

**McCLELLAN DEVELOPMENT AUTHORITY (MDA)
BOARD OF DIRECTORS MEETING
MINUTES
3:00 p.m.
Tuesday, September 4, 2018**

BOARD MEMBERS IN ATTENDANCE:

PRESENT: Aaron Acker, Pokey Brimer, Willie Duncan, Jim McClellan, Sonny McMahan, Bill Robison, and Phil Webb

ABSENT: Freeman Fite, Brondon Collins, Tim Garner, Eric Stringer

Quorum present: Yes

MDA Staff Present: Robin Scott, Van Roberts, and Jason Odom

Meeting called to order at 3:00 PM by Phil Webb, Chairman.

APPROVAL OF MINUTES:

MOTION to approve the minutes for the Called Board Meeting held August 10, 2018 was made, seconded, and unanimously passed.

UNFINISHED BUSINESS: Xtreme Contract Status

MDA Counsel updated the Board members on communications with Mr. Landon Ash and his attorney since his official written notification to them on July 16, 2018 concerning lease payments and lease renewal. Following a general discussion, it was determined that an executive session would be in order and Counsel confirmed that such a session is authorized under the Open Meetings Act.

MOTION to convene an executive session to further discuss legal issues at the end of the business currently on the agenda was made, seconded, and passed.

Record of Votes: Aaron Acker – yes; Pokey Brimer – yes; Willie Duncan – yes; Jim McClellan – yes; Sonny McMahan – yes; Bill Robison – yes; and Phil Webb – yes.

REPORTS

Horse Trails Update: Mr. Robison

Mr. Robison updated the Board on two Ad Hoc Committee meetings that were held with representatives of the Back Country Horsemen Association concerning the draft lease that was presented to the Board in a previous meeting. Mr. Robison characterized the meetings as cordial and productive with points raised on both sides. Of note, it was agreed that a specified area around Yahoo Lake would be designated a “Common Area” and specific terms on its use would be added to the lease agreement. There were other minor issues with specific details in the lease

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and the Committee decided to have both sides detail any proposed changes to their respective attorneys and then permit the attorneys to finalize the document for MDA and BCHA review and approval. Mr. Robison also mentioned that members of the Committee visited the Yahoo Lake site prior to one of their meetings.

Bike Trails Project Update: Mr. Fite

Mr. Fite was unable to attend this meeting so this update was tabled and will be presented at the September 26th meeting.

Water Tank Project:

The Executive Director noted that there were no additional updates to grant application effort by the City other than informal discussion with EDA that they would likely not approve the City's grant request because there were no specific job increases tied to the project.

NEW BUSINESS:

Soil Relocation on Reilly Airfield:

Executive Director briefed the Board that, due to the rerouting of the IMR II Road Project, it was necessary to relocate approximately 36,000 cubic yards of stockpiled soil out of the proposed path of the new road. Four contractors submitted proposals for the project:

- Holmes II Excavation, Inc. \$144,900
- Jerry Doss Construction, Inc. \$145,000
- Anniston Concrete Co., Inc. \$172,222
- Westbrook Services LLC \$193,200

***MOTION** to accept proposal from Holmes II, Inc. to relocate soil, as presented, for a price not to exceed \$144,900 was made, seconded, and unanimously passed.*

Proposal to rejoin the Calhoun County Chamber of Commerce: Chairman

The Chairman proposed that the Board reconsider membership with the Chamber as part of continuing community outreach and maintaining relations with other local businesses.

***MOTION** to approve funding for membership with the Calhoun County Chamber of Commerce, effective October 1, 2018 was made, seconded, and unanimously passed.*

Legal Counsel Contract for FY19: Chairman

The Chairman asked Legal Counsel to reiterate for the Board his proposed contract terms for FY19. The basic terms are as follows:

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- Reduction in annual salary to \$60,000 as retainer for any MDA related legal actions
- Continue current rate of \$150/hr. for all ESCA related legal actions
- Charge a rate of \$75/hr. for all ESCA related administration and oversight activities that the Board wanted him to consider taking over upon the departure of the Executive Director

Following this recap there was a general discussion as to the future scope of legal activities since the MDA was working towards winding down at some to be determined future date. Following this discussion, the Board elected to accept Legal Counsel's terms for six months with a reevaluation in April 2019.

MOTION to approve funding for Legal Counsel Services at the salary and hourly rates, as presented, for six months with a further evaluation in April 2019 was made, seconded, and unanimously passed.

Staff employment agreements: Treasurer

The Treasurer proposed that the two ground crew employees' hourly rates be adjusted to \$15/hr. for FY19. He also recommended that the Grounds Supervisor base salary be increased by 10%. The Treasurer explained that, with the departure of the Executive Director and Executive Assistant, the Grounds Supervisor scope of work has already and will continue to increase. In addition, he will be the "corporate knowledge" for MDA operations and a valuable resource for the new MDA Administrator.

MOTION to both increase ground crew employees' hourly rate to 15/hr. and Ground Supervisors base salary by 10%, effective October 1, 2018, was made, seconded, and unanimously passed.

FY18 Audit Proposal: Treasurer

Treasurer presented a proposal from Kemp and Associates to conduct the FY18 MDA Operations and ESCA Program audits for FY18. Kemp and Associates have been conducting audits for MDA since 2011. Following a general discussion about the audit process and potential of maybe looking into other auditors, Chairman, with the consensus of the Board, directed the Treasurer to negotiate pricing and authorized him to finalize a price with Kemp and Associates without further Board approval.

FY 19 Projects Discussion:

Due to time constraints, the Board elected to table this discussion to a later time.

Executive Session

MOTION to convene in Executive Session for the purpose of discussing legal matters with MDA counsel (See attached Legal Counsel Opinion) was made, seconded, and passed.

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Estimated Time: one hour

RECONVENE:

ADJOURNMENT:

MOTION to adjourn was made, seconded, and unanimously passed.

Meeting adjourned at 5:45 p.m.

Minutes submitted by Robin Scott

Approved: 
~~Chairman~~ Vice-Chairman

Date: 26 Sep 18

Approved: 
Board Secretary

Date: 26 Sep 18

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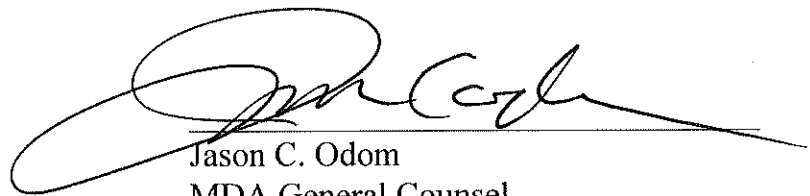
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McClellan Development Authority (MDA)
Board of Directors
4975 Bains Gap Road
Anniston, AL 36205

SUBJECT: Opinion on Applicability of Executive Session

This letter shall serve to certify that I have reviewed the matter on which the MDA Board is currently considering convening an executive session. Said executive session is necessary for the Board to discuss with their attorney the legal ramifications of and legal opinions for pending litigation, controversies not yet being litigated but imminently likely to be litigated or imminently likely to be litigated if the Board pursues a particular course of action. In my legal opinion, this matter is appropriate for executive session pursuant to §36-25A-7(a)(3), Code of Alabama (1975).

Pursuant to §36-25A-7(a)(3), a copy of this letter will be attached to the approved minutes of the Board of Directors wherein the Board considers a motion to convene an executive session to discuss this matter with counsel.



Jason C. Odom
MDA General Counsel
Alabama Bar #ASB-6391-N650