



## TOWN COUNCIL WORK SESSION

Monday, August 17, 2020 @ 7:00pm

Town Hall Conference Room

1. United Way Presentation
2. Continued Discussion of South Street Improvements Resolution – *Director of Public Works*
3. Closure of Main Street Review – *Interim Town Manager*
4. General Discussion of Front Royal IDA
5. CLOSED MEETING – Pending Litigation

### **Motion to Go Into Closed Meeting**

I move that Town Council go into Closed Meeting to discuss and consider Consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probable litigation with EDA, where such consultation or briefing in Open Meeting would adversely affect the negotiating or litigating posture of Town Council; "probable litigation" meaning litigation that has been specifically threatened or on which the public body or its legal counsel has a reasonable basis to believe will be commenced by or against a known party; pursuant to Section 2.2-3711. A. 7. of the Code of Virginia.

### **Motion to Certify Closed Meeting at its Conclusion** *[At the conclusion of the Closed Meeting, immediately re-convene in open meeting and take a roll call vote on the following:]*

I move that the Mayor and Council certify that to the best of each member's knowledge, as recognized by each Mayor and Council member's affirmative vote, that only such public business matters lawfully exempted from Open Meeting requirements under the Virginia Freedom of Information Act as were identified in the motion by which the Closed Meeting was convened were heard, discussed or considered in the Closed Meeting by the Mayor and Council, and that the vote of each individual member of the Mayor and Council be taken by roll call and recorded and included in the minutes of the meeting of Town Council.

2



## Work Session Agenda Form

Item # 2

DATE: August 17, 2020

**AGENDA ITEM:** Resolution for South St Improvements

**SUMMARY:** Council discussed and chose Alternative 2 for the South Street improvements at their August 3, 2020 Work Session and asked that Staff bring it back to a work session with a Draft Resolution for VDOT's SMART SCALE.

**BUDGET/FUNDING:** The Town is applying for Smart Scale funding through VDOT to fund this project.

**STAFF RECOMMENDATION:** Staff recommends approving Resolution

Work Session

**RESOLUTION**

**Submission of Virginia's SMART SCALE Application for  
South Street Improvements**

**WHEREAS**, Virginia's SMART SCALE is choosing transportation projects for funding and ensuring the best use of limited tax dollars. Projects are required to "tie into" the State's Plan and meet critical transportation needs. Projects could be approved up to 100%; and,

**WHEREAS**, the process consists of a 2-year application process, a 4-year project completion for a total of 6 years. Funding runs on a 2-year cycle type of funding alternates; and,

**WHEREAS**, the design of the project must comply with all Virginia Department of Transportation (VDOT) standards and all applications are required to have the governing body submit an approved resolution with the completed application; and,

**WHEREAS**, the South Street Improvement Project has been estimated to cost approximately \$2,340,637.00 that includes raised medians and a new traffic signal to enhance safety for pedestrian crossing and access management for all users of the corridor, and,

**NOW THEREFORE BE IT RESOVED**, that the Front Royal Town Council approve the submission of an application for the Virginia SMART SCALE at 100% funding for the South Street Improvement Project.

APPROVED:

\_\_\_\_\_  
Eugene R. Tewalt, Mayor

Attest:

\_\_\_\_\_  
Tina L. Presley, Clerk of Council

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THIS RESOLUTION was approved at the Regular Meeting of the Town of Front Royal, Virginia, Town Council conducted on \_\_\_\_\_ upon the following recorded vote:

|                    |               |                     |               |
|--------------------|---------------|---------------------|---------------|
| William A. Sealock | <u>Yes/No</u> | Gary L. Gillispie   | <u>Yes/No</u> |
| Lori A. Cockrell   | <u>Yes/No</u> | Jacob L. Meza       | <u>Yes/No</u> |
| Chris Holloway     | <u>Yes/No</u> | Letasha T. Thompson | <u>Yes/No</u> |

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Approved as to Form and Legality:

\_\_\_\_\_  
Douglas W. Napier, Town Attorney

Dated: \_\_\_\_\_

# STAUNTON DISTRICT ESTIMATE WORKSHEET

## SUMMARY



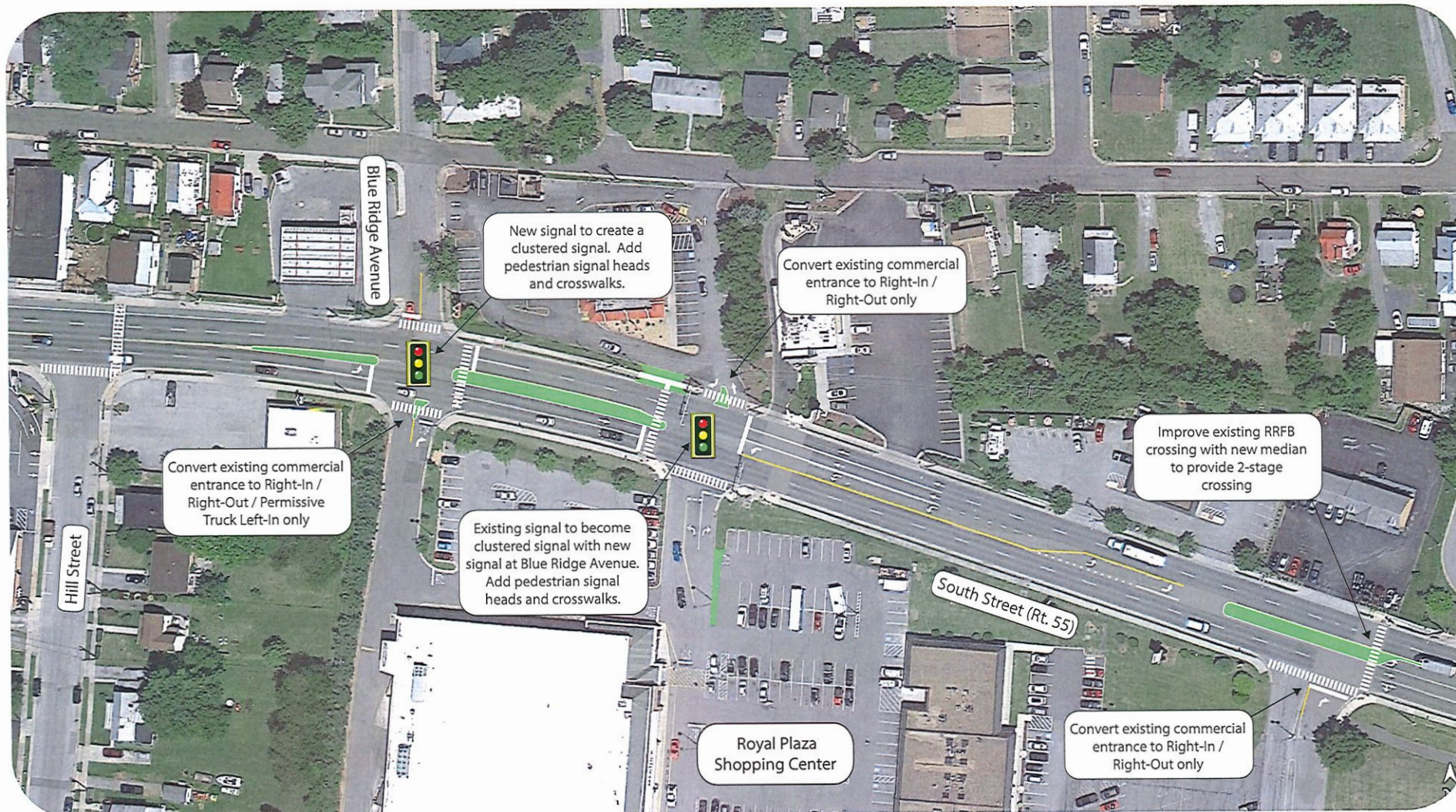
|                              |                                   |              |           |
|------------------------------|-----------------------------------|--------------|-----------|
| <b>Project Description:</b>  | App #31 South Street Improvements |              |           |
| <b>Estimate Prepared By:</b> | John-Allen Ennis                  | <b>UPC:</b>  | N/A       |
| <b>Estimate Reviewed By:</b> |                                   | <b>Date:</b> | 6/29/2020 |

| Preliminary Engineering       |                  |                   |              |                  |       |
|-------------------------------|------------------|-------------------|--------------|------------------|-------|
| Discipline                    | WB Base (\$)     | Other Source (\$) | Cont. (%)    | Total (\$)       | Notes |
| Roadway                       | \$40,000         |                   | 10.0%        | \$44,000         |       |
| Hydraulics                    | \$25,000         |                   | 10.0%        | \$27,500         |       |
| In-plan Utilities             |                  |                   |              |                  |       |
| Traffic (Permanent and Temp.) | \$40,000         |                   | 10.0%        | \$44,000         |       |
| Structures & Bridges          |                  |                   |              |                  |       |
| Materials & Geotech Reports   | \$25,000         |                   | 10.0%        | \$27,500         |       |
| Survey                        | \$20,000         |                   | 10.0%        | \$22,000         |       |
| Environmental                 | \$10,000         |                   | 10.0%        | \$11,000         |       |
| Right of Way                  |                  |                   |              |                  |       |
| Proj. Mgmt/LAP Oversight      | \$50,000         |                   | 10.0%        | \$55,000         |       |
| Other                         |                  |                   |              |                  |       |
| <b>Total PE Estimate</b>      | <b>\$210,000</b> |                   | <b>10.0%</b> | <b>\$231,000</b> |       |

| Right of Way & Utilities |                  |             |                  |       |
|--------------------------|------------------|-------------|------------------|-------|
| Discipline               | Base (\$)        | Cont. (%)   | Total (\$)       | Notes |
| Right of Way             | \$306,018        |             | \$306,018        |       |
| Out-of-Plan Utilities    | \$97,000         |             | \$97,000         |       |
| LAP Oversight Costs      |                  |             |                  |       |
| <b>Total RW Estimate</b> | <b>\$403,018</b> | <b>0.0%</b> | <b>\$403,018</b> |       |

| Construction  |                                                                                                 |                    |              |                    |       |
|---------------|-------------------------------------------------------------------------------------------------|--------------------|--------------|--------------------|-------|
| Discipline    | WB Base (\$)                                                                                    | Other Source (\$)  | Cont. (%)    | Total (\$)         | Notes |
| Bid Items     | Roadway                                                                                         | \$70,925           | 40.0%        | \$99,295           |       |
|               | Grading/Earthwork                                                                               | \$20,000           | 40.0%        | \$28,000           |       |
|               | Hydraulics                                                                                      | \$72,750           | 40.0%        | \$101,850          |       |
|               | E&S and Roadside                                                                                | \$4,344            | 40.0%        | \$6,081            |       |
|               | Temporary Traffic Control                                                                       | \$47,356           | 40.0%        | \$66,298           |       |
|               | Permanent Traffic Control                                                                       | \$705,250          | 40.0%        | \$987,350          |       |
|               | Barriers and Prot. Items                                                                        | \$0                |              | \$0                |       |
|               | Structures & Bridge                                                                             | \$0                |              | \$0                |       |
|               | In-Plan Utilities                                                                               | \$0                |              | \$0                |       |
|               | Mobilization & CN Survey                                                                        | \$98,253           | 40.0%        | \$137,554          |       |
|               | Other                                                                                           |                    |              |                    |       |
|               | <b>Total CN Bid Items Est.</b>                                                                  | <b>\$1,018,877</b> | <b>40.0%</b> | <b>\$1,426,428</b> |       |
| Non-Bid Items | Railroad Flagging                                                                               |                    |              |                    |       |
|               | State Forces                                                                                    |                    |              |                    |       |
|               | State Police                                                                                    |                    |              |                    |       |
|               | Other                                                                                           |                    |              |                    |       |
|               | <b>Total CN Non-Bid Items Est.</b>                                                              | <b>\$0</b>         |              | <b>\$0</b>         |       |
| Con. Req.     | Incidental Claims & Work Orders<br>(5-10% max, applied to total bid items only)                 |                    | 5.0%         | \$50,944           |       |
|               | Contract Requirements (Incentive/Disincentive)<br>(2.5-5% max, applied to total bid items only) |                    | 2.5%         | \$25,472           |       |
| CEI           | Construction Engineering (CEI)<br>(Applied to total bid items only)                             | Env. Inspection    | 2.0%         | \$20,378           |       |
|               |                                                                                                 | VDOT or Locality   | 15.0%        | \$152,832          |       |
|               |                                                                                                 | VDOT Oversight     | 3.0%         | \$30,566           |       |
| Total         | Total CEI (as a % of bid items + non-bid items)                                                 |                    | 20.0%        | \$203,775          |       |
|               | Total CN Contingency (as a % of bid items + non-bid items)                                      |                    | 47.5%        | \$483,967          |       |
|               |                                                                                                 | Base               | CEI + Cont.  | Total              |       |
|               | <b>Total CN Estimate</b>                                                                        | <b>\$1,018,877</b> | <b>67.5%</b> | <b>\$1,706,619</b> |       |

**Total Combined Estimate: \$2,340,637**



SOUTH STREET  
IMPROVEMENT ALTERNATIVE II  
CONCEPTUAL RENDERING  
July 2020

TOWN OF FRONT ROYAL  
SOUTH STREET STUDY

3



## Work Session Agenda Form

Item # 3

DATE: August 17, 2020

**AGENDA ITEM:** Closure of Main Street Review

**SUMMARY:** On June 8, 2020 Council approved the following motion to authorize the Town Manager to Close Streets. Staff is seeking Council's input on whether to continue the closure of Main Street. A petition was given to Council on August 10, 2020 to reverse the Council authorization on weekend closures of East Main Street.

*Given the need and/or desirability for social distancing as a result of the on-going COVID-19 pandemic, and given restrictions placed on businesses by Executive Orders of the Governor of Virginia severely impacting local commerce notwithstanding the easing of some business restrictions pursuant to Executive Order 65 effective 12:00 a.m. June 5, 2020 ("Phase Two"), pursuant to the provisions of Town Charter Sections 3, 15, and 18, and Town Code 4-34, 142-6, and Chapter 72, Town Council authorized the Town Manager to regulate, allow and authorize the closure of such parts of the Town of Front Royal's streets, alleys and rights-of-way to vehicular traffic so as to facilitate the use of such closures and adjoining side streets and the adjacent sidewalks as applicable for outdoor commerce during such dates and times as the Town Manager may deem appropriate and reasonable until such time as the Governor of Virginia lifts all such relevant business restrictions pursuant to Executive Order.*

**BUDGET/FUNDING:** N/A

**STAFF RECOMMENDATION:** Council takes desired action

Work Session

Petition to Reverse the Town Council Decision on Weekend Closing Part of East Main Street

| First & Last Name                                 | Address         | Signature       |
|---------------------------------------------------|-----------------|-----------------|
| 8/6/2020<br>Nicolle's Jewelry Designs<br>business | 214 E Main ST   | J Kolesnik      |
| 8/6/2020<br>Inna Kolesnik<br>resident             | 214 E. Main ST  | Inna Kolesnik   |
| 8/6/2020<br>MAIN ST PAWN - BUSINESS               | 304 E. MAIN ST. | Ralph Waller    |
| 8/6/2020<br>RALPH WALLER Resident                 | 304 E. MAIN ST  | Ralph Waller    |
| 8/6/2020<br>Sue Waller Resident                   | 304 E. MAIN ST. | Sue Waller      |
| 8/6/2020<br>Patricia White Resident               | 304 E. Main St. | Patricia White  |
| 8/6/2020<br>Bobbie G. White Business              | 10 Chester St   | Bobbie G. White |
| 8/6/2020<br>Donna Mathews Business                | 10 Chester St.  | Donna Mathews   |
| 8/6/2020<br>Tracie Tanger - Business              | 10 Chester St.  | Tracie Tanger   |

Petition to Reverse the Town Council Decision on Weekend Closing Part of East Main Street

| First & Last Name                                    | Address                                                  | Signature       |
|------------------------------------------------------|----------------------------------------------------------|-----------------|
| 8/6/2020<br>Mr. John's Barber Shop<br>#8 Chester St. |                                                          | John Sanders    |
| 8/6/2020<br>Old Timers Antiques                      | 220 E. Main St.<br>Front Royal, Va.                      | Barbara Durnire |
| 8/6/2020<br>Gourmet Delights<br>Gifts & Framing      | 204 E Main St<br>Front Royal Va 22630                    | Arena<br>Arena  |
| 8/7/2020<br>with House of Fabrics<br>Barbara Pagano  | 207 E. Main St.<br>Front Royal, Va 22630                 | Barbara Pagano  |
| 8/7/2020<br>G. J. Winner<br>House of Fabrics         | 207 E Main St<br>Front Royal Va                          | G. J. Winner    |
| 8/7/2020<br>Robert Tennett, Jr<br>Resident           | 513 Del Cor <sup>app</sup> above the Element<br>Resident | Robert          |
| 8/7/2020<br>Richard Baker<br>(Resident)              | 317 E. Main St. Apt 308<br>Front Royal, VA 22630         | R. Baker        |
| ARVIN D MADAN                                        | 202 EAST MAIN ST<br>Front Royal, VA                      | Arvin           |
| Therese Nelson                                       | 220 Apt B E Main St.<br>Resident                         | Therese Nelson  |

## Petition to Reverse the Town Council Decision on Weekend Closing Part of East Main Street

[illegible]

4



## Work Session Agenda Form

DATE: August 17, 2020

Item # 4

**AGENDA ITEM:** General Discussion of Front Royal IDA

**SUMMARY:** Council is requested to discuss establishing an IDA Board and By-Laws

**BUDGET/FUNDING:** N/A

**STAFF RECOMMENDATION:** Council takes desired action

Work Session

## **Bylaws of the Economic Development Authority of the Town of Front Royal, Virginia**

### **Article I. Purposes and Powers**

The Economic Development Authority of the Town of Front Royal, Virginia, also to be known as the “Front Royal EDA”, shall fulfill all the purposes and intents of the General Assembly of Virginia, as expressed in Title 15.2, Chapter 49, Code of Virginia, as amended. The Front Royal EDA shall also fulfill all purposes and intents as set out in Chapter 16 of the Municipal Code of the Town of Front Royal, which is the Ordinance creating the Front Royal EDA and all other matters as hereinafter provided. The general purpose of the Front Royal EDA shall be fostering and stimulating of the development and redevelopment of industry, commerce, higher education, and all other purposes set forth in the Industrial Development and Revenue Bond Act, Virginia Code § 15.2- 4900, *et seq.* as it now exists or may from time to time be amended, in particular in the Town of Front Royal and in general in the Front Royal-Warren County community, for the general good of the people of the Town of Front Royal and, wherever possible, the people of the County of Warren, and for the citizens of the Commonwealth of Virginia. The Front Royal EDA shall have all powers that have been granted to it by Title 15.2, Chapter 49, Codes of Virginia, 1950, as amended, and all other powers that may hereinafter be granted to it by an enactment of the General Assembly and also that may be granted by the Front Royal Town Council.

### **Article II. Offices and Records**

1. The principal offices of the Front Royal EDA shall be located in the Town of Front Royal, County of Warren, Virginia.
2. Except as otherwise required by resolution of the Front Royal EDA, or as the business and affairs of the Front Royal may require, all of the books and records of the Front Royal EDA shall be kept at the principal office to be designated as herein above provided.
3. The Board of Directors of the Town EDA shall cause keep detailed minutes of its proceedings to be kept contemporaneously with its proceedings, which minutes shall also be electronically recorded, unless its proceedings are properly in closed meeting in accordance with the Virginia Freedom of Information Act (Title 2.2, Chapter 37 of the Code of Virginia, as amended), which shall be open to public inspection at all times.
4. The Town EDA shall keep suitable records of its financial transactions and, unless exempted by Va. Code § 30-140, as amended, the Town EDA shall arrange to have the records audited annually. Copies of each such audit shall be furnished to the governing body of the locality and shall be open to public inspection.

### **Article III. Governance of Town EDA by Board of Directors**

1. The Front Royal EDA shall be governed by a Board of Directors composed of seven (7) Directors, appointed by the Town Council of the Town of Front Royal, Virginia ("Town Council"). Appointments shall be for terms of four (4) years, except appointments to fill vacancies which shall be for the unexpired portion of such term. If, at the end of any term of office of any Director, a successor shall not have been appointed or qualified, the Director whose term of office shall have expired shall continue to hold office until his successor shall be appointed and qualified. The seven (7) Directors of the Front Royal EDA shall be appointed initially for terms of one (1), two (2), three (3), and four (4) years; two (2) being appointed for one-year terms; two (2) being appointed for two-year terms; two (2) being appointed for three-year terms; and one (1) being appointed for a four (4)-year term. Subsequent appointments shall be for terms of four (4) years, except appointments to fill vacancies, which shall be for the unexpired terms.
2. All powers and duties of the Front Royal EDA shall be exercised and performed by the Board of Directors, acting by majority vote of those Directors present at a meeting at which a quorum is present, except that no facilities owned by the Front Royal EDA shall be leased or disposed of in any manner without a majority vote of the members of the Board of Directors.
3. Four (4) members of the Board of Directors of the Front Royal EDA shall constitute a quorum of the Board of Directors for the purposes of conducting its business and exercising its powers and for all other purposes, except that no facilities owned by the Front Royal EDA shall be leased or disposed of in any manner without a majority vote of all members of the Board of Directors. No vacancy in the membership of the Board of Directors shall impair the right of a quorum to exercise all the powers and perform all the duties of the Board of Directors.
4. Each Director shall be a full-time resident of the Town of Front Royal when appointed as a Director of the Front Royal EDA. When a Director ceases to be a full-time resident of the Town of Front Royal, that Director's office shall become immediately vacant and a new Director may be for the remainder of the term.
5. No Director shall be an officer or employee of the Town of Front Royal or the County of Warren.
6. Each Director shall, before entering upon his duties, take and subscribe the oath prescribed by Va. Code § 49-1, or its successor provision.
7. The Directors shall receive no salary but may be compensated such amount per regular, special, or committee meeting or per each official representation as may be approved by Town Council, not to exceed \$200.00 per meeting or official representation, or such other amount as may from time to time be set by the Code of Virginia, and shall be reimbursed for necessary traveling and other expenses incurred in the performance of their duties.

8. The Board of Directors of the Front Royal EDA shall keep detailed minutes of its proceedings, which shall be open to public inspection at all times. It shall keep suitable records of its financial transactions and, unless exempted by Va. Code § 30-140 or its successors provision, it shall arrange to have the same audited annually. Copies of such audit shall be furnished to Town Council annually and shall be open to public inspection.

9. The Board of Directors shall have the right to prepare, or delegate the preparation of, confidential reports for submission to any person, governmental body or agency consistent with the purposes and powers stated by law and these Bylaws; and the right to receive from any source confidential reports consistent with the purposes and powers stated by law and these Bylaws; but no action binding the Town EDA may be taken respecting such reports except as provided by law and these Bylaws.

10. As a condition to service of office, each Director of the Front Royal EDA shall timely complete and file, in accordance with all requirements of the Code of Virginia, the Statement of Economic Disclosure and comply with all requirements of the State and Local Government Conflicts of Interests Act as provided in Title 2.2, Chapter 31, of the Code of Virginia, or its successor provisions.

11. Any amendment to the Bylaws of the Town EDA attempted to be promulgated shall not become effective until ratified by Town Council of the Town; and upon ratification by Town Council, shall be binding upon the Town EDA and its Board of Directors and each of its Directors in each Director's official position as such.

12. A member of the Board of Directors of the Town EDA may be removed from office by the Town Council without limitation in the event that the Board member is absent from any three (3) consecutive meetings of the Town EDA or is absent from any four (4) meetings of the Town EDA within any twelve (12)-month period, in accordance with Va. Code § 15.2-4904. A., as amended.

13. A member of the Board of Directors of the Town EDA may be removed from office by the Town EDA in the event of:

(a) Failure to abide by lawful decision or policies which have been established by the Board of Directors by majority vote.

(b) Failure to keep confidential any of the following:

- (1) (any information concerning a prospective business or industry or expansion of an existing business or industry where no previous announcement has been made of the business or industry's interest in locating or expanding its facilities in the community;
- (2) confidential information discussed during a properly held closed meeting authorized by Virginia Code Section 2.2-3700, et seq., as amended;

- (3) any information not required to be disclosed by the provisions of the Virginia Freedom of Information Act (Virginia Code Section 2.2-3700, et seq.), as amended and not voted to be disclosed by a majority vote of the Board.
- (4) Failure to file a financial disclosure form as required by Virginia Code Section 2.2-3115(A).

14. A resolution by a majority vote of the entire Board that a Board member has violated the above enumerated standards (or other standards that are a violation of Va. Code Section 24.2-231, 232, or 234) shall be communicated to the Governing Body. The Governing Body shall take such action thereon as it deems advisable.

#### **Article IV. Officers**

1. The Board of Directors of the Town EDA shall elect from its membership a Chairman, a Vice-Chairman, a Secretary, an Assistant Secretary, and a Treasurer, who will be the officers of the authority.

2. The terms of office for the officers shall be for the fiscal year to which they are elected.

3. The duties of the Chairman shall be to preside at meetings of the Board of Directors, and of the Executive Committee, if such Committee is appointed by the Board of Directors; to call special meetings; to call special elections; to be *ex officio* member of all committees or the Town EDA if not actually voted or appointed by the Board of Directors to be a member of a particular committee; to sign, with the Secretary or any other proper officer of the Town EDA thereunto authorized by the Board of Directors, any documents or instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer of the Board of Directors, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of Chairman; and shall perform such other duties as may be prescribed by the Board of Directors from time to time. The Chairman shall have an equal vote with the other Directors.

4. The duties of the Vice-Chairman shall be to preside at meetings on request of the Chairman, or in the absence of the Chairman, and in case of the death or resignation of the Chairman shall become the Chairman for the remainder of the term for which the Chairman was elected. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restriction upon the Chairman. The Vice-Chairman shall perform such other duties as may be assigned by the Board of Directors from time to time.

5. The Secretary shall supervise staff for the preparation of the minutes of meetings of the Board

of Directors and the Executive Committee, if such has been appointed, kept in a record book and made available for public inspection as herein before provided; to have custody of all important records of the Town EDA; to have custody of the seal of the Town EDA ,and to see that each item stamped with the Town EDA's seal is duly authorized by the Board of Directors; to sign with the Chairman or Vice-Chairman any documents or instruments which the Board of Directors has authorized to be executed; to see that all notices are duly given as required by these Bylaws or by the Board of Directors; call meetings of the Board of Directors to order in the absence of the Chairman and Vice- Chairman and thereupon to conduct an election for a temporary presiding officer for that meeting; and in general, to perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors. The Assistant Secretary will serve in the above capacity in the absence of the Secretary. In the absence of the Assistant Secretary, the Chairman shall appoint a Director responsible for the preparation of detailed minutes of the meeting.

6. The Treasurer shall supervise staff for the keeping of suitable records of all financial transactions of the Town EDA, to have such records audited annually, to furnish a copy of such audit to the Town Council; to make available for public inspection at reasonable times each such annual audit; to have charge and custody of all funds and be responsible for their investment and depositing in the name of the Town EDA when authorized by the Board of Directors; and in general, to perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

### **Article V. Elections**

1. Regular elections for the upcoming fiscal year shall be held at the last regular meeting of the fiscal year.
2. Special elections shall be held at a regular meeting or at a meeting designated by the Chairman of the Board of Directors in order to fill vacancies or to fill newly created offices, but only after specific notice, as hereinafter provided for, has been given.
3. Any vacancies for any cause on the Town EDA shall be filled by Town Council.

### **Article VI. Meetings**

1. Regular meetings of the Board of Directors shall be held monthly on a date set by the Chairman with appropriate notice as contained in these By-Laws, or may be held at such intervals as set by the Board of Directors, but not less than quarterly.
2. Special meetings or work sessions of the Board of Directors may be called by or at the request

of the Chairman or of any two Directors.

3. At each meeting, the names of each member of the Board of Director in attendance shall be entered into the minutes. If a Director leaves the meeting before its conclusion, the time the Director leaves the meeting shall be entered into the minutes.

4. Notices of regular and special meetings and of work sessions shall be given to each Director in writing at least two (2) days prior to such meeting. Notices sent electronically by e-mail or fax shall be deemed written notices. All notices may be waived by a majority of the Directors.

5. Notice of the date, time, and location of the Board of Directors' meetings shall be placed in prominent public locations in which notices are regularly posted in the Town Hall, the Warren County Government Center, and the offices of the Town EDA, at least three (3) regular business weekdays prior to the meeting. Publication of meeting notices by electronic means shall be encouraged.

6. Notice, reasonable under the circumstance, of special or emergency meetings or work sessions shall be given contemporaneously with the notice provided members of the Board of Directors.

7. Any person may annually file a written request for notification with the Town EDA. The request shall include the requester's name, address, zip code, daytime telephone number, electronic mail address, if available, and organization, if any. The Town EDA receiving such request shall provide notice of meetings directly to such person. Without objection by such person, the Authority may provide electronic notice of all meetings to such requests.

8. At least one (1) copy of all agenda packets and, unless exempt, all materials furnished to members of the Board of Directors shall be made available for public inspection at the same time such documents are furnished to the Board of Directors.

9. Four (4) members of the Board of Directors shall constitute a quorum of the Board of Directors for the purpose of conducting its business and exercising its powers.

10. The agenda will be set by the Chairman; or if there is an Executive Director of the Town EDA, by the Executive Director in consultation with the Chairman.

11. The vote of the adoption of every resolution, any proposals creating a liability, or for the appropriation or expenditure of funds shall be by "yes" "or" vote of each member voting. Whenever the vote is not unanimous, the names of members voting for and against shall be entered upon the minutes of the meeting

12. Remote participation at meetings by electronic means by members of the Board of Directors of the Town EDA shall be governed by the written policy adopted by Town Council, as the same from

time to time may be amended, which Town Council written policy is incorporated by reference herein and made a part hereof.

13. Unless otherwise provided, procedure at meetings shall follow the most recent edition of *Robert's Rules of Order*.

14. The Board of Directors shall vote on and approve all minutes of the meetings of the Board of Directors of the EDA at the next meeting thereof. When approved, all minutes shall be signed by the Chairman and Secretary and by the Board of Director's member or staff person who recorded the minutes.

### **Article VII. Staff**

1. The Board of Directors shall appoint such employees as the Board of Directors deem necessary and appropriate to accomplish the purposes and powers of the Town EDA.

2. The employees of the Town EDA may prepare and submit confidential reports and recommendations to the Board of Directors, but no action binding on the Town EDA shall be taken respecting such reports except as provided in Article III.

3. Expenditure of Town EDA funds shall be governed by procurement procedures adopted by the Board of Directors. Staff approvals of expenditures must also conform with the fiscal budget adopted annually by the Board of Directors and abide by an adopted financial management policy adopted by the Board of Directors.

4. The Town EDA's employees will be supervised by the Chairman and/or Executive Committee. The staff will be governed by an Administrative Personal Statement that shall be updated and revised on a periodic basis.

### **Article VIII. Fiscal Year**

The fiscal year of the Front Royal EDA shall be from July 1 until June 30 of the following year.

### **Article IX. Committees**

1. Upon the adoption by the Board of Directors of an Executive Committee, such committee shall be composed of, but not limited to, the Chairman and Vice-Chairman, and Secretary and Treasurer of the Authority. An Executive Committee, if one is created by the Town EDA, shall be subject to the same provisions, *mutatis mutandis*, as those applicable to the whole Town EDA, shall meet at such times and such places as the chairman may designate. The Executive Committee shall keep

detailed minutes of its meetings, which shall be preserved along with the minutes of the Board of Directors and distributed to the Board of Directors at its regular meeting. Three (3) members of the Executive Committee shall constitute a quorum. In the absence of any member of the Executive Committee, the chairman may appoint a director to act on the Executive Committee pro tempore t, and such appointment shall be recorded in the record book of the Authority.

2. That the Chairman may, with the advice and consent of the Board of Directors, appoint members to committees, and such appointments shall be recorded in the record book of the Authority.

#### **Article X. Powers, Duties, and Limitations on Authority**

1. The Front Royal EDA, its Board of Directors, and its individual Directors shall have and exercise all powers and duties and be subject to all duties and responsibilities and shall enjoy all exemptions from liability, as shall be set forth in the Industrial Development and Revenue Bond Act, Code of Virginia, 1950, §§ 15.2-4900 *et seq.*, as amended, or its successor provisions.
2. Town Council hereby exercises its power and discretion, under the Industrial Development and Revenue Bond Act of the Code of Virginia and under Chapter 16 of the Municipal Code of the Town of front Royal, to limit the type and number of facilities that the Front Royal EDA may finance or assist with financing or facilitate for development under said Chapter 16. Within any development or redevelopment area or facility the Front Royal EDA or Town Council or a developer proposes for promotion, development, redevelopment, financing, or assist with financing using the Front Royal EDA as a development or redevelopment promoter or facilitator, it may do so only (i) under the authority of said Chapter 16 and under the authority of the Industrial Development and Revenue Bond Act; and further, (ii) the Front Royal EDA may only cause, promote, finance, assist with financing, or facilitate such development or redevelopment such facilities as may be provided for in an economic development, redevelopment, financing, financing assistance, and/or or performance agreement or other similar agreement or agreements as may from time to time be jointly agreed in writing upon between the Front Royal EDA's Board of Directors and Town Council prior to the Front Royal EDA entering into any agreement or memorandum of understanding or similar type agreement or arrangement with any third party. Any Town EDA development, redevelopment, promotional, or financing or similar type agreement or arrangement not in conformity with this provision shall be null and void.
3. All agreements, arrangements, and instruments which purports to be legally binding and to which the Town EDA is a party shall be reviewed by a qualified and licensed attorney-at-law selected or approved by Town Council and shall have affixed there to the signature and date of such signing by such attorney with the notation "Approved as to Legal Form" prior to execution thereof by the Town EDA. Any Town EDA agreement, arrangement, or instrument development, redevelopment or financing agreement or arrangement not in conformity with this provision shall be null and void.
4. The Front Royal EDA and its Board of Directors shall have all powers, duties, liabilities, immunities from liabilities, and shall have such limitations upon its authority as set forth in the Industrial

Development and Revenue Bond Act of the Code of Virginia and as set forth in in this Chapter, particularly 16-6 (A) and (B) herein.

### **Article XI. Amendments**

Except as otherwise provided by law, these Bylaws may be amended, added to, altered or repealed in whole or in part by the Board of Directors at any meeting of the Board of Directors, provided proper notice thereof is given in the notice of such meeting, and such notice is delivered to each member of the Board of Directors and the public, at least one week in advance, as provided in these Bylaws Any Director may waive written notice.