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## Regular Meeting Agenda

Warren County Government Center: Caucus Room, 220 N. Commerce Ave, Front Royal, VA

December 8, 2023,

8:00 AM

### Call to Order:

Mr. Jenkins called the meeting to order at 8:04 AM with the following roll call:

Jenkins, Present; Walter, Present; Townshend, Present; MacDougall, Present; Wolfe, Present; Martin, Present.

Mr. Ashworth was not present for the roll call and arrived at 8:16 AM.

### Adoption of Agenda – Additions or Deletions:

On a motion by Ms. Martin, seconded by Mr. MacDougall, and the following vote, the agenda was adopted as amended with the removal of item 5-B (1321 Happy Creek Road Due Diligence Update) and moved to the closed session.

Jenkins, Aye; Walter, Aye; Townshend, Aye; MacDougall, Aye; Wolfe, Aye; Martin, Aye.

### Approval of Minutes –October 27, 2023:

On a motion made by Mr. Townshend, seconded by Mr. Walter, and the following vote, the Minutes were approved as presented:

Jenkins, Aye; Walter, Aye; Townshend, Aye; MacDougall, Aye; Wolfe, Abstain; Martin, Aye.

### Reports:

- **Executive Committee – Strategic Planning Friday January 12<sup>th</sup>, 2024:** Mr. Wolfe and Mr. Walter stated that a date and a plan have been decided and will be a public meeting. Mr. Petty has also reserved the Caucus room and will have a draft agenda and Mr. Walter will then draft a revised version of the strategic plan based on the documents given and will be shared prior. The first item on the agenda is a briefing to the Town and County. Mr. Jenkins asked what the expected duration is for the working session, and Mr. Walter stated that the room is booked from 8:00 AM to 12:00 PM followed by a three-hour session as necessary. Mr. Wolfe reminded the Board that there is, and has been, a strategic plan that has been modified over the last few years.
- **Asset Committee – 400 Kendrick Lane Update:** Ms. Martin stated she met with representatives from Control Pest Management to discuss mold remediation at 400 Kendrick Lane and will cost \$36K. Furthermore, prior to the work being completed, the Vapor Barrier in the basement will need to be removed as well as all of the insulation in the piping, and 2 de-humidifiers will need to be installed. Additionally, the ceiling may have to be checked for asbestos, and there are several holes in the ceiling that have caused leakage. Mr. Petty met with the roof assessor and it “failed” and said a full roof replacement will be expensive but also needed. There are options available at different scales to “band aid” the issue until funding is available to ensure there are no immediate issues.
- **Finance Committee/Budget Update – FY 25 Budget Meetings & Online Banking:** Mr. Petty stated that he had met with Mr. Jenkins and is working to get the initial budgets together to have them ready for the County and Board presentation early in 2024. Mr. Wolfe stated that he will share it with the Board members and asked for

feedback or missing items. Mr. Petty then discussed the Online Banking item regarding the loan with First Bank and Trust and has been looking to get online credentials for that specific bank account. This will be a motion to authorize the Chair and the Treasurer to have online access to First Bank and Trust in order to process payments online. Permissions could also be extended to Mr. Petty and the Finance Director. Mr. Petty explained that the payments are the same every month but the principal and interest are determined by the date on which they are paid. Mr. Wolfe suggested a yearly authorization of all payments each month for the 12 months.

On a motion by Ms. Martin, seconded by Mr. Wolfe, the Board authorized the Chair and Treasurer to authorize online payments to First Bank and Trust for the IT Federal Loan and further authorized the County to use whatever mechanism necessary to make that transfer specific to the combined loan, empowering the EDA to work with the County to designate who within the County administration to have online access.

Jenkins, Aye; Walter, Aye; Townshend, Aye; MacDougall, Aye; Ashworth, Aye; Wolfe, Aye; Martin, Aye.

- **Board Members Updates:** Mr. Walter stated that after his conversation with VDEP, he was given a couple of names and will continue to engage surrounding County's and other regional development authorities for fact finding and general conversations looking for ways forward.
- **Warren County Director of Economic Development Update:** Mr. Petty spoke about the open-door session in November for small business resources and emphasized the value that the participants got from the event. Additionally, there have been two small business loan applications but additional documents are needed from both of them in order to fully complete them. Lastly, one of the members from the Advisory Committee had to step down and asked the Board to seek out a new qualified candidate.

#### **New Business:**

- A. **Stephens Industrial Park Due Diligence Update:** Mr. Dan DiLella, and Mr. John Knott of Equus spoke to the EDA Board introduced themselves and their work on Stephens Industrial Par and their ongoing due diligence. Mr. Knott then provided a summary packet that broke down surveys, studies, potential issues, reports etc. Mr. Knott stated that the title work and surveys are particularly important because it identifies potential legal issues and then emphasized the Gas Pipeline and its associated easement. The process of the easement and the encroachment will be time consuming and will require approval. Mr. Knott then reminded the EDA that water and sewer access will need approval from the County, and from the County to the Town Council and while this is all part of the "process" this will also take time due to its many steps and complexities etc. Mr. Jenkins asked what the best estimated timeframe would be for the purchase of the property, and what can the EDA do for assistance. Mr. DiLella stated that the Due Diligence expires on the 27<sup>th</sup> but is committed to having these projects completed and during this period to uncover what issues are present and what can be committed to. He then emphasized that the gas line easement is needed in hand before the funding deposit becomes non-refundable. There is a proposed amendment that would extend the Due Diligence to March 15<sup>th</sup> to give ample time to get the easement and a further potential deadline of December 31<sup>st</sup>, 2024, to work with the Planning Department on their comments and concerns etc.
- B. **1321 Happy Creek Road Due Diligence Update (*Moved to Closed Session*):**
- C. **TPOF:** Mr. Petty stated that the EDA entered a TPOF agreement with Nature's Touch who developed the facility off Toray Drive. As part of the agreement, they got a grant for \$155K through VDOT to help reimburse them for internal required projects. Interchange reached out about getting the reimbursement completed. The process for that is the EDA would pay Interchange the reimburse them for those funds and VDOT would then reimburse the EDA. Mr. Walter stated that was not written in the agreement. Mr. Petty stated that in the call with "Misty" from VDOT is that they will pay the EDA after it's shown that Interchange has been paid. They have met their job target but have not met their Capital target. Mr. Wolfe asked for clarification of the request is that they should be paid early even though they have not met their economic targets. Ms. Pandak stated that the EDA should go back to Interchnage and tell them that the project requirements are met before they are paid. Furthermore, VDOT should be contacted for further clarity as to when payments are expected and due.

- D. 2024 Meeting Schedule:** Mr. Jenkins asked the Board if there were any travel plans or known issues with the tentative schedule. All meetings begin at 8:00 AM, the meeting in May is a week earlier, and the November and December meetings are combined.

On a motion by Mr. Wolfe, seconded by Mr. Walter, and the following vote, the EDA meeting schedule was approved as presented.

Jenkins, Aye; Walter, Aye; Townshend, Aye; MacDougall, Aye; Ashworth, Aye; Wolfe, Aye; Martin, Aye.

- E. CCAP Lease Extension:** Mr. Petty stated that CCAP has been on the premises for 16 months and has requested to stay an additional year starting January 1<sup>st</sup>, 2024.

On a motion by Mr. Townshend, seconded by Ms. Martin, and the following vote, the Board approved the CCAP lease extension for one year beginning on January 1<sup>st</sup>, 2024.

Jenkins, Aye; Walter, Aye; Townshend, Aye; MacDougall, Aye; Ashworth, Aye; Wolfe, Aye; Martin, Aye.

- F. Baldwin Lease Addendum:** Mr. Jenkins stated that Mr. Baldwin is a farmer who is renting a portion of the Happy Creek technology park parcels to make hay, and the annual lease is up for renewal.

On a motion by Mr. Wolfe, seconded by Mr. Walter, and the following vote, the Board extended the lease for Mr. Baldwin.

Jenkins, Aye; Walter, Aye; Townshend, Aye; MacDougall, Aye; Ashworth, Aye; Wolfe, Aye; Martin, Aye.

#### **Closed Session:**

Ms. Pandak read the meeting into a closed session at 9:34 AM, on a motion by Mr. Walter, seconded by Mr. Ashworth, and the following vote, the Board entered into a closed session.

- A. 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, Avtex Redevelopment Site, 1321 Happy Creek Road, 1325 Progress Drive, and legal advice related thereto, pursuant to Va. Code § 2.2-3711.A.3 and 8.
- B. 2 matters - Consultation with legal counsel pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body, EDA vs Jennifer McDonald et al, EDA v. Town of Front Royal et al, pursuant to Va. Code § 2.2-3711.A.7 and 8.
- C. 1 matter - Consultation with legal counsel regarding First Bank & Trust requiring the provision of legal advice by such counsel, pursuant to Va. Code § 2.2-3711.A.8.

On a motion made by Mr. MacDougall, seconded by Mr. Townshend, and the following the vote, the Board exited the closed session and certified at 11:51 AM.

Jenkins, Aye; Walter, Aye; Townshend, Aye; MacDougall, Aye; Ashworth, Aye; Wolfe, Aye; Martin, Aye.

Rob MacDougall left the meeting at 11:52 AM

#### **Additional New Business:**

- Following the closed session, the Board authorized Joe Petty to dispose of two vehicles owned by the EDA on a motion by Mr. Ashworth, seconded by Mr. Walter, and by the following vote.
  - Jenkins, Aye; Walter, Aye; Townshend, Aye; Ashworth, Aye; Wolfe, Aye; Martin, Aye.
- The Board approved extending the contract on Stephens Industrial Park: Parcel 2 until December 31, 2024, on

a motion by Mr. Townshend, seconded by Mr. Ashworth and by the following vote.

- Jenkins, Aye; Walter, Aye; Townshend, Aye; Ashworth, Aye; Wolfe, Aye; Martin, Aye.
- The Board approved a resolution authorizing legal counsel to draft a lease for the Avtex Parking lot on a motion by Ms. Martin, seconded by Mr. Walter, and by the following vote.
  - Jenkins, Aye; Walter, Aye; Townshend, Aye; Ashworth, Aye; Wolfe, Aye; Martin, Aye.

On a motion by Ms. Martin, seconded by Mr. Townshend, the meeting was adjourned at 11:55 AM.