

Regular Meeting Agenda

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

December 6, 2024

10:30 AM

Call to Order:

Board Chairman Rob MacDougall called the meeting to order at 10:37 AM with the following roll call:

MacDougall, present; Townshend, Present; McDermott, remote via Zoom; Cullers, Present. Board counsel G. Rodney Young present via Zoom.

Counsel noted a quorum

Adoption of the Agenda:

On a motion by Mr. Townshend at 10:39 AM, seconded by Mr. Cullers, and the following vote, the Board accepted the agenda as amended, removing item 4Aiii (Retainer of Legal Services for Calendar Year 2025).

MacDougall, Aye; Cullers, Aye; Townshend, Aye; McDermott, Aye

Mr. MacDougall presided over the remainder of the meeting

Approval of Minutes:

On a motion by Mr. Townshend at 10:40 AM, seconded by Mr. Cullers, and the following vote, the Board delayed the approval of the minutes from the previous meeting of Nov 22, 2024 as they were not yet finalized and required a rewrite by Mr. Townshend. The minutes will be published and approved at the January meeting.

MacDougall, Aye; Cullers, Aye; Townshend, Aye; McDermott, Aye

Reports:

Executive Committee:

- The Visionary Optics lease requires moderate changes to the rent schedule. The new lease took effect on December 1 with a new rent rate. Per section 11, Visionary Optics will provide indemnification to the EDA if there is a death or injury on the property. Also, add the word negligence in front of gross negligence in that section. Change the address to the current P.O. Box for the EDA.
- Discussion of the procurement of fiscal services via third party accounting firm centered on: requests for funding for audits and financial services to determine costs and request quarterly funding appropriations from the county; the need for small business proposals; questioning whether to follow county policies or create EDA policies (with county oversight). The actions were referred to Mr. MacDougall and Mr. McDermott for further action.
- On a motion by Mr. Townshend at 10:58 AM, seconded by Mr. McDermott, and the following vote, the Board adopted the schedule of regular meeting dates for calendar year 2025.

MacDougall, Aye; Cullers, Aye; Townshend, Aye; McDermott, Aye

Asset Committee:

Discussion centered discussion of industrial park improvements, specifically street signage and lighting improvements if funds are available. According to treasurer Mr. McDermott, the EDA has current approximately

\$110,000.00 in its bank accounts, with approximately \$4,000.00 outgoing. Action was referred to EDA Chair Mr. MacDougall for cost determinations.

Board Member Updates:

Mr. MacDougall attended a data center 101 presentation on November 14, 2024, at no cost to the EDA or to himself. The presentation was for information purposes on the pros and cons of data center construction and the long-term effects on the local communities and environments.

Action Items:

On a motion by Mr. McDermott at 11:15 AM, seconded by Mr. Cullers, and the following vote, the Board approved the changes to the Visionary Optics Lease.

MacDougall, Aye; Cullers, Aye; Townshend, Aye; McDermott, Aye

Closed Session:

On a motion by Mr. Townshend, seconded by Mr. MacDougall, and the following vote, the Board entered a closed session at 11:20 AM.

MacDougall, Aye; Cullers, Aye; Townshend, Aye; McDermott, Aye

- VDOT Interchange Grant Motion to convene in closed session pursuant to Virginia Code § 2.2-3711(A)(8) to consult with legal counsel regarding the matters associated with the VDOT Interchange Grant requiring the provision of legal advice by Board counsel.
- Proposed Amendment to Real Estate Purchase Agreement for Approximately 148.98 acres in Happy Creek Industrial Park Motion to convene in closed session pursuant to Virginia Code § 2.2-3711(A)(8) to consult with legal counsel regarding the Proposed Amendment to real estate purchase agreement for of approximately 148.98 acres in Happy Creek Industrial Park and requiring the provision of legal advice by Board counsel and pursuant to Virginia Code § 2.2-3711(A)(8) and pursuant to Virginia Code § 2.2-3711(A)(3) regarding the discussion of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body.
- Front Royal Town Council Action to Refer to the Office of the Attorney General of Virginia Consideration of the Viability of the EDA Motion to convene in closed session pursuant to Virginia Code § 2.2-3711(A)(8) to consult with legal counsel regarding the action of the Front Royal Town Council to refer to the Office of the Attorney General of Virginia consideration of the viability of the EDA and requiring the provision of legal advice by Board counsel.

On a motion by Mr. Townshend, seconded by Mr. Cullers and the following vote, the Board exited closed session at 11:59 AM.

MacDougall, Aye; Cullers, Aye; Townshend, Aye; McDermott, Aye

Resolution:

On a motion by Mr. Townshend, seconded by Mr. Cullers, and the following vote, the Board approved an extension of the due diligence period for the purchase contract by Plein-Smith on the purchase agreement for approximately 148.98 acres in Happy Creek Industrial Park until March 5, 2025, conditioned upon and subject

to approval by First Bank and Trust and as required by the forbearance agreement entered into by the EDA and First Bank and Trust at 12:00 PM.

MacDougall, Aye; Cullers, Aye; Townshend, Aye; McDermott, Aye

Adjournment:

On a motion by Mr. Cullers, seconded by Mr. MacDougall, and the following vote, the meeting was adjourned at 12:01 PM.

MacDougall, Aye; Cullers, Aye; Townshend, Aye; McDermott, Aye