

**INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE TOWN OF FRONT ROYAL & COUNTY OF WARREN, VIRGINIA
dba ECONOMIC DEVELOPMENT AUTHORITY (EDA)**

At a regular meeting of the Board of Directors of the Industrial Development Authority of the Town of Front Royal and the County of Warren, Virginia, dba Economic Development Authority held on Friday, July 22, 2022, at 8:00 AM at the Warren County Government Center, Caucus Room, 220 N. Commerce Avenue, Front Royal, VA 22630, and streamed online.

Board Members Present: Jeff Browne (Chairman); Greg Harold; Jorie Martin; Scott Jenkins
Others Present: Joe Petty, Warren County Director of Economic Development
Others Present (online): Sharon Pandak, EDA attorney; Cheryl Cullers, Board of Supervisors; Delores Oates, Board of Supervisors; Kathleen Leidich, Assistant Town Manager
Absent: Jim Wolfe (On EDA Business)

Jeff Browne called the meeting to order at 8:01 AM

Adoption of Agenda

On a motion by Jorie Martin, seconded by Greg Harold, and by the following vote, the Board of Directors approved the agenda as amended with the additions of consideration of a resolution approving signatures on settlement documents for the conveyance to Shadchem/Shahi Foods and approval of TPOF Grant for Nature's Touch:

Browne, Aye; Harold, Aye; Jenkins, Aye; Martin, Aye

Approval of Minutes

On a motion by Jorie Martin, seconded by Greg Harold, and by the following vote, the Board of Directors approved the meeting minutes from June 24, 2022, as presented:

Browne, Aye; Harold, Aye; Jenkins, Aye; Martin, Aye

Committee Reports

Jeff Browne provided the following updates for the Executive Committee:

- Mr. Browne thanked the Board of Directors for their time expended on the ongoing legal matters, and discussed his recent presentation to the Front Royal EDA regarding EDA properties.

Jim Wolfe was absent from the meeting while attending to other EDA business. Joe Petty provided the following update regarding the Finance Committee:

- Mr. Wolfe and Mr. Petty met earlier in the week to discuss financial records, reports, and process.

Greg Harold provided the following update for the Asset Committee:

- There is ongoing interest in EDA properties, including multiple LOIs for Stephens Industrial Park.

Unfinished Business

Item 5.A. Utility Easement Request

The Town of Front Royal is requesting a utility and access easement through the EDA parcel along Kendrick Lane in order to upgrade stormwater infrastructure due to flooding that occurs currently. The Board deferred approving the easement given the short time to review the document and concerns over notice, engineering, and impact on current users. The Town will send the Right of Entry form to authorize work needed to be completed soon. Both entities will further review the deed of easement.

Item 5.B. Bylaw Revisions

Effective September 1, a new Virginia Code provision will allow electronic meetings to be held when there is no emergency. Other Bylaw revisions may be needed. Therefore, an Ad-Hoc committee will review the Bylaws for additional changes. Greg Harold and Jorie Martin will make up the Ad Hoc committee with assistance from legal counsel, Sharon Pandak.

A vote on the electronic meeting revision was tabled until the Ad Hoc committee has a chance to review the Bylaws in their entirety.

New Business

Item 6.A. Board Member Compensation & Reimbursement

Greg Harold presented a request to the Board of Supervisors to provide compensation and reimbursement for EDA business-related activities. It was noted that other jurisdictions also provide compensation for board members, as well as various Warren County boards/commissions. Compensation is appropriate because EDA members have been contributing substantial additional time to perform duties and tasks.

Scott Jenkins mentioned that the compensation may be an added incentive to attract quality Board Members.

On a motion by Greg Harold, seconded by Scott Jenkins, and by the following vote, the Board of Directors approved a resolution to request member compensation and business-related expenses from the Warren County Board of Supervisors, and to meet with the Board of Supervisors at a regularly scheduled meeting to discuss the subject and possible next steps:

Browne, Aye; Harold, Aye; Jenkins, Aye; Martin, Aye

Item 6.B. Resolution for Approval of Scheduled Loan Payments by the County

Joe Petty presented a resolution to allow Warren County to process scheduled loan payments for the next fiscal year upon receipt to avoid any delays and possible late fees.

On a motion by Jorie Martin, seconded by Greg Harold, and by the following vote, the Board of Directors approved the resolution as amended with the additions of the expiration date and that the County provide a statement to the EDA upon payment:

Browne, Aye; Harold, Aye; Jenkins, Aye; Martin, Aye

Item 6.C. Resolution to Authorize Signatures on Shadchem/Shahi Foods Purchase of 426 Baugh Drive

Jeff Browne proposed the resolution to allow the Chair and Secretary to sign closing documents for the sale of 426 Baugh Drive to Shadchem/Shahi Foods, which may occur prior to the next meeting.

On a motion by Greg Harold, seconded by Scott Jenkins, and by the following vote, the Board of Directors approved the resolution to authorize the Chair and Secretary to sign closing documents related to settlement on the sale of 426 Baugh Drive:

Browne, Aye; Harold, Aye; Jenkins, Aye; Martin, Aye

Item 6.D. Transportation Partnership Opportunity Fund

Jeff Browne presented the TPOF grant agreement to the Board. Sharon Pandak provided a legal update that also proposes an agreement with InterChange and Nature's Touch given the requirements of the TPOF grant on the EDA.

A vote on the agreement was tabled until legal counsel can provide an agreement between the EDA, InterChange, and Nature's Touch prior to signing the TPOF agreement.

Reports Continued

Joe Petty provided the following update for the Warren County Department of Economic Development

- Continuing to work with prospects on various projects.
- Working on plans regarding coordination between County department and EDA.
- Assisting the Finance Department where needed regarding the audit process.
- Working with Jim Wolfe on small business loan updates.

Closed Meeting

On a motion at 10:19 AM by Greg Harold, seconded by Scott Jenkins, and by the following vote, the Board of Directors entered into a closed meeting for the following:

- 4 matters - Discussion of disposition of publicly held real property where discussion in open meeting would adversely affect the bargaining position or negotiating strategy of the public body, Stephens Industrial Park, 1321 Happy Creek Rd, Avtex redevelopment, Happy Creek Industrial Park, and legal advice related thereto, pursuant to Va. Code §§ 2.2-3711.A.3 and 8.

Browne, Aye; Harold, Aye; Jenkins, Aye; Martin, Aye

On a motion at 10:57 AM by Greg Harold, seconded by Scott Jenkins, and by the following vote, the EDA Board of Directors certified to the best of each member's knowledge only public business matters lawfully exempted from open meeting requirements under Va. Code § 2.2-3712 of the Virginia Freedom of Information Act and only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed, or considered in the meeting by the public body:

Browne, Aye; Harold, Aye; Jenkins, Aye; Martin, Aye

Adjournment

On a motion by Jorie Martin, seconded by Greg Harold, and by unanimous vote the motion was approved.

Browne, Aye; Harold, Aye; Jenkins, Aye; Martin, Aye

Jeff Browne adjourned the meeting at 10:58 AM