



# Development Authority of Dawson County



## Meeting Minutes Development Authority Regular & Annual Meeting January 31, 2017

**Location:** Etowah Water & Sewer Authority Conference Room, Dawsonville, GA.

**Attendees:** Sherry Weeks – Chair, Pete Hill – Vice Chair, Brian Sticker - Secretary, Mike Ball – Treasurer, Dan Tennant, Charlie Auvermann - Executive Director, Mary Simmons – Director of Operations, Christie Haynes – ex-officio, Doris Cook, ex-officio.

**Guests:** Chris Gaines – Dawson County Board of Commissioners, Steve Melching, Chamber of Commerce, Allie Dean – Dawson County News, Bill Johnson – FetchYourNews Service.

**1. Call to Order** – Call to Order at 9:45 AM by the Chair.

**2. Announcements** – none –

**3. Approval of the Quorum & Attendance** – The Chair requested a motion that the board members were in attendance, that a quorum was reached and the meeting was being held in the duly advertised location.

Motion by Pete Hill – to accept the sign-in sheet as presented, acknowledge that there were 5 of 7 board members in attendance and the location was as stated on the official notice of the meeting. Second by Dan Tennant. No further discussion. Passed 5-0. Weeks, Sticker, Tennant, Ball and Hill in favor. None opposed.

**4. Execution of Oath of Office & Confidentiality Forms** – the Executive Director asked that the board members review the annual Oath of Office form and listing of Conflict of Interest/Confidentiality forms distributed at the start of the meeting and to execute same then provide those to Mary Simmons. No motions were made.

**5. Approval of the Agenda** – The Chair requested a motion on the meeting agenda as previously provided to the Board electronically. Hard copies of the agenda were available at the meeting.

Motion by Dan Tennant – to accept the agenda for the January 31, 2017 regular meeting as presented. Second by Pete Hill. No further discussion. Passed 5-0. Weeks, Sticker, Tennant, Ball and Hill in favor. None opposed.

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**6. Approval of the Minutes** – The Chair opened the floor for discussion of the regular meeting minutes of November 15, 2016 as previously provided to the Board electronically with hard copies available at the meeting.

Motion by Pete Hill - to accept the DADC Regular Meeting minutes from November 15, 2016 as presented. Second by Dan Tennant. No further discussion. Passed 5-0. Weeks, Sticker, Tennant, Ball and Hill in favor. None opposed.

**7. Financial Report** – The Chair opened the floor for discussion of the December 31, 2016 financial reports as previously provided electronically to the members with hard copies available at the meeting. The Chair asked Mike Ball Treasurer to present any findings from his review of the financial documents. Discussion on the Board.

Motion by Mike Ball - to accept the DADC December 31, 2016 Financial Reports as presented. Second by Dan Tennant. No further discussion. Passed 5-0. Weeks, Sticker, Tennant, Ball and Hill in favor. None opposed.

Copies of the financial reports are included as attachments to these minutes on file.

### **8. Old Business -**

- A. **Modifications of the DADC By-laws** – The Chair asked the Executive Director to again review the changes suggested in the draft of the by-laws as originally presented at the September 27, 2016 meeting and then tabled at the November 15, 2016 meeting. Copies of the draft revised by-laws were electronically provided to the full board prior to the September 27, 2016 meeting with hard copies also available; as provided at the November 15, 2016 meeting and; as provided at the January 31, 2017 meeting. Discussion on the Board. The Executive Director stated that the DADC has been in full compliance with all state regulations and that all of the changes to the by-laws reflect detailed updates in accordance with changes to the State O.C.G.A. codes, and that the draft had been fully vetted by legal counsel.

Motion by Brain Sticker to accept the draft revised by-laws as presented and to place those as the binding By-Laws for the DADC. Second by Mike Ball. Discussion on the Board. Passed 5-0. Weeks, Sticker, Tennant, Ball and Hill in favor. None opposed.

Copies of the revised By-Laws are included as attachments to these minutes on file and will be submitted to the Georgia Department of Community Affairs as required.

- B. **2017 Budget** – The Chair asked the Executive Director to present the 2017 budget as revised following from the tabling of same at the November 15, 2016 meeting. Copies of the 2017 budget were provided electronically prior to the meeting with hard copies available at the meeting. Discussion on the Board. The Chair asked Christie Haynes to make a presentation on the various sponsorship options open to the DADC for 2017. Discussion on the Board.

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The Executive Director responded to questions on projects and communications efforts, Discussion on the Board. The Executive Director responded to questions about future longevity beyond 2017. Discussion on the Board. The Executive Director responded to questions about future bond financing efforts. Discussion on the Board. The Executive Director responded to questions about future financing streams. Discussion on the Board.

Motion by Mike Ball to accept the 2017 budget as presented. Second by Dan Tennant. Discussion on the Board. Passed 5-0. Weeks, Sticker, Tennant, Ball and Hill in favor. None opposed.

Copies of the 2017 Budget are included as attachments to these minutes on file.

No further Old Business was brought before the Board during the January Regular Meeting.

### **9. New Business –**

#### **A. Nominations/Election 2017 Slate of Officers**

The Chair advised that the By-laws of the DADC As Approved required that the new Chair, Vice-Chair and slate of officers needed to be nominated for 2017 on or before the Annual Meeting and be considered for a formal vote at the Annual Meeting. Discussion on the Board. The Chair opened the floor for motions to consider the nominations for the 2017 Chair, Vice Chair, Secretary and Treasurer. Discussion on the Board.

Motion by Pete Hill – to nominate Sherry Weeks as the 2017 Chair and to so note in the minutes that the Board was aware of the term limits within Article IV, Section 2 of the By-laws of the DADC as approved and said Section notwithstanding, the nomination is placed because of the experience and willingness of Sherry Weeks to continue as the current Chair. Second by Brian Sticker. For the purposes of the vote Sherry Weeks recused herself. No further discussion. Passed 4-0-1. Sticker, Hill, Tennant, and Ball in favor. None opposed. Weeks recused.

Motion by Mike Ball – to nominate Brian Sticker as the 2017 Vice Chair and that by accepting the Vice-Chair position would in accordance with the By-Laws of the DADC As Approved ascend to the Chair at the January 2018. Second by Dan Tennant. For purposes of the vote Brian Sticker recused himself. Passed 4-0-1. Weeks, Hill, Tennant, and Ball in favor. None opposed. Sticker recused.

Motion by Mike Ball – to nominate Pete Hill as the 2017 Secretary. Second by Brian Sticker. For the purposes of the vote Pete Hill recused himself. No further discussion. Passed 4-0-1. Weeks, Sticker, Tennant, and Ball in favor. None opposed. Hill recused.

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Motion by Dan Tennant – to nominate Mike Ball as the 2017 Treasurer and to so note in the minutes that the Board was aware of the term limits within Article IV, Section 2 of the By-laws of the DADC as approved and said Section notwithstanding, the nomination is placed because of the experience and willingness of Mike Ball to continue as the current Treasurer. Second by Brian Sticker. For the purposes of the vote Mike Ball recused himself. No further discussion. Passed 4-0-1. Weeks, Sticker Tennant and Hill in favor. None opposed. Ball recused.

#### **B. 2017 Board Meeting Dates –**

The Chair opened the floor to discuss the proposed 2017 regular meeting dates as recommended by staff and provided to the board electronically with hard copies at the meeting.

Motion by Brian Sticker – to accept the 2017 regular meeting dates as presented. Second by Mike Ball. No further discussion. Passed 5-0. Weeks, Hill, Sticker, Tennant and Ball in favor. None opposed.

A copy of the approved 2017 meeting dates is attached to these minutes on file.

#### **C. 2017 Accountant/Payroll Confirmation –**

The Executive Director provided a brief update on the 2016 accounting and financial services. The Chair opened the floor to consider motions for said services in 2017. Discussion on the Board.

Motion by Mike Ball – to continue to utilize the services of K.C. Fuller & Associates of Dawson County in 2017 for accounting and payroll services. Second by Dan Tennant. No further discussion. Passed 5-0. Weeks, Hill, Sticker, Tennant and Ball in favor. None opposed.

#### **D. 2017 Banking Firm Confirmation –** The Executive Director and the Director of Operations provided a brief update on the 2016 banking accounts and financial services. The Chair opened the floor to consider motions for said services in 2017. Discussion on the Board.

Motion by Dan Tennant – to continue to utilize the services of United Community Bank of Dawson County in 2017 for banking, checking and other general financial services. Second by Mike Ball. No further discussion. Passed 5-0. Weeks, Hill, Sticker, Tennant and Ball in favor. None opposed.

#### **E. 2016 Audit Firm Confirmation –** The Executive Director provided a brief update on the pending 2016 audit requirements and the need to approve an auditor for that effort. Discussion on the Board. The Executive Director responded to questions on the firm being used by County Government.

Motion by Brian Sticker – to use the services of Rushton and Company for the 2016 Audit based on the letter of engagement presented by said firm. Second by Mike Ball. No further discussion. Passed 5-0. Weeks, Hill, Sticker, Tennant and Ball in favor. None opposed.

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- F. **2017 Work Session** – The Executive Director gave a brief presentation of his intentions for the 2017 annual work session set for March 28, 2017. Discussion on the Board. No motions were made.
- G. **2016/2017 State of Georgia Registrations** – The Executive Director provided a brief report on the registration process mandated by the Dept. of Accounts and Audit for immigration and auditing reporting in 2016 and for the federal and state requirements for 2017. Discussion on the Board. No motions were made.

No further New Business was brought before the Board during the January Regular Meeting.

### **10. Ex-Officio Reports**

- A. **EWSA** – Brooke Anderson was absent. No report was provided. No motions were made.
- B. **School Board** – Doris Cook provided an update on School System activities. No motions were made.
- C. **Chamber of Commerce** – Christie Haynes provided an update on Chamber activities. No motions were made.
- D. **County Government** – Commission Chair Billy Thurmond was absent. No report was provided. No motions were made. The Chair recognized District 2 Commissioner Chris Gaines who provided un-official comments. No motions were made.

### **11. Executive Director's Report**

The Executive Director provided additional information from his submitted report. Discussion on the Board. No motions were made.

No further business was brought before the Board for the January Regular and Annual Meeting.

### **12. Closed Executive Session**

The Chair made a request to enter into closed session for the purposes of personnel discussion.

A formal motion was read by Brian Sticker – to enter into closed session for the purpose so stated on the formal motion document; that being personnel discussion. Second by Pete Hill. No further discussion. Passed 5-0. Weeks, Sticker, Tennant, Ball and Hill in favor. None opposed.

Joining the Board in the closed session at their request was the Director of Operations. The Executive Director was asked to recuse from the meeting and left the room.

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A copy of the formal motion document, resolution and the affidavit for the closed session are attached to these minutes on file.

The Board of Directors entered into closed session at 11:20 AM.

Motion by Pete Hill – to conclude the closed session and return to the regular open meeting. Second by Mike Ball. No further discussion. Passed 5-0. Hill, Sticker, Ball, Tennant and Weeks in favor. None opposed.

The Board of Directors regular meeting resumed at 12:50 P.M.

A directive was given to the Director of Operations to draft a 2017 employment contract for the Executive Director that would be executed individually by the full board for the due consideration of the Executive Director. No further discussion. No motions were made.

### **13. Adjourn**

The Chair opened the floor to entertain a motion for adjournment.

Motion by Pete Hill – to adjourn the January 31, 2017 regular and annual meeting. Second by Mike Ball. No further discussion. Passed 5-0. Weeks, Hill, Sticker, Tennant and Ball in favor. None opposed.

Meeting was adjourned at 12:55 P.M.

**Attachments to these minutes on file:** Meeting attendance sign-in sheet, Financial Reports from December 31, 2016, the 2017 Meeting Schedule, the closed session formal motion, resolution and affidavit; the revised DADC By-Laws as approved January 31, 2017 and the 2017 Budget as approved.

Respectfully submitted by Charlie Auvermann and Mary Simmons