

Lisa Snyder

From: Janelle Lyons <mlyons@cshlaw.com>
Sent: Monday, March 3, 2025 2:05 PM
To: Ryan Spitzer
Cc: Leah Strickland; Kadeelyn McGinnis
Subject: Telephone Board - Voting

Good Afternoon,

The Commission has no requirements for the Board and the entity is not separate from the Town, so it more like an oversight/advisory board verses a traditional “board of directors” for a corporate organization. So the

Town Council’s ability to organize government pursuant to NCGS § 160A-146 is what would give Council the authority to appoint the “telephone board”. See below. Per the 1977 minutes, the board is to be comprised of 8 members,

made up of the mayor and 4 town council members, and that the three other members are to be appointed by Council. Per Town Code § 32.30, passed in 1995, the Telephone Board can have no more than 9 voting members, and two non-voting members, and the two year term appointments shall be reappointed or replaced as so desired by Council.

So in my opinion, the 1977 council likely intended for the board to consist of mayor, 4 council members, and three other folks appointed by Council. Then the clarification in 1995, determined that there can be no more than 9 members.

There is no legal requirement that we have 8 members, and at this time we have 7, with Tammy and you being non-voting members. As to the ethical and appropriate question, having the only voting members of the board be the council and the mayor does appear to be “rubber-stamping” as it is the same people. However, that is how it has been. If they want the decision of the telephone board to be seen as independent, it would look more “ethical and appropriate” if the board had voting members that were not council and the mayor.

I will ask the School of Government contact for their opinion, as well. You may also have Tammy reach out to her contact that provided the opinion on the Commission approval.+

Janelle

§ 160A-146. Council to organize city government.

The council may create, change, abolish, and consolidate offices, positions, departments, boards, commissions, and agencies of the city government and generally organize and reorganize the city government in order to promote orderly and efficient administration of city affairs, subject to the following limitations:

- (1) The council may not abolish any office, position, department, board, commission, or agency established and required by law;
- (2) The council may not combine offices or confer certain duties on the same officer when such action is specifically forbidden by law;
- (3) The council may not discontinue or assign elsewhere any functions or duties assigned by law to a particular office, position, department, or agency. (1971, c. 698, s. 1.)

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From: Ryan Spitzer <rspitzer@pinevillenc.gov>
Sent: Monday, March 3, 2025 9:51 AM
To: Janelle Lyons <mlyons@cshlaw.com>
Subject: RE: Telephone Board - Voting

External sender - Questions or concerns? Ctrl+Alt+F to forward as attachment to helpdesk@cshlaw.com

Janelle:

The Mayor has asked me to get your legal opinion on if Town Council acting as the Telephone Board, without other members, is appropriate, legal, and/or ethical. I am attaching a legal opinion by another attorney written in 1997. The Mayor would also like the opinion of the School of Government.

I know the Mayor is having discussions with other Council members and would like an answer this week, prior to the next Town Council Meeting.

Thank you,
Ryan

Ryan Spitzer, ICMA-CM
Town Manager
Pineville, NC 28134
Ph: 704-889-2291

From: Janelle Lyons <mlyons@cshlaw.com>
Sent: Wednesday, February 5, 2025 3:37 PM
To: David Phillips <dphillips@pinevillenc.gov>; Amelia Stinson-Wesley <astinsonwesley@pinevillenc.gov>; Ryan Spitzer <rspitzer@pinevillenc.gov>; Ed Samaha <ESamaha@pinevillenc.gov>; Chris McDonough <cmcdonough@pinevillenc.gov>; Danielle Moore <dmoore@pinevillenc.gov>
Cc: Christopher Tucker <ctucker@pinevillenc.gov>; tvachon@pcsfiber.net
Subject: Telephone Board - Voting

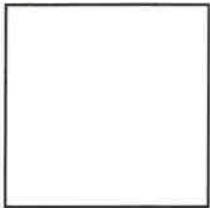
Good Afternoon,

I spoke with Ryan regarding the voting issue we discussed in the email thread Monday night. Historically, neither the Town Manager, nor Tammy, as Telecommunication Director, have voted. If Town Council desires to change that, than Town Council should hold a vote at the next meeting to determine if the appointment to the Board of the Town Manager and/or the Telecommunications Director is a voting membership, and memorialize it.

Being that Tammy has a self-interest in the decisions that are going to be made by the Board, she should not vote, in my opinion.

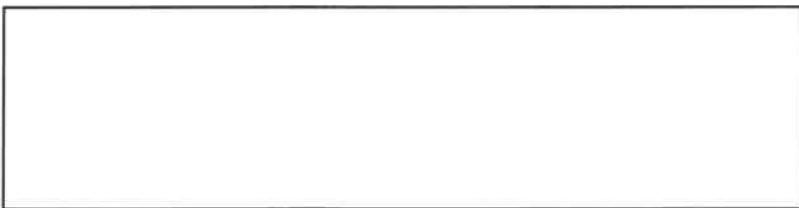
Janelle

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From: Janelle Lyons
Sent: Monday, February 3, 2025 6:28 PM
To: David Phillips <dphillips@pinevillenc.gov>; Amelia Stinson-Wesley <astinsonwesley@pinevillenc.gov>; Ryan Spitzer <rspitzer@pinevillenc.gov>; Ed Samaha <ESamaha@pinevillenc.gov>; Chris McDonough <cmcdonough@pinevillenc.gov>; Danielle Moore <dmoore@pinevillenc.gov>
Cc: Christopher Tucker <ctucker@pinevillenc.gov>; tvachon@pcsfiber.net
Subject: Telephone Board - Voting

Good Evening,

Per the 10/17/1977 council minutes and Town Code § 32.30, passed in 1995, the Mayor and Council shall make up five members of the Telephone Board.

Per the 1977 minutes, the board is to be comprised of 8 members, made up of the mayor and 4 town council members, and that the three other members are to be appointed by Council. The minutes also state that the Manager or Town Clerk shall serve as the secretary treasurer and a member of the Board. It doesn't specifically specify if any of the seats are voting seats.

Per Town Code § 32.30, passed in 1995, the Telephone Board can have **no more than** 9 voting members, and two non-voting members, and the two year term appointments shall be reappointed or replaced as so desired by Council.

Being that the Town Code states the Telephone Board makes recommendations to Council concerning the Pineville Telephone Company, I don't see a reason we could not have all members of the Telephone Board vote, as long as it is no more than 9 voting members. Neither the 1977 minutes nor the Code, require non-voting members, as it reads.

If historically only the Mayor and Council vote, and we want to change that, than I would just clarify in our minutes of the Telephone Board and at Council Meeting that the Telephone Board Members all are intended to have voting rights pursuant to their appointments by Council to the Telephone Board of Directors.

Janelle

From: David Phillips <dphillips@pinevillenc.gov>
Sent: Monday, February 3, 2025 6:01 PM
To: Amelia Stinson-Wesley <astinsonwesley@pinevillenc.gov>; Ryan Spitzer <rspitzer@pinevillenc.gov>; Ed Samaha <ESamaha@pinevillenc.gov>; Chris McDonough <cmcdonough@pinevillenc.gov>; Danielle Moore <dmoore@pinevillenc.gov>
Cc: Janelle Lyons <mlyons@cshlaw.com>; Christopher Tucker <ctucker@pinevillenc.gov>; tvachon@pcsfiber.net
Subject: Re: Telephone Board - Voting

You don't often get email from dphillips@pinevillenc.gov. [Learn why this is important](#)

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Ryan,

Thanks for sharing this information. If I'm understanding this correctly, the Telephone Board members, at least the voting members consist of the Council and myself, but not you or Tammy. With you two serving on the board along with us, why would you both not be allowed to vote as well. I'm not comfortable with the voting members of the Telephone Board being the same as Council. You and Tammy have been involved in each and every meeting that we have had and are very familiar with everything that has been discussed. I feel you two should be able to have a vote as well. If that is not possible, please provide me with the information that prevents that. I would hope Council would feel the same way. Just my thoughts and Ed is correct, I don't want us to delay the process and vote any longer than necessary.

David

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From: Amelia Stinson-Wesley <astinsonwesley@pinevillenc.gov>
Sent: Monday, February 3, 2025 4:49:39 PM
To: Ryan Spitzer <rspitzer@pinevillenc.gov>; David Phillips <dphillips@pinevillenc.gov>; Ed Samaha <ESamaha@pinevillenc.gov>; Chris McDonough <cmcdonough@pinevillenc.gov>; Danielle Moore

<dmoore@pinevillenc.gov>

Cc: Janelle Lyons <mlyons@cshlaw.com>; Christopher Tucker <ctucker@pinevillenc.gov>;
tvachon@pcsfiber.net <tvachon@pcsfiber.net>

Subject: Re: Telephone Board - Voting

Since we just appointed seven folks to the Telephone Board at the January Council meeting, do we need to revisit that action to clarify which appointments are voting members and which appointments are non-voting members? for reference, Item 3, page 10 of that packet: Board members are listed without noting who is/isn't a voting member; all other appointments to other Boards assume appointees are voting. Might not matter at all since we can reference prior minutes of Board. Wanted to be sure.



Rev. Amelia Stinson-Wesley

Pineville Town Council

astinsonwesley@pinevillenc.gov

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C: 828-403-0516

From: Ryan Spitzer <rspitzer@pinevillenc.gov>

Sent: Monday, February 3, 2025 2:25 PM

To: David Phillips <dphillips@pinevillenc.gov>; Ed Samaha <ESamaha@pinevillenc.gov>; Amelia Stinson-Wesley <astinsonwesley@pinevillenc.gov>; Chris McDonough <cmcdonough@pinevillenc.gov>; Danielle Moore <dmoore@pinevillenc.gov>

Cc: Janelle Lyons <mlyons@cshlaw.com>; Christopher Tucker <ctucker@pinevillenc.gov>;
tvachon@pcsfiber.net <tvachon@pcsfiber.net>

Subject: Telephone Board - Voting

Mayor and Council:

I spoke with Janelle this afternoon. From previous minutes and the Town Charter we determined that the Telephone Board is made up of up to 8 members with 5 of those members being the Mayor and Town Council. The other 3 would be appointed at the direction of the Mayor and Town Council. Since there has not been a vote to add any additional members the current board the 5 current members would vote to make a recommendation to the Town Council (like the Planning Board does). The Town Manager is a non-voting member of the board, and the PCS Director is not a member of the board.

What needs to happen is:

1. The Telephone Board holds a meeting and takes a vote to make a recommendation to the Town Council
2. Town Council holds a Public Hearing to take direction on the recommendation. If the majority of Town Council votes to solicit for potential buyers, staff would do this. Once those solicitations are received there would be a determination and vote on whether to proceed with the sale. Janelle is currently checking with the North Carolina Utilities Commission (NCUC) to determine if there needs to be a notification period (usually 45 days) prior to the sale. If this does need to happen it would take place after the vote to accept one of the bids and prior to the sale.

Thank you,
Ryan

Ryan Spitzer, ICMA-CM
Town Manager
Pineville, NC 28134
Ph: 704-889-2291

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