKeever: Yes

Mike Belmonte: Yes

Jim Fisher: Yes

Motion passed

Discussion Prior to Vote: Maureen Quinn thought it would be helpful if the document was more specific in regards to the services employees would provide and also detailed who would be providing the services. There was a discussion about creating a balance between specifying services and ensuring that the scope of services would not restrict actions that needed to be performed by staff that had not been anticipated. An Lewis went on to explain some of the intentions of the document. Until the Land Bank is fully operating the expectation in that Liz Kozub and An Lewis will remain the main staff with Amanda Settelmaier providing support. An Lewis spoke of hiring a full-time paid intern for this summer and that she submitted a proposal for an LGA intern as well. As the Land Bank grows and if the Land Bank Board approves, a full time dedicated staff person can be hired. Until this point the Land Bank can continue to gain support from the COG staff as the Land Bank needs. An Lewis also referred to Section 2 Item D in that staff will submit a monthly invoice with a description of services performed to ensure that the services being provided are in the best interest of the Land Bank. Maureen Quinn requested the information that An Lewis provided be included in the document. The Board decided to take a vote on the motion and the motion passed. David Pasternak asked Maureen Quinn about not being against the resolution itself, just requesting more information be included and Maureen Quinn confirmed she was not against the staffing resolution, she would just prefer more details to be provided.

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Irene briefly outlined the Motion, that it would allow her to continue to provide legal services on an hourly basis to the Land Bank. Irene would be able to help the Land Bank identify options for legal services necessary and how to procure those service.

### **Motion**

Motion to accept the Legal Services Retainer Agreement from Irene M. Clark for legal services for Tri-COG Land Bank.

Motion Moved: Chuck Arthrell

Seconded: Tom Hardy

All in favor, no opposed

Motion Passed

Dave Pasternak brought up that there may be documents that require an Executive Director to sign for the Land Bank and that an Executive Director should be appointed to act for the Land Bank as needed, until one is hired.

### **Motion**

Chuck Arthrell made a motion for An Lewis to act as Executive Director for the Land Bank.

Motion Moved: Chuck Arthrell

Seconded: Deborah Grass

Roll Call Vote

Dave Pasternak: Yes

Chuck Arthrell: Yes

Tom Hardy: Yes

Deborah Grass: Yes

Robert Wratcher: Yes

Maureen Quinn: Yes

Maureen McKeever: Yes

Mike Belmonte: Yes

Jim Fisher: Yes

Motion Passed

## **6. Certification of Incorporation**

Irene briefly introduced this motion and outlined what the motion entailed.

### **Motion**

Motion to file the Intergovernmental Governmental Cooperation Agreement, Resolutions/Ordinances, Tri-COG Land Bank Bylaws with the Pennsylvania Department of State and the Pennsylvania Department of Community and Economic Development.

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Motion Moved: Robert Wratcher

Seconded: Jim Fisher

Roll Call Vote

Dave Pasternak: Yes

Chuck Arthrell: Yes

Tom Hardy: Yes

Deborah Grass: Yes

Robert Wratcher: Yes

Maureen Quinn: Yes

Maureen McKeever: Yes

Mike Belmonte: Yes

Jim Fisher: Yes

Motion passed

### **7. Budget & EIN**

An Lewis outlined the budget document for the Board.

#### **Motion**

Motion to approve the List of Deposits and the List of Bills dated January 2016 – February 2017

Motion Moved: Chuck Arthrell

Seconded: Maureen McKeever

All in favor, no opposed

Motion Passed

Discussion Prior to Vote: Deborah Grass and Maureen McKeever both requested a more detailed account of what the expenses entailed. An Lewis reported that she would provide descriptions for the previous checks cut and would disseminate this information to the Board. In the future, An Lewis explained that the report would be monthly and would provide more detail. The Budget that this motion would approve had already been paid, because it was prior to the formation of the Board for the Land Bank.

An Lewis briefly outlined the 2017 Budget. The budget took activities from the start-up budget and put them together for year one in a 10-year projected budget. Money included is what has been committed to date and does not include other grants that have been applied for, but not committed. An Lewis spoke of including a healthy budget for software and technology, because collecting data would be a valuable resource for the Land Bank and that Matt Mercurio the GTO at Civic Mapper had been retained to assist with GIS.

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### **Motion**

Motion to approve the 2017 Budget

Motion Moved: Jim Fisher

Seconded: Chuck Arthrell

All approved, no opposed

Motion Passed

Discussion Prior to Vote: Maureen Quinn inquired about the Administration Line and if Legal Services included Irene Clark and other legal services the Land Bank may need. An Lewis responded that the Administration Line presumes we hire full time staff, and probably won't be reached in the first year. Legal Services is just Irene Clark and Acquisition Services would include other legal assistance.

Maureen McKeever inquired as to the Operation and Acquisition being blank, An Lewis responded this was in anticipation that acquiring properties would mostly be done by tax sales, which can take time. The Land Bank will be in the process of acquiring properties, but will most likely not need those lines until 2018.

### **8. COG Delegates**

An briefly described the intention of this motion. That during the Bylaws discussion at the Advisory Committee, they realized an unintended requirement in regards to the municipal delegates that was stated in the ICA. The ICA requires municipal representatives on the Advisory Committee to be the COG delegates. The Steel Rivers COG took formal action for this resolution that designates a Land Bank representative and a Land Bank alternative to serve as municipal representatives for Steel Rivers COG. A resolution will be presented to each of the COGS that are part of the Land Bank, to have them vote on the Resolution as well.

### **Motion**

Motion to accept SRCOG Resolution # 14/2017R which identifies the individuals designated as Land Bank Representatives and Land Bank Representative Alternate for the Steel Rivers Council of Governments Municipal Corporations.

Motion Moved: Robert Wratcher

Seconded: Chuck Arthrell

All in favor, no opposed

Motion Passed

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## **9. Meeting dates/locations**

There was a discussion on how many times the Board should meet. Since the Land Bank is in the initial stages there was an agreement to try to meet once a month until the Land Bank was better established and then the frequency of meetings would be reevaluated.

The next Tri-COG Land Bank Board of Directors Meeting will be held on May 1<sup>st</sup> at 6:30 PM

## **10. Policies/procedures/ethics – draft distribution/ no discussion**

## **11. Adjourn**

### **Motion**

Motion to adjourn the meeting

Motion Moved: Mike Belmonte

Seconded: Robert Wratcher

All in favor, no opposed

Motion Passed

**Meeting Adjourned: 8:39 PM**