

Pittsburgh Land Bank – Interim Board of Directors

Meeting Minutes

June 26, 2014, 3:00 p.m., City Council Chambers

Present: Mr. Jerome Jackson; Mr. Shawn Carter; Ms. Kim Salinetto; Ms. Barbara Valaw; Mr. Lloyd Hedlund; Mr. Richard Carrington; Ms. Ronell Guy; Mr. Daniel Wood; Mr. Matthew Barron

Next Meeting: July 3, 2014, 3:00 p.m., City Council Chambers

I. Review Minutes from Last Meeting

- a. Mr. Jackson asked members to review the minutes from the June 16, 2014 meeting.
- b. Ms. Valaw made a motion to approve the minutes as presented.
 - i. Mr. Carrington seconded the motion.
 - ii. Mr. Jackson called for a vote, with the motion passing unanimously.

II. Technical Assistance Presentations

- a. Mr. Jackson reviewed that the presentations are to be only as informative to the Interim Board and he invited the other members to recommend presenters for future meetings. Ms. Salinetto stated that she would listen to the presentations in protest, as the Interim Board does not yet know their scope of work. She continued that the members cannot arbitrarily choose presenters on an individual basis rather than using some form of group vetting process. Mr. Hedlund agreed with Ms. Salinetto and recommended that there be action by the full Interim Board in order to determine presenters. Mr. Jackson said that due to time constraints the Interim Board would need to operate on two tracks to keep the process moving forward and the other members are welcome to bring forth names for technical assistance presentations. He stated that the Interim Board is not looking to choose a technical assistance provider at this point and the presentations are just informational. Ms. Valaw stated that the presentations are more about general information gathering and that Interim Board will winnow from a larger list and bring back presenters as appropriate and where the organization or person are able to meet the Interim Board's needs. Mr. Jackson reiterated that he wants to keep the process moving forward. Ms. Salinetto cited that the way the law is written regarding the timeline for the Interim Board, they have the time available to work until the Initial Board is sat and, therefore, shouldn't rush the process in the name of time. She advocated for a methodical process and not simultaneous tracks, stating that the timeframe should be extended because the 90 days is tight. Mr. Jackson said that he was only going by what's in the legislation and if time happens to be extended, that would be fine, but he is working off the 90 day timeline. Mr. Hedlund responded that there is no need for legislative action around a timeline extension due to the provision that the Interim Board remains in place until the Initial Board is seated. He is more concerned that the Interim Board maintains a good process and the procedure is more important than the 90 day timeline. Ms. Valaw asked is it was possible to have the City's Legal Department issue an opinion on the question around the Interim Board's

timeline. Mr. Chintalapalli said that he would ask the Legal Department if they are able to provide a decision for the Interim Board.

- b. Mr. Jackson restated the purpose of the presentations as informational for the Interim Board and asked the presenters to the table one at a time beginning with Ms. Irene McLaughlin.

- i. Ms. McLaughlin introduced herself to the Interim Board. She provided members with a one-page written background statement on her experience. She specifically cited her involvement during the legislative process and noted that she would be available during the month of July to provide the Interim Board with support. Ms. McLaughlin spoke about her previous experience working with the City's Land Recycling Task Force and how she is currently working in the Mon Valley with the Tri-COG (Council of Governments) on a multi-municipal land bank. She said that she understands the need for the Interim Board to have support in drafting policies and procedures and that she could help the members should they decide to adopt a limited scope for the policies and procedures and drive towards the three month timeline. Ms. McLaughlin acknowledged the legislative requirement for a public process around the adoption of any eventual policies and procedures. She cited the strength of the Interim Board as bringing together members with varied perspectives to draft those policies and procedures that would then be vetted through the public process. She, however, said that she does not have the capacity to take on the public process, though she would be able to support the Interim Board in a narrow scope of its responsibilities. She would look to help the members draw down from the state and local legislation what the Interim Board's role is and help in limiting that role.

- 1. Mr. Jackson asked if members had any questions for Ms. McLaughlin.
- 2. With there being no questions, Ms. McLaughlin finished her presentation.

- ii. Mr. Jackson asked Ms. Guy to call Mr. Mark Levin with Regional Housing Legal Services (RHLS), so that Mr. Levin could make his presentation remotely. Mr. Levin provided background information and history on RHLS, stating they have largely served as legal representation for community development corporations (CDCs) and have worked extensively in the affordable housing field. He cited their work with the City of Philadelphia in reviving vacant property policy and moving Philadelphia towards a land bank that involved working with a broad base of various coalitions. He stated that the mission of Philadelphia's land bank is to create socially viable communities – ensuring land use is consistent with neighborhood plans and utilizing land as a way to increase the opportunities for workforce development and employment and housing. Mr. Levin stated that RHLS pushed for the Philadelphia Land Bank to have a strategic plan to guide its actions and that he was now reviewing the proposed bylaws for the Philadelphia Land Bank with the expectation to be working on providing input for the eventual policies and procedures. He said that RHLS would be happy to participate in the process for the Pittsburgh Land Bank in partnership with other consultants, if needed. Mr. Carter asked Mr. Levin to repeat his presentation after the microphones went live to ensure all members heard him. After Mr. Levin restated his presentation, Ms. Guy specifically noted the work

RHLS has done helping Philadelphia's Interim Board. The members had discussion over whether the Interim Board was still in place in Philadelphia.

1. Mr. Jackson asked if members had any questions for Mr. Levin.
 2. With there being no questions, Mr. Levin finished his presentation.
- iii. Mr. Jackson asked Ms. Bethany Davidson to the table to make a presentation on behalf of the Pittsburgh Community Reinvestment Group (PCRG). Ms. Davidson provided background information on PCRG as a membership organization of CDCs. PCRG generally represents and serves their membership, but there are certain instances where their activities go beyond their membership. As examples of such instances she cited the current Vacant Property Working Group (in existence for nearly 20 years), the City's Land Recycling Task Force, their work on the Jordan Tax Service agreement with the three taxing bodies, and their work with community groups in the City to use the Treasurer's Sale as means to help revitalize their communities (and the associated interrelated relationships). Ms. Davidson told the Interim Board members that PCRG has received a \$50,000 from the foundation community to engage the public around the Pittsburgh Land Bank. The intention for these meetings is to serve as both educational for the public and to help PCRG gather information and feedback from the public. She noted that this process would ideally happen in partnership with the Interim Board, thereby helping to inform the Interim Board's work. This grant and the work it involves will go beyond PCRG's member organizations and extend to the wider public in the City. Ms. Davidson noted that PCRG was involved in crafting both the local and state legislation. She also noted the requirement in the local legislation for the Interim Board to have at least five public meetings on the Land Bank's policies and procedures and said that with their grant PCRG could conceivably double that amount of meetings to do listening sessions prior to development of the draft policies and procedures and then feedback sessions after the draft was completed. She said that PCRG would be able to provide both technical assistance and support to the Interim Board around the public engagement process.
1. Mr. Jackson asked if members had any questions for Ms. Davidson.
 2. Mr. Hedlund asked where PCRG was based. Ms. Davidson replied that their offices are located in the Hill District, but that the organization is charged with serving the City and its inner ring suburbs.
 3. With there being no additional questions, Ms. Davidson finished her presentation.

III. Defining Our Scope of Work

- a. Mr. Jackson reviewed the worksheet provided to members in advance of the meeting, stating that his hope was to use the questions on the worksheet as a means to develop a collective definition for a land bank among Interim Board members.
- b. Mr. Carrington asked if there had been a legal analysis on the Interim Board's ability or obligation to form bylaws. Mr. Jackson responded that there had not been any analysis yet. Ms. Guy said that, per the legislation, the Initial Board is to adopt bylaws. She stated that you cannot have a corporation without bylaws in Pennsylvania and the structure they provide is imperative to being successful. She read the ordinance language around the Initial Board adopting bylaws, citing the fact that not everything the Interim Board is to do is spelled out in legislation she said it was implicit that the

Interim Board to create bylaws for the Initial Board to adopt. She continued that bylaws are needed as a base in order to create the policies and procedures. Mr. Carter agreed that the Initial Board is to adopt bylaws, but he cited that bylaws are not explicitly listed in the legislation for the Interim Board to draft, only the policies and procedures. Mr. Hedlund agreed around the uncertainty in the legislation, but did not agree with Ms. Guy's implicit interpretation around the Interim Board needing to create bylaws. Ms. Valaw said that bylaws and policies and procedures are related, especially if the Interim Board would be in existence for a longer period of time. She agreed that there is a need for legal opinion. Mr. Jackson asked if bylaws are created for policies and procedures or if the reverse is true. Mr. Carter responded that the bylaws would be adopted by the Initial Board; the policies and procedures would be approved by City Council; the bylaws govern how the Land Bank Board operates; the policies and procedures govern how the organization operates. Mr. Jackson and Mr. Carter discussed the need for bylaws if the Interim Board is defining the organization and that the legislation defines what needs to go in the bylaws. Ms. Guy recommends the Interim Board seek a legal opinion. Mr. Jackson said that he would contact the City Law Department. Mr. Barron offered to facilitate the request for Mr. Jackson.

- i. Mr. Carrington asked if there was a need for members to vote before any members took action. Mr. Jackson asked if there was need for something this simple. Mr. Carrington cited the need for a vote in order to establish a process and order and to ensure transparency in that process.
- ii. Mr. Hedlund asked for clarification if the bylaws in question would be for the Interim Board or the Initial Board. Ms. Guy said she did not see the separation, as the Interim Board is the Land Bank Board right now. She continued that the Interim Board has a responsibility to do what is appropriate and agree how the Board works before any work is done because there is a lot of work to do without any structure. Mr. Carter stated that the question is not whether the bylaws are for the Initial Board, but for how the Interim Board works and that he sees benefit in having structure for the work.
- iii. Mr. Jackson clarified the two questions before the members and asked for the Interim Board to deal with Mr. Carrington's question first. Mr. Jackson then asked for a motion.
 1. Ms. Guy questioned the need for the Interim Board to adopt Robert's Rules of Order (RRO). Mr. Carter clarified that RRO ensures structure and transparency.
 2. Mr. Carrington motioned for adoption of RRO or other rules by the Interim board for their meetings.
 - a. Mr. Carter clarified that RRO requires members to vote on everything. Mr. Carrington agreed that there is a need for a set of rules to govern the Interim Board's work.
 - b. Mr. Jackson asked for clarification on the motion. Mr. Carrington stated that the motion is for the Interim Board to accept RRO as way to govern their actions. Mr. Carter seconded the motion.
 - i. Mr. Jackson called for a vote on the motion.
 - ii. The motion passed.

1. Misses Valaw and Salinetto and Messrs. Jackson, Carter, Hedlund, Carrington, Wood, and Barron voted in favor.
 2. Ms. Guy voted in opposition.
- iv. Mr. Jackson asked for a motion to address the Interim Board's need for a legal opinion. Ms. Valaw made a motion for the Interim Board to seek a legal opinion from the City Law Department on the length of the Interim Board members' appointments (i.e. 90 days v. appointments lasting until the Initial Board is sat) and on the need for the Interim Board to establish bylaws. Mr. Carrington seconded the motion.
1. Mr. Carter recommended that the Interim Board ask the Law Department to have one of its lawyers attend the future meetings so he or she would be able to address any legal questions from the Interim Board in real time. Ms. Guy expressed concerns over any agenda the Law Department might have and that she has a desire to keep the process organic and community-driven. She cited the need for the Interim Board to operate independently of government. Ms. Salinetto and Ms. Guy discussed concerns over motivations of interested parties. Ms. Guy stated her preference would be for the Interim Board to get an outside, independent attorney on a pro bono basis. Ms. Salinetto and Ms. Guy had further conversation around the motivations of interested parties and the legislative process leading up to the Land Bank. Mr. Carter stated that since the Land Bank is dealing with state and local ordinances the opinion of the City Solicitor (i.e. City Law Department) is important, and that he is personally comfortable with asking the Solicitor's office for an opinion, citing their involvement in the legislative process. Mr. Jackson noted that the motion before the members was not to ask for a lawyer at the future meetings. Mr. Hedlund agreed with Mr. Carter that sending questions to the Legal Department in a piecemeal manner is not the most effective way to proceed and advocated for having a lawyer present at future meetings. Ms. Guy cited that the Land Bank is already incorporated, and noted that outside lawyers helped during the legislative process and are available to help in this process. She stated that she is fine with asking questions of the Solicitor's office but not okay with having a lawyer from the Solicitor's office at the meetings. Mr. Jackson asked that if the Solicitor is unable to have a lawyer at the meetings, is there need to have an outside lawyer at the meetings.
 2. Ms. Valaw asked the Chair to entertain a vote on the motion before the members, and then the Interim Board could deal with the need for a lawyer at the meetings as a separate issue. She continued that if there is a need for outside counsel, then the members would have to establish a separate process around that.
 3. Mr. Carrington asked if the members should amend the motion to add a third point asking the Law Department if they could provide a lawyer to attend the Interim Board meetings. Members had conversation around whether to amend the motion. Mr. Jackson suggested to keep the

issues separate and asked the members if there was any additional discussion.

4. Mr. Jackson called for a vote on the motion, with the motion passing unanimously.
- v. Mr. Jackson asked for discussion around the Interim Board having a lawyer from the Solicitor's office at the meetings.
 1. Ms. Guy raised concerns around those providing legal services, technical assistance, consultation, etc., stating that it is important for those engaged by the Interim Board to understand the objective of the Interim Board and that those the Interim Board engages do not work for someone else. She raised the question around motivations for those parties given who is paying them.
 2. Mr. Jackson asked for further discussion. With there being none, he then called for a motion.
 - a. Mr. Carter made a motion to ask the Solicitor to have an Associate Solicitor attend the Interim Board meetings for the purpose of providing legal answers to the Interim Board, as needed. Mr. Hedlund seconded the motion.
 - i. Mr. Jackson expressed concern should the Solicitor be unable to provide a lawyer at the meetings. Mr. Carter responded that any of the other options are less convenient and cited the Interim Board's lack of funding. He suggested that the Interim Board discuss additional options at their next meeting. Mr. Jackson stated that he only posed the question so that members could work on an alternate plan if the plan with the Solicitor's office doesn't work. Ms. Guy suggested pro bono legal services in the absence of the Solicitor. She also cited the Interim Board and Land Bank's need for legal advice, long term, noting there is the potential for funding too if the Interim Board would ask for help from the philanthropic community for legal support and technical assistance. Mr. Carter recommended that members develop a list of alternate legal counsel between this meeting and the next.
 - ii. Mr. Carrington noted that the motion before the members did not have a provision for an alternate plan and they need to deal with the motion on the table.
 1. Mr. Jackson called for a vote on the motion.
 2. The motion passed.
 - a. Misses Valaw and Salinetto and Messrs. Jackson, Carter, Hedlund, Carrington, Wood, and Barron voted in favor.
 - b. Ms. Guy voted in opposition.
- vi. Mr. Jackson asked if there was a motion around developing an alternate plan. Messrs. Carter and Jackson discussed the need for a motion around developing an alternate plan. Mr. Hedlund clarified that the Chair simply asking for input from members would not require a vote. Mr. Jackson then asked members to

provide names for legal services in the event the Solicitor's office cannot. Ms. Valaw asked that members indicate if the lawyer is pro bono or needs paid when they provide any names to Mr. Jackson.

- c. Mr. Jackson returned the discussion to developing a collective definition of a land bank among Interim Board members.
 - i. Ms. Guy cited that the definition is in the legislation. Mr. Hedlund stated that he doesn't think the Interim Board has been charged with defining a land bank. Mr. Jackson clarified that he wants members to have a functional definition for the Interim Board to move forward. Ms. Salinetto cited the definition of a land bank in the state legislation, with Mr. Carter responding that the definition is legal and limited. Ms. Valaw referenced the language in the legislation, saying it is more appropriate to define what the land bank does. She stated this is partly answered in the mission of the land bank, as defined in the ordinance, and cited the language. Mr. Jackson stated that the definition in the legislation is difficult to translate to community members (i.e. lay people) and he is looking for a simplified definition for a land bank. Ms. Salinetto commented on the need to provide a definition at this point, but noted the need is clear around when the community meetings would happen. Mr. Jackson stated that either the Interim Board is going to move forward or continue to stall, and that he sees the definition as a way to help to provide a framework. Mr. Carter stated that the questions listed on the worksheet are worthwhile and will play into the development of policies and procedures.
 - ii. Mr. Jackson asked the members how they see the Interim Board being able to move forward. Ms. Guy cited the need for professional facilitation as an independent party to assist the Interim Board. Ms. Salinetto disagreed and said the Interim Board is ready to move on. Mr. Jackson disagreed and cited the lack of a collective definition. He continued that there is a need for the definition in order to ensure all the members are working towards the same goal. Mr. Carter agreed, but stated that the members would not be able to come to a definition today. He raised the need to address the questions raised by Ms. Salinetto and cited the worksheets as a means to get members to address some important issues before them. Mr. Carrington said that it is imperative to recognize the charge given to the Interim Board – to address questions left unanswered in the legislation. He continued that the members are charged with getting work done and it is part of their due diligence for members to use the time between meetings to gain knowledge and do work. Ms. Guy disagreed and cited the need for a professional facilitator to move the Interim Board through the process.
 - 1. Ms. Guy made a motion for the Interim Board to investigate hiring a professional facilitator. No member seconded the motion.
 - 2. Mr. Hedlund stated that he was okay with members using the worksheet as a way to facilitate the process. Mr. Jackson asked members to eventually move to one definition and the worksheet is a means to facilitate that process. Mr. Carter agreed with Messrs. Carrington and Jackson. He could also see the need for professional facilitation if the Interim Board continues as it has to this point, but not yet. Ms. Guy restated the need for professional facilitation.

3. Ms. Guy made a motion to adjourn the meeting. No member seconded the motion.
4. Mr. Jackson asked the members to complete the worksheet and have their answers prepared for the next meeting.

IV. Policies and Procedures Development

- a. Mr. Jackson reviewed the two handouts around policies and procedures that were provided to Interim Board members in advance of the meeting. Ms. Valaw clarified that the purpose of the handouts was to gain agreement around the policies and procedures the Interim Board is to define and not to go through each of the policies and procedures listed at this meeting. She continued that members shouldn't see the list of policies and procedures in the ordinance as exclusive. She also noted the potential need for a professional facilitator while the Interim Board is building out the policies and procedures and the need to define a core set of policies and procedures prior to building out any of the policies and procedures. Ms. Valaw stated that she was not seeking a motion, rather asking for feedback from members.
- b. Mr. Carter motioned that the Interim Board have a retreat to allow for an extended engagement at a future time that is at the convenience of the members. Mr. Barron seconded the motion.
 - i. Mr. Carter said that it was clear two hours is not enough time to make significant progress on a lot of the issues at hand. Ms. Guy stated that a retreat would be both cost effective and time effective. Mr. Carter cited the potential need for a professional facilitator for the retreat in order to maximize the time.
 - ii. Mr. Carrington asked for clarification that Interim Board would continue to work, irrespective of any retreat. Members agreed that would be the case.
 - iii. Mr. Hedlund asks for clarification around details for the retreat. Mr. Carter responds that the members will be able to work out the details among themselves. Mr. Jackson stated that retreats like this are typically day-long commitments. Messrs. Hedlund, Carter, and Wood had conversation around the scope of retreat. Ms. Guy requested that members develop a blueprint for the retreat.
 - iv. Ms. Valaw raised the issue of the Interim Board being able to pay for the retreat.
 - v. Mr. Jackson called for a vote on the motion, with the motion passing unanimously.

V. Outreach to Others

- a. In the interest of time, members suspended discussion on these items until a future meeting.

VI. New and Other Business

- a. Ms. Guy recommended that the officers make appointments with the foundation community around funding for the Interim Board. Mr. Jackson mentioned that he knew the R.K. Mellon Foundation had interest, but they wanted the chance to meet with some of the Interim Board members around how the funding would be used.
 - i. Ms. Guy made a motion to empower the Executive Committee to meet with the foundations on behalf of the Interim Board. Ms. Valaw seconded the motion.

1. Mr. Carter requested that the members withhold voting due to a lack of a Treasurer. Ms. Salinetto asked for clarification on the scope of the meetings and who would attend the meetings. In response to Mr. Carter, Ms. Valaw requested that the next meeting agenda include nominations for Treasurer and Mr. Carrington asked that the agenda also include defining the role of the Treasurer.
2. Mr. Jackson called for a vote on the motion, with the motion passing unanimously.

VII. Next Meeting

- a. Members agreed to set the next meeting for Thursday, July 3, 2014 at 3:00 p.m.

VIII. Adjournment

- a. Mr. Jackson called for a motion to adjourn.
 - i. Ms. Guy made the motion. Ms. Valaw seconded the motion.
 - ii. Meeting adjourned at 5:00 p.m.