

**DUE TO COVID-19 - TELECONFERENCE MEETING MINUTES OF THE
BARBERTON-NORTON MOSQUITO ABATEMENT DISTRICT
JOINT BOARD OF DIRECTOR'S / APPRAISER'S AND
DISTRICT ADVISORY COUNCIL**

** Note – These minutes are not transcribed verbatim **

*Due to dialing in for the Teleconference – meeting has been recorded and the MP3 recording is on file in the
MAD Office*

December 10, 2020

To stay in compliance with social distancing requirement pertaining to COVID-19 the joint meeting of the Barberton-Norton Mosquito Abatement District (MAD) was held by Teleconference on Thursday, December 10, 2020 and called to order at 6:00 PM by Kimberly Trenary, President. Those answering roll call: Bill Braman, Steve Despot, Karen Miller, Denise Mullins, and Kimberly Trenary. Also in attendance: Harry Ciccolini (BOA), Dale Sungy (BOA), Brian Griffith, Treasurer/ Fiscal Officer, Andy Dobben, Operations Manager, Jill Easterling / Administrative Assistant, Attorney Rebecca Sremack, Attorney Sal Puglisi, Emeritus and Shaun Jaber (DAC)
Absent: Shannon McNulty (DAC)

MINUTES –

Denise Mullins made the motion and seconded by Bill Braman to approve the minutes as recorded of the 10-8-2020 Teleconference meeting as recorded:

Roll Call: Yeas: Braman, Despot, Miller, Mullins, Trenary
 Nays: None

Motion carried

COMMUNICATIONS - Ms. Trenary had nothing to share at this time

REPORTS –

A. **President (Trenary)** - Request to move her report to New Business between items D & E

B. **Treasurer / Fiscal Officer (Griffith)** -

- Reports submitted that are on the agenda

C. **Operations Manager (Dobben)** -

- Annual report questions. Deadline? Who is it turned in to and by whom? Need final Detail Trial Balance for December to finalize.

Atty. Puglisi responded that Brian Griffith completes the Annual Report and gives in a PDF format. It is filed as a PDF file with the Common Pleas Court – Clerk of Courts with the original case. There is no cost for filing. Make the report available for Atty. Sremack and she will handle the filing.

Brian Griffith responded that he does not prepare the Annual Report – he provides the December Trial Balance only and Russ Shilling compiled the report. This will now fall to Andy. Look back in previous years for guidance on what is included.

- Crew was in for Christmas get together and figure things out for next year.

OLD BUSINESS- Nothing at this time

NEW BUSINESS-

A. Approve October and November 2020 Detail Trial Balance

Motion by Karen Miller and seconded by Steve Despot:
"To approve October and November 2020 Detailed Trial Balance."

Roll Call: Yeas: Braman, Despot, Miller, Mullins, Trenary
Nays: None Motion carried

B. Approve October and November 2020 Bank to Book Reconciliation

Motion by Bill Braman and seconded by Denise Mullins:
"To approve October and November 2020 Bank to Book Reconciliations."

Roll Call: Yeas: Despot, Miller, Mullins, Trenary, Braman
Nays: None Motion carried

C. Regulation #8-2020 (Authorizing Advance of Local Taxes)

Motion by Karen Miller and seconded by Steve Despot:
"To approve Regulation #8-2020 – Authorizing Advance of Local Taxes."

Roll Call: Yeas: Mullins, Trenary, Braman, Despot, Miller
Nays: None Motion carried

D. 2020 Budget Amendment #1 review

Brian reviewed the budget.

Karen Miller presented a question regarding watching our spending going into 2021?
Brian indicated no, we are in a good position. We won't be spending as much as indicated in the budget.

Dale Sungy (BOA) inquired about the substantial amount in reserve – can we have too much?
Brian indicated that the surplus may seem like a lot to us, but we are in a good position. We will be able to purchase new trucks next year rather than incur a debt.

** Kim Trenary requested that Jill provide Regulation #14-2008 for the Board members to review.

E. Regulation #9-2020 (Revised 2020 Budget Amendment #1)

Motion by Bill Braman and seconded by Karen Miller:
"To approve Regulation #9-2020 – Approving the Revised 2020 Budget Amendment #1."

Roll Call: Yeas: Miller, Mullins, Trenary, Braman, Despot
Nays: None Motion carried

REPORTS – (Continued)

A. President (Trenary) -

**** Kim Trenary requested that Jill provide Regulation #14-2008 for the Board members to review.**

Kim Trenary asked Steve Despot to explain his position on requesting from DAC the proposal for removing board directors.

Steve Despot feels there needs to be clarification of what is fully explained in the by-laws – Option #1 – regarding Removal of Directors. Steve asked Kim if she wanted him to go farther than that or what exactly she wanted him to explain – could she clarify.

Kim responded that this pertains to the letter that Brian Deenihan / Clarke Mosquito sent to the MAD board members recommending Kim be appointed the Operations Manager. The board feels very adamantly that this was inappropriate of Brian and wrong for him to do and have asked Kim to step down as President. The board gave her ten (10) days to consider the request, and after considering she has declined to step down as MAD President. Kim referenced the by-laws, Regulation #14-2008 and minutes from 1/29/2015 that states she does not have to step down there are other ways to handle the situation. Now, with having these two proposals, they want to have her physically removed as MAD President. Kim indicated to the board and Andy Dobben that she would be on vacation and since Andy did not have his pest operators license MAD could not operate, and while she was on vacation got word that the mosquito trucks were out working. Kim cut her vacation short and advised Atty. Sremack. Per Kim, Steve Despot was upset due to the fact that she did not advise the Andy Dobben she was back in town so MAD could continue operating. Kim admitted and apologized to not informing Andy. Now all board members are trying to force her to step down. Kim referenced the minutes of 1/29/2015. Kim is requesting the board recommend a new President and Vice President (neither of which are currently officers) now and then every two years. A new President and Vice President would begin 1/1/2021 and go through 12/31/2022.

Karen Miller (MAD Vice President) stopped Kim and is asking Jill Easterling to go back through the minutes to show this was something voted on two (2) years ago and the terms would end in 2021. Kim stated she went back through the minutes and the only thing she found was from 2015. Karen believes this was again addressed and voted on in 2019. Jill verified she is to review 2019 minutes – confirmed by Karen Miller.

Kim Trenary asked to open nominations for a new President and Vice President. Karen stopped Kim stating she did not have the authority until the minutes are verified and the terms are verified. Kim again referenced the minutes of 1/29/2015. Karen asked for the other board members opinions on how to proceed.

Bill Braman asked to see the minutes before a decision is made.

Steve Despot wanted to present four (4) points to the board in Executive Session and doesn't feel they should be brought up out of Executive Session and would like legal counsel on those issues and if they can be discussed in regular session now. Atty. Sremack stated that Executive Session is specifically that and the contents are not to be discussed in regular session. Shaun Jaber (DAC) questioned Steve Despot if there is an underlying personal issue between him and Kim – Steve responded these were some concerns that arose and presented them to the board – no there is no personal issue. Shaun stated sometimes there are personal issues and asked Steve to state for the record that is not the case; Steve said there are no personal issues for the record. Shaun thanked Steve for his answer.

Atty. Sremack stated she drafted the two (2) proposals for review because there didn't seem to be anything in the by-laws that addressed the circumstance of removing a director or an office holder. Atty. Sremack is asking for the options to be considered for amending the by-laws rather than putting these as a Policy and Procedures. Recommend a motion be made to accept one of the proposals.

Kim Trenary asked if anyone else had any concerns. Karen Miller stated this is a good move so that if anything happens in the future we have things set in place and in writing because as an organization continues to evolve, there are things that will always come up, and that is the reason why we do things like this.

Kim Trenary asked that at the next board meeting that a Regulation drafted that any further appointments from here on out; rather they be legal or Executive Director that an ad be placed in the paper as we do for our crew for these positions so we are abiding by the law. This will give everyone the chance to apply for these positions.

Karen Miller asked what positions Kim is referencing – Kim stated the Legal Counsel and Operations Manager. These were recommendations and no ad was placed. Bill Braman asked for comments from our Legal Counsel before agreeing to prepare a Regulation. Atty. Sremack looked into the matter and there is no legal requirement that every position needs to be advertised. That being said, if the board would like something to vote on, she can prepare a proposal. Atty. Sremack also wants to push back to the concept that the board has done anything that wasn't to the letter of the law – I believe that is incorrect based on her research.

Atty. Puglisi, Emeritus stated that putting a stipulation on nominating a new President and Vice President every two years and it cannot be the same individuals holding the position is very limiting when you only have five (5) board members.

Kim Trenary also proposes that when you are nominating a new President and Vice President, that it be someone new every two (2) years. That's not saying that in two (2) years that Kim or Karen could not hold those positions again. It is to give all of the board members the chance to hold the position. Atty. Puglisi, Emeritus stated that when the issue came up in 2019, none of the board members wanted to change who held the position of President and Vice President.

Atty. Puglisi, Emeritus stated that he is retired as the MAD Legal Counsel and all matters will go through Atty. Sremack.

Kim Trenary stated that the lease for the mosquito office is up in 2021. Board needs to decide if we are going to continue to lease or outright buy the building. Recommend appointing two board members to meet with Scott Wagner from BCDC to discuss. Dale Sungy and Harry Ciccolini do the appraisal of the building. Currently the value of the building alone today is \$210,270; land is valued at \$51,180; taxes were \$6,047.24

Atty. Puglisi, Emeritus stated that Atty. Sremack along with BCDC's Attorney should do the negotiations. If a meeting is needed, Atty. Sremack should reach out to Scott Wagner and set something up.

Karen Miller stated we don't have any new figures for a lease agreement or a purchase price if BCDC wants to sell. We need this information before we can even proceed. Karen feels that a board member and Andy Dobben / Operations Manager should be involved once the board decides how they want to proceed.

Harry Ciccolini (BOA) asked if there is a clause in the current lease if a percentage of our rent can go towards the purchase price. If a new lease is prepared can this clause be negotiated and added that the rent be applied toward the purchase price. There probably is not a big demand on this building and may be a good bargaining standing point. Kim will go to the office and get a copy of the lease and send to the board members to be discussed at the February meeting. Karen Miller would like Atty. Sremack to reach out to Scott Wagner and get current costs on purchase / lease. Atty. Puglisi, Emeritus can reach out at no cost to Scott Wagner to get this information. Kim also suggested that the appraisers look at what type of maintenance will be needed on the building: Roof replacement, flooring or walls, etc.

Dale Sungy (BOA) wanted to emphasize that they as appraisers are not building inspectors. They take a look at what is apparent and that is different than inspection. Karen stated they need updated costs and to have a certified inspector look at the building for any issues.

Brian Griffith believes the lease has extended terms and that we have the ability to extend the lease agreement up to five (5) additional terms of three (3) years – total of 15 years. Kim asked if that is at the current rates. Brian did not remember if after 2021 there a dollar amount was indicated, believes there is a notification period where you have to notify BCDC that you want to extend the lease. BCDC is currently responsible for the maintenance costs of the building.

Steve Despot asked for an explanation of why MAD decided to lease rather than purchase our current building as this was before he became a board member. Leasing was a better way to go as our credit was not in line to purchase at that time. Kim Trenary asked Andy to come up with a five (5) year plan if this building will fit our needs. Andy will work on this – clarification on what is wanted. Bill Braman stated as far as the building, what if we get a truck that doesn't fit, or in five (5) years would we have another crew and be operating out of the building, can it maintain two (2) crews. Same as for purchasing new trucks – what will be needed.

Steve Despot asked what if Barberton or Norton would pull out of the District in the future– how would that affect MAD? Court would have to determine what happens to the assets of the company.

Dale Sungy commented that Harry Ciccolini would be the appraiser to conduct the inspection of the building as this is his area of expertise. Harry provided comments on expenses for repairs and costs for the inspection. You currently have a good lease and the landlord pays for maintenance of the building which is something to consider if continuing the lease. Lease amount fits into our budget. Can revisit all of this at a later time.

Denise Mullins commented to the current fleet trucks being 13 years old – should Andy investigate doing a rotation process when purchasing new trucks to replace the old, and work with a local dealership. Brian stated we are a state term pricing and we don't have to negotiate prices. All dealerships have a state term pricing. Kim stated we purchased the current trucks through Ganley Ford.

Kim Trenary asked Andy to update the website regarding the DAC members to remove Brian Nelsen and replace with Shannon McNulty.

Steve Despot asked for an updated directory from Jill. Jill will update and send out for review.

F & G. Drafts – Proposed Policy and Procedure #1 and #2

Atty. Sremack stated there is currently no provision in the by-laws that addresses removal of a board of director only a current officer. There are two (2) options that she has prepared as proposals for amending the by-laws.

Atty. Sremack asked for an oral motion to have them moved from being a Policy and Procedure to amending the by-laws.

Oral Motion by Karen Miller and seconded by Bill Braman:

"To change from Policy and Procedure to Amending the by-laws of the BOD."

All in favor

Nays: None

Motion carried

Discussion of Option #1 vs. #2. Atty. Sremack asked if the board wants to proceed with the two (2) options provided or if they want to introduce another option. Karen Miller stated proceed with the two (2) current option proposals. Board to give their opinion of which option to proceed with:

Steve Despot: Option #1 over Option #2 as it addresses his concerns over giving DAC voting rights to override the board. DAC should advise and appoint only not to override the board vote.

Karen Miller: Option #1

Denise Mullins: Option #2 – envision an amendment to Option #2

Bill Braman: Option #1

Kim Trenary: Abstain

Motion by Steve Despot and seconded by Karen Miller:
"To adopt Option #1 amended into the by-laws."

Roll Call: Yeas: Braman, Despot, Miller, Mullins
Nays: Trenary Motion carried

COMMENTS-

BOA's - Nothing at this time
DAC's - Nothing at this time
BOD's -

Karen Miller commented to Kim that she has always felt that the board meetings should be business and Kim accusing board members of trying to get rid of her is personal. Karen took offense to Kim's comments. First of all, there were things discussed in executive session that should have stayed in executive session that did not and she knows that now. Feel that Kim does not have the right to say they are trying to get rid of her, they acted as a business decision and gave Kim the option to step down and you chose not to. We have abided by your decision and wanted to let you know how I felt.

Kim Trenary responded, that being said and how she feels her fellow board members have treated her over the past few weeks, her decision is not to come back and be harassed and treated they way she has been. Karen asked how she has been harassed...Kim responded she was told not to do political things the way she was doing and what she does on her vacation or personal time were wrong

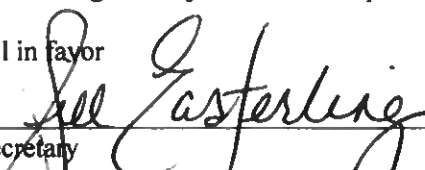
Atty. Puglisi, Emeritus, reminded the board members that they are being recorded and suggested they conclude the meeting.

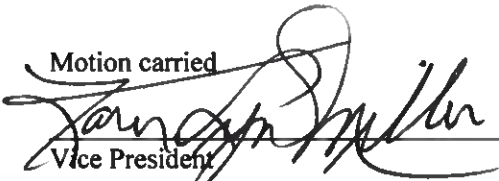
Visitors - Nothing at this time

NEXT MEETING - * Next Regular board meeting set for Thursday, February 11, 2021 @ 6:00 pm.
TBD if by Teleconference or in office.

ADJOURN

Motion to adjourn made by Bill Braman and seconded by Denise Mullins, there being no further business to discuss, the meeting was adjourned at 7:25 pm.

All in favor

Secretary
Date approved: 2-11-2021

Motion carried

Vice President

New e-mail address: mad@mosquitodistrict.com
Website: www.mosquitodistrict.com

** Minutes recorded by MP3