

Industrial Development Authority of the Town of Front Royal & The County of Warren, Virginia  
DBA: Economic Development Authority

REGULAR MEETING AGENDA

Warren County Government Center: Caucus Room, 220 N. Commerce Ave, Front Royal, VA  
May 23, 2025

1. Call to Order 8:06 AM

A. Roll Call – Mr. MacDougall, Mr. Cullers and Mr. Fox present. Mr. McDermott and Counsel G. Rodney Young, II attended remotely via Zoom. Mr. McDermott attended remotely for personal reasons from his vacation home in the Outer Banks, NC, where he was working with contractors to prepare his home for summer rentals. Counsel noted a quorum. Mr. Townshend – absent.

On a motion by Mr. MacDougall, and a second by Mr. Fox, the Board approved Mr. McDermott's remote attendance. MacDougall - aye, Fox - aye, Cullers - aye

2. On a motion by Mr. Cullers and a second by Mr. MacDougall the agenda was adopted. MacDougall - aye, Fox - aye, McDermott - aye, Cullers - aye.

3. Approval of minutes

Mr. Young recommends a slight change to March minutes detailing the motion to retain Jim Guisewhite to note that approval of the broker agreement is subject to legal counsel review and approval.

On a motion by Mr. Cullers and a second by Mr. Fox to approve the minutes of the EDA board meetings for the months January, February, and March, 2025, subject to the revisions identified by legal counsel, and April 2025. MacDougall - aye, Fox - aye, McDermott - aye, Cullers - aye.

4. Reports

A. Executive committee:

a. Proposal from the VFW – The VFW property is adjacent to the truck lot on Kendrick Ln, and the VFW requests use of part of the truck lot for overflow parking.

Andi White, the realtor who represented the VFW in its purchase of 654 W Eleventh St., made a presentation to the board regarding the VFW's interest in purchasing/leasing a portion of the truck lot from the eastern property line to Kendrick and Monroe. The VFW recently got a parking exemption and purchased the property, but it has elderly and disabled members who would benefit from closer parking. This would also reduce parking pressure on the neighborhood and enable access to the property from the rear, which it currently cannot. The VFW would like to

add a gate to access the property from the rear if given permission by the EDA. It is willing to purchase the portion of the lot outlined above or lease it on an annual or month-to-month basis. Mr. Fox commented that it seems like renting may be a better option since the long-term plans for this land are still up in the air. Jeffrey White was also present in support of this proposal from the VFW.

b. Discussion regarding possible renaming of Happy Creek Tech Park

Mr. MacDougall suggested renaming the Happy Creek Tech Park because signs replacement is underway. The name does not seem to reflect the current occupants of the park well. Counsel will confirm EDA authority to rename the park. Progress Business Park is proposed as a new name because the park is on Progress Drive and the proposed name seems like a fairly inclusive name for the park. The possibility of seeking public input was discussed, with an emphasis on seeking the input of the current property owners in some manner.

c. Mr. MacDougall update on a discussion he had with Dr. Miles Friedman of Phoenix Advantage, an economic development consulting firm that provides fractional EDA consulting. Discussion of the possibility of a presentation at the June meeting and the possible invitation of the BOS. The county has posted the Director of Economic Development and Tourism Manager job after it's been vacant for a year and conducted interviews last Wednesday. The selection committee made a selection from 4 candidates, but the county decided not to make a hire. The BOS wants to wait for the new county administrator to be hired and then make the call on this hire.

B. Asset Committee Update:

a. Equus Development is approaching the end of their settlement deadline, will discuss later.

b. Plein Smith's due diligence/study period ends July 1.

c. Avtex: The listing for the commercial portion 117 acres is going to be listed today minus the 4.4 acres that may be conveyed to the Town. The need for boundary adjustments was discussed because the 4.4 acres are not currently contained in a separate parcel. The need to clearly delineate the easement for the Main St. extension was also discussed.

d. Listing is going active for the Rivermont Acres Drive lots today.

e. There was another productive meeting with the EPA team regarding the Avtex site. Besides the commercial portion of the property, we still need to discuss the 230 conservancy acres, we are revisiting the trail that goes along the river and would tie in with Eastham Park and the Happy Creek trail system.

C. Board Member updates: Mr. MacDougall- none; Mr. Cullers-none; Mr. Fox- continuing to look into old Avtex proposals, make Website updates (continued to update contact info. and need more info. to update schedule and property listings). Small Business Loans - made Andy at Laurel Ridge SBDC aware that we are involved in these programs. Mr. McDermott - none.

Mr. MacDougall- SBDC is present in the community now and the FRCC has offered them office space. An update is expected at either the June or July EDA meeting. Mr. McDermott and Mr. MacDougall are working with No Doubt Accounting on getting the EDA's financials current through the current fiscal year. We should have a proper set of financials at the June board meeting. The need for a future full audit was also discussed.

## 5. Action Items:

### A. Approval of VRSA Insurance Renewal Proposal

A motion was made by Mr. Cullers and a second by Mr. Fox to approve the renewal of the EDA's insurance coverage with VRSA for the period July 1, 2025 through July 1, 2026, as provided for in VRSA's Coverages and Services Proposal and to authorize the Board Chair to execute on behalf of the Board all required documents necessary to effectuate such renewal of insurance coverage. MacDougall - aye, Fox - aye, McDermott - aye, Cullers - aye.

#### Comments:

McDermott VRSA still seems like the best option for the EDA.

### B. Approval of Resolution Regarding the Board's Ratification of the Engagement of Litigation Legal Counsel in Defense of Lewisburg Way, LLC Action

A Motion was made to approve the Resolution Regarding the Board's Ratification and Approval of the Engagement of Sands Anderson PC to defend the EDA in the action captioned as Lewisburg Way, LLC v. Industrial Development Authority of the Town of Front Royal and the County of Warren, Virginia, effective as of April 25, 2025, and authorization for the Board Chair to execute on behalf of the Board a Client Engagement Agreement dated April 25, 2025 with the law firm Sands Anderson PC. Fox - motion, Cullers - second, MacDougall - aye, Fox - aye, McDermott - aye, Cullers - aye.

Comments: Mr. Young: the Board is ratifying the engagement made April 25.

## 6. Motion to enter closed session

### A. Disposition of EDA-Owned Properties (Stephens Industrial Park, HCTP, Avtex)

Motion to convene in closed session pursuant to Virginia Code section 2.2-3711(A)(3) to discuss the disposition of publicly owned property where discussion in open session would adversely affect the bargaining or negotiating position of the EDA.

#### B. United Bank Litigation and Related Collection Efforts

Motion to convene in closed session pursuant to Virginia Code section 2.2-3711 (A)(7) to consult with legal counsel regarding actual litigation where such consultation in open session would adversely affect the EDA's litigation or negotiating posture.

#### C. Lewisburg Way LLC Litigation

Motion to convene in closed session pursuant to Virginia Code section 2.2-3711 (A)(7) to consult with legal counsel regarding actual litigation where such consultation in open session would adversely affect the EDA's litigation or negotiating posture.

On a motion by Mr. Cullers and a second by Mr. MacDougall to enter closed session pursuant to the above motions: MacDougall - aye, Fox - aye, McDermott - aye, Cullers - aye.

10:51 AM. On a motion by Mr. MacDougall and seconded by Mr. Cullers, the members affirmatively voted to certify to the best of each member's knowledge i) that only such business matters lawfully exempted from open meeting requirements under FOIA and ii) only such public business matters by which the closed meeting was convened were heard, discussed, or considered in the meeting by the Board.

MacDougall: Aye

McDermott: Aye

Cullers: Aye

Fox: Aye

New Business - None

Additional Action Items:

A motion was made for the Board to approve the 6th amendment to the purchase contract between Executive Land Holdings IV, LLC and the EDA, and to authorize the board chair and secretary to execute the 6th amendment to the purchase contract. Motion: Fox; Second: Cullers; MacDougall - aye, Fox - aye, McDermott - aye, Cullers - aye.

10:53 Motion to adjourn. -Motion: MacDougall; Second: Cullers; MacDougall - aye, Fox - aye, McDermott - aye, Cullers - aye.