



MORGANTOWN
LAND REUSE AND
PRESERVATION AGENCY

BOARD OF DIRECTORS
REGULAR MEETING PACKET

Thursday, January 28, 2021
4:00 p.m.
By Electronic Means

Board of Directors:

David Satterfield,
Chair

Jessica McDonald,
Vice-Chair

Patrick Kirby,
Secretary

Laura Rye,
Treasurer

Brent Bailey

Michael Mills

Tim Stranko

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City buildings remain partially closed to the public to protect public health during the COVID-19 pandemic. Personal attendance at this meeting will not be permitted. The public may participate in the public portion through the following Cisco Webex videoconference access methods:

Meeting Link: <https://cityofmorgantown.my.webex.com/meet/cityofmorgantown>

Meeting Number: 793 734 477

Phone: 415-655-0001

Access Code: 793 734 477

All members of the public may view the meeting on Channel 15 and by streaming hosted on the City's website at www.morgantownwv.gov. If you do not wish to speak at the meeting, please view it by these methods to conserve capacity on the videoconference.

Any person who wishes to speak at the meeting may complete the form at: <http://bit.ly/LRaPA012821> or provide their name and phone number they will use to participate by texting or calling 304-685-7813. You may sign up to speak at any time until the meeting begins. Additionally, the public may submit written comments for the public comment portion of the meeting by sending an email to the Development Services Department at bmcdonald@morgantownwv.gov. In the email, please use the subject line "Public Comment LRA 01/28/2021" and indicate in the body of the email if you would like your comment to be read aloud during the public comment portion.

AGENDA

- I. **Call to Order and Roll Call**
- II. **Proof of Notice of Meeting or Waiver of Notice**
- III. **Election of Officers for 2021 Calendar Year** - Postponed in accordance with Morgantown Land Reuse and Preservation Agency Bylaws Article V, Section 2.
- IV. **Reading and Approval of Minutes of Preceding Meetings**
 - December 17, 2020 Regular Meeting
- V. **Correspondence**
- VI. **Public Comment** – Subject to rules established in the Board's Bylaws

MORGANTOWN
LAND REUSE
AND
PRESERVATION
AGENCY
[ONLINE](#)



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VII. Presentations - None

VIII. Report of Officers and/or Directors

IX. Report of Committees

- A. Property Management Committee (standing) – McDonald, Chair
- B. Green Belt Connections Committee (ad hoc) – Kirby, Chair
- C. City and Underutilized Properties Committee (ad hoc) – Stranko, Chair

X. Report of Staff

- A. Report of City Manager
- B. Report of Development Services Director
- C. Report of City Attorney

XI. Unfinished Business – None

XII. New Business

- A. Agency's 2021 Meeting Calendar
- B. Bylaws Discussion – Committee membership
- C. Public Participation and Outreach Discussion
- D. 2021 Programing:
 - Green Belt Considerations/Property Owner Engagement
 - Future Partnerships

XIII. Adjournment

**MORGANTOWN
LAND REUSE
AND
PRESERVATION
AGENCY
[ONLINE](#)**

**MORGANTOWN LAND REUSE AND PRESERVATION AGENCY
REGULAR MEETING MINUTES**

4:00 p.m.

December 17, 2020

By Electronic Means

DIRECTORS PRESENT: David Satterfield, Jessica McDonald, Laura Rye, Michael Mills, Brent Bailey, Tim Stranko, and Patrick Kirby logged in.

DIRECTORS ABSENT: None.

STAFF PRESENT: John Whitmore, Interim Director of Development Services, Kim Haws, City Manager, Ryan Simonton, City Attorney.

GUESTS: None

I. CALL TO ORDER AND ROLL CALL

After calling the roll, Satterfield called the meeting to order.

II. PROOF OF NOTICE OF MEETING OR WAIVER OF NOTICE

Satterfield noted that the meeting was appropriately noticed.

III. READING AND APPROVAL OF MINUTES OF PRECEDING MEETING

Satterfield asked for a motion to approve the minutes of the October, 2020 meeting. Satterfield asked if there were any issues or revisions needed to the minutes. Being none, the minutes were approved as provided.

IV. CORRESPONDENCE – None.

V. PUBLIC COMMENT – None.

VI. PRESENTATIONS – None.

VII. REPORT OF OFFICERS AND/OR DIRECTORS – Rye reported the treasurers report. The beginning balance was \$3,269.66, no expenses. At this point Rye's connection is lost. Satterfield provides the remaining financial data. Additional income from 10/17-12/15/2020 is \$1,909.15 plus 32¢ in interest. Satterfield stated that the Agency's ending balance is \$5,178.98.

Saterfield introduced Kim Haws and proceeded with Board of Directors introductions. Members introduced themselves to Haws, providing their individual professional affiliations.

Prior to the committee reports, Whitmore provided the Board of Directors with an update of year-end financials. The Board was presented with Green Belt projects with potential funding requirements for those projects. Additional information related to the status of the Spruce Center was also discussed.

The Board discussed yearly funding with Satterfield and McDonald identifying a need to determine the Agency's function within the City of Morgantown. Overall funding in the amount of \$140,000 per year was identified as providing reasonable finances for operations and projects.

Haws asked for clarification on the current Comprehensive Plan's guidance related to the LRaPA's activities. Kirby noted that without any funding there is limited capacity to achieve any goals of the Comprehensive Plan, given the limitations to volunteer board members and city staff. Haws expressed a desire to see a rational basis to provide funding as opposed to a general pool of monies and will meet with staff and council to discuss how the agency was initially designed to work.

Stranko mentioned priorities for the Agency including geographic investment in the downtown area in contrast with the Wharf District and water quality and greenspace protection.

VIII. REPORT OF COMMITTEES

A. Property Management Committee (standing) - McDonald, Chair

McDonald provided updates on the Spruce Center including upcoming property enhancements and a potential lease agreement with WinCor Properties for parking spaces. McDonald also provided information related to challenges in renting the second-floor office spaces. Satterfield elaborated on the overall challenges for the Agency in managing properties.

B. Greenbelt Connections Committee (ad hoc) – Kirby, Chair

Kirby noted that the Greenbelt Committee has been meeting to evaluate the Dorsey's Knob and Hirshman Park trail connections and other planned trail opportunities.

C. City and Underutilized Properties Committee (ad hoc) – Stranko, Chair

Stranko provided information related to a staff reviews of Downtown and lower Greenmont. Whitmore explained a scoring matrix that had been used to identify areas that would allow for agglomerations of properties allowing for more attractive development sites. Kirby provided a brief overview of Opportunity Zones and potential development sites around the City of Morgantown. Satterfield expressed a desire to review downtown properties in person.

IX. REPORT OF STAFF

A. Report of Interim City Manager – None

B. Report of Interim Development Services Director

Whitmore provided updates on Spruce Center activities previously discussed during the meeting.

C. Report of City Attorney

Simonton is in the process of establishing a lease agreement for WinCor and the impacts to adjacent property owners. Whitmore asked if it was possible to lease or acquire the three “church parking spaces.” Simonton indicated that this may be possible however was not possible during previous negotiation efforts with the Church. Satterfield and Simonton discussed a future in-person meeting and West Virginia Municipal League proposals to change state legislation to allow for the Board of Directors to decide on business via electronic means.

X. UNFINISHED BUSINESS – None.

XI. NEW BUSINESS – None.

XII. ADJOURNMENT

Stranko moved to adjourn, seconded by Satterfield. The meeting was adjourned at approximately 4:54 p.m.

MINUTES APPROVED:

BOARD SECRETARY:

Patrick Kirby, Secretary

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Morgantown Land Reuse and Preservation Agency

2020 Meeting Calendar [TENTATIVE]

	3rd THU	4th THU
JAN		THU - 28
FEB		THU - 25
MAR		THU - 25
APR		THU - 22
MAY		THU - 27
JUN		THU - 24
JUL		THU - 22
AUG		THU - 26
SEP		THU - 23
OCT		THU - 22
NOV	THU - 18	
DEC	THU - 16	

4 p.m. City Council Chambers

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MORGANTOWN LAND REUSE AND PRESERVATION AGENCY
Morgantown, West Virginia

BY-LAWS

Approved by the Board of Directors on June 4, 2019

ARTICLE I - OFFICES

The principal office of the Agency shall be located in the City of Morgantown, Monongalia County, West Virginia. The Agency may have such other offices as the Board of Directors may designate or as the business of the Agency may from time to time require.

ARTICLE II – PURPOSES

The word *Agency* when used in these By-Laws hereinafter refers to the Morgantown Land Reuse and Preservation Agency.

The Agency shall promote the productive use of property within the City of Morgantown by identifying available properties suitable for public space, conservation, affordable housing, and commercial uses and pursuing the acquisition, management, and disposition of those properties according to the priorities set forth in City Code.

The Agency may exercise all powers granted by Morgantown City Code Article 147 and the West Virginia Land Reuse Agency Authorizing Act, codified at Chapter 31, Article 18E of the Code of the State of West Virginia, as they may be amended.

ARTICLE III - MEMBERSHIP

The Agency is a public corporation established by The City of Morgantown and has no members or shareholders.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS.

The business and affairs of the Agency shall be managed by its Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Agency as they may deem proper, not inconsistent with these By-Laws and the laws of this State and the City of Morgantown. The daily management and operations of the Agency may be delegated to an Executive Director and such other employees as the Board of Directors may deem proper.

SECTION 2: DIRECTORS.

The Board of Directors shall consist of seven (7) Directors who shall be appointed by City Council pursuant to City Code Section 147.02. Each Director shall have one vote.

SECTION 3: TERM.

Directors shall serve a term of three (3) years, beginning on January 1 and ending on December 31, except that the initial Directors shall serve for the terms specified in City Code Section 147.02(h).

SECTION 4: VACANCIES.

Each Director shall continue in office until a successor is duly appointed except in the event of the member's removal, death, or delivery of written resignation to Morgantown City Council. A vacancy on the board shall be filled in the same manner as the original appointment. Any Director appointed to fill a vacancy shall be appointed for the remainder of the term vacated.

SECTION 5: REMOVAL.

A Director may be removed by a majority vote of the entire membership of the Board of Directors at a meeting scheduled for that purpose, separately or among other purposes. Notice of the meeting shall state that the purpose is removal of the Director(s) who may be removed.

A Director may be removed by such majority vote for violation of any rule of the Agency, including the provisions of these By-Laws, Article 147 of the Morgantown City Code, and Chapter 31, Article 18E of the Code of the State of West Virginia. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without being excused by the Board of Directors shall be in violation of the rules of the Agency and subject to removal by the Board of Directors.

SECTION 6: COMPENSATION.

Directors shall not receive compensation for services as Directors. The Board may elect to reimburse any Director for expenses actually incurred in the performance of duties on behalf of the Agency.

SECTION 7: REGULAR MEETINGS.

Regular meetings of the Directors shall be held as determined by the Board of Directors but no less frequently than quarterly at such places and times as shall be stated in the notice of the meeting pursuant to a schedule adopted by the Board of Directors.

SECTION 8: ANNUAL MEETINGS.

The first regular business meeting of each year shall be the annual meeting of the Directors. The annual meeting shall also be considered a regular quarterly meeting.

SECTION 9: SPECIAL MEETINGS.

Special meetings may be called by the Board Chair or shall be called by the Secretary within ten (10) days of a written request signed by a majority of the Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the voting Directors; provided, however, that no action may be taken in violation of the West Virginia Open Governmental Proceedings Act. For purposes of these By-Laws, a Director's signature may be evidenced by a written signature, a facsimile of a written signature, or an electronic signature.

SECTION 10: NOTICE.

Notice of any regular meeting shall be given to each Director at least three (3) business days prior thereto by written notice delivered personally, mailed, or sent by overnight/express delivery service, electronic mail or facsimile, in each case to each Director at his/her address shown by the records of the Agency. If notice is given by mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by overnight/express delivery service, such notice will be deemed to be delivered when delivered to or picked up by the overnight/express delivery service in a sealed envelope so addressed, with the cost of delivery prepaid. If notice is given by electronic mail, such notice will be deemed to be delivered when sent to the current electronic mail address of such Director contained in the records of the Agency. If notice is given by facsimile, such notice will be deemed to be delivered when the facsimile is transmitted and the facsimile machine or other electronic means prints or acknowledges that the transmission was successfully executed.

Notice of any special meeting shall be given to each Director at least two (2) business days prior thereto by written notice as set forth in this section.

Notwithstanding anything to the contrary above, emergency meetings of the Board of Directors may be held pursuant to the provisions of the West Virginia Open Governmental Proceedings Act. Notice of any emergency meeting shall be given to each Director as far as practicable in advance of the meeting, but such may be given orally or by written communication.

Meetings of the Board of Directors are public meetings pursuant to the West Virginia Open Governmental Proceedings Act, and, in addition to the notice provisions of this section, notice of such meetings shall be posted by the Secretary or the Secretary's designee in accordance with the provisions of that act.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 11: QUORUM.

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without notice.

A Director must be physically present in order to be counted for determination of whether a quorum exists. The physical presence requirement shall not prohibit the Board of Directors from permitting participation in meetings by telephonic or other remote means, but no Director who is not physically present may vote on any action taken at a meeting.

SECTION 12: VOTING.

Each Director physically present at a meeting shall be entitled to one vote. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except when other voting requirements are supplied by these By-Laws or applicable law. Board Resolutions, Directives, and Orders require an act of the Board of Directors.

Except as otherwise specified by law, action of the Board of Directors must be approved by the affirmative vote of a majority of the board present and voting.

Action of the Board of Directors on the following matters must be approved by a majority of the entire board membership:

- (A) Adoption of bylaws;
- (B) Adoption of rules under West Virginia Code section 31-18E-5(d), which include
 - (1) Duties of officers;
 - (2) Attendance and participation of members in its regular and special meetings;
 - (3) A procedure to remove a member by a majority vote of the other members for failure to comply with a rule; and
 - (4) Other matters necessary to govern the conduct of a land reuse agency.;
- (C) Hiring or firing of an employee or contractor of the Agency; provided that this function may, by majority vote of the entire board membership, be delegated by the board to a specified officer or committee of the Agency;
- (D) Incurring of debt;
- (E) Adoption or amendment of the annual budget; and
- (F) Sale, lease, encumbrance, or alienation of real property or personal property with a value of more than \$50,000.00.

A resolution under West Virginia Code section 31-18E-14, relating to dissolution of the Agency, must be approved by two thirds of the entire board membership.

A Director may not vote by proxy.

A Director may request a recorded vote on any resolution or action of the Agency.

SECTION 13: EXECUTIVE SESSION.

The Board of Directors may be called into Executive Session in the course of any meeting by vote of the majority of those Directors present, when and as permitted by the West Virginia Open Governmental Proceedings Act. The Executive Session will be limited to Directors and

legal counsel, if any, and such persons invited by the motion approved by vote of the majority of those Directors present to enter executive session; provided, however, that a Director may be excluded from participating in the Executive Session when participation would constitute a conflict of interest or violation of a rule of the Agency or applicable law.

SECTION 14: RESIGNATION.

A Director may resign at any time by giving written notice to the Morgantown City Council, Board, the Executive Director, if an Executive Director is currently employed by the Agency, or the Secretary of the Agency. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Morgantown City Council in accordance with this section, and the acceptance of the resignation shall not be necessary to make it effective.

Upon receipt of a Director's notice of resignation, the individual or entity receiving such notice shall transmit the notice to Morgantown City Council by delivering such notice, in writing, to the office of the City Clerk of the City of Morgantown. The City Clerk shall retain the notice in the official records of the City and notify the City Council and the Board of Directors of the vacancy.

SECTION 15: PRESUMPTION OF ASSENT.

A Director of the Agency who is present at a meeting of the Directors at which action on any Agency matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless s/he shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by one of the means provided in *Section 10: Notice* to the secretary of the Agency immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 16: CONFLICT OF INTEREST.

Definitions:

"Code" means the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, as the same may be supplemented and amended from time to time.

"Conflict" or **"conflict of interest"** means any situation in which a Key Person, Key Person's family member, or a controlled entity of a Key Person, has a financial or other interest (other than a de minimis interest) that may compromise or appear to compromise such Key Person's business judgment or ability to do his or her job or act in the best interests of the Agency.

"Controlled entity" means (a) a corporation in which a Person or Persons of Substantial Influence own more than 35 percent of the combined voting power, (b) a partnership in which a Person or Persons of Substantial Influence own more than 35 percent of the profits interest, or (c) a trust or estate in which a Person or Persons of Substantial Influence own more than 35 percent of the beneficial interest. Ownership by a family member of a Person of Substantial Influence constitutes ownership by the Person of Substantial Influence for the purpose of this

definition.

“De minimis” means less than five percent of the stock or other ownership interest of a corporation or other entity. With respect to gifts, de minimis means gifts with values under \$100.00, items given as tokens of friendship, items necessary in the conduct of business or items in the course of reasonable, ethical business practice.

“Disqualified Person” means, with respect to any transaction or arrangement, any person who (i) personally is or was during the immediately preceding five years a Person of Substantial Influence; (ii) is or was during the immediately preceding five years a family member of a Person of Substantial Influence; or (iii) is or was during the immediately preceding five years a controlled entity with respect to any Person of Substantial Influence. For purposes of this definition, “family member” is as defined in 26 C.F.R. § 53.4958-3(b)(1) of the Code of Federal Regulations, meaning a person’s spouse, brothers or sisters (by whole or half blood) and their spouses, ancestors, children, grandchildren, great-grandchildren, and the spouses of children, grandchildren, and great-grandchildren.

“Excess Benefit Transaction” means a transaction in which an economic benefit is provided by the Agency directly or indirectly to or for the use of any disqualified person if the value of the economic benefit provided exceeds the value of consideration (including the performance of services) received by the Agency for providing such benefit.

“Family Member” means a person’s spouse, brothers or sisters (by whole or half blood) and their spouses, ancestors, children, grandchildren, great-grandchildren, and the spouses of children, grandchildren, and great-grandchildren, whether such relationship was created by birth, adoption, or other operation of law.

“Financial Interest” means that a person has, directly or indirectly, through business, investment or family --

- i. an ownership or investment interest in, or a position as an officer, board member, employee or other beneficiary of, any entity with which the Agency has or is considering a transaction or other arrangement, or
- ii. a compensation arrangement with the Agency or with any entity or individual with which the Agency has or is considering a transaction or other arrangement, or
- iii. a potential ownership or investment interest in, or a potential position as an officer, board member, employee or other beneficiary of, or compensation arrangement with, any entity or individual with which the Agency has or is considering a transaction or other arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not de minimis.

“Key Person” means any member of the Board of Directors, non-Board member of any Board Committee or officer of the Agency, or any person who regularly exercises general authority

to make administrative or policy decisions on behalf of the Agency, including a specific division or functional area of the Agency.

“Person of Substantial Influence” means a person who (directly or through a family member) is in a position to exercise substantial influence over the affairs of the Agency, including a specific division or functional area of the Agency. For purposes of the definition of “Disqualified Person,” above, a tax-exempt organization described in 26 U.S.C. § 501(c)(3) of the Internal Revenue Code and exempt from tax under Section 501(a) of the Code is deemed not to have substantial influence.

Conflict of Interest:

- A. The purpose of this conflict of interest policy is to protect the Agency’s interests when considering transactions or arrangements that might benefit the private interest of a Key Person or any other Disqualified Person.

This policy is intended to supplement but not replace any other policies applicable to the Agency or any state or federal laws governing conflicts of interest applicable the Agency, including without limiting the generality of the foregoing the West Virginia Ethics Act.

- B. Annually, each Board and staff member and any Key Person who is a non-Board member of any Board Committee and any designee of a non-Board member of any Board Committee must sign a conflict of interest form. Each member must disclose to the Board of Directors and the Agency all matters and entities in which he or she has a financial interest or that otherwise could pose a conflict. The Chairperson and chief executive officer of the Agency shall be given copies of each of the conflict of interest forms. The conflict of interest form will disclose the interests of the person, his/her family members or any controlled entity in outside entities of all kinds, regardless of whether any transaction or arrangement with the outside entity has occurred or is expected to occur. The form will include a copy of the conflict of interest policy and an affirmation that the person has read and understands the policy and has abided and will abide by it and that the information provided is complete and accurate.
- C. In connection with any actual or possible conflict of interest, or when a Key Person may be related in any way to any person, firm, or organization with which the Agency is considering entering into a transaction or arrangement, such Key Person must disclose the existence of his or her interest and all material facts to the Executive Director of the Agency, or, in the Executive Director’s absence, the Chairperson of the Agency. After disclosure of the financial interest and all material facts, and after any discussion with the Key Person, the Executive Director or Chairperson shall determine if a conflict of interest exists. The Executive Director or Chairperson shall consult with the Board of Directors as appropriate. If a conflict of interest is determined to exist, the Key Person shall, voluntarily or upon request of the Board Chairperson or Executive Director, not participate in any discussion of or decision regarding the transaction or arrangement being considered.

- D. In the event that a Key Person may be related in any way to any person, firm, or organization with whom the Agency is involved in any litigation or administrative proceeding, such Key Person must disclose the existence of his or her relationship and all material facts to the Executive Director of the Agency, or the Chairperson in the Executive Director's absence, and such Key Person shall recuse himself or herself from any meeting or discussion pertaining to the litigation or administrative proceeding where the Key Person's interests are adverse to the Agency. Further, the meeting minutes of any Board or Committee meeting that may pertain to the litigation or administrative proceeding shall be redacted and/or not provided to the Key Person, to the extent possible in compliance with the West Virginia Open Governmental Proceedings Act.
- E. Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
- F. If any person has reasonable cause to believe that a Key Person has failed to disclose an actual or possible conflict of interest, he or she shall inform the Executive Committee, but if no Executive Committee exists, then the Board of Directors, of the basis for such belief, and the Executive Committee, or Board as the case may be, shall afford the Key Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Key Person and making such further investigation as may be warranted in the circumstances, the Executive Committee, or Board as the case may be, determines that the Key Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate action, including for example, but not required or limited to, disciplinary action for employees, correction of conflict of interest forms, or liquidation of an investment.
- G. The minutes of the Board of Directors, Executive Committee, or other Board Committee shall contain --
 - i. the names of any persons who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.
 - ii. the names of the persons who were present for discussions and votes relating to the transaction, arrangement, litigation, administrative proceeding, the content of the discussion, including any alternatives to the transaction or arrangement, and a record of any votes taken in connection therewith.

Provided, however, that when such material relates to matters discussed in Executive Session and constitutes a part of such Executive Session, such material may be excluded from any publicly-available minutes of the proceedings of the Board of Directors in compliance with the West Virginia Open Governmental Proceedings Act.

- H. To ensure that the Agency operates in a manner consistent with its purposes, annual reviews shall be conducted. The annual reviews shall, at a minimum, include an analysis of whether transactions or arrangements engaged in or other actions taken by the Agency result in inurement or impermissible private benefit.
- I. [RESERVED]
- J. No Key Person shall for personal or any other person's gain deprive the Agency of any opportunity for benefit that could be construed as related to any existing or reasonably anticipated transaction or arrangement.
- K. No Key Person shall for personal or any other person's gain make use of or disclose confidential information learned as a result of his or her position with the Agency.

ARTICLE V – OFFICERS

SECTION 1: NUMBER.

The officers of the Agency shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as the Board determines appropriate, each of whom shall be elected by the Directors.

SECTION 2: ELECTION AND TERM OF OFFICE.

The officers of the Agency shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualifies.

SECTION 3: REMOVAL.

Any officer elected or appointed by the Directors may be removed by the affirmative vote of a majority of Directors.

SECTION 4: VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of Directors for the unexpired portion of the term.

SECTION 5: CHAIR.

The Chair shall be the principal executive officer of the Agency, and, subject to the control of the Directors, shall supervise and control all of the business and affairs of the Agency; provided that the Chair shall not exercise or have responsibility for any of the duties assigned to or performed by the Executive Director if a person is serving in that position. She or he shall, when present, preside at all regular and special meetings of the Board of Directors. She or he may sign, with the secretary or any other proper officer of the Agency thereunto authorized by the

Directors, any deeds, mortgages, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these By-Laws to some other officer or agent of the Agency, or shall be required by law to be otherwise signed or executed. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Directors from time to time. The Chair shall serve ex-officio on all Board Committees.

SECTION 6: VICE-CHAIR.

In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Directors.

SECTION 7: SECRETARY.

The Secretary shall: keep the minutes of the Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required; be custodian of the corporate records and of the seal of the corporation and keep a register of the post office and electronic mail addresses of each Director which shall be furnished to the Secretary by such Director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Directors. The duties of the Secretary assigned by this section may be performed directly or by a delegate of the Secretary.

SECTION 8: TREASURER.

If required by the Directors, the Treasurer shall give a bond for faithful discharge of his/her duties in such sum and with such surety or sureties as the Directors shall determine. He/she shall: have charge and custody of and be responsible for all funds and securities of the corporation; deposit all moneys in the name of the Agency in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; disburse the funds of the Agency in payment of just demands against the Agency, or as may be ordered by the Board, taking proper vouchers for such disbursements; shall render to the Directors, at the meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Agency; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The duties of the Treasurer pursuant to this section shall be subject to the right of the City of Morgantown to maintain funds contributed to the Agency or designated for Agency use in separate accounts maintained by the City for such purposes and in accordance with procedures established or followed by the City for such funds. The duties of the Treasurer assigned by this section may be performed directly or by a delegate of the Treasurer.

SECTION 9: EXECUTIVE DIRECTOR.

If employed by the Board of Directors, the Executive Director shall be the chief executive officer of the Agency, and, subject to the Board of Directors, shall have general control and management of the business and affairs of the Agency. In addition, the Executive Director shall perform such other duties as assigned by the Board of Directors. The Executive Director shall be appointed by the Board of Directors and shall serve at the will and pleasure of the Board of Directors.

Final approval of the appointment, terms of employment, removal, renewal, or non-renewal of the contract, of the Executive Director is a function of the Board of Directors and shall require an act of the Board of Directors.

In the event that the Executive Director resigns, is removed from office, is unable to discharge any of his/her duties by reason of absence or disability, or is deceased, the Board of Directors may appoint an Interim Executive Director to assume the duties and responsibilities of Executive Director until a new Executive Director is appointed by the Board of Directors.

SECTION 10: SALARIES.

None of the Officers shall receive any compensation for their services.

ARTICLE VI - COMMITTEES

SECTION 1: COMMITTEES OF DIRECTORS.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate an Executive Committee, Finance Committee, Investment Committee, Audit Committee, Resource Development Committee, Nominations and Governance Committee, and any other committees it deems necessary, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution and not in contravention of applicable law, shall have and exercise the authority of the Board of Directors in the management of the Agency; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law. The Board Chair shall appoint and present to the Board for its consideration and approval a listing of proposed committees, committee Chairs, and committee members. The Board shall pass a resolution either approving or modifying the action of the Chair.

SECTION 2: OTHER COMMITTEES.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Agency, and the Chair of the Agency shall appoint the committee members subject to Board approval. Any committee member may be removed by the Chair of the Agency, subject to Board Approval, whenever in

his/her judgment the best interests of the Agency shall be served by such removal.

SECTION 3: MISCELLANEOUS PROVISIONS.

Committees of the Board to which are delegated any of the powers of the Board, either by Board resolution or these By-Laws, shall be subject to the limitations and restrictions imposed by the West Virginia Land Reuse Agency Authorizing Act, W.Va. Code § 31E-8-825. Except as specifically provided in these By-Laws, committees including one or more non-members of the Board as committee members, however appointed, are not delegated any powers of the Board.

Each committee shall consist of two or more Directors. The authority of each committee shall be as set forth in these By-Laws or in the resolution establishing it, subject to the limitations imposed by law.

A majority of the voting Directors who are members of the committee shall constitute a quorum, and the action of a majority of the members present or in attendance telephonically or by similar electronic communications equipment at a meeting at which a quorum is present shall be the action of the committee. When any committee acts to exercise the Authority of the Board, only members physically present may be counted for purposes of establishing a quorum and only those members physically present may vote or otherwise take action.

All actions of each committee are subject to Board approval, unless otherwise specified in a resolution of the Board.

ARTICLE VII - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1: CONTRACTS.

Any contract or instrument signed shall be executed by and for the Agency if the contract or instrument is signed, including an authorized facsimile signature, by:

- (A) The chair or vice chair of the Agency; and
- (B) Either:
 - (i) The secretary or assistant secretary of the Agency; or
 - (ii) The treasurer or assistant treasurer of the Agency.

SECTION 2: LOANS.

No loans shall be contracted on behalf of the Agency and no evidence of indebtedness shall be issued in its name unless authorized by a duly noticed public resolution of the Board of Directors authorized by a majority of the membership of the board. Such authority may be general or confined to specific instances. The Board of Directors may encumber and mortgage real estate, and pledge, encumber, and mortgage stocks, bonds, and other securities and other personal property of all types, tangible and intangible, and convey any such property in trust or otherwise to secure the payment of corporate obligations.

SECTION 3: CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Agency, shall be signed by such officer or officers, agent or agents of the Agency and in such manner as shall from time to time be determined by resolution of the Directors, or as required by Article 147 of the Morgantown City Code and Chapter 31, Article 18E of the Code of the State of West Virginia, which require that any contract or instrument signed shall be executed by and for the Agency if the contract or instrument is signed, including an authorized facsimile signature, by:

- (A) The chair or vice chair of the Agency; and
- (B) Either:
 - (i) The secretary or assistant secretary of the Agency; or
 - (ii) The treasurer or assistant treasurer of the Agency.

SECTION 4: DEPOSITS.

All funds of the Agency not otherwise employed shall be deposited from time to time to the credit of the Agency in such banks, trust companies, or other depositories as the Directors may select. Investment assets shall be subject to further deposit practices in keeping with the Agency's investment policies as implemented by the Directors.

SECTION 5: TRANSFER OF INTERESTS IN REAL PROPERTY.

In accordance with West Virginia Code section 31-18E-10, this section establishes the general terms and conditions for considerations to be received by the land reuse agency for the transfer of real property and interests in real property.

The Agency shall not be required to acquire or convey interests in real property at fair market value, considering only the price a willing buyer and seller may arrive at in an arm's length transaction, but may consider other factors related to its authorized purposes in determining the appropriate consideration to dispense or receive in connection with each transaction. The factors considered in lieu of or in addition to monetary consideration may include the value of promoting open or recreational space, the expected benefit of returning property to productive use, and other factors as may be identified by the Board of Directors consistent with its authorized purposes or in the various plans of the City of Morgantown to which the Board of Directors refers for guidance in establishing its priorities in the acquisition, use, and transfer of interests in real estate. Consideration may take the form of monetary payments and secured financial obligations, covenants and conditions related to the present and future use of the property, contractual commitments of the transferee, and other forms of consideration as determined by the Board of Directors to be in the best interest of the Agency.

The proceeds of any receipts of the Agency in connection with the disposition of an interest in real property shall be distributed in the following priority, unless otherwise provided by

applicable law: to satisfy the costs and expenses of the Agency and the City of Morgantown in connection with the property transferred, then to satisfy any outstanding claims against the property – including taxes – in the priority provided by general law, then for the general use of the Agency. All proceeds received will be held by the appropriate official or agent of the Agency, and not expended, until the foregoing priority of recipients is identified, the amounts owing to each recipient determined, and distribution of proceeds authorized by the Board of Directors.

SECTION 6: PROCEDURES.

Any contract or instrument signed shall be executed by and for the Agency only if the contract or instrument is signed, including an authorized facsimile signature, by: the chair or vice chair of the Agency; and either the secretary or assistant secretary of the Agency; or the treasurer or assistant treasurer of the Agency.

ARTICLE VIII - BOOKS AND RECORDS

The Agency shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Agency may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX - FISCAL YEAR; AUDIT

The fiscal year of the Agency shall begin on the 1st day of July in each year. The fiscal year of the Agency may be fixed and may be changed from time to time by resolution of the Board of Directors.

The Agency shall annually, within one hundred twenty days after the end of the fiscal year, submit an audit of income and expenditures, together with a report of its activities for the preceding year, to the West Virginia Housing Development Fund. A duplicate copy of the audit and the report shall be filed with the governing body of the City of Morgantown and the governing body of any political subdivision which opted to participate in the Agency pursuant to an intergovernmental agreement.

ARTICLE X - ORDER AND CONDUCT OF BUSINESS.

SECTION 1: ORDER OF BUSINESS

The order of business at all meetings of the Board of Directors, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice by the secretary or assistant secretary.
3. Approval of minutes of preceding meeting.

4. Public Comment.
5. Presentations.
6. Report of Officers and/or Board of Directors.
7. Report of Committees.
8. Report of Staff.
9. Unfinished Business.
10. New Business.
11. Other Business not requiring Board action.
12. Adjournment.

SECTION 2: PARLIAMENTARY PROCEDURE.

Robert's Rules of Order, current edition, shall be the parliamentary authority for the conduct of meetings of the Board and its committees, except where a provision of law or these By-Laws conflicts with such rules, in which case the provision of law or these By-Laws shall govern.

SECTION 3: PUBLIC COMMENT.

All speakers recognized by the Chair during the public comment portion of a meeting will be limited to four minutes of time addressing the Board, unless a different time period is authorized by a majority vote of the members present at the meeting. Debate between or among members of the public and members of the Board shall not be permitted during the public comment portion of a meeting. The Board may ask questions of a speaker during the public portion when recognized by the Chair, and the time spent on such questions shall not be counted toward the speaker's allotted time.

ARTICLE XI - SEAL

The seal of the Agency shall consist of a circular die with the name of the Agency around the outer edge and the word "SEAL" in the center thereof.

ARTICLE XII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Agency under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

ARTICLE XIII- INDEMNIFICATION

The Agency shall provide indemnification and advance funds to pay for or reimburse expenses of each Director and officer of this Agency, and his/her heirs and personal representatives, who is a party to a proceeding because he or she is or was a Director or officer of the Agency, in accordance with Article 109 of the Morgantown City Code, Chapter 29, Article 12A of the Code of the State of West Virginia, and other applicable law.

ARTICLE XIV - AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of the majority of the entire membership of the Board.

ARTICLE XV - MISCELLANEOUS

The following definitions or rules of construction prevail in any use of the terms in these By-Laws unless otherwise directed:

1. A word suggesting the singular number only may be applied in a plural sense as well as the singular.
2. A word suggesting a plural number may be applied in a singular sense.
3. A word suggesting a masculine gender or a word importing a feminine gender may be applied to males or females interchangeably.

Executed this 4th day of June 2019:

Morgantown Land Reuse and Preservation Agency



By: David Satterfield

Its: Chair

And



By: Patrick Kirby

Its: Secretary

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January XX, 2021

Appalachian Holdings, LLC
Albert Wunderlich and William Mandler
370 Galloway Road
Bruceeton Mills, WV 26525

Joy & Happiness Universal, LLC
Jennifer Hastings, Mary Hastings, & Ted
Hastings
P.O. Box 246
Morgantown, WV 26507

Empire 2000, LLC
Adelheid Schaupp
233 Park Street
Morgantown, WV 26501

Darwin Johnson
P.O. Box 1403
Morgantown, WV 26507

RE: Hirshman Park Trail

Dear <insert individual name>:

The City of Morgantown Land Reuse and Preservation Agency (LRaPA) is reaching out to landowners near Hirshman Park. Hirshman Park was initially planned in the 1920's on a seven-acre parcel located between Peninsula Boulevard and White Avenue. Historic documentation indicate that this park was envisioned as having walking paths and bridges connecting East Brockway Avenue to White Avenue.

The LRaPA's Green Belt Connections Committee (Committee) has worked with the Mon Valley Green Space Coalition and West Virginia Land Trust to identify locations for trail access in limited development areas. Your collective individual properties are in a pattern that would permit for the construction of a trail to begin at the terminus of Frost Avenue in Greenmont and end at Gifford Avenue near Marilla Park. This trail and future development of Hirshman Park would be a tremendous asset and would provide the community with safe rail-trail access.

As a landowner, your participation in planning for this trail is vital. I can be reached directly at 304-XXX-XXXX or via email at David.Satterfield@mail.wvu.edu to arrange project discussions.

Thank you,

David Satterfield
Chair, Land Reuse and Preservation Agency

CC Via Email: Patrick Kirby, Green Belt Connections Committee Chair
Kim Haws, Morgantown City Manager
JoNell Strough, Mon Valley Green Space Coalition
Brent Bailey, WV Land Trust



January XX, 2021

Marshall Cohen
GP-Mountaineer, LLC
261 Old York Road, Suite 814
Jenkintown, PA 19046

RE: Dorsey Knob Trail

Dear Mr. Cohen,

The City of Morgantown Land Reuse and Preservation Agency (LRaPA) is providing coordination and leadership related to future trails throughout Morgantown. The LRaPA's Green Belt Connections Committee (GBCC) is working with Mon Valley Green Space Coalition and the West Virginia Land Trust to identify locations for trail access to Dorsey's Knob Park. This project would eventually allow for wider trail connections throughout the City of Morgantown and greater region.

Connection to Dorsey's Knob Park from other parks and trail assets in the city requires traversing property owned by GP- Mountaineer, LLC., located at 5000 Greenbag Road, commonly known as Mountaineer Mall. As a landowner, your firm's participation in planning for this trail is vital. The Agency is a unique organization established by state code and has legal tools available to alleviate concerns your firm may have with increased property utilization. Members of the LRaPA and the GBCC are available to discuss initial planning, your concerns, and common interests. I can be reached directly at 304-XXX-XXXX or via email at David.Satterfield@mail.wvu.edu to arrange for the project discussions.

Thank you,

David Satterfield
Chair, Land Reuse and Preservation Agency

CC Via Email: Patrick Kirby, Green Belt Connections Committee Chair
Kim Haws, Morgantown City Manager
JoNell Strough, Mon Valley Green Space Coalition
Brent Bailey, WV Land Trust

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LAND REUSE AND PRESERVATION AGENCY

Board Member Terms and Qualifications

UPDATED 01 JAN 2021

CURRENT BOARD MEMBER TERMS

[Section 147.02 (f)] 3-Year Staggered Terms

Current Board Members	Term End Date		
	31 DEC 2021 Original 3-Year Term	31 DEC 2022 3-Year Term	31 DEC 2023 3-Year Term
Brent Bailey			✓
Patrick Kirby			✓
Jessica McDonald	✓		
Michael Mills		✓	
Laura Rye	✓		
David Satterfield	✓		
Tim Stranko		✓	

CURRENT BOARD MEMBER QUALIFICATIONS

[Section 147.02 (c)(1)]

Board Member	Qualification Areas				
	At Least 3 must have experience in the following areas		At Least 3 must have experience in the following areas		
	A.	B.	C.	D.	E.
	Real estate transaction or financing	Development of commercial or residential property	Establishment or use of public lands	Land conservation or preservation	Development or management of program promoting access to public lands or conservation areas
Brent Bailey			✓	✓	✓
Patrick Kirby	✓	✓	✓	✓	✓
Jessica McDonald	✓			✓	
Michael Mills	✓	✓		✓	
Laura Rye	✓		✓		✓
David Satterfield	✓	✓			
Tim Stranko	✓	✓	✓	✓	

CURRENT BOARD MEMBER QUALIFICATIONS

[Section 147.02 (c)(2)]

Board Member	At least one (1) member must:	
	Yes	No
	(A) Be a resident of the City of Morgantown; (B) May not be a public official or municipal employee; and, (C) Must maintain membership with a recognized civic organization within the City of Morgantown.	
Brent Bailey	✓	
Patrick Kirby		✓
Jessica McDonald		✓
Michael Mills	✓	
Laura Rye		✓
David Satterfield		✓
Tim Stranko	✓	

CURRENT BOARD MEMBER QUALIFICATIONS

[Section 147.02 (c)(3) – majority of members must be residents of the City of Morgantown]

Board Member	City Resident	
	Yes	No
Brent Bailey	✓	
Patrick Kirby		✓
Jessica McDonald	✓	
Michael Mills	✓	
Laura Rye		✓
David Satterfield		✓
Tim Stranko	✓	

Board Member and Leadership Tracking

BOARD MEMBERS

Board Seat No.*	Board Member	Date of Original City Council Appointment	Original Term	Current Term	Filling Unexpired Term
1	Michael Mills	12/04/2018	01/01/19 – 12/31/19	01/01/20 – 12/31/22	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2	Tim Stranko	12/04/2018	01/01/19 – 12/31/19	01/01/20 – 12/31/22	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3	Brent Bailey	12/04/2018	01/01/19 – 12/31/20	01/01/19 – 12/31/23	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4	Patrick Kirby	12/04/2018	01/01/19 – 12/31/20	01/01/19 – 12/31/23	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5	Jessica McDonald	12/04/2018	01/01/19 – 12/31/21	01/01/19 – 12/31/21	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6	Laura Rye	12/04/2018	01/01/19 – 12/31/21	01/01/19 – 12/31/21	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7	David Satterfield	12/04/2018	01/01/19 – 12/31/21	01/01/19 – 12/31/21	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

* "Seat No." is assigned only for the purpose of tracking the filling of a vacancy with an unexpired term. Number assignment was based on the 1-, 2-, or 3-year period of the original board member's term alphabetically.

ELECTED LEADERSHIP

	2019	2020	2021	2022	2023	2024
Chair	David Satterfield	David Satterfield	TBD			
Vice-Chair	Jessica McDonald	Jessica McDonald	TBD			
Secretary	Patrick Kirby	Patrick Kirby	TBD			
Treasurer	Laura Rye	Laura Rye	TBD			