

WINCHESTER COMMON COUNCIL
JULY 8, 2014
AMENDED AGENDA
7:00 P.M.

CALL TO ORDER AND ROLL CALL

MOMENT OF SILENCE

PLEDGE OF ALLEGIANCE

APPROVAL OF MINUTES – June 10, 2014 Regular Meeting, June 17, 2014 Regular Meeting, June 17, 2014 Special Meeting, June 24, 2014 Work Session, and June 24, 2014 Special Meeting

REPORT OF THE MAYOR

REPORT OF THE CITY MANAGER

REPORT OF THE CITY ATTORNEY

PUBLIC HEARINGS

- 1.1 O-2014-28:** Second Reading – AN ORDINANCE TO RESCIND ORDINANCE O-2013-32 AUTHORIZING THE ACQUISITION OF PROPERTIES NECESSARY FOR THE MONTICELLO STREET EXTENSION PROJECT BY MEANS INCLUDING BUT NOT LIMITED TO CONDEMNATION AND ACCEPTANCE BY THE CITY OF SAID PROPERTIES **(REQUIRES ROLL-CALL VOTE)(pages 5-7)**

- 1.2 O-2014-21:** Second Reading – AN ORDINANCE TO AMEND AND RE-ADOPT SECTION 27-176 OF THE WINCHESTER CITY CODE REGARDING REFUND FOR UNUSED OR DAMAGED CIGARETTE STAMPS **(REQUIRES ROLL-CALL VOTE)(pages 8-10)**

- 1.3 O-2014-22:** Second Reading: AN ORDINANCE AMENDING SECTIONS 6-5 AND 6-6 OF THE WINCHESTER LAND SUBDIVISION ORDINANCE PERTAINING TO APPROVAL OF MINOR SUBDIVISIONS **SA-14-199** *(The amendment eases restrictions on approving subdivisions administratively and ensures compliance with State Code on recording plats)***(REQUIRES ROLL-CALL VOTE)(pages 11-15)**

- 1.4 O-2014-23:** Second Reading: AN ORDINANCE TO REZONE 1.442 ACRES OF LAND AT 150 COMMERCIAL STREET (Map Number 153-01-J-3) FROM HIGHWAY COMMERCIAL (B-2) DISTRICT TO COMMERCIAL INDUSTRIAL (CM-1) DISTRICT **RZ-14-193** *(Allow light industrial uses not*

otherwise allowed under B-2 zoning)(**REQUIRES ROLL-CALL VOTE**)(pages 16-22)

- 1.5 **O-2014-24:** Second Reading: AN ORDINANCE TO REZONE 2.57 ACRES OF LAND AT 1570 COMMERCE STREET (*Map Number 252-01-2*) FROM COMMERCIAL INDUSTRIAL (CM-1) DISTRICT TO MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT WITH PLANNED UNIT DEVELOPMENT (PUD) DISTRICT OVERLAY **RZ-14-35** (*Allows a 26 three-bedroom townhouse units on primarily vacant industrial property*)(**REQUIRES ROLL-CALL VOTE**)(pages 23-70)
- 1.6 **O-2014-27:** Second Reading – AN ORDINANCE AUTHORIZING THE PAYMENT OF A MONETARY BONUS TO SPECIFIED OFFICERS IN ACCORDANCE WITH §15.2-1508 OF THE CODE OF VIRGINIA (**REQUIRES ROLL-CALL VOTE**)(pages 71-73)
- 1.7 **CU-14-334:** Conditional Use Permit – Request of Windy Hill, LLC for multifamily dwellings at 443 Millwood Avenue (*Map Number 233-08-40A*) zoned Highway Commercial (B-2) District (pages 74-82)
- 1.8 **Amendment to Winchester Comprehensive Plan 2011** – the proposed revisions are primarily focused in the West Central Planning area, and include, but are not limited to, potential location of a new John Kerr Elementary School and other land use recommendations along the planned extension of Meadow Branch Avenue (pages 83-114)

2.0 PUBLIC COMMENTS

3.0 CONSENT AGENDA

- 3.1 **O-2014-25:** First Reading – AN ORDINANCE TO ADOPT SECTIONS 14-169 OF THE WINCHESTER CITY CODE PERTAINING TO ABANDONED VEHICLES (pages 115-121)
- 3.2 **O-2014-26:** First Reading – AN ORDINANCE TO AMEND AND REENACT SECTION 14.2-8 OF THE WINCHESTER ZONING ORDINANCE PERTAINING TO WYCK STREET AND NORTH CAMERON STREET CORRIDOR ENHANCEMENT DISTRICTS (pages 122-126)
- 3.3 **R-2014-29:** Resolution – Authorize the Economic Development Authority to issue Revenue Refunding Bonds to Winchester Medical Center and Shenandoah Memorial Hospital (pages 127-167)
- 3.4 **R-2014-30:** Resolution – Authorize the execution of a management agreement between the City of Winchester and Taylor Master Tenant, LLC (pages 168-183)

- 3.5** Motion to authorize the execution of a Memorandum of Understanding with Winchester Public Schools regarding unused funds (pages 184-187)
- 3.6** Motion to appoint Eden Freeman as the Clerk of Council effective July 21, 2014
- 3.7** Motion to appoint Eden Freeman as a member of the Juvenile Detention Commission for an indefinite term effective July 21, 2014
- 3.8** Motion to appoint Eden Freeman as the Local Board of Social Services for an indefinite term effective July 21, 2014
- 3.9** Motion to appoint Eden Freeman as a member of the Winchester-Frederick County Metropolitan Planning Organization Policy Board for an indefinite term effective July 21, 2014
- 3.10** Motion to appoint Eden Freeman as the Administrative Advisory Member of the Planning Commission for a term that is coextensive with the term in office effective July 21, 2014
- 3.11** Motion to appoint Eden Freeman as a member of the Regional Jail Authority to fill an unexpired term ending February 28, 2017 effective July 21, 2014
- 3.12** Motion to appoint Eden Freeman as an ex-officio member of the Social Services Advisory Board effective July 21, 2014.
- 3.13** Motion to appoint Eden Freeman as a member of the Community Policy and Management Team effective July 21, 2014
- 3.14** Motion to appoint Eden Freeman as the Director of Emergency Management effective July 21, 2014

4.0 AGENDA

- 4.1** Motion to appoint Theresa Gaines and James E. Richard as private sector members and Karen Helm as a public/non-profit sector member of the Winchester-Frederick County Tourism Board each to a three year term expiring on June 30, 2017 (page 188)
- 4.2** Announce the resignation of Rainee Simpson as a member of the Winchester-Frederick County Tourism Board effective May 31, 2014. Ms. Simpson's term expires June 30, 2015.
- 4.3** Motion to appoint Priya Patel as a private sector member of the Winchester-Frederick County Tourism Board to an unexpired three year term ending June 30, 2015 (page 189)

4.4 Announce the term expiration of Joseph Kalbach as a member of the Economic Development Authority / Community Development Committee effective August 31, 2014. Mr. Kalbach is not eligible for reappointment.

4.5 Announce the term expirations of Jack Phillips and Robbie Marchant as members of the Board of Zoning Appeals effective July 31, 2014. Ms. Marchant is eligible for reappointment. Mr. Phillips is not eligible.

5.0 EXECUTIVE SESSION

5.1 MOTION TO CONVENE IN EXECUTIVE SESSION PURSUANT TO §2.2-3711(A)(7) OF THE CODE OF VIRGINIA FOR THE PURPOSE OF RECEIVING LEGAL ADVICE AND STATUS UPDATE FROM THE CITY ATTORNEY AND LEGAL CONSULTATION REGARDING THE SUBJECT OF SPECIFIC LEGAL MATTERS REQUIRING THE PROVISION OF LEGAL ADVICE BY THE CITY ATTORNEY AND MATTERS OF ACTUAL OR PROBABLE LITIGATION AND PURSUANT TO §2.2-3711(A) (3) AND (6) OF THE CODE OF VIRGINIA FOR THE PURPOSE OF DISCUSSION OR CONSIDERATION OF THE SUBJECT OF THE ACQUISITION OF REAL PROPERTY FOR A PUBLIC PURPOSE AND THE INVESTMENT OF PUBLIC FUNDS, WHERE IF MADE PUBLIC, THE BARGAINING POSITION OR FINANCIAL INTEREST OF THE CITY WOULD BE ADVERSELY AFFECTED.

6.0 ADJOURNMENT

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL/COMMITTEE MEETING OF: 06/10/2014 CUT OFF DATE: _____

RESOLUTION ___ ORDINANCE x PUBLIC HEARING x

ITEM TITLE: Ordinance to Rescind O-2013-32 Authorizing the Acquisition of Properties Necessary of the Monticello Street Extension Project by Means Including But Not Limited To Condemnation

STAFF RECOMMENDATION: N/A

PUBLIC NOTICE AND HEARING: Required

ADVISORY BOARD RECOMMENDATION: N/A

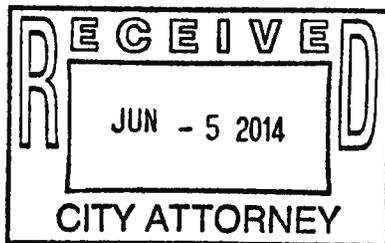
FUNDING DATA: Funds Previously Appropriated

INSURANCE:

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda. The Director's initials for approval or disapproval address only the readiness of the issue for Council consideration. This does not address the Director's recommendation for approval or denial of the issue.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____
4. _____	_____	_____	_____
5. City Attorney	<i>[Signature]</i>	_____	6/5/2014
6. City Manager	<i>[Signature]</i>	_____	6/2/14
7. Clerk of Council	_____	_____	_____

Initiating Department Director's Signature: _____ [COUNCIL REQUEST] _____ Date 6/5/2014



APPROVED AS TO FORM:

[Signature]
CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Honorable Members of Common Council

From: Anthony C. Williams, City Attorney

Date: June 5, 2014

RE: AN ORDINANCE TO RESCIND ORDINANCE O-2013-32 AUTHORIZING THE ACQUISITION OF PROPERTIES NECESSARY FOR THE MONTICELLO STREET EXTENSION PROJECT BY MEANS INCLUDING BUT NOT LIMITED TO CONDEMNATION

THE ISSUE: Rescission of Ordinance previously adopted by Council authorizing condemnation in furtherance of the Monticello Street Extension Project.

RELATIONSHIP TO STRATEGIC PLAN: Council Request

BACKGROUND: Common Council has expressed an interest in discontinuing pursuit of the Monticello Extension Project. This Ordinance is necessary to rescind previously adopted Ordinance O-2013-32.

BUDGET IMPACT: Funds previously budgeted / Grant Funds will need to be returned or applied to another project if permissible. Payment of reasonable expenses incurred.

OPTIONS: Adopt, reject, or modify Ordinance.

RECOMMENDATIONS: Ordinance has been prepared at request of Common Council.

AN ORDINANCE TO RESCIND ORDINANCE O-2013-32 AUTHORIZING THE ACQUISITION OF PROPERTIES NECESSARY FOR THE MONTICELLO STREET EXTENSION PROJECT BY MEANS INCLUDING BUT NOT LIMITED TO CONDEMNATION AND ACCEPTANCE BY THE CITY OF SAID PROPERTIES

WHEREAS, Common Council previously approved Ordinance O-2013-32 regarding the acquisition of properties necessary for the Monticello Street Extension Project; and

WHEREAS, the properties or designated portions thereof necessary for completion of this project are identified as follows:

*181 Battaile Drive, Winchester, VA
TM -330-03-K
Instrument No.: 120000482 – Land Records of City of Winchester, Va.
Owned by: Sir Properties Trust*

*3124 Valley Avenue, Winchester, VA
TM -330-01-11
Deed Book 270, Page 1557 – Land Records of City of Winchester, Va.
Owned by: Rubbermaid Commercial Products, Inc.*

*160 Battaile Drive, Winchester, VA
TM -331-02-A
Deed Book 325, Page 91 – Land Records of City of Winchester, Va.
Owned by: Henkel-Harris Company, Inc.*

*400 Armour Dale, Winchester, VA
TM-330-01-13
Instrument No.: 020000992 – Land Records of City of Winchester, VA
Owned by: Ashworth, Winchester, Inc.*

*501 Monticello Street, Winchester, VA
TM-330-01-12
Instrument No.: 020000992 – Land Records of City of Winchester, VA
Owned by: Ashworth, Winchester, Inc.*

*501 Armour Dale, Winchester, VA
TM -330-02-37
Instrument No.: 02000992 – Land Records of City of Winchester, Va.
Owned by: Ashworth, Winchester, Inc.*

;and

WHEREAS, Common Council has determined that proceeding with this project is not in the best interests of the City of Winchester at this time.

NOW THEREFORE BE IT ORDAINED, that Common Council hereby rescinds Ordinance O-2013-32 and directs the City Manager and City Attorney to cease all efforts to acquire properties in furtherance of the Monticello Extension Project.

0-2014-21

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL/COMMITTEE MEETING OF: 05/27/2014 **CUT OFF DATE:** _____

RESOLUTION ___ **ORDINANCE** X **PUBLIC HEARING** ___

ITEM TITLE: Clarification in City Code Regarding Reimbursement for Unused or Damaged Cigarette Tax Stamps

STAFF RECOMMENDATION: Approve

PUBLIC NOTICE AND HEARING:

ADVISORY BOARD RECOMMENDATION:

FUNDING DATA:

INSURANCE:

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda. The Director's initials for approval or disapproval address only the readiness of the issue for Council consideration. This does not address the Director's recommendation for approval or denial of the issue.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. Finance	<i>JD</i>		5/12/14
2. Treasurer	<i>Pth</i>		5/12/2014
3. _____			
4. _____			
5. City Attorney	<i>[Signature]</i>		5/14/2014
6. City Manager	<i>[Signature]</i>		5-15-14
7. Clerk of Council	<i>[Signature]</i>		5-15-14
Initiating Department Director's Signature: <i>[Signature]</i>			05/12/14 Date



APPROVED AS TO FORM:

[Signature] 5/14/2014
CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Ann T. Burkholder, Commissioner of the Revenue
Date: May 12, 2014
Re: Clarification in City Code Regarding Reimbursement for Unused or Damaged Cigarette Tax Stamps

THE ISSUE: The wording in City Code regarding reimbursement for returned cigarette tax stamps makes it unclear as to whether the statutory requirements regarding refunds for erroneously assessed taxes are applicable.

RELATIONSHIP TO STRATEGIC PLAN: Resolution of this matter best relates to Goal 2: Create a high-performing City organization.

BACKGROUND: The City sells cigarette tax stamps to distributors in rolls of 15,000 stamps, so this is a tax collected up front from the distributor rather than a trust tax collected at point-of-sale to the end consumer. City Code §27-176 contains the provisions for refunds for unused or damaged stamps upon return of the stamps along with an affidavit to the Commissioner. Refunds are to be made within twenty (20) days of the request. Such refunds do not arise as a result of any erroneous assessment.

While it appears that the intent in adopting this code section was not to trigger the statutory requirements of City Code §27-8, regarding Council authorization for refunds exceeding \$2,500 as a result of erroneously assessed taxes, the use of the word "refund" generates ambiguity. Moreover, it is then impossible for the Commissioner to comply with both the timely requirement of §27-176 and City procedures for timely review, notification and action regarding Council agenda items.

RECOMMENDATION: Upon discussion of the matter with other City parties, it is the recommendation of the Commissioner of the Revenue that City Code be clarified by substituting the term "reimbursement" for the existing use of "refund" in §27-176.

AN ORDINANCE TO AMEND AND RE-ADOPT SECTION 27-176 OF THE WINCHESTER CITY CODE REGARDING REFUND FOR UNUSED OR DAMAGED CIGARETTE STAMPS

WHEREAS; the Code of the City of Winchester §27-176 provides for a refund for damaged or unused cigarette tax stamps upon presenting the stamps and an affidavit to the Commissioner; and,

WHEREAS; the Code of the City of Winchester §27-176 further specifies that payment for such refunds shall be made within twenty (20) days; and,

WHEREAS; the Code of the City of Winchester §27-8, pursuant to Code of Virginia §58.1-3981, requires City Council authorization for any refunds greater than \$2,500 as a result of erroneously assessed taxes ; and,

WHEREAS; it does not appear that the intent in adopting §27-176 was to trigger the statutory requirements of §58.1-3981, but the use of term “refund” generates confusion; and,

WHEREAS; it is the desire of all City parties to maintain clarity in our City Code to ensure compliance and maintain good relationships with our taxpayers.

NOW THEREFORE BE IT RESOLVED, that Section 27-176 is hereby amended and re-adopted as follows:

SECTION 27-176. REFUND REIMBURSEMENT FOR UNUSED OR DAMAGED STAMPS OR METER IMPRINTS.

- (a) Should any person, after acquiring from the Treasurer any stamps provided for in this article, cease to be engaged in a business necessitating the use of the stamps, or should the stamps or meter imprints be damaged to the extent that they are unusable, such person shall be entitled to a ~~refund~~reimbursement of the denominational or face amount of any such stamps, less any discount, upon presenting the stamps to the Commissioner and furnishing the Commissioner with an affidavit showing, to his satisfaction, that the stamps were acquired by such person but not used, and the reason for requesting the ~~refund~~reimbursement.
- (b) Any and all ~~refunds~~reimbursements for unused or damaged stamps provided for under this section may be made on vouchers approved by the Commissioner. Such ~~refunds~~reimbursements shall be charged against the sums collected for the sale of said stamps and for the use of such imprints. Payment to the person requesting the ~~refund~~reimbursement shall be made within twenty (20) days of the request.

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL MEETING OF: 5/27/14 (Work Session), CUT OFF DATE: 5/21/14
6/10/14 (First Reading) 7/8/14 (Second Reading/Public Hearing)

RESOLUTION ___ ORDINANCE X PUBLIC HEARING X

ITEM TITLE:

SA-14-199 AN ORDINANCE AMENDING SECTIONS 6-5 AND 6-6 OF THE WINCHESTER LAND SUBDIVISION
ORDINANCE PERTAINING TO APPROVAL OF MINOR SUBDIVISIONS

STAFF RECOMMENDATION:

Approval.

PUBLIC NOTICE AND HEARING:

Public hearing required at second reading on 7/8/14.

ADVISORY BOARD RECOMMENDATION:

Planning Commission unanimously recommended approval.

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. Zoning	<u>ANG</u>		<u>5/21/14</u>
2. City Attorney	<u>[Signature]</u>		<u>5/22/2014</u>
3. City Manager	<u>[Signature]</u>		<u>5/22/14</u>
4. Clerk of Council			
Initiating Department Director's Signature: (Planning)	<u>[Signature]</u>		<u>5/21/14</u>



APPROVED AS TO FORM:

[Signature] 5/22/2014
CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council

From: Tim Youmans, Planning Director

Date: May 21, 2014

Re: SA-14-199 AN ORDINANCE AMENDING SECTIONS 6-5 AND 6-6 OF THE WINCHESTER LAND SUBDIVISION ORDINANCE PERTAINING TO APPROVAL OF MINOR SUBDIVISIONS

THE ISSUE:

Amend the Subdivision Ordinance to relax the restriction limiting the number of Minor Subdivisions that can be approved for a property within a 12-month period such that more than one administrative approval could be permitted within a 12-month timeframe. The request also brings the local ordinance into compliance with State Code regarding timeframes for recording approved plats

RELATIONSHIP TO STRATEGIC PLAN:

Goal: Develop a High Performing Organization

BACKGROUND:

See attached staff report

BUDGET IMPACT:

NA

OPTIONS:

- Approve the Subdivision ordinance amendment
- Deny the Subdivision ordinance amendment

RECOMMENDATIONS:

Planning Commission recommended approval.

City Council Work Session
May 27, 2014

**SA-14-199 AN ORDINANCE AMENDING SECTIONS 6-5 AND 6-6 OF THE WINCHESTER LAND SUBDIVISION
ORDINANCE PERTAINING TO APPROVAL OF MINOR SUBDIVISIONS**

REQUEST DESCRIPTION

The request would relax the restriction limiting the number of Minor Subdivisions that can be approved for a property within a 12-month period such that more than one administrative approval could be permitted within a 12-month timeframe. The request also brings the local ordinance into compliance with State Code regarding timeframes for recording approved plats.

STAFF COMMENTS

The Land Subdivision Ordinance allows the City Subdivision Administrator to administratively approve Minor Subdivisions which do not entail subdividing parcels into more than 3 lots fronting upon existing public streets where no new streets or utilities are proposed and existing facilities will accommodate the modification. It also requires that the Administrator make a written report of all minor subdivisions at each regular meeting of the Planning Commission.

Section 6-5-3 of the Land Subdivision Ordinance was amended in 1988 to prohibit the Subdivision Administrator from approving any Minor Subdivision within one year of a prior Minor Subdivision for the same parcel or portion thereof. This outright prohibition on approving Minor Subdivisions within 12 months of a prior Minor Subdivision has been found to be an unnecessary impediment to development approval.

The language in Section 6-6 is proposed to be entirely replaced by new language consistent with updates to Virginia Code Section 15.2 which stipulates a 6-month timeframe for recordation of approved subdivision plats in the land records.

RECOMMENDATION

At its May 20, 2014 meeting, the Commission forwarded Subdivision Ordinance Amendment **SA-14-199** to City Council recommending approval because it represents good planning practice.

AN ORDINANCE AMENDING SECTIONS 6-5 AND 6-6 OF THE WINCHESTER LAND SUBDIVISION
ORDINANCE PERTAINING TO APPROVAL OF MINOR SUBDIVISIONS
SA-14-199

WHEREAS, the Land Subdivision Ordinance allows the City Subdivision Administrator to administratively approve Minor Subdivisions which do not entail subdividing parcels into to more than 3 lots fronting upon existing public streets where no new streets or utilities are proposed and existing facilities will accommodate the modification; and,

WHEREAS, the Land Subdivision Ordinance, was amended in 1988 to prohibit the Subdivision Administrator from approving any Minor Subdivision within one year of a prior Minor Subdivision for the same parcel or portion thereof ; and,

WHEREAS; the outright prohibition on approving Minor Subdivisions within 12 months of a prior Minor Subdivision has been found to be an unnecessary impediment to development approval

WHEREAS, the Planning Commission forwarded the request to Council on May 20, 2014 recommending approval of the Land Subdivision Amendment because the amendment represents good planning practice; and,

WHEREAS, a synopsis of this Ordinance has been duly advertised and a Public Hearing has been conducted by the Common Council of the City of Winchester, Virginia, all as required by the Code of Virginia, 1950, as amended, and the said Council has determined that the amendment represents good planning practice.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Winchester, Virginia that the following Land Subdivision Ordinance provisions are hereby amended and reenacted as follows:

Ed. Note: The following text represents an excerpt of Sections 6-5 and 6-6 of the Land Subdivision Ordinance that is subject to change. Words with strikethrough are proposed for repeal. Words that are boldfaced and underlined are proposed for enactment. Existing ordinance language that is not included here is not implied to be repealed simply due to the fact that it is omitted from this excerpted text.

SECTION 6-5. MINOR SUBDIVISIONS.

6-5-1 The Administrator may certify a subdivision or re-subdivision as a "minor subdivision" if he/she finds that:

6-5-1.1 The proposal is to divide a parcel of land into not more than three (3) lots fronting up an existing street and not involving a new street or the extension of any existing street, street facilities, or utilities; and existing facilities will adequately accommodate the modification; and

- 6-5-1.2 The proposal will not create a violation of any of the provisions of the Zoning Ordinance; and
- 6-5-2 If the Administrator finds that the proposed subdivision or re-subdivision meets all the requirements as set forth above and elsewhere in this chapter, he/she shall certify the proposed plat as a "minor subdivision", and by affixing a notation to that effect and his signature thereto, grant final subdivision approval. At each regular Planning Commission meeting, the Administrator shall make a written report of all minor subdivisions so classified, certified, and approved for filing.
- 6-5-3 The Administrator may reject ~~No subdivision of a parcel of land may be approved~~ of a subdivision pursuant to this section within one year after the date of recordation of a minor subdivision plat for such parcel or part thereof if he/she finds it contrary to good planning practice. (8-9-88, Case #SA-88-01, Ord. No. 029-88).

SECTION 6-6. RECORDATION.

~~Unless the subdivider shall record his approved final subdivision plat in the office of the Clerk of Circuit Court for the City of Winchester within ninety (90) days after final approval, said final plat approval shall be null and void. The subdivider or his agent shall, in writing, inform the Administrator of the date on which said final subdivision plat was filed and note the deed book and page number thereof.~~

Unless a plat is filed for recordation in the office of the Clerk of Circuit Court for the City of Winchester within six (6) months after final approval thereof or such longer period as may be approved by City Council, such approval shall be withdrawn and the plat marked void and returned to the approving official; however, in any case where construction of facilities to be dedicated for public use has commenced pursuant to an approved plan or permit with surety approved by City Council or its designated administrative agency, or where the developer has furnished surety to City Council or its designated administrative agency by certified check, cash escrow, bond, or letter of credit in the amount of the estimated cost of construction of such facilities, the time for plat recordation shall be extended to one (1) year after final approval or to the time limit specified in the surety agreement approved by City Council or its designated administrative agency, whichever is greater.

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL MEETING OF: 5/27/14 (work session), CUT OFF DATE: 5/21/14
6/10/14 (1st Reading) 7/8/14 (2nd reading)

RESOLUTION ___ ORDINANCE X PUBLIC HEARING X

ITEM TITLE:

RZ-14-193 AN ORDINANCE TO REZONE 1.442 ACRES OF LAND AT 150 COMMERCIAL STREET (Map Number 153-01-J-3) FROM HIGHWAY COMMERCIAL (B-2) DISTRICT TO COMMERCIAL INDUSTRIAL (CM-1) DISTRICT

STAFF RECOMMENDATION:

Approval

PUBLIC NOTICE AND HEARING:

Public hearing for 7/8/14 Council mtg

ADVISORY BOARD RECOMMENDATION:

Planning Commission recommended approval.

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

Table with 4 columns: DEPARTMENT, INITIALS FOR APPROVAL, INITIALS FOR DISAPPROVAL, DATE. Rows include Zoning & Inspections, City Attorney, City Manager, and Clerk of Council.

Initiating Department Director's Signature: (Planning)

Handwritten signature of the initiating department director.

Handwritten date: 5/21/14



APPROVED AS TO FORM:

Handwritten signature and 'CITY ATTORNEY' text.

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Will Moore, Planner
Date: May 21, 2014
Re: RZ-14-193 AN ORDINANCE TO REZONE 1.442 ACRES OF LAND AT 150 COMMERCIAL STREET (*Map Number 153-01-J-3*) FROM HIGHWAY COMMERCIAL (B-2) DISTRICT TO COMMERCIAL INDUSTRIAL (CM-1) DISTRICT

THE ISSUE:

Rezoning the former Health Department (now Gear Clean) property on Commercial St to facilitate expansion of the existing business and to offer additional space for manufacturing and light industrial uses that are not available under the existing B-2 zoning.

RELATIONSHIP TO STRATEGIC PLAN:

Goal 1: Grow the Economy; Objective 6: More manufacturing businesses in Winchester

Goal 4: Create a more livable city for all; Objective 3: Manage future growth, development and redevelopment consistent with City's vision, comprehensive plan and development standards and policies

BACKGROUND:

See attached staff report

BUDGET IMPACT:

The applicant has separately submitted a site plan for infill development on the site, including a 14,400sf addition. The requested CM-1 zoning will allow for an additional array of uses to occupy this space. While not quantifiable at this time, additional revenue from the expanded commercial/light industrial use and property assessment is anticipated.

OPTIONS:

- Approve
- Deny

RECOMMENDATIONS:

Planning Commission recommended approval.

Council Work Session
May 27, 2014

RZ-14-193 AN ORDINANCE TO REZONE 1.442 ACRES OF LAND AT 150 COMMERCIAL STREET (*Map Number 153-01-J-3*) FROM HIGHWAY COMMERCIAL (B-2) DISTRICT TO COMMERCIAL INDUSTRIAL (CM-1) DISTRICT.

REQUEST DESCRIPTION

The request is to rezone the property to facilitate expansion of the existing business and to offer additional space for manufacturing and light industrial uses that are not available under the existing B-2 zoning.

AREA DESCRIPTION

The subject property currently contains the existing business Gear Clean in the former Health Department building on the north side of Commercial St in the block between Pennsylvania Ave and N Loudoun St. Properties directly to the east are also zoned B-2 and contain an auto parts store and motorcycle sales/service in a former branch bank building. Property to the west and north is zoned CM-1 and contain a variety of contractor and storage uses. Property further to the north includes MR-zoned residences along W. Oates Ave. Property to the south and further to the west is zoned M-1 and contain commercial and industrial uses, including equipment sales/service and apple packing and storage.



STAFF COMMENTS

The proposal for a conventional rezoning (without proffers) of the property is outlined in a letter from Greywolfe, Inc. dated March 31, 2014. The letter cites statements from the Comprehensive Plan specific to the North Geographic Planning Area, including the Economic Development objective to “Work with owners and investors interested in developing properties in the city” and the Land Use objective to “Develop a diversified, sustainable industrial base at appropriate locations which are accessible to transportation facilities.” Additionally, the Character Map in the Comp Plan calls for Commerce Area Revitalization/Infill for the subject and surrounding properties on the north side of Commercial Street.

The applicant has separately submitted a site plan for a 14,400sf addition to the existing 7,440sf building along with associated site improvements, although the plan does not call for a specific use that would be dependent on the rezoning to CM-1. The associated site plan supports the Character Map designation for revitalization/infill at the property. CM-1 designation could support the land use objective for development of a diversified, sustainable industrial base by allowing for an array of light industrial uses that are not otherwise permitted under the current B-2 zoning. Access to transportation facilities from the subject property is convenient, with US 11 (Loudoun St) and US 522 (Fairmont Ave) only a block removed from the property in either direction.

The nearest residential uses are to the north along W. Oates Ave. There is existing CM-1-zoned land with contractor and storage uses located in between the subject property and these residences. It is unlikely that CM-1 zoning on the subject property could create an additional impact on these residential properties considering the surrounding zoning/uses already in place and the separation from the subject property.

RECOMMENDATION

At its May 20, 2014 meeting, the Planning Commission forwarded **RZ-14-193** to City Council recommending approval as depicted on an exhibit titled *"Rezoning Exhibit, RZ-14-193, Prepared by Winchester Planning Department, May 6, 2014"* because the proposed CM-1 zoning is consistent with the Comprehensive Plan Character Map designation for Commerce Area Revitalization/Infill on the north side of Commercial Street.

AN ORDINANCE TO REZONE 1.442 ACRES OF LAND AT 150 COMMERCIAL STREET (*Map Number 153-01-J-3*)
FROM HIGHWAY COMMERCIAL (B-2) DISTRICT TO COMMERCIAL INDUSTRIAL (CM-1) DISTRICT

RZ-14-193

WHEREAS, the Common Council has received an application from Construction Management, Inc., on behalf of property owner Major Properties, LLC, to amend the zoning designation associated with 150 Commercial Street, more specifically identified as Tax Map Section 153, Double Circle 1, Block J, Lot 3; and,

WHEREAS, the adopted Comprehensive Plan calls for Commerce Area Revitalization/Infill on the north side of Commercial Street; and,

WHEREAS, Goal 1, Grow the Economy, Objective 6 of the Winchester Strategic Plan calls for more manufacturing businesses in Winchester; and,

WHEREAS, the Planning Commission forwarded the request to Council on May 20, 2014 recommending approval of the rezoning as depicted on an exhibit titled "*Rezoning Exhibit, RZ-14-193, Prepared by Winchester Planning Department, May 6, 2014*" because the proposed CM-1 zoning is consistent with the Comprehensive Plan Character Map designation for Commerce Area Revitalization/Infill on the north side of Commercial Street; and,

WHEREAS, a synopsis of this Ordinance has been duly advertised and a Public Hearing has been conducted by the Common Council of the City of Winchester, Virginia, all as required by the Code of Virginia, 1950, as amended, and the said Council has determined that the rezoning associated with this property herein designated is consistent with the Comprehensive Plan.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Winchester, Virginia that the following land is hereby rezoned from the existing zoning designation of Highway Commercial (B-2) District to Commercial Industrial (CM-1) District:

1.442 acres of land at 150 Commercial Street as depicted on an exhibit titled "*Rezoning Exhibit, RZ-14-193, Prepared by Winchester Planning Department, May 6, 2014.*"

REZONING EXHIBIT

RZ-14-193

PREPARED BY WINCHESTER PLANNING DEPARTMENT

MAY 6, 2014



EXISTING

B-2 ZONING FOR 150 COMMERCIAL STREET



PROPOSED

CM-1 ZONING FOR 150 COMMERCIAL STREET

 Conditional Zoning



GREYWOLFE, INC.

**1073 REDBUD ROAD • WINCHESTER, VA 22603
(540) 667-2001 • (540) 545-4001 FAX
GREYWOLFEINC@AOL.COM**



City of Winchester
Planning Department
Rouss City Hall
15 North Cameron Street
Winchester, VA 22601
(540) 667-1815
(540) 722-3618 (Fax)

March 31, 2014

Mr. Youmans,

Please find the attached application for a conventional rezoning for Parcel 153-((01))-3 located at 150 Commercial Street. The property is currently zoned B-2 and the owner, Major Properties, LLC; would like to change the zoning to CM-1.

The Comprehensive Plan identifies this property located in the North geographic area is a prime location to "Work with owners and investors interested in developing" and to "Develop a diversified, sustainable industrial base at appropriate locations which are accessible to transportation facilities". The parcel is also located within the Enterprise Zone.

The owners are submitting site plans to construct an addition to expand their existing business, Gear Clean, and to offer two spaces for manufacturing and office.

There are manufacturing and industrial uses within the CM-1 zoning designation that are not available within B-2.

The impacts on traffic will not change between the uses nor will there any other negative effect for the City. Surrounding properties are already within the CM-1 designation and this change is compatible them.

Thank you,


Gary R. Oates, LS-B, PE
GreyWolfe, Inc.

R2-14-193

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL MEETING OF: 6/10/14 (1st Reading) CUT OFF DATE: 6/4/14
7/8/14 (2nd Reading, Public Hearing)

RESOLUTION ___ ORDINANCE X PUBLIC HEARING X

ITEM TITLE:

RZ-14-35 AN ORDINANCE TO REZONE 2.57 ACRES OF LAND AT 1570 COMMERCE STREET (Map Number 252-01-2) FROM COMMERCIAL INDUSTRIAL (CM-1) DISTRICT TO MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT WITH PLANNED UNIT DEVELOPMENT (PUD) DISTRICT OVERLAY

STAFF RECOMMENDATION:

Staff would support approval if the Proffers, Development Plan, and Design/Development Standards better mitigated potential impacts arising from the rezoning.

PUBLIC NOTICE AND HEARING:

Public hearing for 7/8/14 Council mtg

ADVISORY BOARD RECOMMENDATION:

On a 4-2 vote, Planning Commission recommended approval subject to the Proffers, Development Plan, and Design/Development Standards

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

Table with 4 columns: DEPARTMENT, INITIALS FOR APPROVAL, INITIALS FOR DISAPPROVAL, DATE. Rows include Zoning & Inspections, City Attorney, City Manager, and Clerk of Council.

Initiating Department Director's Signature: (Planning Dept)

Handwritten signature of the initiating department director.

Handwritten date: 6/4/14



APPROVED AS TO FORM:

Handwritten signature and date 6/5/2014 above the text CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Tim Youmans, Planning Director
Date: July 3, 2014
Re: **RZ-14-35 AN ORDINANCE TO REZONE 2.57 ACRES OF LAND AT 1570 COMMERCE STREET (Map Number 252-01-2) FROM COMMERCIAL INDUSTRIAL (CM-1) DISTRICT TO MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT WITH PLANNED UNIT DEVELOPMENT (PUD) DISTRICT OVERLAY**

THE ISSUE:

Conditionally change the underlying zoning from CM-1 to MR and establish PUD overlay zoning on 2.57 acres of property fronting along the south side of Commerce Street to support the proffered construction of a townhouse development of up to 26 units.

RELATIONSHIP TO STRATEGIC PLAN:

Goal 4: Create a more livable city for all
Vision 2028- Great neighborhoods with a range of housing choices

BACKGROUND:

See attached staff report

The applicant submitted a revised proffer statement, along with other materials (including floor plans) on July 1, 2014.

BUDGET IMPACT:

The applicant has submitted a Market and Fiscal Impact Analysis that purports a Net On-Site Fiscal Benefit of \$15,021 to the City. This derived by subtracting the \$86,555 of net City costs from the \$101,676 of net direct City revenues.

OPTIONS:

- Approve the rezoning ordinance
- Deny the rezoning ordinance
- Table the request

RECOMMENDATIONS:

On a 4-2 vote, the Planning Commission recommended approval.

On a 9-0 vote, Council advanced the request from work session expressing intent to deny the rezoning request.

City Council Meeting- Second Reading
July 8, 2014

RZ-14-35 AN ORDINANCE TO REZONE 2.57 ACRES OF LAND AT 1570 COMMERCE STREET (*Map Number 252-01-2*) FROM COMMERCIAL INDUSTRIAL (CM-1) DISTRICT TO MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT WITH PLANNED UNIT DEVELOPMENT (PUD) DISTRICT OVERLAY

REQUEST DESCRIPTION

The request is to conditionally change the underlying zoning from CM-1 to MR and establish PUD overlay zoning on the entire property to support the proffered construction of a townhouse development of up to 26 units fronting along the south side of Commerce Street.

REVISED PROFFERS (revision date June 24, 2014), DESIGN & DEVELOPMENT STANDARDS, FLOOR PLANS, AND GENERALIZED DEVELOPMENT PLAN SUBMITTED ON JULY 1, 2014.

The submitted Development Plan titled “Generalized Development Plan, Commerce Street Townhomes” dated February 3, 2014 with revision dates of February 14, 2014 (*Sheet 1*) and February 17, 2014 (*Sheet 2*) depicts 3 townhouse structures and 26 driveways accessed from a one-way common drive wrapping around at the rear of the buildings leading to optional 1-car garages. The Development Plan depicts 16 on-street parallel parking spaces as well as an area for an undefined number of additional parking spaces along the south side of the rear drive aisle. The request also includes a Proffer Statement dated December 3, 2013 with a latest revision date of ~~February 14, 2014~~ **June 24, 2014**.

AREA DESCRIPTION

The site and all other properties fronting along the east-west section of Commerce Street are zoned CM-1. Land uses include a credit union, mini-warehouse and contractor use. Property to the south of the site along Glaise Avenue is zoned MR and contains single-family dwellings. Properties further to the north along the west side of Commerce St are in single-family residential use.



STAFF COMMENTS

Comprehensive Plan Consistency

The Comprehensive Plan identifies the property as a redevelopment site and calls for adaptive reuse to be more compatible with adjacent residential areas. PUD zoning allows for consideration of up to 18 residential units per acre. At 2.57 acres in size, the property could theoretically support up to 46 units. The choice of townhouse development allows for separate ownership of the units, but reduces the physical ability to maximize the density as could be done with multifamily or apartment-styled condominium development. In general the Comprehensive Plan advocates the following:

Citywide Design Objective #1:

“Employ New Urbanism Principles in new development and redevelopment.”

Citywide Housing Objective #6:

“Promote decent affordable housing, particularly to serve targeted populations such as young professionals and retirees.”

The proposed townhouses could serve these targeted populations. The site is also situated in close proximity to a transit stop on the S. Loudoun Street bus route and not too far removed from Shenandoah University.

At 2.57 acres in size, the proposed PUD is considerably below the 5-acre minimum called out in Section 13-1-4.1 of the Zoning Ordinance. However, the Zoning Ordinance allows for the Planning Commission to recommend and City Council to approve a waiver of the 5-acre minimum when the applicant can show that strict adherence would produce unnecessary hardship and preclude development that is more compatible with the Comprehensive Plan than that which could be permitted without the PUD zoning.

Potential Impacts & Proffers

The applicant submitted voluntary proffers to mitigate potential impacts arising from the rezoning of the property from CM-1 supporting nonresidential use to MR with PUD overlay zoning to support 26 townhomes. The latest submitted Proffer Statement is dated ~~February 14, 2014~~ **June 24, 2014**. Generally, the impacts from this rezoning would be the removal of tax-generating commercial development with residential use, which could have some impacts on public education expenditures. Depending upon the number of bedrooms and market targeted for occupancy, it is possible that the 26 units could create negative impacts in the form of school-aged children requiring public education. The applicant notes that the proposal would be for a maximum of ~~3~~ **2** bedrooms per unit in ~~both the 16-foot wide units as well as the 20-foot wide units. No floor plans have been submitted to date.~~ **Floor plans have been included in the latest submission. Proffer 3.2a, added to the latest version of the proffer statement, proffers general conformance with the submitted floor plans. The proffered Design & Development Guidelines have also been updated and now specify a maximum of 2 bedrooms per unit (previously a max. of 3BR) and a minimum lot width of 20' (previously up to ½ of the units could have been as narrow as 16'). While a maximum of 2 bedrooms is now proffered, it should be noted that the submitted floor plans for the third floor depict a master bedroom, bedroom, and a “study” that, other than in name, is for all intents and purposes a third bedroom.**

The applicant does proffer to contribute \$300 per townhouse unit to the City to provide for improvements to either Overlook Park or the Quarles Elementary School playground in lieu of dedicating up to 10% of the site for public parkland. Staff believes that a cash proffer in lieu of parkland dedication is desirable.

At the February 18th, March 18th, and April 15th 2014 regular meetings, the Planning Commission tabled the rezoning request in order to allow the applicant time to prepare a Fiscal Impact Analysis for this PUD rezoning application per Sections 13-4-2.2k of the Zoning Ordinance. On May 7, 2014, a Market and Fiscal Impact Analysis was received in the Planning Department. The report assumes that 6 school-aged children (0.222 children per unit) will be generated by the project. The report identifies a \$7,885 annual operating expense per pupil resulting in a total annual school operating cost of \$47,310. Together with

other costs to the City, the total annual cost for the 26-unit development is estimated at \$86,655. This figure does not include the capital cost of school facilities to accommodate 6 additional children. This is an important factor since existing schools, especially elementary, are already over capacity in the city.

The fiscal analysis estimates total revenues arising from the development at \$101,676. This includes \$53,105 of real estate tax revenue, \$18,666 of personal property tax revenue, \$22,950 of Non-tax revenue, and a little less than \$7,000 of other revenue. The Non-tax revenue is based upon a per capita average of \$306 and an estimated total occupancy of 61 persons residing in the 26-unit development. This assumes 2.35 per household. Unless these units are intended for college student occupancies, it is logical to assume that there would likely be only 2 adults. The other .35 persons per unit (i.e. $2.35 - 2.0 = 0.35$) are most likely children. Assuming this, 0.35 multiplied by 26 units amounts to potentially 9 children, of which some will be below school age. The applicant has indicated that there will be 6 school-aged children. The average pupil generation rate for all townhouses (i.e. many 2-BR units) in Frederick Co per the Development Impact Model is 0.279. The rate employed here for this 'all 3-BR' development is 0.222. It is hard to believe that the rate for this 3-BR development would be any less than the average for all townhouses in the same Winchester-Frederick Co market. Recently proposed townhouse developments in Frederick County include the Madison Village project which proffered \$1,362 for each townhouse unit and \$1,139 for each apartment unit.

The Fiscal Impact Analysis for the Commerce St project indicates a Net On-Site Fiscal Benefit of \$15,021. This derived by subtracting the \$86,555 of net costs from the \$101,676 of net direct revenues. It is surprising, to some degree, that a similar townhouse just over the County line would have a negative net impact resulting in the proffering of \$1,362 for each townhouse unit. It should be noted that just 2 additional school-aged children residing in the townhouse development would tip the net benefit into a net cost to the City at \$7,885 per student.

While this residential rezoning request results in a much smaller quantity of total units than the recently approved Cedar Creek Place project (132 units) and the Jubal Square project (140 units), the quantity of ~~three-bedroom~~ **two-bedroom** units **with "studies" that, other than in name, appear to actually be third bedrooms** is a concern. ~~For Commerce St the proposal is for up to 100% of the 26 units to have 3 bedrooms.~~ The Cedar Creek Place proposal included zero (0) three-bedroom units and the Jubal Square project included only 20 three-bedroom units and 8 two-bedroom units with a den. Collectively the 28 Jubal Square units with 3 bedrooms or 2 bedrooms + den constituted only 20% of that total project.

Traffic Impacts

Staff does not believe that a Traffic Impact Analysis should be required by the Planning Commission since Commerce St has adequate capacity to handle the additional traffic.

Site Development and Buffering

Buffering has been provided to screen the townhouse building and rear parking from the existing single-family neighborhood along Glaize Avenue to the south. A detail on the Development Plan calls for an opaque board fence (6' height) and a staggered row of mixed evergreen/deciduous plantings along the rear property line adjoining the Glaize Avenue residential neighborhood. The Plan calls for 2 plants per every 15 feet with half being evergreen and the other half deciduous. The minimum height of installed evergreen plantings is specified at 4' and the minimum caliper of deciduous trees is specified at 1" caliper on the Plan. Both the Plan and the Proffer Statement note that existing "plantings and vegetation" may be used to satisfy the intent of the landscape screens shown as required. Provision 3.5 of the Proffer Statement was amended to include "Adequacy determination to be at time of planting by

Zoning Administrator.” Staff recommends that ‘Planning Director’ be substituted for ‘Zoning Administrator’ and that any existing “vegetation” proposed to meet this intent be clearly depicted on the plan so that it can be evaluated for suitability.

The Development Plan calls for either a double row of evergreen screening (4’ min height) or an opaque fence (6’ height) along the eastern boundary of the site adjoining the remaining commercially zoned development at the bend in Commerce Street. The applicant is also proffering at least a 100-square foot landscape area in the front yard of the units. (NOTE: By comparison a typical parking space is at least 162 square feet in size). Staff has encouraged the applicant to employ the New Urbanism practice of keeping the units close to the public street (and putting the parking to the rear). However, since there will be a very small quantity of green space out front, it is important that the developer demonstrate a high quality to that small amount of street-view green space.

Storm Water Management

Storm water management will need addressed. No on-site storm water management is depicted on the Plan, but can be handled during the time of site plan review. The site slopes both to the east as well as to the south. The Plan depicts a natural green area (‘Recreational Space’) along the southern boundary which should mitigate storm water runoff issues to the Glaise Avenue neighborhood.

Density

The applicant proposes a maximum of 26 townhouses with a maximum of ~~3~~ **2** bedrooms per unit. PUD overlay allows for consideration of up to 18 dwelling units per acre, which in the case of 2.57 acres would translate to a maximum of 46 dwelling units. The applicant is proposing a maximum of 26 dwelling units. The actual project density comes out to 10.1 units per acre.

Project Phasing

The applicant has not indicated that there is any proposal to phase in the project as part of the PUD rezoning.

Design Quality

Despite being encouraged to do so, the applicant has not yet submitted any floor plans for this rezoning proposal, and there are few proffers addressing design quality. Proffer 3.1 states that “All buildings on the property shall be constructed using compatible architectural styles.” The latest development plan includes an illustrative rendering of the front elevation of the units (~~Sheet 2, Revised Feb 17, 2014~~) and proffer 3.2 now states that “unit architecture shall generally conform to the elevation and guidelines” on that sheet of the development plan. The Development Plan depicts rear driveways suggesting access to rear-entry garages although a “Design & Development Standards” sheet notes that the garages are optional. Staff recommends that a note be added to the Development Plan that ~~a fourth~~ **an additional** bedroom cannot be created in any unit even if the optional garage is converted to living space. The submitted Plan depicts 3 buildings with one building containing 8 townhouse units and the other two buildings containing 9 units. The Design & Development Standards sheet notes that the lots (and thus all of the interior townhouse units) would have a 20-foot minimum width, ~~but then states that up to half of the units may have a 16-foot minimum width.~~ In the High Density Residential (HR) District, where townhouses are allowed by right, the City requires a minimum average townhouse lot width of 22 feet. The applicant should clearly demonstrate how the proposed PUD provides exceptional design to warrant exceptions to these minimum standards that apply where townhouses are permitted without PUD overlay.

RECOMMENDATION

Generally, staff feels that the proposal is consistent with many of the broader elements of the City's long-term vision to provide housing attractive to young professionals and empty-nesters to the City. Staff feels that the use of the PUD provision for this site is acceptable even though it is considerably less than five acres in size, but that the applicant needs to provide better justification from a quality design standpoint for reducing some of the minimum development standards otherwise applicable to townhouse development in the City.

Staff supports a waiver of the 5-acre minimum per Section 13-1-4.1 of the Zoning Ordinance to allow a 2.57-acre PUD because strict adherence would produce unnecessary hardship that would preclude development that is more compatible with the Comprehensive Plan than that which could be permitted without the PUD zoning.

On a 4-2 vote at its May 20, 2014 meeting, the Planning Commission forwarded Rezoning RZ-14-35 to City Council recommending approval because the proposed MR (PUD) zoning, supports the expansion of housing serving targeted populations as called out in the Comprehensive Plan. The recommendation was subject to:

1. the Proffer Statement dated December 3, 2013 and revised February 14, 2014;
2. adherence with the Development Plan titled 'Generalized Development Plan, Commerce Street Townhomes', dated February 4, 2014 with revision dates of February 14, 2014 (Sheet 1) and February 17, 2014 (Sheet 2);
3. the single-page document titled 'Commerce Street Townhomes, Design & Development Standards';

The Planning Commission recommended that City Council approve a waiver of the 5-acre minimum per Section 13-1-4.1 of the Zoning Ordinance to allow a 1.295 acre PUD because the applicant has shown that strict adherence would produce unnecessary hardship that would preclude development that is more compatible with the Comprehensive Plan than that which could be permitted without the PUD zoning.

At its May 27, 2014 work session, on a 9-0 vote, Council forwarded the request for First Reading at the June 10, 2014 meeting expressing its intent to deny the request. A motion to disapprove the rezoning ordinance could read:

MOVE, that Council disapprove Rezoning RZ-14-35 because the application for the proposed MR (PUD) zoning as submitted:

- a) is less than 5 acres in size and the applicant has not demonstrated a clear hardship for a waiver;
- b) would result in residential-only development less desirable than mixed use advocated in the Comprehensive Plan or commercial-only use allowed under the existing CM-1 zoning; **and**
- c) is based upon a fiscal impact analysis that appears to underestimate public education costs for ~~3-bedroom~~ units housing school-aged children; ~~and,~~
- d) ~~lacks sufficient design detail such as floor plans to support 3-story 3-bedroom townhouse development with up to half of the units as narrow as 16 feet.~~

Alternately, a motion to table could read:

MOVE, that Council table Rezoning RZ-14-35 to allow sufficient time for the revised proffers and associated documents to be reviewed and considered.

AN ORDINANCE TO REZONE 2.57 ACRES OF LAND AT 1570 COMMERCE STREET FROM COMMERCIAL INDUSTRIAL (CM-1) DISTRICT TO MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT WITH PLANNED UNIT DEVELOPMENT (PUD) DISTRICT OVERLAY

RZ-14-35

WHEREAS, the Common Council has received an application from Pennoni Associates Inc. on behalf of Evergreen Real Properties, LLC to rezone property at 1570 Commerce Street from Commercial-Industrial (CM-1) District to Medium Density Residential (MR) District with Planned Unit Development (PUD) Overlay; and,

WHEREAS, the Planning Commission forwarded the request to Council on May 20, 2014 recommending approval of the rezoning request as depicted on an exhibit entitled "*Rezoning Exhibit RZ-14-35 Prepared by Winchester Planning Department, February 3, 2014*" because the proposed MR (PUD) zoning supports the expansion of housing serving targeted populations. The recommendation is subject to the proffers in the Proffer Statement dated December 3, 2013 and revised February 14, 2014 and to adherence with the Development Plan titled 'Generalized Development Plan, Commerce Street Townhomes', dated February 4, 2014 with revision dates of February 14, 2014 (Sheet 1) and February 17, 2014 (Sheet 2) and a single-page document titled 'Commerce Street Townhomes, Design & Development Standards'; and,

WHEREAS, the applicant has further amended the proffers in the Proffer Statement dated December 3, 2013 and revised June 24, 2014, along with the associated Design & Development Standards and Generalized Development Plan; and,

WHEREAS, a synopsis of this Ordinance has been duly advertised and a Public Hearing has been conducted by the Common Council of the City of Winchester, Virginia, all as required by the Code of Virginia, 1950, as amended, and the said Council has determined that the rezoning associated with this property herein designated supports the expansion of housing serving targeted populations as called out in the Comprehensive Plan.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Winchester, Virginia that the following land is hereby rezoned from the existing zoning designation of Commercial- Industrial (CM-1) District to Medium Density Residential (MR) District with Planned Unit Development (PUD) Overlay: Approximately 2.57 acres of land at 1570 Commerce Street as depicted on an exhibit entitled '*Rezoning Exhibit RZ-14-35 Prepared by Winchester Planning Department, February 3, 2014.*'

BE IT FURTHER ORDAINED by the Common Council of the City of Winchester, Virginia that the rezoning is subject to the proffers in the Proffer Statement dated December 3, 2013 and revised ~~February 14~~ **June 24, 2014** and to adherence with the Development Plan titled 'Generalized Development Plan, Commerce Street Townhomes', dated February 4, 2014 with revision dates of February 14, 2014 (~~Sheet 1~~) and February 17, 2014 (~~Sheet 2~~) and a single-page document titled 'Commerce Street Townhomes, Design & Development Standards' **with a revision date of June 24, 2014.**

REZONING EXHIBIT

RZ-14-35

PREPARED BY WINCHESTER PLANNING DEPARTMENT
FEBRUARY 3, 2014



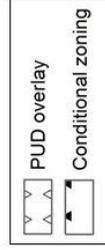
EXISTING

CM-1 ZONING FOR 1570 COMMERCE STREET



PROPOSED

CONDITIONAL MR (PUD) ZONING FOR 1570 COMMERCE STREET



PROFFER STATEMENT

REZONING: RZ. # _____: CM-1 to MR (PUD)

PROPERTY: 2.5960 Acres +/-;
Tax Map & Parcels 252-01-2 (the "Property")

RECORD OWNER: Evergreen Real Properties LLC

APPLICANT: Evergreen Real Properties, LLC

PROJECT NAME: Commerce Street Townhomes

ORIGINAL DATE OF PROFFERS: December 3, 2013

REVISION DATE: February 3, 2014; Revised February 14, 2014; Revised June 24, 2014

The undersigned owners hereby proffer that the use and development of the subject property ("Property"), as described above, shall be in conformance with the following conditions, which shall supersede all other proffers that may have been made prior hereto. In the event that the above referenced rezoning is not granted as applied for by the Applicant ("Applicant"), these proffers shall be deemed withdrawn and shall be null and void. Further, these proffers are contingent upon final rezoning of the Property with "Final Rezoning" defined as that rezoning that is in effect on the day upon which the City of Winchester Common Council (the "Council") grants the rezoning.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. The improvements proffered herein shall be provided at the time of development of that portion of the Property adjacent to or including the improvement or other proffered requirement, unless otherwise specified herein. The term "Applicant" as referenced herein shall include within its meaning all future owners, assigns, and successors in interest. When used in these proffers, the "Generalized Development Plan" shall refer to the plan entitled "Generalized Development Plan, Commerce Street Townhomes" prepared by Pennoni Associates Inc., (the "GDP") dated February 3, 2014.

1. LAND USE:

- 1.1 The project shall be designed to create townhouse building lots in general conformance with the GDP, and as specifically set forth in these proffers subject to modifications as necessary upon final engineering including but not limited to intersection alignments.
- 1.2 All development shall be accomplished in general conformance with the "Commerce Street Townhomes, Design and Development Standards", prepared by Pennoni attached hereto and incorporated herein by reference (the "Design and Development Standards").

- 1.3 Residential development on the Property shall not exceed 26 dwelling units.
- 1.4 Surface parking shall be allowed in areas delineated. As a minimum, 2 parking spaces per unit shall be provided which may include onsite parking lots, garage and associated private drive spaces, and if provided, public spaces within 300 ft.
- 1.5 If provided picnic shelters shall not exceed 50 S.F.
- 1.6 Home occupations as approved by the HOA and allowed by ordinance.

2. CONSTRUCTION OF A UNIFIED DEVELOPMENT:

- 2.1 The Property shall be developed as one single and unified development in accordance with applicable ordinances and regulations, the GDP as approved by the Council, and this Proffer Statement.

3. ARCHITECTURE, SIGNAGE, AND LANDSCAPING:

- 3.1 All buildings on the Property shall be constructed using compatible architectural styles. The Applicant shall establish the required Property Owners' Association to enforce and administer a unified development plan in general conformity with the proffered requirements.
- 3.2 Unit architecture shall generally conform to the elevations and guidelines provided on Sheet 2 of the GDP.
 - a. The building floor plans shall be in general conformance with those plans attached hereto and made a part of this proffer.
- 3.3 A 100 SF landscaped area must be maintained within the front yard of each lot.
- 3.4 Trees meeting the City of Winchester Street Tree Standard shall be provided along the right-of-way. The total trees provided shall be at least 1 tree per 30 ft. of total road frontage.
- 3.5 Existing onsite plantings and vegetation may be used to satisfy the intent of the landscape screens shown as required on the Generalized Development Plan. Adequacy determination to be at time of planting by Zoning Administration.
- 3.6 All parking, sidewalk areas shall be of hard surface material, such as concrete, asphalt or pavers. A porous paver system shall also satisfy this requirement.

4. RECREATION AREAS:

- 4.1 In lieu of the up to 10% land set aside required by the City of Winchester Land Subdivision Ordinance Para. 5-40 and satisfy the recreation

development required by Zoning Ordinance Para. 13-1-6, the Applicant shall contribute to the City of Winchester \$300 per lot for improvements to park facilities as deemed appropriate. It is intended that these funds be used for improvement to recreational facilities at Overlook Park or Quarles Elementary School. Payment to be made at time of occupancy permit issuance.

- 4.2 Common open space shall be provided by designation of an open space easement over landscaped areas of the site and shall be a minimum of 30% of the site area.

5. CREATION OF PROPERTY OWNERS' ASSOCIATION:

- 5.1 The residential portion of the development shall be made subject to a Property Owners' Association(s) (hereinafter "POA") that shall be responsible for the ownership, maintenance and repair of all common areas, including parking areas and driveways within appropriate easements subject to their jurisdiction, and shall be provided such other responsibilities, duties, and powers as are customary for such associations or as may be required for such POA herein.
- 5.2 The POA shall be so established that it possesses all necessary powers to set and revise fees and dues in sufficient sums to perform the responsibilities assigned to it hereunder and under the Declaration to be recorded creating such Association. In addition, upon any conveyance of a residential unit from the builder thereof to a home purchaser, there shall be a fee paid by the home purchaser to the POA in an amount equal to three times the then-current monthly residential dues applicable to the unit so conveyed.
- 5.3 The POA shall comply with Article 9-9 of the Zoning Ordinance.
- 5.4 The POA documents shall be generally modeled on the Rules and Regulations made a part of these proffers.

6. WATER & SEWER:

- 6.1 The Applicant shall be responsible for connecting all lots to the City of Winchester public water and sewer. It shall further be responsible for constructing all facilities required for such connection. All water and sewer infrastructure shall be constructed in accordance with the requirements of the City of Winchester.

7. TRANSPORTATION:

- 7.1 All private streets and parking areas shall be constructed in accordance with the current Virginia Department of Transportation structural standards and shall be owned and maintained by the Property Owners Association served via appropriate easement.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

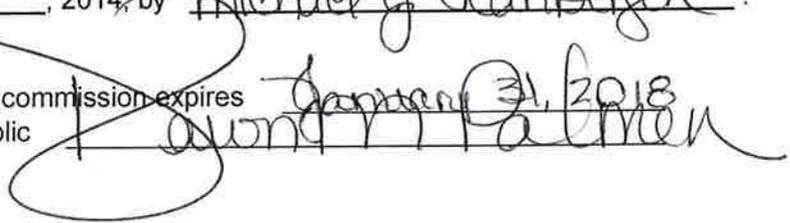
Evergreen Real Properties, LLC

By: 
Michael J. Ranberger

Title: President

STATE OF VIRGINIA, AT LARGE
FREDERICK COUNTY, To-wit:

The foregoing instrument was acknowledged before me this 30th day of June, 2014, by Michael J. Ranberger.

My commission expires January 31, 2018
Notary Public 

Commerce Street Townhomes

Design & Development Standards

Revised June 24, 2014

In order to establish the quality appearance of the development the following standards are proposed.

Structure

Single Family Attached, one home per lot.

Relationship of primary façade to Commerce Street.

Setbacks – Allow intimate pedestrian scale to be developed between building and street.

Parking

On-street parking provided.

Overflow parking in rear yard area. Screening to prevent light spillage to adjacent residential.

Number of Units:	26 Maximum
Bedrooms per Unit:	2 Maximum
Parking:	2 Spaces Required per Unit, can be met by public and off street spaces, garage units and private driveways.
Building Height:	35' Maximum
Building Use:	Single Family Attached Units
Lot Width:	20' Minimum
Front Setback:	Minimum 10'; Maximum 20'
Side Setback:	Minimum 0'; Maximum 10'
Rear Setback:	To Parking – Minimum 10' To Property Line – Minimum 50'
Block Length:	No More Than 10 Units
Parking Setbacks:	To Residentially Zoned Property – Minimum 35' To Property Not Zoned for Residential Use – Minimum 6' To Public Right-of-Way (exclusive of entrances on public streets) – Minimum 10'

RULES AND REGULATIONS
FOR
COMMERCE STREET REZONING

GENERAL

1. Commerce Street Development Unit Owners Association ("Association"), acting through its Board of Directors, has adopted the following Rules and Regulations ("Regulations"). These Regulations may be amended from time to time by resolution of the Board of Directors.

2. Wherever in these Regulations reference is made to "unit owners," such term shall apply to the owner of any unit, to such owner's tenants whether or not in residence, and such Owner's (or such tenant's) household, servants, employees, agents, visitors, guests, invitees or licensees. Wherever in these Regulations reference is made to the Association, such reference shall include the Association and the managing agent when the managing agent is acting on behalf of the Association.

3. The unit owners shall comply with all the Regulations hereinafter set forth governing the buildings, patios, drives, recreational areas, grounds, parking areas and any other appurtenances.

4. The Association reserves the right to alter, amend, modify, repeal or revoke these Regulations and any consent or approval given hereunder at any time by resolution of the Association or the Board of Directors.

RESTRICTIONS ON USE

5. No part of the development shall be used for any purpose except housing and the common purposes for which the development was designed. Other than any unit designated by the Board of Directors for home occupation use, each unit shall be used as a private residence.

6. No unit owner shall obstruct any of the common elements nor shall any unit owner place or cause or permit anything to be placed on or in any of the common elements (except the areas designated for storage by the Development Instruments or the Board of Directors) without the approval of the Board. Nothing shall be altered or constructed in or removed from the common elements except with the prior written consent of the Board of Directors or the Covenants Committee, as appropriate.

7. The common elements shall be used only for the furnishing of the services and facilities for which the same are reasonably suited and which are incident to the use and occupancy of the units. The sidewalks shall be used for no purpose other than for normal transit.

8. Nothing shall be done or kept in any the common elements which will increase the rate of insurance for the buildings or contents thereof applicable for residential use without the prior written consent of the Board of Directors. No unit owner shall permit anything to be done or kept

in the unit or on the common elements which will result in the cancellation of insurance on the buildings or contents thereof or which would be in violation of any public law, ordinance or regulation. No gasoline or other explosive or inflammable material may be kept in any unit or storage area.

9. All garbage and trash must be placed in proper receptacles designated for refuse and no garbage or trash shall be placed elsewhere on any common element.

10. Except in the recreational areas designated as such by the Board of Directors, no playing or lounging shall be permitted, nor shall baby carriages, velocipedes, bicycles, playpens, wagons, toys, benches, chairs or other articles of personal property be left unattended in parking areas, on sidewalks or lawns or elsewhere on the common elements.

11. The toilets and other water and sewer apparatus shall be used only for the purposes for which they were designed, and no sweepings, matches, rags, ashes or other improper articles shall be thrown therein. The cost of repairing any damage resulting from misuse of any such apparatus shall be borne by the unit owner causing such damage.

12. Each unit owner shall keep the unit in a good state of preservation, repair and cleanliness and shall not sweep or throw or permit to be swept or thrown therefrom, or from the doors, windows or patios thereof, any dirt or other substance.

13. Nothing shall be done in any unit or on the common elements which may impair the structural integrity of any building or which may structurally change any building nor shall anything be altered or constructed on or removed from the common elements, except upon the prior written consent of the Board of Directors.

14. No improper, offensive or unlawful use shall be made of the Property or any part thereof, and all valid laws, zoning ordinances and regulations or all governmental agencies having jurisdiction thereof shall be observed. All laws, orders, rules, regulations or requirements of any governmental agency having jurisdiction thereof relating to any portion of the Property shall be complied with, by and at the sole expense of the unit owner or the Board of Directors, whichever shall have the obligation to maintain or repair such portion of the Property, and, if the latter, then the cost of such compliance shall be a common expense.

15. No unit owner shall make or permit any disturbing noises in any building or do or permit anything which will interfere with the rights, comforts or convenience of other unit owners. All units owners shall keep the volume of any radio, television, musical instrument or other sound producing device in their units sufficiently reduced at all times so as not to disturb other unit owners.

16. The right is hereby given to any owner of any unit to place for sale or for rent signs on any unit owned, but in no event will any sign be larger than one foot by two feet.

17. Draperies, curtain or venetian blinds must be installed by each unit owner on all windows of the unit and must be so maintained thereon at all times.

18. No unit owner shall cause or permit anything to be hung, displayed or exposed on the exterior of a unit, whether through or upon the windows, doors, masonry or patio of such unit that can be seen from the City public street (Commerce Street). The prohibition herein includes without limitation laundry, clothing, rugs, signs, awnings, canopies, shutters, radio or television antennas or any other items. Under no circumstances shall any exhaust fan, air conditioning apparatus, television or radio antennas or other items be installed by the unit owner beyond the boundaries of the lot. No clothesline, clothes rack or any other device may be used to hang any items on any window or patio, nor may such devices be used anywhere on the common elements except in such areas as may be specifically designated for such use by the Board of Directors. Patios shall not be used as storage areas.

PET RULES

19. No animals, livestock, poultry or reptiles of any kind, regardless of number, may be maintained, kept, boarded or raised, in any unit or upon the common elements, except that the keeping of orderly domestic pets (e.g., dogs, cats or caged birds) not to exceed one per unit without the approval of the Board of Directors, and aquarium fish and other limited species of animals which do not normally leave the unit and which do not make any unreasonable disturbance or noise is permitted, subject to the Rules and Regulations adopted by the Board of Directors, and provided that such animals are not kept for breeding purposes.

20. A pet may be maintained in a unit only for so long as it is not a nuisance. Any such pet causing or creating a nuisance or any unreasonable disturbance or noise may be permanently removed from the Development upon ten days written notice from the Board of Directors. Actions which will constitute a nuisance include but are not limited to abnormal or unreasonable crying, barking, scratching or unhygienic offensiveness.

21. Except in pet exercise areas designated by the Board of Directors, pets must be leashed or carried; leashes may not exceed a length which will permit close control of the pet.

22. Pet owners are fully responsible for personal injuries and/or property damage caused by their pets and shall indemnify and hold the Association, each unit owner and the Declarant free and harmless from any loss, claim or liability of any kind or character whatever arising by reason of keeping or maintaining such pet within the Development.

23. All pets which may leave the unit must be registered and inoculated as required by law and registered with the Association office. The Board of Directors may establish reasonable fees for registration, not to exceed the additional costs incurred by the Association resulting from the presence of the pets.

24. Owners of pets walked upon the common elements must promptly clean up their pet's droppings in all areas outside any authorized pet exercise areas.

PARKING AND STORAGE

25. No personal property may be stored on the common elements except in storage areas designated as such by the Development Instruments or by the Board of Directors. All personal property placed in any portion of a building or any place appurtenant thereto, including without

limitation the storage areas, shall be at the sole risk of the unit owner and the Association shall in no event be liable for the loss, destruction, theft or damage to such property.

26. Should any employee of the Association at the request of a unit owner move, handle or store any articles or handle, move park or drive any automobile placed in the parking areas, then, and in every such case, such employee shall be deemed the agent of the unit owner. The Association shall not be liable for any loss, damage or expense that may be suffered or sustained in connection therewith.

27. Trailers, campers, recreational vehicles, boats and other large vehicles may be parked on the Property only if expressly permitted by the Rules and Regulations and only in such parking areas, if any, as may be designated for such purpose by the Board of Directors. All vehicles shall be parked wholly within parking space lines. No junk or derelict vehicle or other vehicle on which current registration plates are not displayed shall be kept upon any of the common elements; provided, however, that such vehicles may be parked inside the garage located within a unit (if provided). Except in areas designated by the Board of Directors, vehicle repairs other than: (i) emergency maintenance, (ii) ordinary light maintenance (excluding fluid changes and other operations which might soil the common elements) and (iii) normal cleaning are not permitted on the common elements.

28. All unit owners shall observe and abide by all parking and traffic regulations posted by the Association or by municipal authorities. Vehicles parked in violation of any such regulations may be towed away at the unit owner's sole risk and expense.

29. Parking so as to block sidewalks or driveways shall not be permitted. If any vehicle owned or operated by a unit owner shall be illegally parked or abandoned on the Development, the Association shall be held harmless by such unit owner for any and all damages or losses that may ensue, and any and all rights in connection therewith that the owner or driver may have under the provisions of state or local laws and ordinances are hereby expressly waived. The unit owner shall indemnify the Association against any liability which may be imposed on the Association as a result of such illegal parking or abandonment and any consequences thereof.

RECREATIONAL AND COMMON FACILITIES

30. All persons using any of the recreational or common facilities do so at their own risk and sole responsibility. The Association does not assume responsibility for any occurrence, accident or injury in connection with such use. No unit owner shall make any claim against the Association, its servants, agents, or employees, for or on account of any loss or damage to life, limb or property sustained as a result of or in connection with any such use of any of the recreational or common facilities. Each unit owner shall hold the Association harmless from any and all liabilities and any action of whatsoever nature by any tenants, guests, invitees or licensees of such unit owner growing out of the use of the recreational or common facilities, except where such loss, injury or damage can be clearly proved to have resulted from and been proximately caused by the direct negligence of the Association or its agents, servants or employees in the operation, care or maintenance of such facilities.

31. Any damage to a building, the recreational facilities or other common elements or equipment caused by a unit owner or such unit owner's guests or pets shall be repaired at the expense of the unit owner.

ASSOCIATION

32. All charges and assessments imposed by the Association are due and payable on the _____ . Payment shall be made at the managing agent's office by check or money order, payable to the Development. Cash will not be accepted.

33. Complaints regarding the management of the Development or regarding actions of other unit owners shall be made in writing to the managing agent or the Board of Directors.

34. No unit owner shall direct, supervise or in any manner attempt to assert control over or request favors of any employee of the managing agent or the Unit Owners Association.

CONSIDERATION IN USE OF UNITS

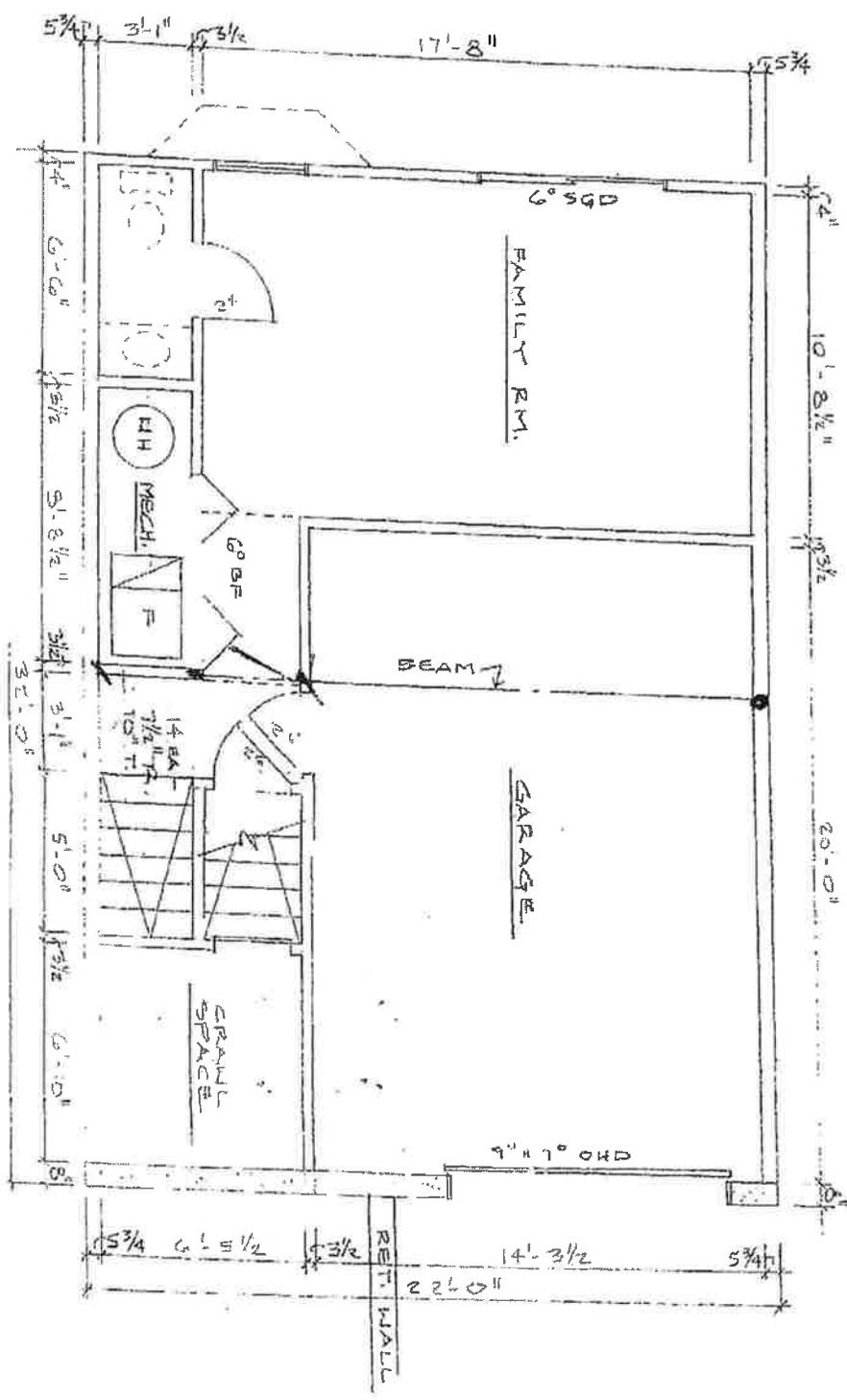
35. All persons shall be properly attired when appearing in any common area of the Property and any other public spaces of the Development.

36. All radio, television or other electrical equipment of any kind or nature installed or used in each unit shall fully comply with all rules, regulations, requirements or recommendations of the Board of Fire Underwriters and the public authorities having jurisdiction, and the unit owner alone shall be liable for any damage or injury caused by any radio, television or other electrical equipment in such unit.

GENERAL

37. The planting of plants, flowers, trees, shrubbery and crops of any type is prohibited anywhere on the common elements without the prior written consent of the Board of Directors. No fences may be erected around or on the common elements.

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Pennoni Associates Inc.
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 Landscape Architects

117 East Piccadilly Street • Winchester, VA 22601
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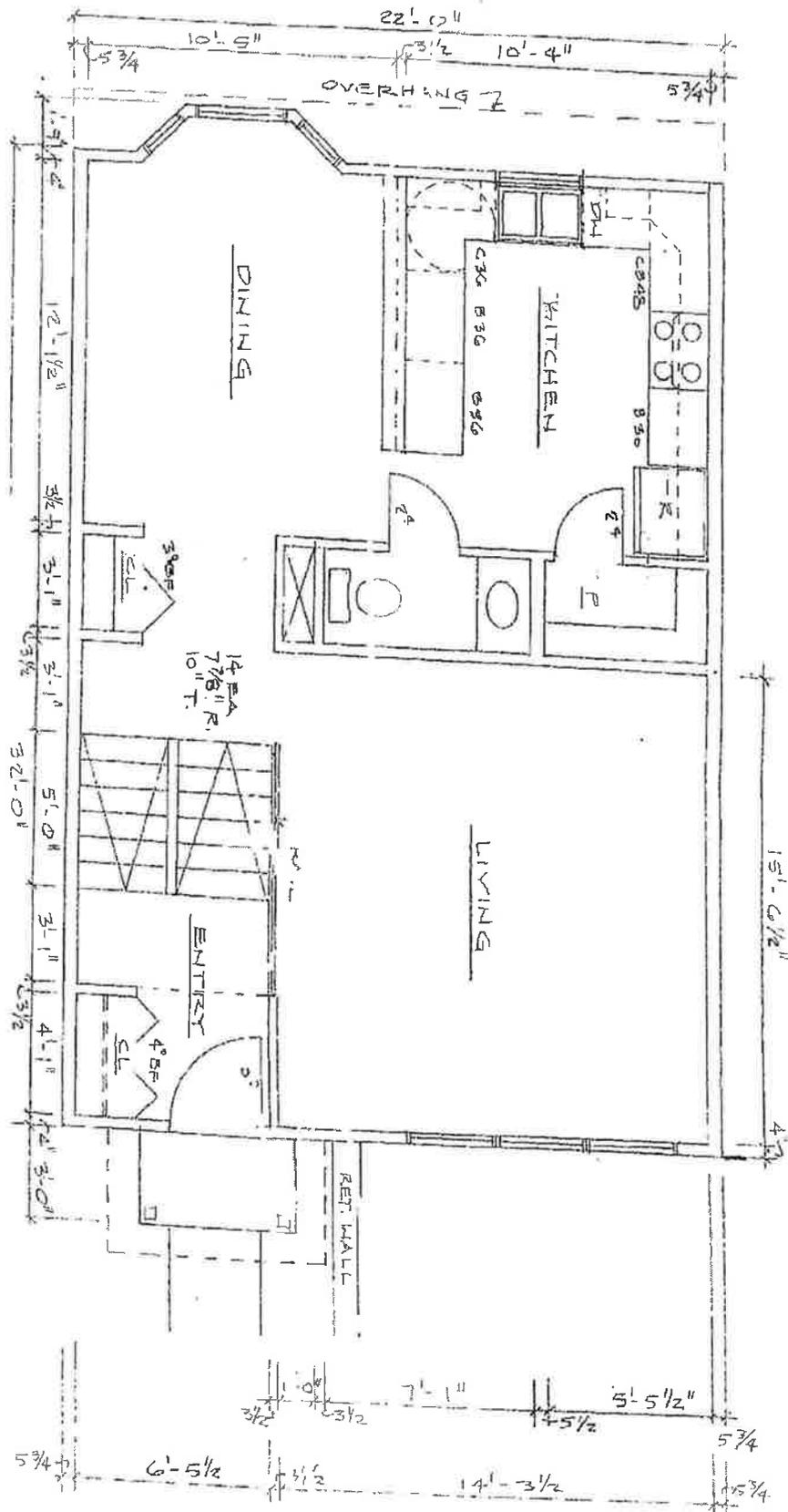
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CS1001

COMMERCE STREET TOWNHOMES - FLOOR PLAN SHEET 1



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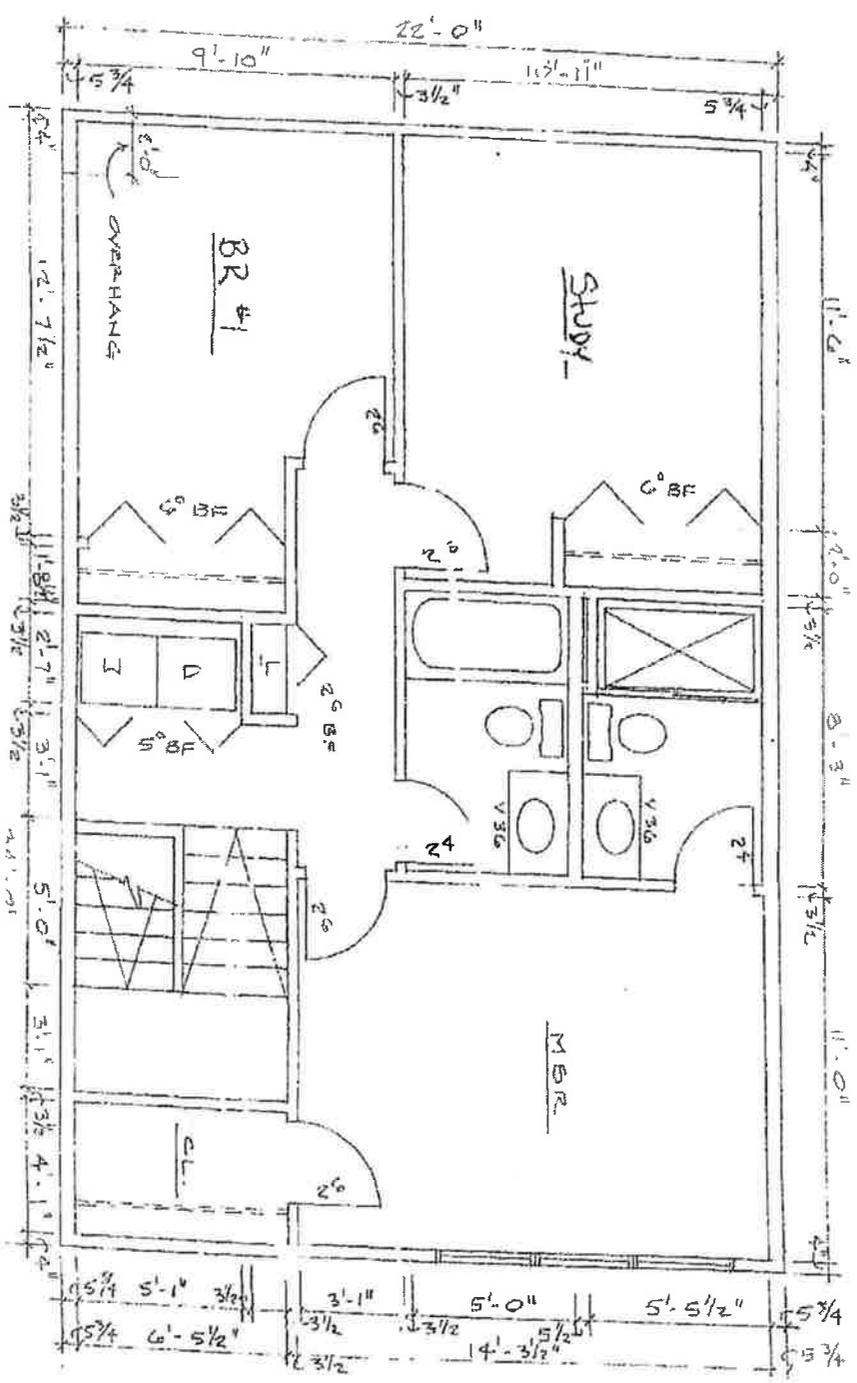
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 2014-06-30

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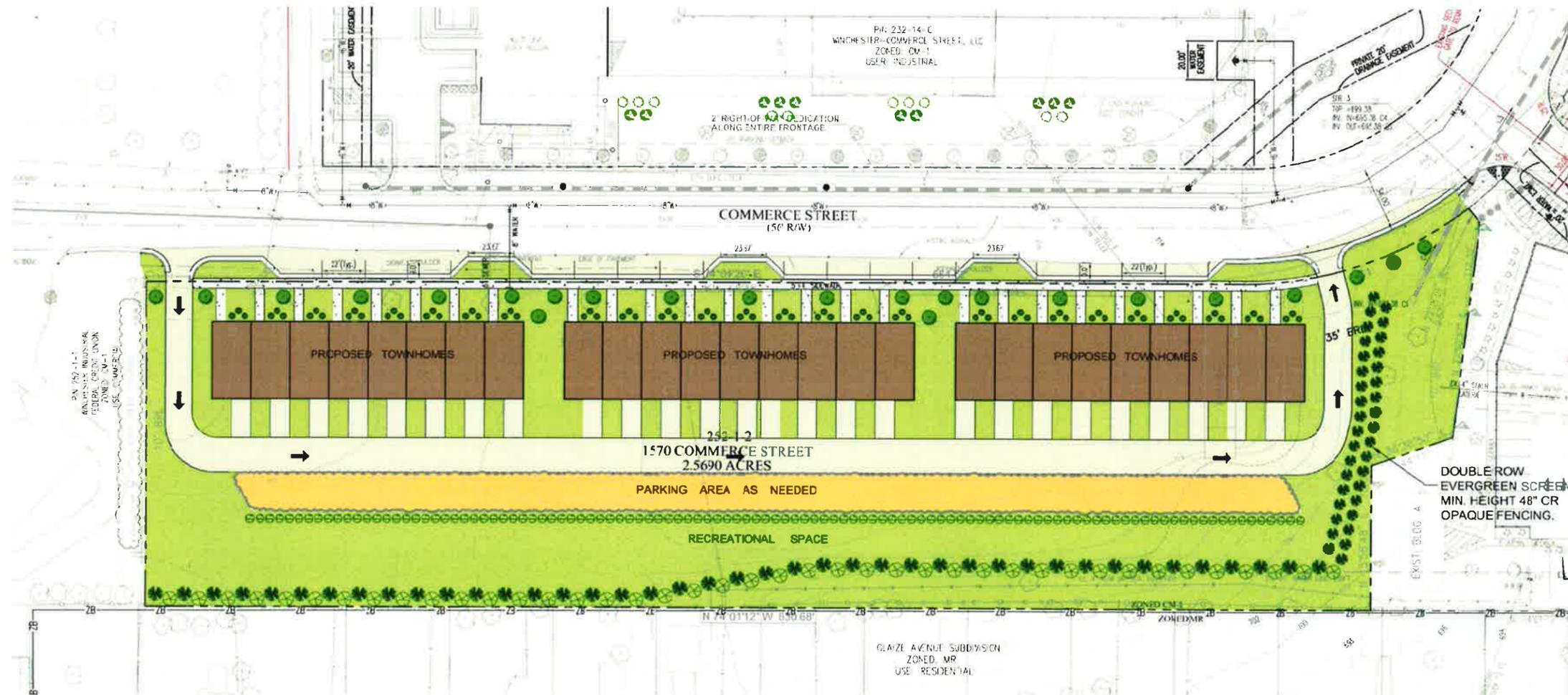
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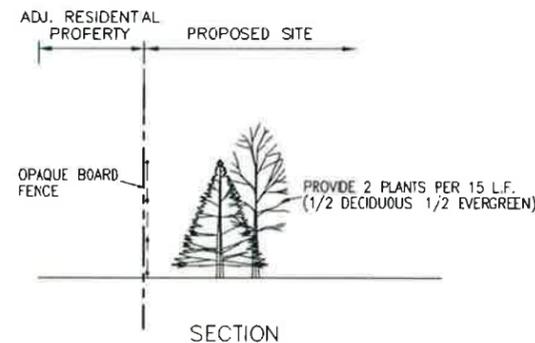
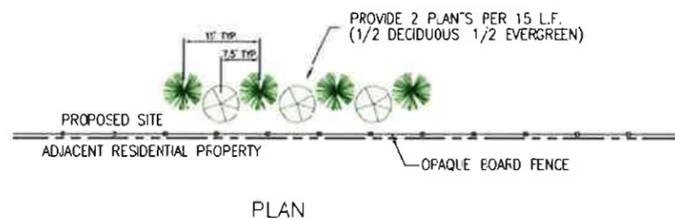
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COMMERCE STREET TOWNHOMES - FLOOR PLAN SHEET 3



EXISTING PLANTINGS AND VEGETATION MAY BE USED TO SATISFY THE INTENT OF THE LANDSCAPE SCREENS SHOWN AS REQUIRED.



ZONING DISTRICT BUFFER
N.T.S.

Prepared by:



Pennoni Associates Inc.
117 East Piccadilly Street, Suite 200
Winchester, Virginia 22601
Tel: 540-667-2139 Fax: 540-665-0493

GENERALIZED DEVELOPMENT PLAN COMMERCE STREET TOWNHOMES

1570 COMMERCE STREET
CITY OF WINCHESTER, VIRGINIA
DATE: FEB. 3, 2014



UNIT A - ELEVATION #1

UNIT A - ELEVATION #2

UNIT A - ELEVATION #3

UNIT A - ELEVATION #4

Front Elevation

**Market and Fiscal Impact Analysis
for the Commerce Street Townhomes
Development in Winchester, Virginia**

Prepared for:

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May 19, 2014
(Rev. Final)

Market and Fiscal Impact Analysis
for the Commerce Street Townhomes
Development in Winchester, Virginia

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Market and Fiscal Impact Analysis
for the Commerce Street Townhomes
Development in Winchester, Virginia

Introduction

This report is a Fiscal and Economic Impacts analysis of the proposed development of Commerce Street Townhomes, which is to be located on a 2.57 acre parcel at 1570 Commerce Street on the South side of the roadway in the geographic center of the City of Winchester, near the intersection of Commerce Street and South Loudoun Street. It is an attractive vacant site near Overlook Park. The property is currently zoned CM-1 (commercial industrial), and is proposed to be rezoned to B-2 for the purpose of building the townhomes site, which will allow for townhome unit development of up to 26 units.

The actual development plan is still evolving, but will include 26 units, approximately 1 acre of recreational space, and some on site amenities. The requirement of 2 parking spaces per unit will be met with public and off-street spaces, optional garage units, and private driveways. On-street parking in the community will also be available, and there is a parking area set aside next to the recreational space, as well. The following chart shows the development program for the townhome units, in terms of unit mix, unit sizes, and estimated net leases, reported in constant 2014 dollars. The initial development plan calls for all three-bedroom units.

<u>Preliminary Development Plan</u>			
(26 Townhome units)			
<u>Design</u>	<u>Units</u>	<u>Unit Size Range</u> (in sq. ft.)	<u>Net Lease*</u> (2014 dollars)
Three-Bedroom	26	1,800 – 2,200	\$52,840 - \$57,080

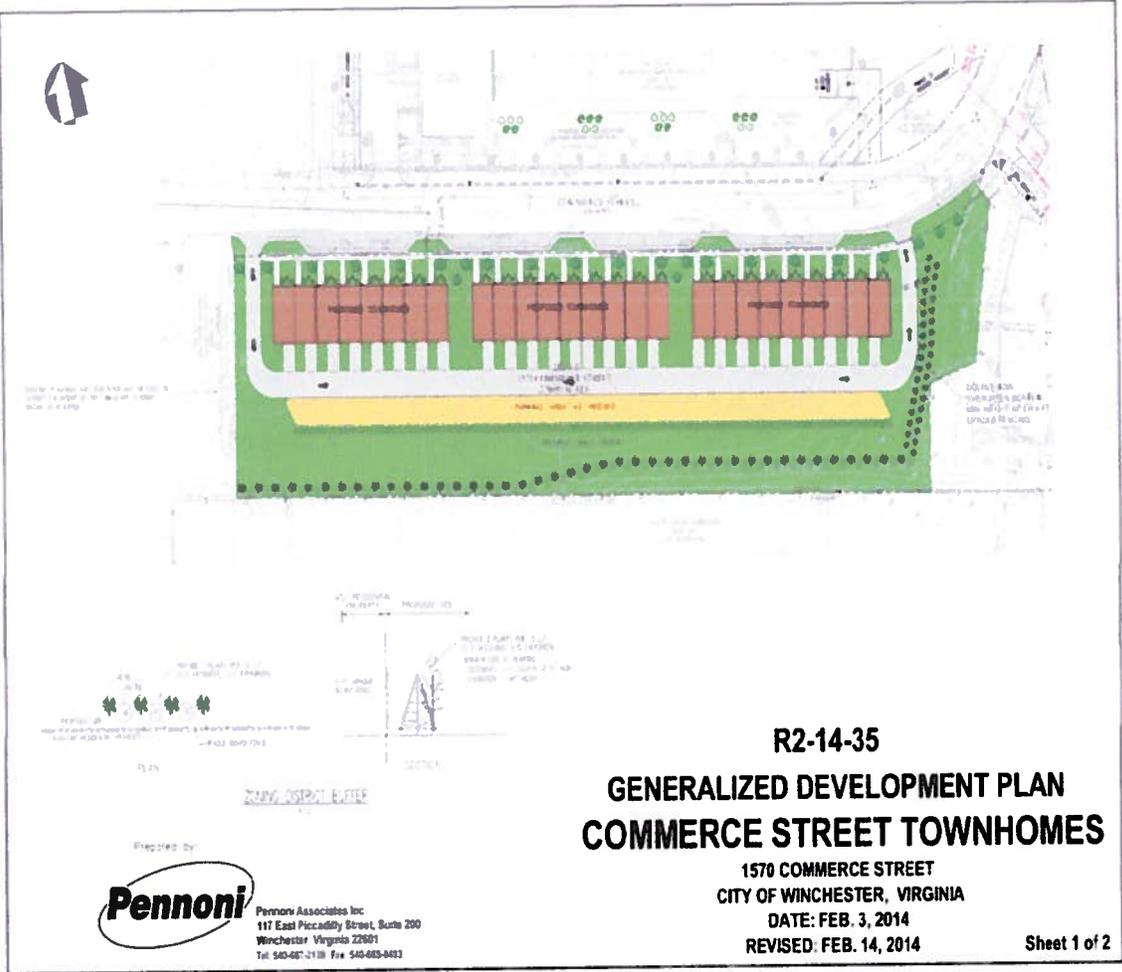
*The term "net lease" is used to show that the "owner" pays for all utilities, fees, and repairs.

Based on these "net leases," we estimate that the average household income of residents at Commerce Street Townhomes will be \$60,000, also reported in constant 2014 dollars. Using the industry accepted average of 30 percent of income allocated to "net lease," a minimum income would be \$57,000 for the three-bedroom units. To use a more conservative figure, we used \$60,000 as the average income for residents at Commerce Street townhomes, as many residents of the three-bedroom units will have incomes well above the minimum requirement.

As planned, the townhome complex is designed to be in the middle of the market for the Winchester area. The net lease rates shown are likely to be conservative, given the design concept and landscaping. These cost estimates were based on other similar townhomes in the Winchester area. Once the townhome unit designs are in place, higher sale prices may be recommended.

The site plan for the development proposal is shown below. All townhomes will be three-story dwellings, and there are 3 separate groupings of townhomes. These will have 8-9 townhomes per grouping, up to 26 units in total. The proposed three-bedroom townhomes will range from 16' wide to 20' wide, depending on interior design.

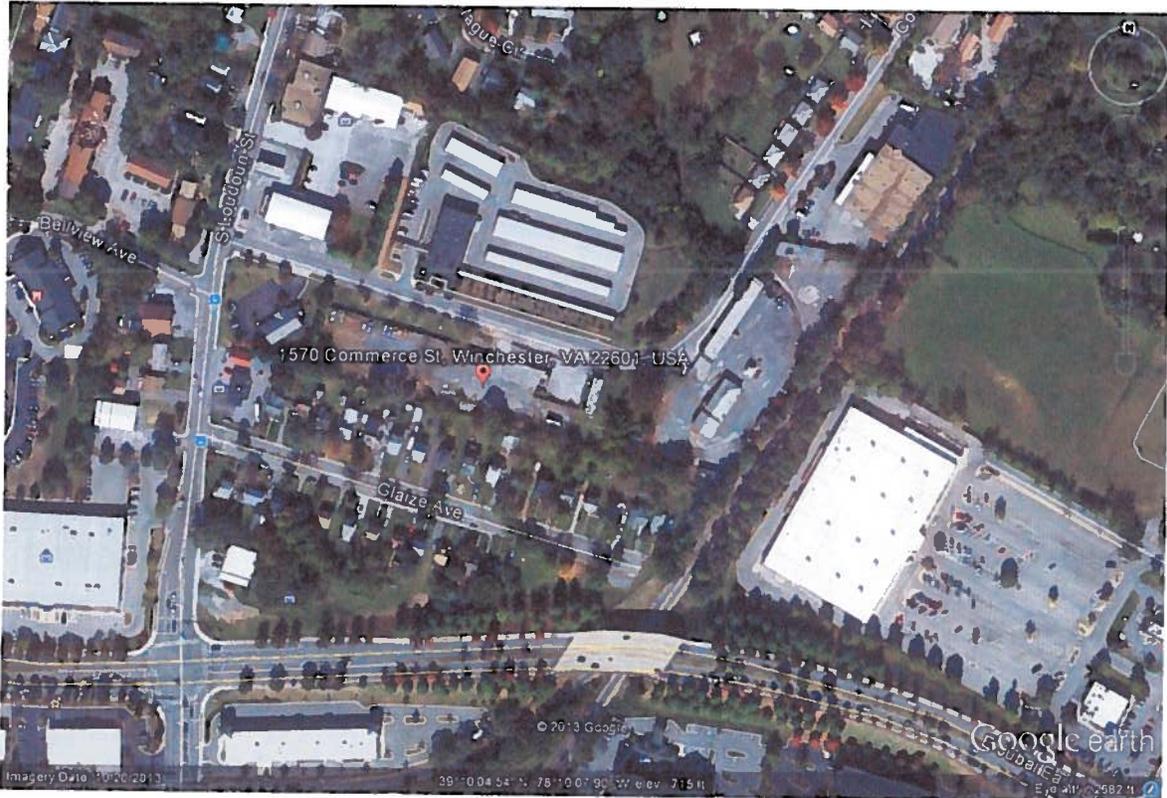
The recreational area is located on the south portion of the property. The recreation area is primarily just a green/garden area, but plans for a possible pavilion, grills, and picnic tables are under consideration.



Site Location Map

Aerial View

The aerial view below shows the site which is currently vacant. The property is surrounded by midscale residential subdivisions and warehouses and other retail on the northern side. One of the City's parks, Overlook Park, is located just to the North of the property.

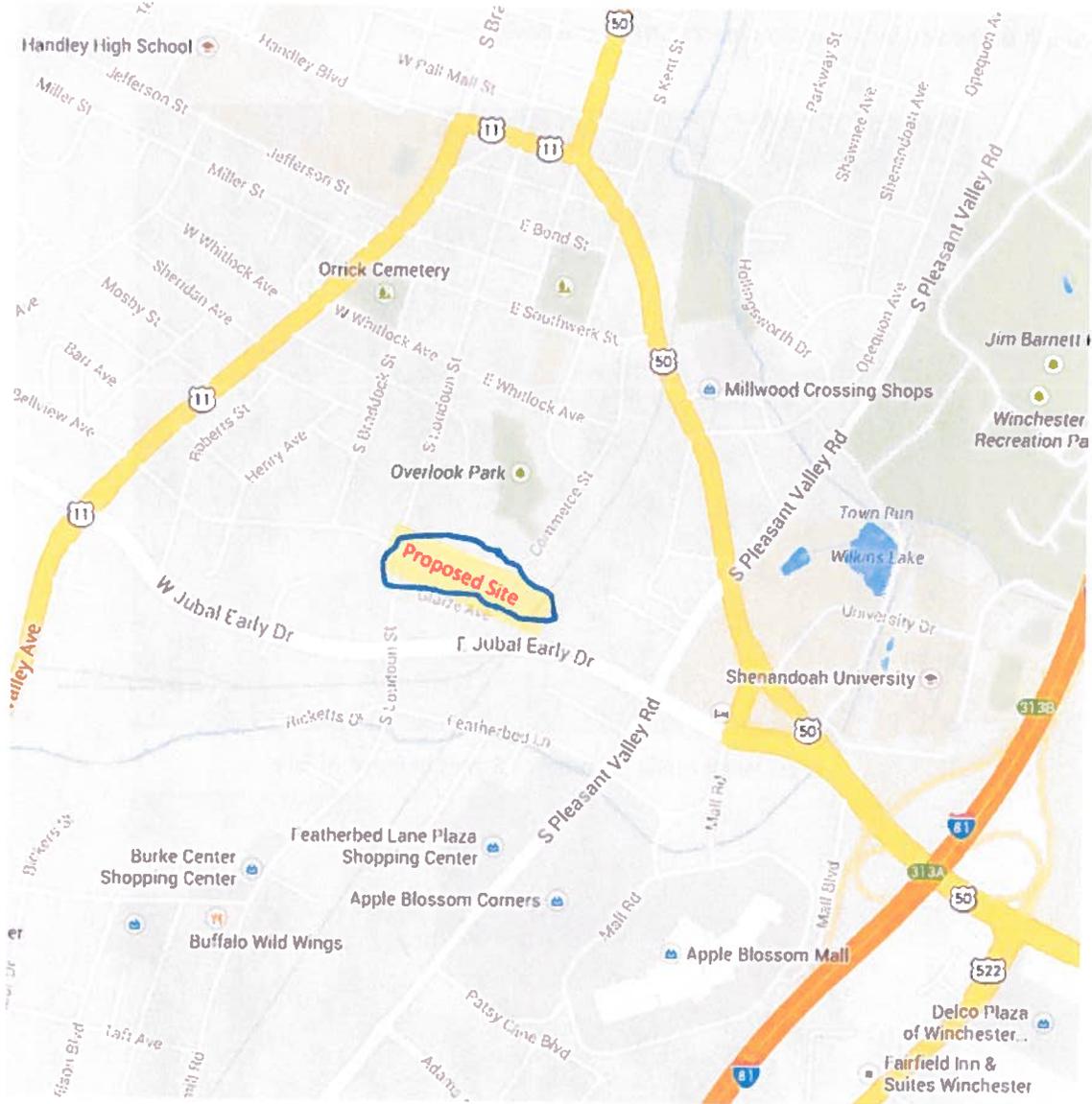


Commerce Street Townhomes Aerial View of Site

The buildings have an attractive exterior with a mix of brick and veneer on the ground floor and on the second floor in the same area. The upper levels will be vinyl siding, and some of the lower levels will be entirely brick. All trim will be maintenance free, aluminum wrapped, synthetic wood or vinyl in complementary colors. Roofing will be 30 year architectural grade fiberglass shingles, and windows will be vinyl double hung with low-e insulated glass. These townhomes will also contain an in-unit washer/dryer.

All of the townhomes will have a similar three-story elevation, regardless of the final interior design concepts and number of bathrooms. The height of each story is shown in the image below.

Map A – Commerce Street Site Location and Setting



Following are photos of the property. The top photo shows the West side of the entrance from Commerce Street. The middle photo is a view east along Commerce Street showing the remainder of the entrance to the planned community. The third photo is the view from the attractive subdivision to the South of the site between Commerce Street and Glaize Avenue.



View West Along Commerce Street in Front of Site



View East Along Commerce Street in Front of Site



View of the Back of Site from Subdivision South of Site

Overall, the Commerce Street site is well located for new townhome development. Several amenities are nearby and the setting is fully attractive for quality housing. Local and regional accessibility is excellent.

Market Analysis for Townhouse Unit Development

To support the assumptions used in the Market and Fiscal Impacts Analysis, as presented in the next subsection of this report, we included a brief market analysis in support of the 26 townhome units proposed, and the unit characteristics planned. The findings of this market analysis are the basis for the assumptions used to calculate the fiscal and economic impacts of Commerce Street Townhomes.

Demographic Trends and Projections

The market area for the Commerce Street Townhomes includes the City of Winchester and Frederick County. The base demographic data are based on the 2010 Census count with updates to 2012 from the Census' American Community Survey, as well as the Winchester Frederick County Economic Development Commission's 2013 Annual Report and their demographics web-tool. We used the projection date of 2017, even though Commerce Street Townhomes are likely to be started by mid-2014 and could be completed by mid-to-late-2015.

The key demographic factor under study is the magnitude and growth of homeowners with incomes of \$60,000 and above, when incomes are reported in constant 2014 dollars. Statistically, homeowners at Commerce Street Townhomes will need incomes on average of \$57,000+. As noted previously, we have used a more conservative income level of \$60,000+ (rounding up slightly) for our analyses.

From the Winchester Frederick County VA EDC website (<http://winva.com/build-a-report>), by 2013, the Winchester area had 7,155 households with an income between \$50,000 and \$74,999, and 5,374 households with income between \$75,000 and \$99,999. The 2013 Median Household Income in the market area was \$57,234 based on the EDC's data, which supports the targeted audience (buyers) for this development.

In addition to middle- and upper-income renters, Winchester has a second source of townhome unit demand, the upper class students and graduate students at Shenandoah University. We estimate, based on data provided by university officials, that 1,300 students live in off-campus housing. Many live in area townhomes for rent, including locations in Stephens City. University students typically do not pay rents at the top of the market, so this source of rental housing unit demand was not included in our market analysis for Commerce Street.

Market In-Demand for Townhomes

Currently there is only one townhome community that is comparable with the townhomes to be built at Commerce Street. Limestone Place townhomes, built in the early 2000s, are all 22-foot wide units, with 100% brick finish, and have living, dining, and kitchen areas on the entry level. Due to their age, however, Limestone Place units have home values comparable or slightly lower to Commerce Street Townhomes. A quick web-search in May 2014 shows that many of the Limestone Place townhomes have been converted to rentals and short-term corporate housing, with the likelihood of a higher transient population than is planned for the Commerce Street community. In addition to the sizable number of Limestone Place townhomes for rent by professional real estate companies, there are condos for rent and currently 80 rentals in adaptive reuse buildings in Old Town.

There are three key points to be made in regard to the magnitude and quality of the Winchester townhome market:

1. For a relatively large marketplace of over 10,000 households, Winchester has very few townhomes at this quality level, but a significant number of household incomes capable of affording Commerce Street Townhomes.
2. The vacancy rate is near zero for Limestone Place, which is in high demand, and
3. The only comparable townhome community is over 10 years old.

These data indicate a large pent-up demand for new townhome properties.

Pipeline Proposals

There are no other active proposals for very similar new townhome unit developments in Winchester. In Frederick County proper, the Townes at Tasker is an 81 lot townhome development that will begin house construction in a few weeks. These homes are constructed by Dan Ryan Builders. Five units will be available soon, with more in earlier stages of construction. Another mixed size/mixed style development, the Madison Village project (just east of the City along Route 522 South), was recently approved by Frederick County and is slated to have up to 640 units of which about half are proposed as townhouses.

If Commerce Street Townhomes are also approved, the Winchester area townhome market will be increased by approximately 107 to 407 units between Townes at Tasker, Madison Village, and Commerce Street. The Commerce Street Townhomes project, if approved by City officials, will likely be ready for occupancy by sometime in 2015, which may be much sooner than the larger Madison Village project.

Net Lease Rates (Cost of Ownership)

As a Fee Simple sale, the owner pays for all utilities, mortgage, interest, insurance, and taxes. Based on standard utility and other cost factors for this type of home in this region, the "net lease" rate for the three-bedroom properties is estimated to be \$1,420+ per month. (*The term "net lease" is used in available statistical reports to show that the "owner" pays for all utilities, fees, and repairs, whether the unit is leased or rented.)

Conclusions

Based on the relatively low number of current townhomes in the Winchester area, the market area is projected to support far more new townhome units over the 2010 to 2017 forecast period than Townes at Tasker, Madison Village, and Commerce Street Townhomes can support, even combined. There are no other Winchester townhome communities beyond these three in the pipeline to support this demand. Overall, with the pent-up demand that exists for new townhomes due to household growth and a continued slow for-sale housing market locally, the demand for quality townhomes should continue at the same pace, or higher compared with the market for homes during the 2000 decade.

Fiscal and Economic Impacts

The fiscal impacts analysis compares the revenues to be forthcoming from a the apartment and commercial project, Commerce Street Townhomes, with the costs the municipality - here the City of Winchester - that will serve the project, once it is built out and stabilized occupancies have been achieved. The net fiscal benefit from the project will be the difference between those revenues and the costs. The fiscal impacts for Commerce Street Townhomes will include both the on-site revenues and costs generated on-site by the development and also the revenues and costs generated off-site by the economic impacts of the development within the City of Winchester. For these off-site impacts, an economic impacts analysis is undertaken to show how resident expenditures and business purchases will stimulate further business within Winchester, giving the new business receipts, employment and employee earnings resulting from those expenditures. As explained above, the economic impacts will be the basis for fiscal impacts occurring off-site from Commerce Street Townhomes.

On-Site Revenues

Revenues coming directly from Commerce Street Townhomes will consist of revenues generated by the activities on site for the City of Winchester. The analysis to follow will show that the proposed project will generate over \$101,000 in revenues each year for the City after buildout and stable occupancies are achieved. All dollar amounts for revenues and costs due to the development on- or off-site will be expressed in constant year 2014 dollars, with no correction for inflation. This allows a more direct basis for comparison with the present. The analysis of on-site revenues begins with the property taxes and follows with other smaller taxes for the City.

Real Property Tax

Real Estate Assessments for Commerce Street Townhomes are projected to be \$215,000 per unit, including land and land preparation. Total taxable value for the 26 units will come to \$5.59 million. At the real estate tax rate of \$0.95 per \$100 of valuation, real estate tax revenue from this set of 26 townhomes would be \$53,105 each year after buildout, in constant year 2014 dollars.

Personal Property Tax

Personal property taxes for residences in Virginia are based on the depreciated values of vehicles used solely for residential purposes. The first step in calculating the personal property tax for Commerce Street Townhomes residents is to estimate the average depreciated value of vehicles in the City. This is done by dividing the personal property tax that is residential by the number of vehicles in the City. Included in the tax is the Personal Property Tax Relief Act (PPTRA) reimbursement from the Commonwealth to the City. The proportion of the property assessment that is residential for 2014 is 100 percent.

As shown in Table 1, the total residential personal property tax including PPTRA is divided by the tax rate of \$4.50 per \$100 valuation to give the total depreciated value of vehicles in the City as \$198 million. This total value divided by 16,500 estimated vehicles in the City gives an average depreciated value per vehicle of \$11,991.

Table 1. Estimation of the Average Depreciated Value Per Vehicle, Winchester, Virginia, 2013	
	Amount
FY 2014 Personal Property Tax	\$9,621,500
Proportion Residential	0.59
Residential Personal Property Tax	\$5,676,685
PPTRA	\$3,226,980
Total Residential Personal Property Tax	\$8,903,665
Tax Rate	\$0.05
Total Residential Depreciated Value	\$197,859,231
Estimated Number of Vehicles	16,500
Average Depreciated Value per Vehicle	\$11,991
Sources: FY 2014 Adopted Budget for Winchester, Virginia. And the American Community Survey of the U.S. Census Bureau.	

Residents in the Commerce Street Townhomes (at 95% occupancy) are projected to own 42 vehicles based on a metric of 1.66 vehicles per home based on 2011 Census data. With an average taxable value of approximately \$11,991 per vehicle, the total on-site personal property value of resident-owned vehicles would be \$497,627. At the tax rate of \$4.50 per \$100 of valuation, the on-site personal property tax would be \$22,393 annually, in constant 2014 dollars. This is shown in Table 2.

Table 2. Personal Property Taxes (PPT) at Commerce Street Townhomes at Buildout, Winchester, Virginia (constant \$2014)	
	Amount
Commerce Street No. Units	26
Percent Occupied	0.95
Occupied Units	25
Vehicles per Unit	1.66
Number of Vehicles	42
Depreciated Value Per Vehicle	\$11,991
Total Depreciated Value	\$497,627
Tax at \$4.50/\$100	\$22,393
Sources: Table 3 and Management Analysis, Inc.	

Where three adults are living in a three-bedroom townhome, it is likely that the number of vehicles will be three (one for each) as compared to one or two vehicles for the units owned and/or occupied by a couple or a couple with a small child. As such, the estimate of \$22,393 in PPT is conservative.

Utility Tax

For residential households, at least four utilities are typical among most common, which are the gas, electric, telephone, cellular, and internet utilities. Utility taxes are capped by Winchester statute at the rate of \$3.00 per utility per month, and based on the square footage of these townhomes, this maximum value was chosen. The following chart shows that for 26 townhome units at Commerce Street Townhomes (at 95% occupancy), utility taxes would come to \$3,600 per year. (See Table 3.)

Townhome Utility Tax	Amount
Number of Units	26
Occupied at 95%	25
Utilities Per Unit	4
Each Utility Tax/Month	\$3
Number of Months	12
Tax Per Household Nr.	\$144
Total City Utility Tax Revenue	\$3,600

Motor Vehicle Licenses

Each motor vehicle in Winchester is subject to a license fee of \$24 per vehicle. In the derivation of the personal property tax at Commerce Street Townhomes, it was shown that there would be 42 vehicles at the townhomes. At a fee of \$24 per vehicle, the total for the 25 occupied townhomes would be \$1,008 annually.

Where three adults are living in a three-bedroom townhome, it is likely that the number of vehicles will be three (one for each) as compared to one or two vehicles for the units owned and/or occupied by a couple or a couple with a small child. The estimate of \$1,008 in motor vehicle license fees is conservative.

Recordation Tax

The Commonwealth of Virginia taxes all exchanges of real property at the rate of \$0.25 per \$1,000 of value, or .00025. One-third of this amount is returned to the municipality where the transaction occurred. It is assumed that the Commerce Street Townhomes are taxed five times in 20 years, once at initial completion of the construction of the project, and also sold 4 times in 20 years. At the given tax rate, the share for Winchester on the property valued at \$5.69 million would be \$2,347 (See Table 4).

Table 4. Recordation Tax for Commerce Street Townhomes, at Buildout, Winchester, Virginia (constant \$2014)	
	Townhomes
Real Estate Value	\$5,690,000
First and 4 times each 20 years	5
Total Taxable Value	\$28,450,000
Tax at state level	\$0.00025
State Tax	\$7,113
Share to City	0.33
City Recordation Tax	\$2,347
Source: Management Analysis, Inc.	

Non-Tax Revenue

Revenues for the City other than tax revenues total \$16 million, or 20 percent of the budget, for FY 2014. These revenues include local revenues such as fees, charges, and permits. They also include non-local revenues, including revenues from the Commonwealth and from the Federal Government. The fiscal impacts analysis expresses this non-tax revenue on a per capita basis. There were an estimated 26,900 residents in Winchester at the beginning of this fiscal year, and the non-tax revenue on a per capita basis for these people would be \$306. Multiplying this rate by the number of residents at Commerce Street Townhomes (61) gives a total of \$18,666 in projected new non-tax revenue.

Summary of Tax Revenues

In total, the sum of projected revenues forthcoming from Commerce Street Townhomes after buildout would be approximately \$101,676 each year, in constant 2014 dollars. The individual sources of these revenues are summarized in Table 5.

Table 5. Summary of Revenues for Commerce Street Townhomes, at Buildout, Winchester, Virginia (constant \$2014)	
	Townhomes
Real Property Tax	\$53,105
Personal Property Tax	\$18,666
Utility Tax	\$3,600
Motor Vehicle Licenses	\$1,008
Recordation Taxes	\$2,347
Non-Tax Revenue	22,950
Total	<u>\$101,676</u>
Source: Tables 3-6 and Management Analysis, Inc. calculations	

On-Site Costs to the City

Table 6 calculates the costs to the City of Winchester to provide services to the residents at Commerce Street. Explanations of the calculations follow:

- **Residents:** There will be 26 townhomes at Commerce Street. Assuming stable occupancies of 95 percent (which is conservatively low), there would be 25 occupied units at any time. Census data for Winchester from 2008-2012 indicates there are 2.42 persons per household, so there would be approximately 61 residents. At a cost to the City of \$645 per resident (from the budget for the City of Winchester), the "population cost" of residents would come to \$39,345.
- **Schools:** Pupil generation rate is a key factor in determining the costs of public school education for Commerce Street Townhomes. Census data for Winchester from 2008-2012 indicates there are 2.42 persons per household, 22.2% of which are under 18, but 6.8% of which are under 5.

Because these are starter homes with, likely, single professionals, younger families or persons with no children, we used an assumption of 12% under 5 years of age, instead of the average of 6.8%. We can, therefore, expect 0.222 students per household or approximately six school-age students within the community.

"Overall, only 25% of households now have children, and this is expected to decline to 20% in the next two decades." Page 3, Final Report, Winchester Economic Development Analysis & Master Plan, March 28, 2011

The annual costs to the City of Winchester at buildout and stabilization of Commerce Street Townhomes are calculated in Table 6, below. It applies the population and pupil parameters described above for the community to give the City costs for residential services and facilities, and public school education for residence at the site. The total cost is \$86,865 as shown.

Table 6. Calculation of Costs of Services and Facilities for the City of Winchester to Serve Residents at Commerce Street at Buildout (constant \$2014)	
	<u>Townhomes</u>
Number of Residents	61
Capita Cost Per Resident	\$645
Total Population Cost	\$39,345
Number of Pupils	6
Capita Cost Per Pupil	\$7,885
Total School Cost	\$47,310
Total Cost to the City	\$86,655
Sources: Appendix Table A-3 (Adopted FY 2014 Budget for the City of Winchester) and Management Analysis Inc.	

Net On-Site Fiscal Impact

The chart below summarizes the revenues, costs, and net fiscal benefit to be derived from buildout of the Commerce Street development. The townhomes show a net benefit of about \$15,021. The costs of education drive up the costs to the City for the townhomes. The following sections will show the off-site business spin-off fiscal impacts from the development, which will not significantly alter this net fiscal benefit

<u>Commerce Street On-site Fiscal Benefit</u>	<u>Townhomes</u>
Total Revenue	\$101,676
Less: Total Costs	\$86,655
Net Fiscal Benefit	\$15,021

This figure is based, where appropriate, on an occupancy rate of 95% annually. If all units are sold and occupied for a several years before being re-sold, the Net Fiscal Benefit will be higher than the conservative \$15,021 calculated herein.

Off- Site Economic and Fiscal Impacts

In addition to the revenues and costs that accrue to the City of Winchester from the townhomes "on-site" - that is, due to the apartments and residents themselves - there are also off-site impacts that occur as residents on-site spend their income off-site in the City, and as those off-site businesses re-spend the income from purchases from residents by the purchase of goods and services from other vendors in the City. Consumer budgets are identified by the U.S. Bureau of Labor Statistics by area and income level.

According to the Census data, the median household income in the City of Winchester is \$45,959 averaged over the period 2008-2012. This is close to the income level of households in the comparable complexes and, with inflation to 2015, close to the anticipated average income for Commerce Street Townhome owners. This picture is improved if one assumes that the potential market area for buyers is the greater Winchester area (which includes the Frederick County suburbs), where the median household income averaged \$67,694 county-wide. Commerce Street Townhomes is an ideal in-city starter community for young families and young single professionals. Winchester area consumers spend 25.61 percent for housing and 9.89 percent for home utilities; the taxes for these were discussed previous.

The key finding of the data below is that the new townhome residents are likely to spend 66.81 percent of their purchases in and around the City of Winchester.

Commodity	Percent of Spending
Housing	25.61%
Utilities	9.89%
Groceries (Food and household supplies at local grocery stores and markets)	13.37%
Transportation (Gas, Repairs, Bus Fare, etc.)	11.79%
Healthcare (Visits to local doctors and hospitals, purchased of supplies and medication at local drug stores, etc.)	4.98%
Misc. Goods and Services (Dry cleaning, Hair/Nails, Clothing, Home Furnishings, etc.)	36.67%

Source: Spend Analysis (2013) - "Winchester, VA - W.V. Metro Statistical Area," published January 2014

Consumer and business expenditures made off-site in the City are translated into economic impacts in the City using multiplier matrices provided for the local area by the U.S. Bureau of Economic Analysis. These multipliers capture the round-by-round flows of expenditures in the City initiated by residents of the townhomes. The multipliers are specific to Frederick County, but since the City figures so heavily in the County economy - accounting for almost all of the jobs- it is assumed here that the impacts will apply essentially to Winchester for 60 percent of resident expenditures. Most of the rest of consumer expenditures will leak out of the region.

There are separate matrices for business receipts, employment and employee earnings. The items in the consumer budget are multiplied in turn by these expenditure-specific categories in each matrix and summed to give the "spin-off" or "ripple effect" of circulation of money through the economy. The ripple effects, plus the original consumer expenditures, equal the total economic impacts of townhome residents on the City economy.

Business Receipts

Residents at Commerce Street Townhomes will spend about 66.81 percent (derived from the data above) of their remaining \$50,000 of income after subtracting out ownership costs, or about \$33,405 per household. Some other uses of income are taxes, savings, and transfers to other family members not living on-site. Overall, this is \$868,530 in expenditures from the 26 townhomes, of which \$521,118 (60% of \$868,530) is expected to remain in the City. The ripple or multiplier effect will generate another \$1.3 million in receipts among City businesses from residents, for a total business receipts impact of \$1.9 million from residents. In addition, the business receipts collected from the public will generate additional taxes of \$53,675 as revenue to the City.

<u>Source of Impact in City</u>	<u>Residents</u>
Direct Expenditures	\$ 521,118
Indirect Ripple Effect	\$ 1,157,523
Total Business Receipts	\$1,678,641
Additional Potential Tax Revenue on end-user Business Receipts – Taxes on Items Sold to Customers (10.3% of \$521,118)*	\$53,675

*Based on City's Combined Sale Tax and Meals Tax Rate.

Employment and Earnings

Employment and employee earnings impacts come from the ripple or multiplier effects of resident expenditures on businesses in the City, i.e., these are the employees, and their earnings, that support the increased business receipts in the City. There will be approximately 14 new full-time equivalent employment positions created in Winchester, with earnings for these employees of \$469,000, for average earnings of \$33,500. This is a relatively modest earnings level because so much of the impact is on retail trade and consumer services such as cleaning and laundries and other household services.

Off-Site Fiscal Impact

Table 7 summarizes the revenues and costs to the City of Winchester from the off-site impacts of the Commerce Street Townhomes, for the 14 new employees generated by the business expenditures above. These impacts derive primarily from the \$1.9 million in new business receipts in the City, plus estimates of real property and business personal property for a typical commercial operation. It is proper to look at these impacts as long-term. That is, it is not likely that 14 new employees in many different firms will lead to immediate expansion of the property tax base, but this should happen over time as part of business expansion in the City. Other tax receipts should accrue as soon as consumers at Commerce Street Townhomes begin making expenditures, that is, as soon as the property is built out and stable occupancies are achieved. Revenues are calculated for off-site impacts in the same fashion as on-site revenue impacts were as explained and calculated in preceding paragraphs.

Costs are based on 14 new employees at a cost to the City of \$645 per employee, as derived above in Table 6. As shown below, there is potentially a significant benefit to the City as a result of new resident

expenditure. The initial benefit of \$53,270 will become a small net benefit over time as the impact of the increased consumption and employment ripple and multiply.

	Townhomes
Real Estate Tax	\$2,144
Business Property Tax	\$1,782
Retail Sales Tax	\$55,110
Motor Vehicle License Tax	\$346
Utility Tax	\$366
Recordation Tax	\$61
Non-tax Revenue	\$2,492
Total Revenue	\$62,300
Less Costs to the City	(\$9,030)
Net Fiscal Benefit to the City	\$53,270
Source: RIMS II Modeling System, U.S. Bureau of Economic Analysis	

Summary of On-Site and Off-Site Fiscal Impacts

The preceding sections of this fiscal and economic analysis have derived both the on-site and off-site impacts of the residents of Commerce Street Townhomes at buildout. As the impact is minimal, it is simpler just to revisit the overall net cost to the City, keeping in mind that fiscal benefits from consumer expenditures will rise over time. The initial net fiscal benefit to the City is \$68,291 annually, becoming even more of a benefit in future years.

Net On-Site Benefit of the Townhomes	\$15,021
Net Off-Site Benefit of the Townhomes	\$53,270
Net Total Benefit to the City	\$68,291

The current assessed value of the vacant 2.569 acre Commerce Street property is \$569,500. At the City's Real Estate Tax rate of \$0.95 per \$100 in valuation, this commercially-zoned vacant property generates \$5,410 to the City per year. The net fiscal benefit of Commerce Street Townhomes to the City, therefore, would be significantly higher than the taxes generated for the vacant site as it is now.

Since the area on Commerce Street is currently zoned CM-1 (Commercial Industrial), it is important to consider the potential financial benefits of a commercial/business facility operating in place of

Commerce Street Townhomes. Similar studies show that retail sales tax for applicable businesses would generate considerable revenue to Winchester if such businesses were built on this site.

The Net Present Value of this property to the City is higher with Commerce Street Townhomes as this project is ready to begin immediately. Townhomes that are constructed, sold, and occupied have a higher real estate value than a potential business or warehouse not yet built. The real estate taxes and residential personal property taxes available by approving this development will be considerably higher for Commerce Street Townhomes compared to the cost in lost revenue opportunity while waiting for another businesses offer to build on the site someday in the future.

Appendix: General Fund Expenditure and Reserves

Appendix Table A-1 summarizes expenditures from the General Fund for the City of Winchester from FY 2011 (actual expenditures) to FY 2014 (the current adopted budget). The General Fund Budget sets the revenues and expenditures that most directly impact the citizens and businesses of the City. Included in the General Fund is a transfer of tax monies to the School Board for operations and debt service. There are other sources of funding for schools, such as federal and state funding, that are specific to the School Fund and do not depend on local revenues. There has been a steady growth in General Fund expenditures over this four-year period, of which a small part is due to inflation. Actual General Fund expenditures in FY 2011 were \$66.1 million, compared to the Adopted Budget for FY 2014, the current year, with expenditures budgeted at \$72.1 million.

	<u>FY 2011</u>	<u>FY2012</u>	<u>FY 2013</u>	<u>FY2014</u>
	<u>Actual</u>	<u>Actual</u>	<u>Projected</u>	<u>Adopted</u>
GENERAL GOVERNMENT				
General Government	\$3,496,423	\$4,304,202	\$5,180,565	\$5,419,044
Judicial	\$593,636	\$2,803,718	\$3,059,800	\$3,122,200
Public Safety	\$14,715,540	\$17,118,801	\$18,409,535	\$18,300,464
Public Works	\$3,259,254	\$3,150,423	\$3,308,500	\$3,360,400
Health and Welfare	\$2,568,193	\$1,052,019	\$1,055,261	\$1,063,196
Recreation & Culture	\$4,477,909	\$3,151,966	\$3,006,459	\$3,319,639
Community Development	\$1,919,248	\$1,888,738	\$3,811,752	\$2,032,544
City Debt Service	<u>\$2,290,202</u>	<u>\$1,801,305</u>	<u>\$1,835,400</u>	<u>\$1,652,720</u>
Subtotal	\$33,320,405	\$35,271,172	\$39,667,272	\$38,270,207
PUBLIC SCHOOLS				
Schools Operating	\$25,351,902	\$25,351,902	\$26,651,702	\$26,301,702
Schools Debt Service	<u>\$7,427,421</u>	<u>\$7,218,037</u>	<u>\$7,694,100</u>	<u>\$7,602,700</u>
Subtotal	\$32,779,323	\$32,569,939	\$34,345,802	\$33,904,402
TOTAL GENERAL FUND	\$66,099,728	\$67,841,111	\$74,013,074	\$72,174,609
Percent Schools	49.50%	48.00%	46.40%	47.00%
Source: FY 2014 Adopted Budget, City of Winchester, Virginia				

Corresponding to the General Fund expenditures presented in Table A-1 are the General Fund Revenues as tabulated in summary form in Table A-2. General Fund revenues for the years shown exceed General Fund expenditures for those years, implying the creation of surplus revenues which may be allocated in part to other uses and to reserves. General Fund revenues for FY 2011 (actual) were \$71 million, rising to \$80 million budgeted for FY 2014. FY 2012 is an unusual year, with revenues of \$103 million. The explanation for this unusual amount is the raising of bonds in that year in the amount of \$27 million for

facility construction. Table A-2 also shows the percent of revenue that derives from local taxes, about 80 percent in FY 2014.

Table A-2. Summary of General Fund Revenues, Actual, Projected, and Budgeted, City of Winchester, Virginia, FY 2011 to FY 2014				
	FY 2011 Actual	FY 2012 Actual	FY 2013 Amended	FY 2014 Adopted
Real Estate Taxes	\$24,158,677	\$25,119,396	\$26,708,500	\$27,411,500
Personal Property Taxes	<u>\$9,783,473</u>	<u>\$9,753,481</u>	<u>\$9,911,500</u>	<u>\$9,621,500</u>
General Property Taxes	\$33,942,150	\$34,872,877	\$36,620,000	\$37,033,000
Other Local Taxes	<u>\$25,568,468</u>	<u>\$25,755,729</u>	<u>\$26,191,100</u>	<u>\$26,875,000</u>
Total Taxes	\$59,510,618	\$60,628,606	\$62,811,100	\$63,908,000
Total Non-tax Revenue	<u>\$12,112,785</u>	<u>\$42,721,710</u>	<u>\$18,880,865</u>	<u>\$16,092,000</u>
Total General Fund	\$71,623,403	\$103,350,316	\$81,691,965	\$80,000,000
Percent Local Taxes	83.10%	58.70%	76.90%	79.90%
Source: FY 2014 Adopted Budget, City of Winchester, Virginia				

Table A-3 presents an allocation of FY 2014 General Fund expenditures to users of those funds -- "population" (residents), "employment" (businesses) and "pupils" (for the transfer of General Fund revenues to the School District). Funds are allocated by department in proportion to population (51 percent) and employment (49 percent), except in the cases of health and welfare, community college, and parks, recreation and cultural, which are allocated entirely to population. Resulting per capita costs are \$645 for population, \$515 for employees, and \$7,885 for public school pupils.

Table A-3. Allocation of FY 2014 General Fund Expenditures to Users - Population (Residents), Employment (Businesses), and Pupils (Public Schools K-12)			
-	FY 2014	FY 2014	FY 2014
Department or Use	Population	Employment	General Fund
GENERAL GOVERNMENT			
General Government	\$2,769,484	\$2,649,560	\$5,419,044
Judicial	\$1,595,647	\$1,526,553	\$3,122,200
Public Safety	\$9,352,728	\$8,947,736	\$18,300,464
Public Works	\$1,717,383	\$1,643,017	\$3,360,400
Health and Welfare	\$1,063,196	\$0	\$1,063,196
Recreation & Culture	\$3,319,639	\$0	\$3,319,639
Community Development	\$1,038,762	\$993,782	\$2,032,544
City Debt Service	<u>\$844,647</u>	<u>\$808,073</u>	<u>\$1,652,720</u>
Subtotal	\$21,701,487	\$16,568,720	\$38,270,207
Relative Tax Burden	79.90%	79.90%	79.90%
Tax Burden	\$17,336,233	\$13,235,922	\$30,572,155
Number of Persons	26,881	25,717	52,598
Gen. Gov't Per Capita	\$645	\$515	\$581
PUBLIC SCHOOLS			
Schools Operating	\$26,301,702	\$0	\$26,301,702
Schools Debt Service	<u>\$7,602,700</u>	<u>\$0</u>	<u>\$7,602,700</u>
Subtotal	\$33,904,402	\$0	\$33,904,402
Relative Tax Burden	100.00%	0%	100.00%
School Tax Burden	\$33,904,402	\$0	\$33,904,402
Number of Pupils	4,300	0	4,300
Cost Per Capita	\$7,885	\$0	\$6,299
TOTAL GENERAL FUND	\$55,605,889	\$16,568,720	\$72,174,609
Source: FY 2014 Adopted Budget, City of Winchester, Virginia, Virginia Employment Commission, City of Winchester School Board, U.S. Census of Population, and S. Path & Assoc., Inc.			

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL/COMMITTEE MEETING OF: 06/23/2014 CUT OFF DATE: _____

RESOLUTION ___ ORDINANCE x PUBLIC HEARING x

ITEM TITLE AN ORDINANCE TO AUTHORIZE THE PAYMENT OF MONETARY BONUSES TO SPECIFIED OFFICERS OF THE CITY OF WINCHESTER IN ACCORDANCE WITH §15.2-1508 OF THE CODE OF VIRGINIA

STAFF RECOMMENDATION: N/A

PUBLIC NOTICE AND HEARING: Required

ADVISORY BOARD RECOMMENDATION: N/A

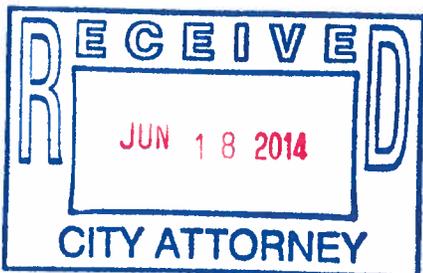
FUNDING DATA: Requires appropriation.

INSURANCE:

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda. The Director's initials for approval or disapproval address only the readiness of the issue for Council consideration. This does not address the Director's recommendation for approval or denial of the issue.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____
4. _____	_____	_____	_____
5. City Attorney	<i>[Signature]</i>	_____	6/18/2014
6. City Manager	<i>[Signature]</i>	_____	6/19/14
7. Clerk of Council	_____	_____	_____

Initiating Department Director's Signature: _____ [COUNCIL REQUEST] _____ 6/18/2014
Date



CITY COUNCIL ACTION MEMO

To: Honorable Members of Common Council

From: Anthony C. Williams, City Attorney

Date: June 18, 2014

RE: AN ORDINANCE TO AUTHORIZE THE PAYMENT OF MONETARY BONUSES TO SPECIFIED OFFICERS OF THE CITY OF WINCHESTER IN ACCORDANCE WITH §15.2-1508 OF THE CODE OF VIRGINIA

THE ISSUE: Council has expressed a desire to incentivize retention of key employees within the City's Organization including the City Manager.

RELATIONSHIP TO STRATEGIC PLAN: Council Request

BACKGROUND: Council wishes to include a bonus provision in the City Manager's Employment Contract to incentivize and reward employee retention and longevity.

BUDGET IMPACT: Will require appropriation.

OPTIONS: Adopt, reject, or modify Ordinance.

RECOMMENDATIONS: Ordinance has been prepared at request of Common Council.

AN ORDINANCE TO AUTHORIZE THE PAYMENT OF MONETARY BONUSES TO SPECIFIED OFFICERS OF THE CITY OF WINCHESTER IN ACCORDANCE WITH §15.2-1508 OF THE CODE OF VIRGINIA

WHEREAS, Common Council has expressed a desire to incentivize retention of key positions within the City's Organization including but not limited to the City Manager; and

WHEREAS, §15.2-1508 of the Code of Virginia enables a locality to pay monetary bonuses upon the adoption of an ordinance authorizing such payment; and

WHEREAS, it is the wish of Common Council to authorize the payment of a monetary bonus to the City Manager in the amount of \$25,000.00 under terms and conditions which shall be expressly identified in the City Manager's Employment Contract authorized and approved for execution by Common Council.

NOW therefore be it ORDAINED Common Council hereby authorizes the payment of a monetary bonus in the amount of \$25,000.00 under terms and conditions which shall be expressly identified in the City Manager's Employment Contract as authorized and approved for execution by Common Council.

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL MEETING OF: 6/24/14 (work session),
7/8/14 (regular mtg)

CUT OFF DATE: 6/18/14

RESOLUTION ___ ORDINANCE ___ PUBLIC HEARING X

ITEM TITLE:

CU-14-334 Request of Windy Hill, LLC for a conditional use permit for multifamily dwellings at 443 Millwood Avenue (Map Number 233--08--40A) zoned Highway Commercial (B-2) District.

STAFF RECOMMENDATION:

Approval with conditions

PUBLIC NOTICE AND HEARING:

Public hearing for 7/8/14 Council mtg

ADVISORY BOARD RECOMMENDATION:

Planning Commission recommended approval with conditions

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. Planning Director			6/18/14
2. City Attorney			6/18/2014
3. City Manager			6-18-14
4. Clerk of Council			

Initiating Department Director's Signature:  6/18/14
(Zoning and Inspections)



APPROVED AS TO FORM:

 6/18/2014
CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Aaron Grisdale, Director of Zoning and Inspections *Aug*
Date: June 24, 2014
Re: CU-14-334 – 5 two bedroom upper floor apartments – 443 Millwood Ave

THE ISSUE:

The property owner is applying for a CUP for 5 two-bedroom multifamily units on the upper floor of the commercial (Goodwill) building.

RELATIONSHIP TO STRATEGIC PLAN:

N/A

BACKGROUND:

The request by Windy Hill LLC is for a revised CUP approval of multifamily use on the upper level of the existing building housing Goodwill on the ground floor. The applicant proposes 5 two-bedroom dwelling units in newly added space on the second floor of the building. This is a change to a previously approved CUP for the same property for 5 one-bedroom dwelling units. (Full staff report attached).

BUDGET IMPACT:

No funding is required.

OPTIONS:

- Approve the conditional use permit
- Approve the conditional use permit with conditions
- Deny the conditional use permit

RECOMMENDATIONS:

The Planning Commission recommended approval.

CU-14-334 Request of Windy Hill, LLC for a conditional use permit for multifamily dwellings at 443 Millwood Avenue (*Map Number 233--08--40A*) zoned Highway Commercial (B-2) District.

REQUEST DESCRIPTION

The request by Windy Hill, LLC is for a revised CUP approval of multifamily use on the upper level of the existing building housing Goodwill on the ground floor. The applicant proposes 5 two-bedroom dwelling units in newly added space on the second floor of the building. This is a change to a previously approved CUP for the same property for 5 one-bedroom dwelling units.

AREA DESCRIPTION

The site as well as property across Spring Street to the south and most of the land across Millwood Avenue directly east of the subject structure is zoned Highway Commercial (B-2) District. Uses in the surrounding B-2 district include automotive commercial. Land to the west and north of the site as well as land across Millwood Avenue further north of the subject structure is zoned Medium Density Residential (MR). These areas contain single-family residences.



STAFF COMMENTS

The request is consistent with the New Urbanism recommendations of the Comprehensive Plan to encourage higher density mixed use development. While the site itself was not called out as a redevelopment site, land directly to the east and south were called out, and the close proximity to Shenandoah University makes it attractive as an option for off-campus student housing. The existing building lends itself to adaptive reuse on the second floor where some office space along the Millwood Ave frontage will remain.

The applicant's letter dated May 19, 2014 briefly outlines the revisions to the proposal. The applicant states that due to some structural concerns, changes were made on the south elevation with the inclusion of brick arches to help reinforce and support the structure. Additionally, there were some changes in the needs of the upstairs Goodwill office use not needing the access to the ramp on the second story which also influenced the desire for reconfiguration and changes on the second story.

Floor Plans & Floor Area Calculations

The CUP applies only to the multifamily use proposed on the upper level of the building. The CUP provisions in Section 8-2-20 of the Zoning Ordinance allow a maximum of 8 units per building. The applicant is proposing a total of 5 two-bedroom units. In the original request and approval, the applicant had requested and was granted approval for 5 one-bedroom units.

The floor plans annotate the floor area of each proposed unit, ranging from 789 s.f. up to 1008 s.f. in size. A small roofed HVAC is included on the upper level. This space is enclosed on three sides, including the exterior side facing toward the Greystone Terrace residential area.

The BZA granted variances to allow the second floor addition to encroach into the 35-foot front yard along Spring Street to the same extent that the existing building encroaches. The variance also allows an existing overhang to be utilized as unenclosed terrace space for three of the five apartments.

Density

The 1.052-acre site would be large enough to support 13 dwelling units, of which a maximum of 8 could be proposed in the subject structure. The Density provision for multifamily in the B-2 zoning district allows up to 1 unit for every 3,500 square feet of Total Project Area. Total Project Area, by definition in Section 1-2-91.1 of the Zoning Ordinance excludes 100-year floodplain acreage and counts 50% of the portions of the site with slope in excess of 20%. No exclusions for floodplain or steep slope apply.

The floor plans show all five apartment entrances connecting to a common hallway which accesses out to a small portion of the upper level that will still be unenclosed adjacent to the ramp. An existing vehicle ramp serving the existing rooftop parking will not be utilized as part of the second story use. Consistent with the zoning provisions, none of the entrances are oriented to the front (Spring St elevation) of the site.

Green Area

Since the total residential area is increasing from the previous layout and there is an increase in the number of bedrooms, a revised green area calculation is required with a revised site plan. A draft site plan has been submitted to planning and will increase the amount of green space to 12.7% of lot area. Based upon the distribution of uses on the property a total of 18% is required. At their June 17th meeting, the Planning Commission recommended a waiver of the deficient green space amounts.

Impacts

The proposed five apartments on the upper level of the structure represent a good reuse of what is underutilized second floor space. The proposal should not adversely impact the health, safety or welfare of anyone residing or working in the area and not be detrimental to public welfare or injurious to property or improvements in the area.

While the introduction of the second floor multifamily use will eliminate some existing parking spaces, there are still 40 parking spaces available on the site. Based upon the mix of uses (retail, office, storage, and residential) the base parking requirement would amount to 46 spaces. However, the property benefits from parking reductions amounting to 8 spaces because of the proximity to a public transit stop and the inclusion of bicycle racks. The resulting requirement is 38 parking spaces. Additionally, five spaces will be dedicated on the property strictly for the use of the residential tenants.

Regarding visual impacts, the applicant has provided current elevations of what the structure presently looks like from all four directions. Two of the elevations are in close adherence with the original CUP approval. However, there are some modifications on the south and north side of the building that are not in close adherence to the original approval. It is important to note that the B-2 zoning would permit, by right, vertical expansion of at least 35 feet and up to 55 feet provided that there is one additional foot of rear setback for each additional one foot of height above 35 feet. The applicant is proposing a

total height of 35 feet according to zoning definition. A low pitched roof is included in the height computation.

RECOMMENDATION

At their June 17, 2014 meeting the Planning Commission forwarded **CU-14-334** to City Council recommending approval on a 4-1 vote to add five (5) two-bedroom apartments because the proposal, as submitted, will not adversely affect the health, safety or welfare of persons residing or working in the neighborhood nor be detrimental to public welfare or injurious to property or improvements in the neighborhood. The approval is subject to the following:

1. Close adherence to the submitted elevations, and floor plans; and,
2. Staff review and approval of an updated site plan, including a waiver of green space to allow 12.7% where a slightly higher amount would otherwise be required.

May 19, 2014

City of Winchester
Rouss City Hall
15 North Cameron Street
Winchester, VA 22601



Attn: Tim Youmans, Planning Director

Re: Goodwill Building
Conditional Use Permit Application – Revisions

Dear Tim:

We are submitting these updates and changes for your consideration of the Goodwill Building located at 443 Millwood Avenue in the City of Winchester. We encountered structural engineering issues and some current tenant information. The structural concerns were satisfied by the brick arches on the southeast side of the building, and, the tenant informed us they did not need the space we had planned for them on the second floor. Therefore, attached is a Conditional Use Permit Application for the following items:

- Documentation of the south elevations showing brick arches with extension of loading dock, which eliminated a planter area and windows (see attached photos)
- Documentation of the north elevation lining up with the existing wall
- Apartment layout showing a two-bedroom layout and incorporating the space released by current tenant. Note all leases will only allow one parking space per apartment and these spaces will be designated and marked on the pavement.

Thank you for your assistance. Feel free to contact me with any questions or need for additional information.

Sincerely,
Windy Hill, LLC

Mark D. Smith, PE, LS
Manager

Enclosures: Photos, Plan Sheet



South Side



North Side

FILE COPY



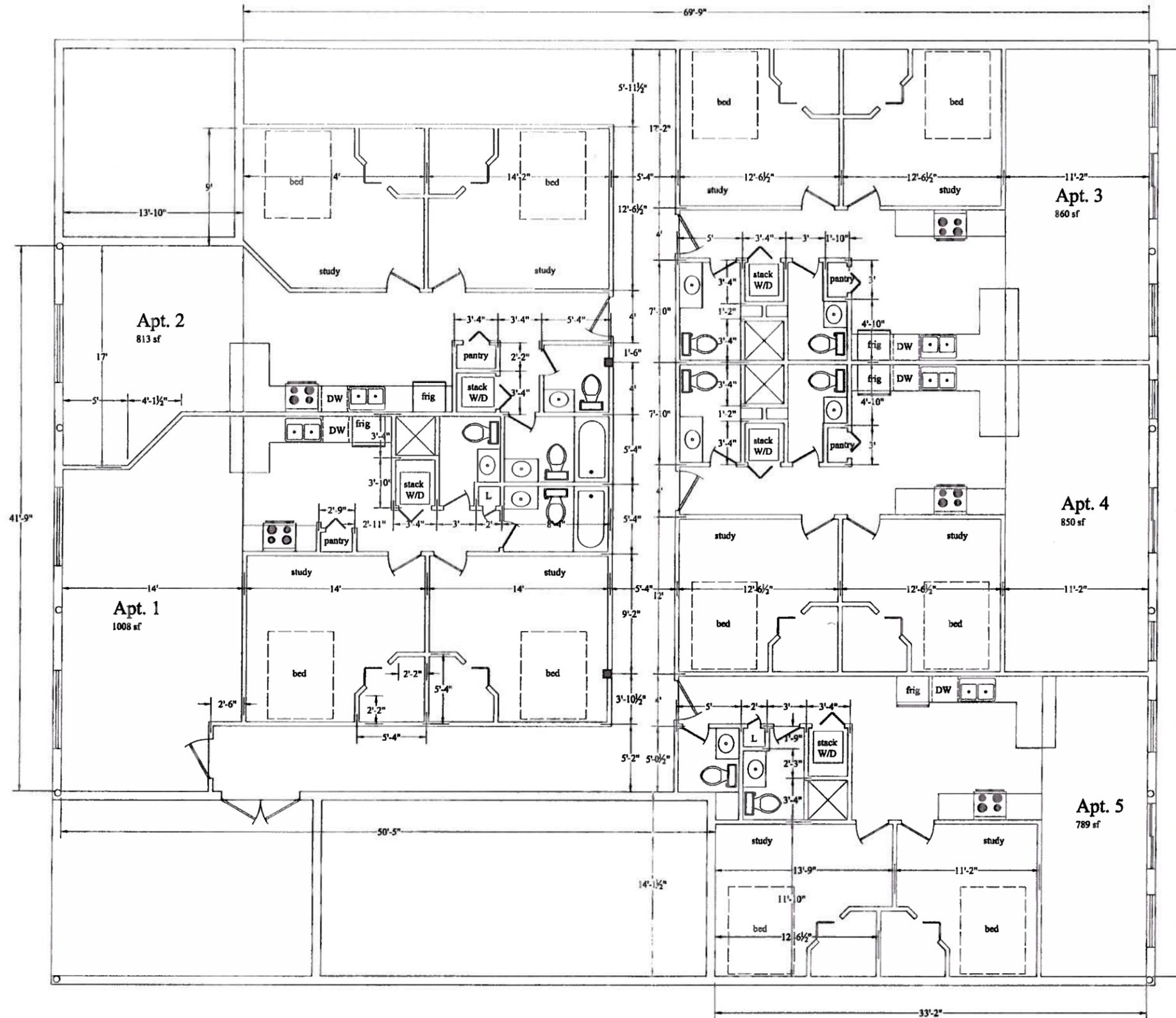
East Side



West Side

FILE COPY

CU-14-334



FILE COPY

Floor Plan

Preliminary
02/20/2014 9:56:15 PM

Scale: 1/4"=1'-0" Date: 20140319
 This drawing prepared for: Mark Smith

CU-14-334

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL MEETING OF: 6/24/14 (work session),
7/8/14

CUT OFF DATE: 6/18/14

RESOLUTION **ORDINANCE** **PUBLIC HEARING** X

ITEM TITLE:

Amendment to Winchester Comprehensive Plan 2011

STAFF RECOMMENDATION:

Approval.

PUBLIC NOTICE AND HEARING:

Public hearing for 7/8/14 Council mtg

ADVISORY BOARD RECOMMENDATION:

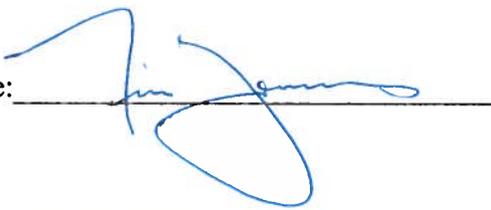
Planning Commission recommended approval.

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. Zoning and Inspections	<u>AMS</u>	<u> </u>	<u>6/18/14</u>
2. City Attorney	<u>aw</u>	<u> </u>	<u>6/18/2014</u>
3. City Manager	<u>cy</u>	<u> </u>	<u>6-19-14</u>
4. Clerk of Council	<u> </u>	<u> </u>	<u> </u>
	<u> </u>	<u> </u>	<u> </u>

Initiating Department Director's Signature:  6/18/14
(Planning)



APPROVED AS TO FORM:
 6/18/2014
CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Mayor and Members of City Council
From: Tim Youmans, Planning Director
Date: June 18, 2014
Re: Comprehensive Plan Update

THE ISSUE:

The decision to locate the new John Kerr School out along Meadow Branch Avenue created the need to revise the 2011 Comprehensive Plan to specifically call out that public use which was not anticipated in the current Plan. Changes to the anticipated uses elsewhere on the Ridgewood Orchard property also warrant a change to the Plan.

RELATIONSHIP TO STRATEGIC PLAN:

Goal #1: Grow the Economy. Meadow Branch Avenue Development is one of the Action items under the Policy Agenda for this goal.

BACKGROUND:

Chapter 11 of the adopted Comprehensive Plan includes goals and objectives for the West Central Planning Area. A Redevelopment Scenario for the future Meadow Branch Ave corridor in the vicinity of the Ridgewood Orchard and Moffett properties depicted land uses inconsistent with the current proposal to construct a public elementary school on the site. This Comprehensive Plan revision will facilitate the pending rezoning that will establish zoning to allow the school use and accommodate rezoning elsewhere on the Ridgewood Orchard site.

BUDGET IMPACT:

None

OPTIONS:

Adopt the Comp Plan Amendment
Reject the Comp Plan Amendment

RECOMMENDATIONS:

The Planning Commission and staff recommend adoption of the Plan amendment.

2014 COMPREHENSIVE PLAN AMENDMENT

By State Code and City Code, the Planning Commission is tasked with preparing a Comprehensive Plan (Plan) and any amendments to the Plan that is then sent on to City Council for adoption. This amendment represents a limited revision to the full version of the Plan that was adopted by City Council on May 10, 2011. It focuses on changes in recommended land use along the unbuilt portions of Meadow Branch Avenue in the West Central Planning Area as defined in the current Plan. Planning staff has carefully reviewed studies and planning documents focused on this part of the City and determined that there is a change in the vision for development of properties along the subject roadway. In particular, the decision to recommend placement of a public elementary school along the west side of Meadow Branch Avenue requires that a revision of the Plan be adopted.

Planning staff and the Commission have examined existing conditions, trends of growth, and probable future needs and desires in this part of the City and prepared a limited proposed change to the Plan that calls out the placement of a public school in this area as well as recommended changes in land use adjoining the school site. This includes a recommended realignment of Meadow Branch Avenue itself to better accommodate the proposed land uses. The Plan amendment also incorporates recommendations contained in updates to the Economic Master Plan that were requested by City Council in 2013 for the Meadow Branch Avenue corridor.

On May 22, 2014, the Commission held a Public Input session on an update to the City of Winchester 2011 Comprehensive Plan ("the Plan") with the purpose of guiding and accomplishing a coordinated, adjusted and harmonious development of the City which best promotes the health, safety, morals, order, convenience, prosperity and general welfare of the inhabitants. Exhibits depicting changes to the text and the maps contained in the Current Plan were presented at the public input session and written citizen comments were received and considered by the Commission subsequent to the session.

There were relatively few comments on the proposed changes to the Plan document received at the May 22nd public input session and the June 17th Commission public hearing. However, there was extensive interest in the related issue of how existing Meadow Branch Avenue through the Meadow Branch North Subdivision area may be striped off to become consistent with the originally approved 4-lane divided roadway specifically approved by City Council as part of the Meadow Branch PUD back in 1988. The City chose not to stripe off the two separate lanes in each direction since the roadway did not extend north of the Buckner Drive intersection. The issue of 2-lane versus 4-lane on existing Meadow Branch Avenue is an issue that City Council will need to decide prior to the extension of the arterial roadway through to the short portion constructed between Amherst Street and Merrimans Lane.

RECOMMENDATION

At its June 17th meeting, the Planning Commission approved the attached resolution recommending Council adoption of the 2014 Comprehensive Plan Amendment. The motion was subject to some minor edits to the exhibits presented at the June 17, 2014 public hearing which represent minor corrections to the text and to specifically pull out the Sacred Heart playground from the Redevelopment Site as depicted on the Character Map exhibit.

RESOLUTION

2014 COMPREHENSIVE PLAN AMENDMENT

WHEREAS, the City of Winchester Planning Commission (“the Commission”) has conducted careful surveys and studies of existing conditions, trends of growth, and probable future requirements of its territory and inhabitants; and,

WHEREAS, the Commission has prepared an update to the City of Winchester 2011 Comprehensive Plan (“the Current Plan”) with the purpose of guiding and accomplishing a coordinated, adjusted and harmonious development of the City which best promotes the health, safety, morals, order, convenience, prosperity and general welfare of the inhabitants; and,

WHEREAS, prior to the recommendation of this revision to the Comprehensive Plan, staff to the Winchester Planning Commission posted the Comprehensive Plan that is being considered for recommendation on the official City of Winchester website maintained by the City and on which matters pertaining to the Planning Commission are generally posted; and,

WHEREAS, a synopsis of the changes to the Current Plan has been duly advertised and a Public Hearing was conducted by the Commission on June 17, 2014, all as required by Section 15.2-2225 of the Code of Virginia, 1950, as amended; and,

WHEREAS, exhibits depicting changes to the text and the maps contained in the Current Plan were presented at said public hearing and citizen comments were received and considered by the Commission subsequent to the hearing;

NOW, THEREFORE, BE IT RESOLVED by the Planning Commission of the City of Winchester, Virginia, that the 2011 Comprehensive Plan be amended as depicted in the exhibits presented at the June 17, 2014 public hearing; and,

BE IT, FURTHER, RESOLVED that the Commission recommends approval of the amended Plan to be known as the 2014 Comprehensive Plan Amendment and hereby forwards the Plan to City Council for adoption by the governing body. A copy of the Plan amendment is herewith certified to the governing body.

ADOPTED by the Planning Commission of the City of Winchester on this 17th day of June, 2014.



Approved: William Wiley
Chairman

WINCHESTER COMPREHENSIVE PLAN 2011

CHAPTER THREE

VISION, PRINCIPLE, GOALS & OBJECTIVES

Recognizing that the main purpose of a Comprehensive Plan is to provide a vision for the future of the community, this chapter sets out the updated vision for Winchester based upon the adopted principles of Sustainability. Also included in this chapter are the adopted citywide goals and objectives. More specific objectives and actions are provided for each of the ten geographic Planning Areas in Chapter Eleven.

{Existing text not displayed here}

Rather than attempting to prioritize any of the values or goals above the others, the major goal headings, for the eleven selected citywide goals are presented in alphabetical order as follows:

- DESIGN
- ECONOMIC DEVELOPMENT
- EDUCATION
- ENVIRONMENT
- HEALTH & HUMAN SERVICES
- HOUSING
- LAND USE
- MOBILITY
- PARKS & RECREATION
- PUBLIC UTILITIES
- PUBLIC SAFETY

{Existing text not displayed here}

LAND USE

GOAL: Guide the physical development of the City in a sustainable manner that preserves vibrant, livable neighborhoods and also encourages compact mixed use development to meet the needs of a changing population.

OBJECTIVES:

{Existing text not displayed here}

- 6) Locate public land uses in locations that enhance the livability of the City and facilitate the placement of institutional uses in locations that support the social, spiritual, **civic**, and health needs of the community.

WINCHESTER COMPREHENSIVE PLAN 2011

CHAPTER 11

THE TEN GEOGRAPHIC PLANNING AREAS

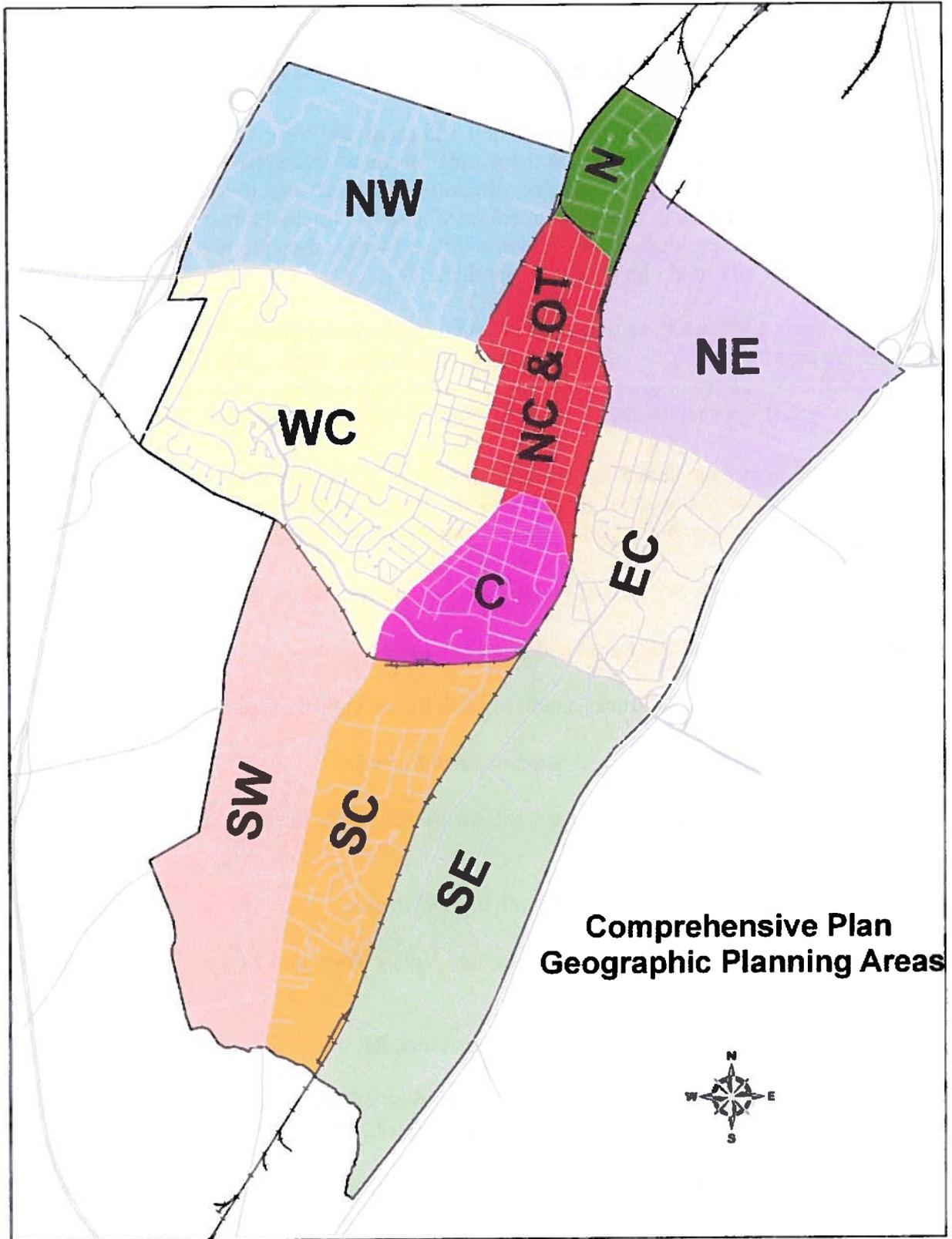
In moving towards a more sustainable vision informed by New Urbanism and traditional neighborhood design, this plan observes the distinct needs of ten different geographic planning areas. City staff, consultants, and elected officials considered the diversity of Winchester's neighborhoods, remembering that well-intentioned public policies sometimes create harmful unintended consequences when applied too broadly and where they are not needed. Efforts that help one part of the city might be wrong for another.

Some of the goals and objectives discussed in previous chapters must be implemented across the whole city to be effective. Chapter 12 addresses them in more detail. This chapter considers the special conditions and needs of each planning area. It focuses on the objectives most relevant to each area. It then states specific actions that city staff should take to advance those objectives.

The map on the next page shows the ten planning areas. Their boundaries, often aligning with railroads, consider the character of neighborhoods, zoning, and use. They also generally align with Census tracts to improve the collection and comparison of data. The ten areas are:

- **North-** North of Wyck St., East of Fairmont Ave., and west of the CSX tracks.
- **Northeast-** East of the CSX tracks and north of Cork St.
- **East Central-** East of CSX tracks, south of Cork St., and north of Jubal Early Dr.
- **Southeast-** East of CSX tracks and south of Jubal Early Dr.
- **South Central-** West of CSX tracks, south of Winchester & Western (WW) tracks, and east of Valley Ave.
- **Southwest-** West of Valley Ave. and south of WW tracks.
- **West Central-** North of WW tracks, west of Valley Ave. and Stewart St., and south of Amherst St.
- **Northwest-** North of Amherst St., west of abandoned RR tracks & Fairmont Ave.
- **Old Town/North Central-** West of CSX tracks, south of Wyck St., east of abandoned tracks and Stewart St., and north of Gerrard St., Handley Blvd., and Millwood Ave.
- **Central-** West of CSX tracks, south of Gerrard St., east of Valley Ave., and north of the WW tracks.

COMPREHENSIVE PLAN- PLANNING AREA OBJECTIVES



COMPREHENSIVE PLAN- PLANNING AREA OBJECTIVES

The remainder of this chapter examines each of the ten Planning Areas separately. The format consists of a brief listing of Key Features along with a map of the area. It then lists the major objectives from Chapter 3 which apply to that Planning Area, along with specific actions to fulfill the objectives. The numbering is not consecutive because only some objectives apply to each area. Finally, Alternative Development Concepts for one or more key (re)development opportunities illustrate a future vision of the City that is consistent with the concepts of New Urbanism, especially higher densities and walkable community. The Plan advocates for either infill or redevelopment embracing a mixed use approach to land use and zoning. This Traditional Neighborhood Design is consistent with Winchester's heritage and may also bring new vigor and prosperity to its communities.

[NOTE: EXISTING TEXT FOR THE OTHER NINE GEOGRAPHIC PLANNING AREAS NOT PROPOSED FOR CHANGE IS NOT INCLUDED IN THIS EXCERPTED VERSION OF CHAPTER 11]

WEST CENTRAL (WC)

North of WW tracks, west of Valley Ave. and Stewart St, and south of Amherst St.

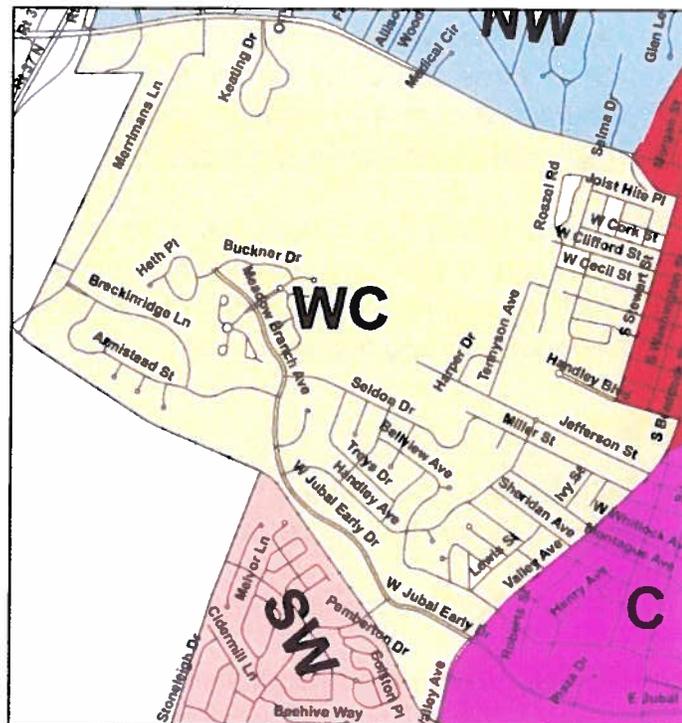
Key Features

- Potential hubs at rehab center, regional museum, and 2 schools
- Stable, high-income, low-density residences.
- Wetlands Preserve and Green Circle Trail spur
- Old plantation's open space, 4 schools, and multiple churches

The major objectives and related actions for this Planning Area are:

Economic Development

9. Proactively redevelop property where needed to achieve maximum sustainable potential.



COMPREHENSIVE PLAN- PLANNING AREA OBJECTIVES

Action: *Facilitate mixed use development, including school use and planned unit development in conjunction with construction of Meadow Branch Avenue near Amherst Street.*

Action: *Encourage redevelopment of older commercial sites on Amherst Street.*

Mobility

7. Pursue limited construction of new thoroughfares and widening of existing thoroughfares as shown in the Win-Fred MPO Long Range Transportation Plan.

Action: *Extend Meadow Branch Avenue from Buckner Drive to Amherst Street*

Action: *Extend W. Jubal Early Dr west to County line for future connection to Rte 37*

Parks & Recreation

2. Establish a linked system of passive recreational and natural open space that provides safe opportunities for walking, jogging, running, and biking while also preserving environmentally sensitive natural areas.

Action: *Work with private land owners to provide easements for and construction of the Green Circle Trail along the south side of Jubal Early Drive and the east or west side of Meadow Branch Ave, including a spur on the east side to connect with future private trail network on the Glass-Glen Burnie Foundation property.*

Action: *Utilize federal Safe-Routes-to-School (SRTS) grants or other funding sources to construct a bike and walking trail across the Bridgeforth property to connect the Williamsburg Heights Subdivision to the John Kerr Elementary School and John Handley High School along Jefferson Street.*

Design

1. Guide the physical form of development along key tourist entry corridors leading in to the City's core historic district by utilizing a combination of standards and guidelines.

Action: *Improve the visual and functional aspects of the Route 11 entry corridor.*

Action: *Consider establishment of National Historic District designation for the area around the old hospital including South Stewart St as well as the area containing Craftsman-styled homes along the west side of Valley Ave between Bellview Ave and Jefferson St.*

Land Use

COMPREHENSIVE PLAN- PLANNING AREA OBJECTIVES

2. Provide a range of commercial facilities which incorporate a mix of retail, service and office facilities, properly served by access through the transportation system, and offer selection of consumer goods, and viable growth potential.

Action: Explore the feasibility of attracting a specialty or high-end grocery store to serve the high-income households in this area as well as the Old Town and Northwest Planning Areas.

- 6) **Locate public land uses in locations that enhance the livability of the City and facilitate the placement of institutional uses in locations that support the social, spiritual, civic, and health needs of the community.**

Action: Anticipate the closure of the existing John Kerr Elementary School on Jefferson Street and consider reuses for the property that enhance the livability of that area while also facilitating the establishment of a new, larger John Kerr Elementary School along the west side of Meadow Branch Avenue extended.

West Central Planning Area Site Development Concept: Meadow Branch Avenue Extension

The extension of Meadow Branch Avenue through the **Ridgewood Orchard (Smith)** and Moffett properties between Amherst St on the north and Buckner Drive within the Meadow Branch North subdivision to the south offers many opportunities for mixed use, ~~New Urbanism-type development.~~ Proffers **The Comprehensive Agreement** associated with prior rezonings of the land commit the developers to **the PPEA for construction of the replacement John Kerr Elementary School on the Ridgewood Orchard and DBL Holdings property** will result in roadway and Green Circle Trail improvements as a center spine for development. The neighboring regional medical center makes the site attractive to **housing for** high-income seniors and healthcare professionals. **As part of a Planned Unit Development**, a variety of housing types, ranging from luxury condominiums to high-and mid-rise retirement housing and assisted living, may be appropriate for the **central portions of the site.** **Zoning for development in this central area should be medium density unless age-restricted housing is proposed, in which case, high density zoning may be appropriate.** **The portion of the site between the new school and Amherst Street may be appropriate for planned commercial use including offices and retail.** **The south portion of the site is best suited for low and medium density clustered residential use compatible with adjoining development in Meadow Branch North.**





Rouss City Hall
15 North Cameron Street
Winchester, VA 22601

Telephone: (540) 667-1815
FAX: (540) 722-3618
TDD: (540) 722-0782
Website: www.winchesterva.gov

PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name: Howard + Elizabeth Green

Address: 1545 Meadow Branch Ave, Winchester, VA 22601

Phone or email: hmgreen1979@gmail.com

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

We have lived in our house for 7 years and have 12 children. We are concerned about increasing our road to 4 lanes with no parking. Residents need on-street parking. Because of our family size, we own 6 cars and need the parking. Additionally, we frequently have social events at our house and without parking we could never have guests. Because of our house size and location we pay plenty of taxes, and this change would not only de-value our home, it would make our daily situation impossible.

The increased traffic in front of our house with 4 lanes would also be dangerous for our children and guests. ~~If Meadow Branch is to service children walking to school and walkers, 4 lanes is a~~

~~dangerous idea.~~ "To be a financially sound City providing top quality municipal services while focusing on the customer and engaging our community."

There are no alternative parking places if you eliminate the current parking lane.



Rouss City Hall
15 North Cameron Street
Winchester, VA 22601

Telephone: (540) 667-1815
FAX: (540) 722-3618
TDD: (540) 722-0782
Website: www.winchesterva.gov

PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name: Marsha B. Barley

Address: 1206 Rodes Circle

Phone or email: Mb6611 @ comcast.net

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

Please do not allow a 4 lane passage on the existing Meadow Branch Ave.



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PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name: DALE BARLEY

Address: 1206 Rodes Circle Wine VA 22601

Phone or email: DMB611@COMCAST.NET

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

I represent 40 HOMEOWNERS IN THE DOWNS
(AN HOA community) ON MEADOW BRANCH

WE URGE PLANNING COMMISSION TO KEEP
MEADOW BRANCH DRIVE 1 LANE EACH DIRECTION
TO HELP KEEP THE INTEGRITY OF OUR
RESIDENTIAL COMMUNITY.

Dale Barley
President THE DOWNS AT MEADOW BRANCH

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PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name:

Address:

Phone or email:

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

① low speed (not over 25 mph)
② no trucks
③ 4 way stops
at Mahone and Buckner
④ Change development plan
to 1 way each way
not 2 lane each way

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**PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM**

Name:

Address:

Phone or email:

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

My only issue with the proposed Meadow Branch extension plan is the stripping of the MB to be a four lane thoroughway. I feel this will increase in traffic load and higher speeds will significantly increase auto accidents and potential pedestrian deaths.

In addition four lane stripping will eliminate the ability of any Meadow Branch Ave residence to park cars in front of their own homes when they have additional guests that exceed the capacities of their drive way. The parking issue would cause guests of the residence to park either on Armisted or Handley Ave. Both of which would force guests to walk several hundred yards to visit our homes.

My suggestion would be to lane the MB Av.e as it was mistakenly lined two years ago. Add the parking lane and the bike lane. The bike lane would help round out the greenway bike path through the marshlands and the bike lane could then be extended to the new entrance of the John Kerr elementary thereby encouraging local children to bike to school.

Four lane traffic from the intersection of Handley Ave to the entrance of Heath Place is bad idea that would increase the level of danger to all Meadow Branch residence.



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PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name: George & Victoria Henzel

Address: 1539 Meadow Branch

Phone or email: ghenzel@comcast.net

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

See Enclosure

ZONING HEARING COMMENTS Re CHANGES IN TRAFFICE PATTERNS OF MEADOW BRANCH AVE

From: George & Victoria Henzel

1539 Meadow Branch Avenue 540-722-7278

Family Unit (2) Over 65 adults & (1) 13 year old child

MAJOR CONCERNS:

1. Creating a 4 way thoroughfare which would then offer a "passing lane" will not be safe to children, pedestrians, or cyclists for the .9 mile segment of Meadow Branch from Handley Ave to existing dead end.
2. This change will eliminate any parking in front of any residence including short duration parking. All of the homes between Handley and Armistead St have teenagers. We, like most parents facing the teen age years, want these young people to bring friends home, not make it harder to visit because they have no place to park their cars.

RELEVANT DATA

1. It is established data that 4 lane roads lead to vehicle speeding..... even in spite of multiple heavy signage indicating the maximum speed limits and law enforcement efforts
2. Repeated instances of speeding on the existing one lane section from Handley to Armistead Street already occur during both "commuter" times and after 9 pm especially on Friday and Saturday nights. This has already been documented with frequent calls to the police department as these vehicles "fly by" at over 40+mph
3. Valley Ave (US Rt 11) which is a residential area has always been 2 lanes and would certainly also be considered a "major thoroughfare". Residents on this high traffic roadway have always been permitted to have residential parking on both sides of the street.
4. As a road with a median already, it makes it much harder for pedestrians and motorists to see and watch for oncoming traffic...Making this a 4 lane road will only create more safety issues.



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PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name:

Address:

Phone or email:

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

Meadow Branch should only be a two lane road with a bike path. The portion in front of the businesses can be 4 lanes, but only 2 lanes in the residential area.

25 MPH should be the speed limit. There are too many children to have 35 mph. People always drive 5-8 MPH higher than the speed limit.

Side walks should be on both sides.

Four way stop signs at Buckner Drive &

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No Apartments¹⁰¹ in this area. Meadow Branch Ave



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PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name:

Ronald Mislowsky Pennoni Associates

Address:

117 E. Piccadilly St.

Phone or email:

RMISLOWSKY @ Pennoni.COM.

Were you able to attend the 5/22/14 input session?

Yes

No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

Recommend The Commission consider High Density Residential and medical care uses on the east side of Meadow Branch due to transition from the Sacred Heart church site to the lower densities in Meadow Branch. Assisted Living or nursing home should be allowed closer to the church property.



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PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name: Ty Lawson

Address: P.O. 2740 Winchester, Va - 22604

Phone or email: TLawson@LSPLC.com

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

Consider HR East of Meadow Branch Road.

Will Moore

From: Timothy Youmans
Sent: Friday, May 23, 2014 1:50 PM
To: Will Moore; Aaron Grisdale
Subject: FW: [City of Winchester, VA] Public Input Meeting 22 May 2014

Will, Aaron:
More input on the Comp Plan.
Tim

-----Original Message-----

From: do.not.reply On Behalf Of City of Winchester, VA Website - winchesterva.gov
Sent: Friday, May 23, 2014 12:29 PM
To: Timothy Youmans
Subject: [City of Winchester, VA] Public Input Meeting 22 May 2014



Hello Timothy.Youmans,

Susan Lumsden (susanlumsden07@yahoo.com) has sent you a message via your contact form (<http://www.winchesterva.gov/user/1680/contact>) at City of Winchester, VA.

If you don't want to receive such e-mails, you can change your settings at <http://www.winchesterva.gov/user/1680/edit>.

Message:

Dear Tim.

My husband and I attended last night's Public Input Meeting. First of all, thank you for hosting the event and offering a forum for the views of our fellow citizens to be heard. While the meeting veered away from the Comprehensive Plan and on to "what will happen to Meadow Branch Avenue" instead, you handled the unexpected turn exceedingly well. While not planned for this event, your presentation was comprehensive and informative. It is difficult to make oneself heard when there are those who did not want to hear what you have to say. In spite of this, your responses were both informative and tactful.

Regardless of what the vocal few at last night's meeting expressed, not everyone believes that Meadow Branch Avenue should remain 1 lane in each direction. I live in Meadow Branch Downs and understand the need for extra lanes to handle the anticipated increase in traffic. As our city adapts to growth, so must we adapt to change.

Best Regards,
Susan Lumsden
1405 Magruder Court



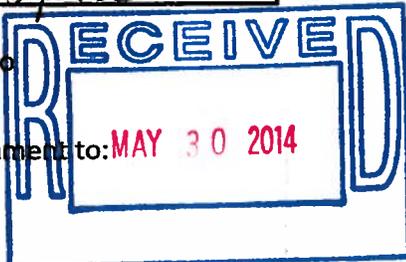
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Website: www.winchesterva.gov

PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name: James L. Lloyd
Address: 851 Buckner Dr. Winchester, Va.
Phone or email: 540-662-5071 - Land Line -

Were you able to attend the 5/22/14 input session? Yes No



*** If filling out form electronically, please save and email as an attachment to: plngdept@winchesterva.gov

Comments:

- 1- 25 MPH on Meadow Branch
- 2- Single Lane all of Meadow Branch
- 3- Traffic light at school entrance for Public use.
- 4- 3-4 way stop for Busses entering school.
- 5- 3-4 way stop at all needed streets that intersect with Meadow Branch.
- 6- 4 way stop Buckner Dr - Meadow Branch
- 7- 4 way stop Mahone Dr - Meadow Branch
- 8- 3 way stop Seldm Dr - Meadow Branch
- 9- Excellent suggestion for Green Circle have it cross Meadow Branch at new traffic light at the school!

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PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM

Name: Margaret P. Lloyd
Address: 851 Buckner Dr Winchester, VA
Phone or email: 540-662-5071 - Landline

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to: plngdept@winchesterva.gov



Comments:

- 1- 25 MPH on Meadow Branch
- 2- Single lane all of Meadow Branch
- 3- Traffic light at school entrance for public use.
- 4- 3-4 way stop for Busses entering school.
- 5- 3-4 way stop at all needed streets that intersect with Meadow Branch.
- 6- 4-way stop at Buckner Dr & Meadow Branch
- 7- 4-way stop at Mahone Dr & Meadow Branch
- 8- 3-way stop at Seldon Dr & Meadow Branch
- 9- Excellent suggestion for Yeon Circle have it cross off Meadow Branch at New Traffic Light at the school.

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PROPOSED COMPREHENSIVE PLAN REVISIONS CITIZEN COMMENT FORM

Name:

R Prochul

Address:

1324 Ramseyer Lane

Phone or email:

Were you able to attend the 5/22/14 input session?

Yes

No

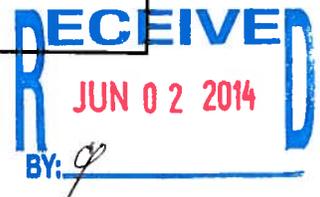
*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

With all the discussion of width of extension and Not - opening 4 lanes all the way on Freedom Branch, keep in mind:

- the added cost of changing the median and width of sidewalk to accommodate bikes and pedestrians.
- The simple solution: keep existing two lanes, to keep cost down, add lights as needed for safety.

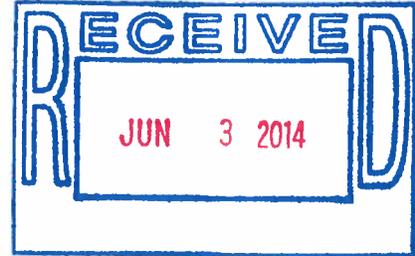
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Will Moore

From: Catherine Clayton
Sent: Tuesday, June 03, 2014 9:49 AM
To: Timothy Youmans; Will Moore
Subject: FW: Comprehensive Plan Revisions

From: Howard Green [<mailto:hmgreen1979@gmail.com>]
Sent: Tuesday, June 03, 2014 9:29 AM
To: Catherine Clayton
Subject: Comprehensive Plan Revisions



----- Forwarded message -----

From: Howard Green <hmgreen1979@gmail.com>
Date: Monday, June 2, 2014
Subject: Meadow Branch Extension
To: "plngdept@winchesterva.gov" <plngdept@winchesterva.gov>

Dear Commissioners,

We live at 1545 Meadow Branch Avenue. We are not opposed to the Meadow Branch Extension. What we are very much opposed to is the elimination of on-street parking. We are a family of fourteen, ten of whom are teenagers, four in college. We own six vehicles amongst our nine drivers. To have no on-street parking would be unreasonably burdensome for a house and household the size of ours.

We also rely on street parking for weekly gatherings at our home. On Sunday evenings, we host a group of teenagers for Bible study. Typically, we draw about twenty kids, several of whom drive. On Saturday mornings, we host a group of ladies for a similar group. And, of course, we host periodic graduation parties, dinner parties, political events, and the like. The elimination of parking would significantly decrease the usability and therefore value of our home. We have no other alternative for any of these parking needs.

At the public meeting a few days ago, the Commissioners emphasized that the needs of the community must be balanced. We understand this; we are the community and as residents of the neighborhood, we have more at stake than any of the drivers who pass by our house.

Sincerely,

Howard and Elizabeth Green

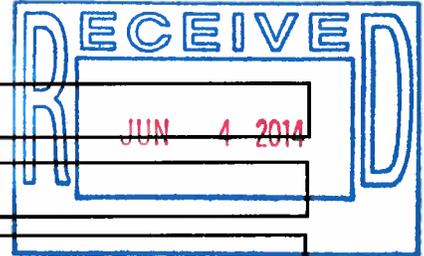
540-665-0664



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TDD: (540) 722-0782
Website: www.winchesterva.gov

PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM



Name: D Gregory Bott

Address: 722 Mahone Dr

Phone or email: 667-0731, gregbott@comcast.net

Were you able to attend the 5/22/14 input session? Yes No

*** If filling out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

I was pleased to see the proposed revised graphic online showing the Green Circle Trail crossing to the west side of the extended Meadow Branch Ave at the stoplight at the north entrance of the proposed John Kerr Elementary School site. The spur to the MSV's possible trail system going east at that point near the public use area with parking created by the school and church makes good sense to me.

Although I did not comment on the number of the number of street lanes which seemed to be the focus of so many in attendance at the public meeting and understand that this comment is still premature, it makes sense to me to build both north and southbound sides 24 feet wide even if initial striping may be for a single lane in each direction. That way, if future traffic flow needs two lanes in each direction it would be inexpensive to restripe it for four lanes.

Thank you for your consideration of my comments.

Greg Bott

**PROPOSED COMPREHENSIVE PLAN REVISIONS
CITIZEN COMMENT FORM**

Name: Ellen C. Morgan
Address: 719 Mahone Dr., Winchester, VA 22601
Phone or email: ellen.morgan@earthlink.net



Were you able to attend the 5/22/14 meeting? Yes No

If filing out form electronically, please save and email as an attachment to:
plngdept@winchesterva.gov

Comments:

The meeting on the 22nd was very informative and productive. Tim Youmans is very knowledgable, provided background and the steps involved in the Meadow Branch expansion. He listened to all questions and answered in a manner showing that he understood and was concerned about both the homeowners and the City.

The main issue for the homeowners is the changing of Meadow Branch from 2 lanes to 4 lanes, eliminating parking and bike lanes and possibly posing dangers for pedestrians and bikers.

I realize that Meadow Branch when completed will have more traffic. How much, no one knows. I liked the idea suggested at the meeting to leave Meadow Branch as is and see what happens with congestion after Meadow Branch is completed. If congestion causing significant delays occurs, then the Council can decide to increase the lanes. You will have my support as a homeowner for four lanes once I see that congestion makes it necessary. I really hate to see the 4 lanes until proven necessary and we won't know that until after the extension is completed.

I also think that the City is being inconsistent. On one hand the City wants to encourage walking and biking (Green Circle) and on the other, they want to decrease access to the Green Circle access by banning parking on Meadow Branch.

June 5, 2014

Tim Youmans, Planning Director
Winchester Planning Department
Rouss City Hall
15 North Cameron St.
Winchester, VA 22601



Dear Mr. Youmans:

We are writing to express our strong desire that the Planning Commission recommend to City Council that the Winchester Comprehensive Plan should be amended with language expressing these points:

- the existing section of Meadow Branch Ave (between Handley and Buckner) will remain two lanes of traffic and will not be striped with four lanes.
- truck traffic will be prohibited.
- stop signs should be placed at all intersections with 3 or more directions of traffic to facilitate safe turning.
- street parking will be allowed on Meadow Branch Ave between Seldon and Handley.
- all traffic will be limited to 25mph or below.

We live at the intersection of Armistead and Meadow Branch Ave and have a very good view of traffic patterns as they exist now. Our reasoning for the above changes is as follows:

Stop signs on a four lane road with 3 or 4 directions of traffic would be dangerous. Because of the change in grade from Armistead and Meadow Branch Ave, it is very difficult and sometimes impossible for vehicles turning left from Armistead onto Meadow Branch to see the right lane of Meadow Branch Ave northbound. The only reason there are not more accidents now is that the majority of traffic actually turns onto Armistead. A four lane intersection here will be hazardous to residents and school buses turning left to go to the new elementary school, the hospital and Handley high school.

Street Parking is essential to our residence. Between Handley and Seldon are six driveways, 10 houses, including families with more than 20 children at or near driving age. We have always had parking on the street, and there are no practical options available for postal service, deliveries, service vehicles, or extra parking for social gatherings. These common residential activities will occur day and night and it is likely that preexisting parking patterns will be continued regardless of changes. As of now, parking on the street is not hindering traffic or emergency service and we should be able to continue.

Neighborhood Street vs Artery Roadway. We understand that for more than 50 years, Meadow Branch Ave has been on the books as an "arterial" road. The 2035 traffic plan goes so far as to anticipate 20-30,000 vehicles per day, which would only be surpassed by Interstate 81 in our area. This is ridiculous on its face. While there may be an increase in traffic when Meadow Branch is

completed, there are also many reasons why traffic may also decrease, such as the fact that The Comprehensive Plan calls for a bypass from Jubal Early to Highway 237. Citing 50 year old plans that have been consistently circumvented and PRUDENTLY amended by previous City Councils and Planning Commissions is not a valid argument.

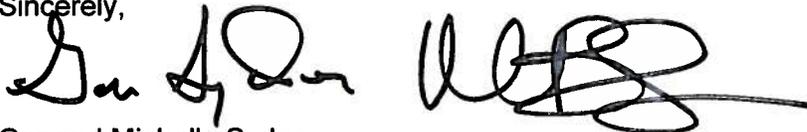
Four lane traffic through zoned residential areas at 25mph is not consistent with any other roadway in Winchester or Frederick County. The reason is that this type of planning is negligent and inconsistent with a low density, residential neighborhood with a high number of children, walkers, runners, and bikers. Is it possible that drivers may pass and speed up to 30MPH? Is it even more likely with four lanes of traffic? Does vehicle speed make a difference crossing the street as so many individuals do today? The US Dept of Transportation thinks so:

If your vehicle speed is 20 mph, the odds of pedestrian death are 5-10%
If your vehicle speed is 30 mph, the odds of pedestrian death are 37-45%
If your vehicle speed is 40 mph, the odds of pedestrian death are 83-85%

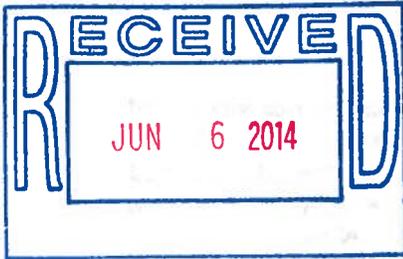
"More than 80 percent of pedestrians hit by vehicles traveling at 40 mph or faster will die, while less than 10 percent will die when hit at 20 mph or less", Source: [US Dept of Transportation Website](#)

The BEST plan of action is to change the comprehensive plan now and watch what happens for the next 5-10 years. The City can stripe the road if circumstances and actual evidence is gathered to back it up. It would only take a day. Please consider our arguments in your deliberations.

Sincerely,

Handwritten signatures of Gar and Michelle Sydnor. The signature on the left is 'Gar Sydnor' and the signature on the right is 'Michelle Sydnor'.

Gar and Michelle Sydnor
1518 Meadow Branch Ave
Winchester VA 22601



John Thomas Bremer, Jr.
705 Mahone Drive
Winchester, Virginia 22601

June 4, 2014

Mr. William Wiley, Chairman, Winchester Planning Commission
Mr. Stephen Slaughter, Vice-Chairman, Winchester Planning Commission
Members of the Winchester Planning Commission

Several weeks ago, I was among a group of interested citizens who heard a presentation from Mr. Tim Youmans, Winchester's Planning Director regarding the extension of Meadowbranch Drive from Buckner Drive to Amherst Street. He referred to the year 1958, when proffers were made to extend Jubal Early Drive to a parcel of land later called Meadowbranch.

What exactly is a proffer? Webster's Dictionary describes the word proffer as "to offer, tender, to proffer a bribe".

I contend the "offer and tender" was nothing more than negotiations and concessions between the then City Hall and the property owners/developers of this raw, and undeveloped track of land which had no street or good road access. Hence the supposed 1958 proffer for ingress and egress to the above referenced parcel of land. These influential men asked for "relief" and they received it.

And so it became, Meadowbranch was the umbrella over the Downs I-IV, The Mews and Early's Green. The entire parcel was to be condos/apartments as The Mews is today. But what happened, the economy tanked. The intended condos/apartments became single family dwellings. The "offer and tender" originally struck was changed. The property owners/developers didn't have to lay out any more money and the City makes money because it has a greater taxable base.

It was further "offered and tendered" that now the streets, side walks and street lights now don't have to meet City specifications. What another break for the property owner/developer. These amenities can now be done at a considerable cost savings. And, the proposed community center didn't have to be constructed, and 4 smaller homes could be built in its place.

Bottom line is, proffers were made and proffers changed. Everybody won. The property owners/developers got what changes they asked for and the City received more tax revenue.

So you'll know, we have 67 single family homes and 1 vacant lot. We presently have no children in the present school system. We pay the same personal property and real estate tax as everyone else in the City, and the services we receive are trash collection, recycling collection and seasonal yard waste collection.

Like rules and regulations, codes and ordinances, proffers change. What's in effect today, is history tomorrow. Old history is referenced for what it was. Today's history is for what it is.

(2)

Fast forward to the year 2013, when our then City Manager and our present Public Works Director, in their infinite wisdom, and I'm sure after much discussion and planning, they had Meadowbranch painted so as to establish an on street parking lane on the resident's side, a bicycle lane and a 1 vehicle traffic lane next to the median.

Our consensus is to reinstate Meadowbranch to this layout, but begin at Handley Avenue and continue to Buckner. The present speed limit is 25 MPH and we would like for this to remain. From Handley Avenue to Buckner Street we are residential. There is mostly office and retail, and there will be a mixture of retail, office, educational, residential and possibly other zonings. We have feeder streets into Meadowbranch from Handley, Johnston Court, Armistead Street, Seldon Drive, Ramsuer Lane, Mahone Drive and Buckner Street. We foresee 3 Way Stops at Handley, Johnston, Armistead and Seldon; 2 Way Stops at Ramsuer, and 4 Way Stops at Mahone and Buckner. We would also ask for raised pedestrian street cross-overs like the one on Jefferson Street to the Handley Bowl at Armistead, Ramsuer, Mahone and Buckner. Finally, we would like to see the City's Green Trail to be on the West side of Meadowbranch.

I thank you for affording me to contact you on behalf of myself and my neighbors. While the above may cause a little traffic back-up at times, we are willing to accept this for a lower speed through our neighborhood of homeowners whose average age would fall between 70 and 80. It would give us safer vehicle and walking visibility and maneuverability. Retaining health, safety and economic values in our properties is paramount.

We thank you for your time, effort and understanding and appreciation of our desires. These aren't proffers, just hard factual decisions which impact our daily lives with retained quality of life.

Sincerely,

Tommy

J. Thomas Kremer, Jr.
705 Mahone Drive
Winchester, VA 22601

0-2014-25

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL/COMMITTEE MEETING OF: June 17, 2014 CUT OFF DATE: June 12, 2014

RESOLUTION ORDINANCE XX PUBLIC HEARING

ITEM TITLE: Change in Ordinance 14-169 Abandoned Vehicles

STAFF RECOMMENDATION: The Chief of Police requests approval

PUBLIC NOTICE AND HEARING: N/A

ADVISORY BOARD RECOMMENDATION: N/A

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. Zoning Administrator	AMG		6/9/14
2. _____	_____	_____	_____
3. _____	_____	_____	_____
4. _____	_____	_____	_____
5. City Attorney	[Signature]		6/11/2014
6. City Manager	[Signature]	[Signature]	6/12/14
7. Clerk of Council			
Initiating Department Director's Signature: [Signature]			6/5/14 Date

editorial change needed



APPROVED AS TO FORM:

[Signature] 6/11/2014 CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Chief Kevin L. Sanzenbacher
Date: Work Session 6/17/14
Council Session 7/8/14
Re: Revisions to City Ordinance 14-169 Abandoned Vehicles

THE ISSUE: Currently Chapter 14 Section 169 of the City Code regulating Abandoned Vehicles does not reflect current State law. The proposed ordinance would bring the City into compliance with Virginia law.

RELATIONSHIP TO STRATEGIC PLAN: Develop a High-Performing City Organization

BACKGROUND: Commonwealth law dealing with abandoned vehicles has changed over the years but the City Ordinance dealing with these vehicles has not kept up with statewide changes. The proposed ordinance will bring Winchester into compliance with current State law and also make it easier for members of the police department and the public to have abandoned vehicles removed from city streets and the private property.

BUDGET IMPACT: There should be no budget impact.

DISSCUSSION: The proposed changes bring the City into compliance with State law.

RECOMMENDATION: Staff recommends the Council adopted the ordinance as drafted.

AN ORDINANCE TO ADOPT SECTIONS 14-169 OF THE WINCHESTER CITY CODE PERTAINING TO ABANDONED VEHICLES

WHEREAS, Winchester Police Department recognizes that current ordinance 14-169 is not in compliance with Virginia law; and

WHEREAS, it is the belief of WPD that abandoned vehicles should be removed as quickly as possible to keep the City of Winchester safe and clear of unwanted debris; and

WHEREAS, implementation of the proposed changes will bring the City into compliance with State law and make removal and disposal of abandoned vehicles easier for the police and the citizenry; and

WHEREAS, Common Council for the City of Winchester believes that the implementation of such changes will be of benefit to the citizens of the City of Winchester.

NOW therefore be it ORDAINED that Section 14-169 of the Winchester City Code is hereby adopted as follows:

ARTICLE VIII. ABANDONED VEHICLES

SECTION 14-139. DEFINITIONS.

For the purposes of this article, the following words and phrases shall have the meanings ascribed to them by this section:

Abandoned motor vehicle means a motor vehicle, trailer, or semitrailer or part thereof that:

1. Is inoperable and is left unattended on public property for more than (48) hours; or in violation of a state law or local ordinance, or
2. Has remained illegally on public property for a period of more than forty-eight (48) hours; or
2. Has remained for more than 48 hours on private property without the consent of the property's owner, regardless of whether it was brought onto the private property with the consent of the owner or person in control of the private property, or
3. Has remained without consent on private property, including but not limited to any commercial parking place, motor vehicle storage facility or establishment for the service, repair, maintenance or sale of motor vehicles, whether or not such vehicle was brought onto or left at such property with or without the consent of the owner or person in control of the property, for more than forty-eight (48) hours.
3. Is left unattended on the shoulder of a primary highway.

Demolisher means any person whose business is to convert a motor vehicle, trailer or semitrailer into processed scrap or scrap metal or otherwise to wreck or dismantle such vehicles. (Ord. of 2-14-78)

“Scrap metal processor” means any person who is engaged in the business of processing motor vehicles into scrap for remelting purposes who, from a fixed location, utilizes machinery and equipment for processing and manufacturing ferrous and nonferrous metallic scrap into prepared grades, and whose principal product is metallic scrap.

“Vehicle removal certificate” means a transferable document issued by the Department for any abandoned motor vehicle that authorizes the removal and destruction of the vehicle.

Cross reference--Open storage of inoperative vehicles in certain zoning districts, §16-25.
State Law References--Authority of city to adopt ordinance similar to this article, Code of Virginia, §46.2-1201. See also, §46.2-1213, 46.2-1217; Similar provisions, Code of Virginia, §46.2-1200.

14 – 43

SECTION 14-140. ABANDONED MOTOR VEHICLES PROHIBITED, AUTHORITY TO IMPOUND; PENALTY

The City may take into custody any abandoned motor vehicle. In such connection, the City may employ its own personnel, equipment and facilities or hire persons, equipment and facilities or firms or corporations ~~who~~ that may be independent contractors for the purpose of removing, preserving, and storing, ~~and selling at public auction~~ abandoned motor vehicles. (Ord. of 2-14-78) 46.2-1200.1.

No person shall cause any motor vehicle to become an abandoned motor vehicle as defined in § 46.2-1200. In any prosecution for a violation of this section, proof that the defendant was, at the time that the vehicle was found abandoned, the owner of the vehicle shall constitute in evidence a rebuttable presumption that the owner was the person who committed the violation. Such presumption, however, shall not arise if the owner of the vehicle provided notice to the Department, as provided in § 46.2-604, that he had sold or otherwise transferred the ownership of the vehicle.

A summons for a violation of this section shall be executed by mailing a copy of the summons by first-class mail to the address of the owner of the vehicle as shown on the records of the Department of Motor Vehicles. If the person fails to appear on the date of return set out in the summons, a new summons shall be issued and delivered to the sheriff of the county, city, or town for service on the accused personally. If the person so served then fails to appear on the date of return set out in the summons, proceedings for contempt shall be instituted.

Any person convicted of a violation of this section shall be subject to a civil penalty of no more than \$500. If any person fails to pay any such penalty, his privilege to drive a motor vehicle on the highways of the Commonwealth shall be suspended as provided in § 46.2-395. All penalties collected under this section shall be paid into the state treasury to be credited to the Literary Fund as provided in § 46.2-114. Similar provision, Code of Virginia 46.2-1200.1

State Law Reference--Similar provisions, Code of Virginia, §46.2-1201.

SECTION 14-141. NOTICE OF IMPOUNDMENT.

~~(a) When an abandoned motor vehicle is taken into custody pursuant to this article, the Chief of Police shall notify, within fifteen (15) days thereof, by registered or certified mail, return receipt requested, the owner of record of the vehicle and all persons having security interests therein of record, that the vehicle has been taken into custody. The notice shall describe the year, make, model and serial number of the vehicle, set forth the location of the facility where the vehicle is~~

being held, inform the owner and any persons having security interests of their right to reclaim the vehicle within three (3) weeks after the date of the notice, upon payment of all towing, preservation and storage charges resulting from placing the vehicle in custody, and state that the failure of the owner or persons having security interests to exercise their right to reclaim the vehicle within the time provided shall be deemed a waiver by the owner and all persons having any security interests of all right, title and interest in the vehicle and consent to the sale of the vehicle at public auction.

(b) ~~If records of the state division of motor vehicles contain no address for the owner or no address of any person shown by such records to have a security interest, or if the identity and address of the owner and all persons having security interests cannot be determined with reasonable certainty, notice by publication once in a newspaper of general circulation in the area where the motor vehicle was abandoned shall be sufficient to meet all requirements of notice pursuant to this section as to any person who cannot be notified pursuant to the provisions of this section. Any such notice shall be within the requirements prescribed for notice by mail, and shall have the same contents required for a notice by mail.~~

(e) ~~The consequences and the fact of failure to reclaim an abandoned motor vehicle shall be as set forth in a notice given in accordance with and pursuant to this section. (Ord. of 2-14-78)~~

(a) When an abandoned motor vehicle is taken into custody, the city or city's agent shall initiate with the DMV, in a manner prescribed by the Commissioner, a search for the owner and/or lienholder of record of the vehicle, requesting the name and address of the owner of record of the motor vehicle and all persons having security interests in the motor vehicle on record in the office of the DMV, describing, if ascertainable, the motor vehicle by year, make, model, and vehicle identification number. A local government agency with a written agreement with the DMV shall be exempt from paying a \$25 fee to the DMV.

The Department shall check: (i) its own records, (ii) the records of a nationally recognized crime database, and (iii) records of a nationally recognized motor vehicle title database for owner and lienholder information. If a vehicle has been reported as stolen, the Department shall notify the appropriate law-enforcement agency of that fact. If a vehicle has been found to have been titled in another jurisdiction, the Department shall notify the applicant of that jurisdiction. In cases of motor vehicles titled in other jurisdictions, the Commissioner shall issue certificates of title on proof satisfactory to the Commissioner that the persons required to be notified by registered or certified mail have received actual notice fully containing the information required by this section.

(b) If the DMV confirms owner or lienholder information, the DMV shall notify the owner, at the last known address of record, and lienholder, at the last known address of record, of the notice of interest in their vehicle, by certified mail, return receipt requested, and advise them to reclaim and remove the vehicle within 15 days, or, if the vehicle is a manufactured home or a mobile home, 120 days, from the date of notice. Such notice, when sent in accordance with these requirements, shall be sufficient regardless of whether or not it was ever received. Following the notice required in the subsection, if the motor vehicle remains unclaimed, the owner and all persons having security interests in the motor vehicle shall have waived all right, title, and interest in the motor vehicle.

Whenever a vehicle is shown by the Department's records to be owned by a person who has indicated that he is on active military duty or service, the Department shall notify the requestor of such information. Any

person having an interest in such vehicle under the provisions of this article shall comply with the provisions of the federal Service members Civil Relief Act (50 U.S.C. app. 501 et seq.).

- (c) If records of the Department contain no address for the owner or no address of any person shown by the Department's records to have a security interest, or if the identity and addresses of the owner and all persons having security interests cannot be determined with reasonable certainty, the person in possession of the abandoned motor vehicle shall obtain from the Department in a manner prescribed by the Commissioner, a Vehicle Removal Certificate. The vehicle may be sold or transferred to a licensee or a scrap metal processor, as defined in § 46.2-1600. State Law Reference--Similar provisions, Code of Virginia, §46.2-1202 and 46.2-1202.1.

SECTION 14-142. SALE.

- (a) If an abandoned motor vehicle has not been reclaimed as provided for in §14-141 (state code 46.2-1202), the City or its authorized agent shall, notwithstanding the provisions of §46.2-617 of the Code of Virginia, sell the vehicle at public auction. For purposes of this article, the term "public auction," when conducted by any county, city, or town, shall include an Internet sale by auction. The purchaser of the motor vehicle shall take title thereto free and clear of all liens and claims of ownership of others, shall receive a sales receipt at the auction from the sale, and shall be entitled to apply to and receive from the DMV, upon application therefor pursuant to ~~§46.2-603 of the Code of Virginia~~, a certificate of title and registration card therefor. The sales receipt at such a sale shall be sufficient title only for purposes of transferring the vehicle to a demolisher for demolition, wrecking or dismantling, and in such case, no further titling of the vehicle is necessary; however, such demolisher shall provide the DMV acceptable documentation indicating that the vehicle has been demolished.
- (b) From the proceeds of the sale of an abandoned motor vehicle, the City or its authorized agent shall reimburse itself for the expenses of the auction, the cost of towing, preserving and storing the vehicle which resulted from placing it in custody, and all notice and publication costs incurred pursuant to §14-141. Any remainder from the proceeds of such sale shall be held for the owner of the *abandoned motor vehicle* or any persons having security interests therein, as their interests may appear, for ~~ninety (90)~~ (60) days, and then shall be deposited into the city treasury. (Ord. of 2-14-78)

State Law Reference--Similar provisions, Code of Virginia, §46.2-1203.

~~SECTION 14-143. VEHICLES ABANDONED IN GARAGES.~~

- ~~(a) Any motor vehicle, trailer, semitrailer or part thereof left for more than ten (10) days in a garage operated for commercial purposes, after notice by registered or certified mail, return receipt requested, to the owner to pick up the vehicle, or for more than ten (10) days after the period when, pursuant to contract, the vehicle was to remain on the premises, shall be deemed an abandoned motor vehicle, and may be reported by the garage keeper to the Chief of Police. All abandoned motor vehicles left in the garages may be taken into custody by the City in accordance with §14-140, and shall be subject to the notice and sale provisions contained in §§14-141 and 14-142; provided that, if such vehicle is reclaimed in accordance with §14-141, the person reclaiming such vehicle shall, in addition to the other charges required to be paid, pay the charges of the garage keeper, if any; and provided further that, if such vehicle is sold pursuant to §14-142, the garage keeper's shall be entitled to none of the excess of the proceeds of sale.~~
- ~~(b) Except as otherwise provided in this article, nothing herein shall be construed to limit or restrict any rights conferred upon any person under §§43-32 through 43-36 of the Code of Virginia.~~

Underlined – new text

~~Strikeout~~- removed

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL MEETING OF: 6/24/14 (work session), **CUT OFF DATE:** 6/18/14
7/8/14 (1st Reading) 8/12/14 (2nd Reading/Public Hearing)

RESOLUTION **ORDINANCE** X **PUBLIC HEARING** X

ITEM TITLE:

TA-14-275 AN ORDINANCE TO AMEND AND REENACT SECTION 14.2-8 OF THE WINCHESTER ZONING ORDINANCE PERTAINING TO WYCK STREET AND NORTH CAMERON STREET CORRIDOR ENHANCEMENT DISTRICTS

STAFF RECOMMENDATION:

Approval.

PUBLIC NOTICE AND HEARING:

Public hearing for 8/12/14 Council mtg

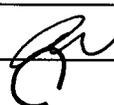
ADVISORY BOARD RECOMMENDATION:

Planning Commission recommended approval.

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. Zoning and Inspections	AMG	_____	6/18/14
2. City Attorney		_____	6/18/2014
3. City Manager		_____	6-18-14
4. Clerk of Council	_____	_____	_____
	_____	_____	_____

Initiating Department Director's Signature:  _____ 6/18/14
 (Planning)



APPROVED AS TO FORM:

 _____ 6/18/2014
 CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Will Moore, Planner
Date: June 18, 2014
Re: TA-14-275 AN ORDINANCE TO AMEND AND REENACT SECTION 14.2-8 OF THE WINCHESTER ZONING ORDINANCE PERTAINING TO WYCK STREET AND NORTH CAMERON STREET CORRIDOR ENHANCEMENT DISTRICTS

THE ISSUE:

Since the initial adoption of Corridor Enhancement (CE) District overlay zoning in 2005, the routing of traffic entering the City from the north end has been revised such that Wyck and North Cameron Streets are now part of the major tourist access corridor leading into the Historic District. This is a city-initiated text amendment to include these streets as corridors along which CE overlay zoning could be applied.

RELATIONSHIP TO STRATEGIC PLAN:

Goal 4: Create a More Livable City for All;
2013-14 Policy Action (High Priority) - City Gateway Beautification

BACKGROUND:

See attached staff report

BUDGET IMPACT:

N/A

OPTIONS:

- Approve as recommended by Planning Commission
- Modify amendment
- Deny; do not identify Wyck or N Cameron Streets as designated entry corridors

RECOMMENDATIONS:

Planning Commission recommended approval.

Council Work Session
June 24, 2014

TA-14-275 AN ORDINANCE TO AMEND AND REENACT SECTION 14.2-8 OF THE WINCHESTER ZONING ORDINANCE PERTAINING TO WYCK STREET AND NORTH CAMERON STREET CORRIDOR ENHANCEMENT DISTRICTS

REQUEST DESCRIPTION

This text amendment would include Wyck and North Cameron Streets as corridors along which Corridor Enhancement (CE) District overlay zoning could be applied.

STAFF COMMENTS

When the CE District standards and guidelines were initially adopted in 2005, certain major tourist access corridors leading into the designated local and national Historic Winchester District were identified in the Ordinance. These included two corridors in the northern part of the City - Fairmont Avenue and North Loudoun Street. These two, along with Millwood Avenue, share the same applicable standards and guidelines.

At its retreat in April 2014, the Planning Commission identified corridors in the northern part of the City as priorities for implementation. Since the initial adoption in 2005, the routing of traffic entering the City from the north end has been revised such that Wyck and North Cameron Streets are now part of the major tourist access corridor leading into the Historic District. Prior to proceeding with rezoning of land to establish the geography for the CE Districts in the north part of the City, this amendment is proposed to include these two streets and to apply the same set of standards and guidelines that would be applicable to Fairmont Avenue and North Loudoun Street.

RECOMMENDATION

At its June 17, 2014 meeting, the Planning Commission forwarded TA-14-275 as identified in "Draft 1 - April 30, 2014" to City Council recommending approval because Wyck Street and North Cameron Street are now part of a major tourist access corridor leading into the Historic District.

AN ORDINANCE TO AMEND AND REENACT SECTION 14.2-8 OF THE WINCHESTER ZONING
ORDINANCE PERTAINING TO WYCK STREET AND NORTH CAMERON STREET CORRIDOR
ENHANCEMENT DISTRICTS

TA-14-275

WHEREAS, Article 14.2 of the Zoning Ordinance provides for a Corridor Enhancement (CE) overlay district that is intended to protect and promote the aesthetic character and functionality of major tourist access corridors leading into the designated local and national Historic Winchester (HW) District; and,

WHEREAS, Section 14.2-8 of the Ordinance includes standards and guidelines pertaining to two corridors in the northern part of the City - Fairmont Avenue and North Loudoun Street; and,

WHEREAS, the routing of traffic entering the City from the north end has been revised since the CE District was first enacted in 2005 such that Wyck and North Cameron Streets are now part of the major tourist access corridor; and,

WHEREAS, it is the interest of the City to proceed with the rezoning of land in the northern part of the City to be included in the CE District; and,

WHEREAS, the Planning Commission has considered an amendment to include Wyck Street and North Cameron Street as designated corridors and, at its meeting of June 17, 2014, forwarded said amendment to City Council recommending approval as identified in "Draft 1 - April 30, 2014" because Wyck Street and North Cameron Street are now part of a major tourist access corridor leading into the Historic District; and,

WHEREAS, a synopsis of this Ordinance has been duly advertised and a Public Hearing has been conducted by the Common Council of the City of Winchester, Virginia, all as required by the Code of Virginia, 1950, as amended, and the said Council has determined that the amendment represents good planning practice.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Winchester, Virginia, that the Winchester Zoning Ordinance of 1976, as amended, be further amended to read as follows:

AN ORDINANCE TO AMEND AND REENACT SECTION 14.2-8 OF THE WINCHESTER ZONING
ORDINANCE PERTAINING TO WYCK STREET AND NORTH CAMERON STREET CORRIDOR
ENHANCEMENT DISTRICTS

TA-14-275

Draft 1 - April 30, 2014

*Ed. Note: The following text represents an excerpt of Article 14.2 of the Zoning Ordinance that is subject to change. Words with strikethrough are proposed for repeal. Words that are **boldfaced and underlined** are proposed for enactment. Existing ordinance language that is not included here is not implied to be repealed simply due to the fact that it is omitted from this excerpted text.*

ARTICLE 14.2

CORRIDOR ENHANCEMENT DISTRICT – CE

14.2-8 FAIRMONT AVENUE, MILLWOOD AVENUE, ~~AND~~ NORTH LOUDOUN STREET,
WYCK STREET, AND NORTH CAMERON STREET CORRIDORS

R-2014-29

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL/COMMITTEE MEETING OF: June 24, 2014 **CUT OFF DATE:** __

RESOLUTION X **ORDINANCE** **PUBLIC HEARING**

ITEM TITLE: Adoption of Approval Resolution that Authorizes the Economic Development Authority of the City of Winchester to Issue Revenue Refunding Bonds to Winchester Medical Center and Shenandoah Memorial Hospital

STAFF RECOMMENDATION: Approval of the attached resolution

PUBLIC NOTICE AND HEARING: N/A

ADVISORY BOARD RECOMMENDATION: The Economic Development Authority recommends the City's approval of this resolution

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. Finance _____	<u> B </u>	_____	<u>6/17/14</u>
2. _____	_____	_____	_____
3. _____	_____	_____	_____
4. City Attorney _____	<u> [Signature] </u>	_____	<u>6/17/2014</u>
5. City Manager _____	<u> [Signature] </u>	_____	<u>6/18/14</u>
6. Clerk of Council _____	<u> [Signature] </u>	_____	_____

Initiating Department Director's Signature: _____

 [Signature]

6/17/14
Date

Economic Development Coordinator



APPROVED AS TO FORM:

 [Signature]
CITY OF WINCHESTER 6/17/2014

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Tyler Schenck, Economic Development Coordinator
Date: 6/24/2014
Re: Approval Resolution/Winchester Medical Center and Shenandoah Memorial Bond Issue

THE ISSUE: Shenandoah Memorial Hospital and Winchester Medical Center have requested the Economic Development Authority of the City of Winchester to issue a series of its revenue bonds for the purpose of (i) providing funds to refund a portion of the Authority's outstanding Hospital Revenue Bonds, Series 2009E, the proceeds of which were loaned by the Authority to Winchester Medical Center, (ii) to pay a portion of the costs of constructing and equipping a three-story building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2014 Bonds.

RELATIONSHIP TO STRATEGIC PLAN: Goal 1 – Grow the Economy.

BACKGROUND: As the governing entity of the EDA, the Common Council must approve the attached approval resolution prior to the EDA's issuance of any bonds

BUDGET IMPACT: N/A

OPTIONS: Council may approve or disapprove the Resolution

RECOMMENDATIONS: City Staff recommends that the Common Council approve the Resolution

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
Deputy Clerk of the Common Council

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
Deputy Clerk of the Common Council

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia,

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
Deputy Clerk of the Common Council

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
Deputy Clerk of the Common Council

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
Deputy Clerk of the Common Council

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
Deputy Clerk of the Common Council

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
Deputy Clerk of the Common Council

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER,
VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority issue a series of its revenue refunding bonds (the "Bonds"), in an aggregate principal amount not to exceed \$67,000,000; and

WHEREAS, the Bonds will be issued for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds; and

WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

WHEREAS, the Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22664; and

WHEREAS, the Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health; and

WHEREAS, the Authority has by resolution adopted on June 24, 2014 (the "Authority Approval Resolution") approved the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, for the purposes hereinabove set forth; and

WHEREAS, the Authority held a public hearing on June 24, 2014 with respect to the issuance of the Bonds in accordance with state and federal law; and

WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
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VIRGINIA AUTHORIZING THE ISSUANCE, IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED \$67,000,000, BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER,
VIRGINIA OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the City of Winchester, Virginia (the "City") is a political subdivision of the Commonwealth of Virginia exercising public and essential governmental functions pursuant to the Constitution and the laws of the Commonwealth of Virginia; and

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

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WHEREAS, the Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two shelled floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and shelled space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604; and

WHEREAS, the Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation; and

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WHEREAS, the Common Council of the City of Winchester, Virginia (the "Winchester Common Council") must first approve the issuance of the Bonds by the Authority; and

WHEREAS, the Authority has delivered or caused to be delivered to the Winchester Common Council the following: (i) a reasonably detailed summary of the comments expressed

at the public hearing held by the Authority in connection with the issuance of the Bonds, (ii) a fiscal impact statement concerning the Shenandoah Hospital Project and the Bonds in the form specified by Section 15.2-4907 of the Act, and (iii) a copy of the Authority Approval Resolution, which constitutes the recommendation of the Authority that the Winchester Common Council approve the issuance of the Bonds; and

WHEREAS, the Winchester Common Council has determined that it is advisable and in the best interest of the City to approve the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia:

1. The Winchester Common Council hereby approves the issuance by the Authority of the Bonds, in an aggregate principal amount not exceeding \$67,000,000, to provide funds for the purpose of making a loan to Winchester and Shenandoah (a) to refund a portion of the Series 2009E Bonds, (b) to pay a portion of the costs of constructing and equipping the Shenandoah Hospital Project, and (c) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

2. The Mayor, the Clerk and any Deputy Clerk of the Winchester Common Council are hereby authorized and directed, acting jointly or separately, on behalf of the City, to take all action necessary or desirable, including the execution of any documents, to consummate the issuance of the Bonds.

3. The approval of the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Act, does not constitute an endorsement to any prospective purchaser of the Bonds of the creditworthiness of Winchester or Shenandoah and, as required by the Act, the Bonds shall provide that neither the Commonwealth of Virginia, the City nor the Authority shall be obligated to pay the principal of, the redemption premium, if any, or the interest on the Bonds or other costs incident thereto except from the revenues and funds pledged therefor and neither the faith or credit nor the taxing power of the Commonwealth of Virginia, the City nor the Authority shall be pledged thereto.

4. This resolution shall take effect immediately upon its passage.

ATTEST:

Kari J. Van Diest, CMC
Deputy Clerk of the Common Council

**SERIES RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF
THE CITY OF WINCHESTER, VIRGINIA AUTHORIZING, AMONG OTHER
THINGS, THE ISSUANCE OF ITS HOSPITAL REVENUE REFUNDING BONDS
(VALLEY HEALTH SYSTEM OBLIGATED GROUP), SERIES 2014**

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is a political subdivision of the Commonwealth of Virginia and is authorized under Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to borrow money for the purpose of providing funds to finance the acquisition, construction, equipping, expansion, enlargement and improvement of medical facilities in order to provide modern and efficient medical services to the inhabitants of the Commonwealth of Virginia, to refinance medical facilities in order to reduce the costs to residents of the Commonwealth of utilizing such facilities and to issue its revenue bonds for the purpose of carrying out any of its powers; and

WHEREAS, Winchester Medical Center ("Winchester") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the City of Winchester, Virginia; and

WHEREAS, Shenandoah Memorial Hospital ("Shenandoah") is a private, nonstock corporation duly incorporated and validly existing under and by virtue of the laws of the Commonwealth of Virginia, which operates medical facilities located in the Town of Woodstock, Virginia; and

WHEREAS, Winchester and Shenandoah have requested that the Authority give final approval to the issuance of its Hospital Revenue Refunding Bonds (Valley Health System Obligated Group), Series 2014 (the "Series 2014 Bonds"), in an aggregate principal amount not to exceed \$67,000,000, for the purpose of making a loan to Winchester and Shenandoah (i) to refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) to pay a portion of the costs of constructing and equipping a three-story, approximately 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices and (iii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2014 Bonds; and

WHEREAS, there have been presented at this meeting draft copies of the following documents relating to the issuance of the Series 2014 Bonds:

(a) the Bond Purchase Agreement, to be dated as of the date of the sale of the Series 2014 Bonds (the "Bond Purchase Agreement"), among Wells Fargo Bank, National Association, acting on behalf of itself, Merrill Lynch, Pierce, Fenner and Smith Incorporated, and BB&T Capital Markets, a division of BB&T Securities, LLC (collectively, the "Underwriters"), the Authority, Shenandoah and Winchester;

(b) the Trust Agreement, to be dated as of July 1, 2014 or such other date as shall be mutually agreed to by the parties thereto (the "Trust Agreement"), between the Authority and Regions Bank, as Bond Trustee (the "Bond Trustee"), the provisions of which relate to the issuance of and security for the Series 2014 Bonds;

(c) the Loan Agreement, to be dated as of July 1, 2014 or such other date as shall be mutually agreed to by the parties thereto (the "Loan Agreement"), among the Authority, Winchester and Shenandoah, pursuant to which the Authority will loan the proceeds of the Series 2014 Bonds to Winchester and Shenandoah, and Winchester and Shenandoah will agree to repay such loan and to pay certain other amounts as set forth therein;

(d) the Supplemental Indenture for Obligation No. 17, to be dated as of July 1, 2014 or such other date as shall be mutually agreed to by the parties thereto ("Supplemental Indenture No. 17"), among Shenandoah, Winchester, Warren Memorial Hospital, Hampshire Memorial Hospital, Inc., Page Memorial Hospital and The Bank of New York Mellon, as successor master trustee (the "Master Trustee"), supplementing the Master Trust Indenture, dated as of September 1, 1986, between Winchester and the Master Trustee;

(e) Obligation No. 17 of Shenandoah and Winchester ("Obligation No. 17"), to be dated the date of its delivery;

(f) the Escrow Deposit Agreement, to be dated as of July 1, 2014 or such other date as shall be mutually agreed to by the parties thereto (the "Escrow Deposit Agreement"), among the Authority, Winchester and Regions Bank, as Escrow Agent, relating to the Series 2009E Bonds; and

(g) the Preliminary Official Statement of the Authority (the "Preliminary Official Statement"), relating to the Series 2014 Bonds; and

WHEREAS, the Authority hereby finds that the use of the proceeds of the Series 2014 Bonds for the purposes hereinabove set forth will accomplish the public purposes set forth in the Act; and

WHEREAS, the Authority has determined that adequate provision has been made for the payment of the principal of, and the redemption premium, if any, and interest on the Series 2014 Bonds;

NOW THEREFORE, THE ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER, VIRGINIA DOES HEREBY RESOLVE, AS FOLLOWS:

Section 1. Capitalized words and terms used in this Series Resolution and not defined herein shall have the same meanings in this Series Resolution as such words and terms are given in the Trust Agreement or the Loan Agreement.

Section 2. Pursuant to the authority granted to it by the Act, the Authority hereby authorizes the issuance of the Series 2014 Bonds in the aggregate principal amount not to exceed \$67,000,000. The Series 2014 Bonds shall be issued as fully registered bonds in Authorized Denominations. Payments of principal of and interest on the Series 2014 Bonds shall be made

by the Bond Trustee to the registered owners of the Series 2014 Bonds in such manner as is set forth in the Trust Agreement.

Section 3. The Series 2014 Bonds shall be subject to mandatory, extraordinary and optional redemption and purchase in lieu of redemption at the times, upon the terms and conditions and at the prices set forth in the Trust Agreement.

Section 4. The Board hereby delegates to the Chairman of the Authority or, in his absence or unavailability, the Vice Chairman of the Authority, subject to the limitations and guidelines contained herein, the power to determine and carry out the following with respect to the Series 2014 Bonds:

(A) To determine the aggregate principal amount of the Series 2014 Bonds, not to exceed \$67,000,000;

(B) To determine the maturities and maturity amounts of, and the Sinking Fund Requirements for, the Series 2014 Bonds, the final maturity not to extend beyond January 1, 2047;

(C) To determine the interest payment dates and the interest rates for the Series 2014 Bonds, the true interest cost of which shall not in the aggregate exceed five and one-fourth percent (5.25%);

(D) To approve the sale of the Series 2014 Bonds and the purchase price for the Series 2014 Bonds, in accordance with the provisions of Section 10 of this Series Resolution; and

(E) To determine any other terms or provisions for the Series 2014 Bonds deemed advisable and not in conflict with the terms and provisions of this Series Resolution.

The execution and delivery of the Trust Agreement and the Bond Purchase Agreement, pursuant to Sections 6 and 7, respectively, of this Series Resolution, shall be conclusive evidence of the determinations or other actions taken by the Chairman of the Authority or, in his absence or unavailability, the Vice Chairman of the Authority pursuant to the authority granted in this Series Resolution.

Section 5. The proceeds of the Series 2014 Bonds shall be applied as provided in Section 208 of the Trust Agreement.

Section 6. The forms, terms and provisions of the Trust Agreement, the Loan Agreement and the Escrow Deposit Agreement are hereby approved in all respects and the Chairman or Vice Chairman and the Secretary of the Authority are hereby authorized and directed to execute and deliver the Trust Agreement, the Loan Agreement and the Escrow Deposit Agreement in substantially the forms presented to this meeting, together with such changes, modifications and deletions as they, with the advice of counsel, may deem necessary or appropriate, including, but not limited to, changes, modifications and deletions necessary to incorporate the final terms of the Series 2014 Bonds as shall be set forth in the Bond Purchase Agreement; and such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the Authority.

Section 7. The form, terms and provisions of the Bond Purchase Agreement are hereby approved in all respects and the Chairman or Vice Chairman of the Authority is hereby authorized and directed to execute and deliver the Bond Purchase Agreement in substantially the form presented to this meeting, together with such changes, modifications, insertions and deletions as the Chairman or Vice Chairman, with the advice of counsel, may deem necessary or appropriate; and such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the Authority.

Section 8. The forms, terms and provisions of Supplemental Indenture No. 17 and Obligation No. 17 are hereby approved in substantially the forms presented at this meeting, together with such changes, modifications and deletions as the Chairman or Vice Chairman, with the advice of counsel, may deem necessary or appropriate; and the execution and delivery of the Trust Agreement pursuant to Section 6 of this Series Resolution shall be conclusive evidence of the approval of Supplemental Indenture No. 17 and Obligation No. 17 by the Authority.

Section 9. The form of the Series 2014 Bonds set forth in the Trust Agreement is hereby approved in all respects and the Chairman or Vice Chairman and the Secretary of the Authority are hereby authorized and directed to execute, by manual or facsimile signature, as provided in such form of the Series 2014 Bonds, and to deliver to the Bond Trustee for authentication on behalf of the Authority, the Series 2014 Bonds in definitive form, which shall be in substantially the form presented to this meeting, together with such changes, modifications and deletions as they, with the advice of counsel, may deem necessary, appropriate and consistent with the Trust Agreement; and such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the Authority.

Section 10. The Authority hereby approves the sale of the Series 2014 Bonds to the Underwriters in a negotiated sale at a purchase price which may include an underwriting discount and original issue discount or premium, subject to the approval of the Chairman or Vice Chairman of the Authority.

Section 11. Upon their execution in the form and manner set forth in the Trust Agreement, the Series 2014 Bonds shall be deposited with the Bond Trustee for authentication, and the Bond Trustee is hereby authorized and directed to authenticate the Series 2014 Bonds and deliver the Series 2014 Bonds to the Underwriters against payment therefor.

Section 12. The Authority hereby approves the use and distribution of the Preliminary Official Statement in connection with the sale of the Series 2014 Bonds, and the Official Statement (the "Official Statement"), in substantially the form of the Preliminary Official Statement, with such changes as are necessary to reflect the maturities, redemption provisions and interest rates of the Series 2014 Bonds, is hereby approved. The Chairman or Vice Chairman is hereby authorized to execute, on behalf of the Authority, the Official Statement, in substantially such form, together with such changes, modifications and deletions as the Chairman or Vice Chairman, with the advice of counsel, may deem necessary or appropriate; and such execution shall be conclusive evidence of the approval thereof by the Authority. The Chairman or Vice Chairman is hereby further authorized to determine, and to certify or otherwise represent, on behalf of the Authority, when the Preliminary Official Statement is to be "deemed final" (except for permitted omissions) and when the Official Statement is a "final official statement"

for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. The Authority hereby approves and authorizes the distribution and use of copies of the Official Statement, the Trust Agreement, the Loan Agreement and the Escrow Deposit Agreement by the Underwriters in connection with such sale.

Section 13. Regions Bank is hereby appointed Bond Trustee for the Series 2014 Bonds.

Section 14. Each of Ronald A. Mislowsky, Chairman of the Authority, and Michael L. Bryan, Secretary of the Authority, is hereby appointed as an Authority Representative under the Loan Agreement, with full power to carry out the duties set forth therein.

Section 15. The Depository Trust Company, New York, New York is hereby appointed as the initial Securities Depository for the Series 2014 Bonds, with Cede & Co., a nominee thereof, being the initial Securities Depository Nominee and initial registered owner of the Series 2014 Bonds.

Section 16. The Chairman, Vice Chairman and Secretary of the Authority are authorized and directed (without limitation except as may be expressly set forth herein) to take such action and to execute and deliver any such documents, certificates, undertakings, agreements or other instruments, as they, with the advice of counsel, may deem necessary or appropriate to effect the transactions contemplated by the Official Statement, the Trust Agreement, the Loan Agreement, the Escrow Deposit Agreement and the Bond Purchase Agreement, and such execution and delivery shall be conclusive evidence of the authorization and approval thereof by the Authority.

Section 17. This Series Resolution shall take effect immediately upon its passage.

Adopted June 24, 2014.



Michael L. Bryan, Secretary

**FISCAL IMPACT STATEMENT
FOR PROPOSED BOND FINANCING**

Date: June 24, 2014

Applicants: Winchester Medical Center and Shenandoah Memorial Hospital
Facilities: Facilities in the City of Winchester, Virginia and the Town of Woodstock, Virginia

	<u>City of Winchester</u>	<u>Town of Woodstock</u>	<u>Total</u>
1. Maximum amount of financing sought.	\$49,000,000	\$18,000,000	\$67,000,000
2. Estimated taxable value of the facility's real property to be constructed in the locality.	n/a	n/a	n/a
3. Estimated real property tax per year using present tax rates.	n/a	n/a	n/a
4. Estimated personal property tax per year using present tax rates.	n/a	n/a	n/a
5. Estimated merchants' capital tax per year using present tax rates.	n/a	n/a	n/a
6. (a) Estimated dollar value per year of goods that will be purchased from Virginia companies within the locality.	\$0*	\$135,000	\$135,000
(b) Estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality.	\$0*	\$202,000	\$202,000
(c) Estimated dollar value per year of services that will be purchased from Virginia companies within the locality.	\$0*	\$655,000	\$655,000
(d) Estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality.	\$0*	\$218,000	\$218,000
7. Estimated number of regular employees on year round basis (FTEs).	2,306	243	2,549
8. Average annual salary per employee.	\$ 64,776	\$ 66,133	-


Chairman, Economic Development Authority
of the City of Winchester, Virginia

* Information presented represents the incremental fiscal impact of the project at Shenandoah Memorial Hospital in the Town of Woodstock, Virginia only and does not include any facilities being refinanced, or the impact of any other existing Valley Health System facilities.

SUMMARY OF PUBLIC HEARING

A public hearing was held by the Economic Development Authority of the City of Winchester, Virginia (the "Authority") at 8:00 a.m. on June 24, 2014 regarding the approval of the issuance by the Authority of a series of its revenue bonds (the "Bonds"), in an aggregate principal amount not exceeding \$67,000,000, for the purpose of making a loan or loans to Winchester Medical Center, a Virginia nonstock corporation, and Shenandoah Memorial Hospital, a Virginia nonstock corporation. Proceeds of the Bonds will be used to undertake any or all of the following: (i) refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2009E, issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) pay a portion of the costs of constructing and equipping a three-story, 46,600 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices and (iii) pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

The Notice of Public Hearing was published on June 10, 2014 and June 17, 2014 in The Winchester Star and The Northern Virginia Daily.

A description of the facilities to be financed or refinanced with the proceeds of the Bonds, and the location and purpose of each such facility, are more particularly set forth in the Notice of Public Hearing attached hereto.

The public hearing was held in the Council Chambers of the Common Council of the City of Winchester, Virginia at Rouss City Hall, 15 North Cameron Street, Winchester, Virginia. The hearing was open to the public, and persons interested in the issuance of the Bonds were given the opportunity to present their views.

Peter F. Gallagher, Senior Vice President and Chief Financial Officer of Valley Health System, was present in order to respond to any inquiries by the Authority. Mr. Gallagher spoke in favor of the issuance of the Bonds by the Authority. No member of the public spoke either for or against the issuance of the Bonds by the Authority.

After such public hearing, the Authority adopted a resolution recommending the approval of the issuance of the Bonds by the Common Council of the City of Winchester, Virginia and the Town Council of the Town of Woodstock, Virginia.

Economic Development Authority of
the City of Winchester, Virginia


By _____
Michael L. Bryan, Secretary

CERTIFICATE OF PUBLICATION

We hereby certify that the attached publication was inserted in regular editions of the Northern Virginia Daily, published at Strasburg, Virginia, the first insertion being on the 10th day of June, 2014, and subsequent insertions on June 17, 2014.

Given under my hand this 20th day of June, 2014.

Northern Virginia Daily

by Debbie C. Fadeley
Debbie C. Fadeley, Advertising Clerk

Total charge for advertising \$809.85
plus \$12 certificate of publication charge

County of Shenandoah
State of Virginia

Subscribed and sworn to before me this
20th day of June, 2014.

Kimberly S. Fauber

KIMBERLY S. FAUBER
NOTARY PUBLIC
REGISTRATION # 7526598
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES
JANUARY 31, 2016

NOTICE OF PUBLIC HEARING BY THE ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER, VIRGINIA REGARDING THE FINANCING AND REFINANCING OF CERTAIN MEDICAL FACILITIES WITH THE PROCEEDS OF THE ISSUANCE OF TAX-EXEMPT BONDS

NOTICE IS HEREBY GIVEN to all interested persons that the Economic Development Authority of the City of Winchester, Virginia (the Authority) is considering the issuance by the Authority of a series of its revenue bonds (the Bonds), in an aggregate principal amount not exceeding \$67,000,000, for the purpose of making a loan or loans to Winchester Medical Center (Winchester), a Virginia nonstock corporation, and Shenandoah Memorial Hospital (Shenandoah), a Virginia nonstock corporation. Proceeds of the Bonds will be used to undertake any or all of the following: (i) refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Group), Series 2008E (the Series 2008E Bonds), issued on December 17, 2008 in the original aggregate principal amount of \$75,000,000, (ii) pay a portion of the costs of constructing and equipping a three-story, 46,800 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the Shenandoah Hospital Project) and (iii) pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

The Series 2008E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the Medical Center), including the construction of a 400,000 square-foot, four-story bed tower to provide space for 54 additional beds for the step-down unit, the critical care unit and the observation unit, to provide space for 36 additional bassinets for the neo-natal intensive care unit, to allow for a future increase of up to 120 beds on two sheltered floors, to relocate laboratory services, to expand cardiovascular services, including the addition of a catheterization laboratory and sheltered space for up to six more such laboratories, and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 560 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the 2009 Medical Center Project); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2008E Bonds.

The Medical Center and the 2009 Medical Center Project are located on a 166-acre campus bounded on the south by Amherst Street, on the west by Route 37, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 37, and approximately on the east by Linden Drive and Whitacre Street, with addresses currently ranging from 1830 to 1890 Amherst Street and from 190 to 400 Campus Blvd., Winchester, Virginia 22604.

The Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System (Valley Health), also a Virginia nonstock corporation.

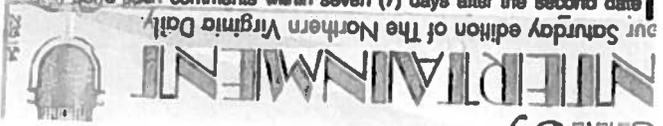
The Shenandoah Hospital Project will be located at 759 South Main Street, Woodstock, Virginia 22864.

The Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health.

All references in the foregoing to acreage, footage, beds, units and similar quantitative measurements are approximations.

Please take notice that the Authority will hold a public hearing in the Council Chambers of the Common Council of the City of Winchester, Virginia at Rouse City Hall, 16 North Cameron Street, Winchester, Virginia 22601, on June 24, 2014 at 8:00 a.m., at which time any person may be heard regarding the issuance of the Bonds.

Any person wishing to comment in writing on the issuance of the Bonds should send such comments within seven (7) days after the second date



NOTICE OF PUBLIC HEARING BY THE ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER, VIRGINIA REGARDING THE FINANCING AND REFINANCING OF CERTAIN MEDICAL FACILITIES WITH THE PROCEEDS OF THE ISSUANCE OF TAX-EXEMPT BONDS

NOTICE IS HEREBY GIVEN to all interested persons that the Economic Development Authority of the City of Winchester, Virginia (the "Authority") is considering the issuance by the Authority of a series of its revenue bonds (the "Bonds"), in an aggregate principal amount not exceeding \$57,000,000, for the purpose of making a loan or loans to Winchester Medical Center ("Winchester"), a Virginia nonstock corporation, and Shenandoah Memorial Hospital ("Shenandoah"), a Virginia nonstock corporation. Proceeds of the Bonds will be used to undertake any or all of the following: (i) refund a portion of the Authority's outstanding Hospital Revenue Bonds (Valley Health System Obligated Series) Series 2009E (the "Series 2009E Bonds"), issued on December 17, 2009 in the original aggregate principal amount of \$75,000,000, (ii) pay a portion of the costs of constructing and equipping a three-story, 48,000 square-foot building adjacent to the ambulatory surgery center at Shenandoah Memorial Hospital with the ground floor housing a new Emergency Department and the second and third floors providing offices for physician practices (the "Shenandoah Hospital Project") and (iii) pay certain expenses incurred in connection with the authorization, issuance and sale of the Bonds.

The Series 2009E Bonds were issued for the purpose of providing funds, together with other available funds, (i) to pay, or reimburse Winchester for paying, all or a portion of the cost of (A) renovating, expanding and equipping certain portions of the general acute care hospital and regional referral center known as Winchester Medical Center (the "Medical Center"), including the construction of a 408,000 square-foot, four-story bed tower to provide space for 64 additional beds for the step-down unit, the critical care unit and the observation unit; to provide space for 88 additional bassinets for the neo-natal intensive care unit; to allow for a future increase of up to 120 beds on two shielded floors; to relocate laboratory services; to expand cardiovascular services, including the addition of a catheterization laboratory and shielded space for up to six more such laboratories; and to expand the emergency room; and constructing and acquiring a new heating plant, boilers and emergency power generators in connection with such renovation, expansion and equipping of the Medical Center; (B) constructing and equipping a 60,000 square-foot outpatient diagnostic center; (C) constructing a 520 space parking deck for staff and patient parking; and (D) acquiring certain other capital equipment for use in or in connection with the Medical Center and renovating any space necessary or incidental to the installation of any such equipment (collectively, the "2009 Medical Center Project"); and (ii) to pay certain expenses incurred in connection with the authorization, issuance and sale of the Series 2009E Bonds.

The Medical Center and the 2009 Medical Center Project are located on a 168-acre campus bounded on the south by Arnhem Street, on the west by Route 67, on the north approximately by Pond View Drive and a line extending from the end of Pond View Drive west to Route 67, and approximately on the east by Linden Drive and Whitore Street, with addresses currently ranging from 1530 to 1590 Arnhem Street and from 100 to 400 Campus Blvd., Winchester, Virginia 22604.

The Medical Center and the 2009 Medical Center Project are owned and operated by Winchester, whose sole corporate member is Valley Health System ("Valley Health"), also a Virginia nonstock corporation.

The Shenandoah Hospital Project will be located at 750 South Main Street, Woodstock, Virginia 22694.

The Shenandoah Hospital Project will be owned and operated by Shenandoah, whose sole corporate member is Valley Health.

All references in the foregoing to acreage, footage, beds, units and similar quantitative measurements are approximations.

Please take notice that the Authority will hold a public hearing in the Council Chambers of the Common Council of the City of Winchester, Virginia at Room 3 City Hall, 15 North Cameron Street, Winchester, Virginia 22601, on June 24, 2014 at 9:00 a.m., at which time any person may be heard regarding the issuance of the Bonds.

Any person wishing to comment in writing on the issuance of the Bonds should send such comments within seven (7) days after the second date of publication of this notice, to Michael L. Bryan, Secretary, Economic Development Authority of the City of Winchester, Virginia, c/o Bryan & Coleman P.C., 415 South Braddock Street, Winchester, Virginia 22601. All persons wishing to speak on the subject may call Mr. Bryan, telephone number (540) 548-4130, to be placed on the Speaker's List.

ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF WINCHESTER, VIRGINIA
 Ronald A. Mizowsky
 Chairman

Phor

REET

CERTIFICATE OF PUBLICATION

We certified that the attached advertisement in the cause of: _____

PH Medical facilities

appeared in The Winchester Star, a newspaper published in the City of Winchester, Virginia, with a general circulation over 23,000 in the areas of the City in Winchester, and the counties of Frederick, Clarke and Warren, Virginia.

June 10-17, 2014

Signature: Laura Winkle

Title: Bookkeeping

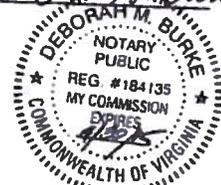
Date: 6-17-14

STATE OF VIRGINIA
 City of Winchester

Sworn and subscribed to before me

day of June 2014

Notary Public



WINCHESTER, VIRGINIA 22601

B-2014-30

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL/COMMITTEE MEETING OF: June 24, 2014 **CUT OFF DATE:** __

RESOLUTION X **ORDINANCE** **PUBLIC HEARING**

ITEM TITLE: Resolution authorizing the City Manager to sign a management agreement between the City of Winchester and Taylor Master Tenant, LLC

STAFF RECOMMENDATION: Approval

PUBLIC NOTICE AND HEARING: N/A

ADVISORY BOARD RECOMMENDATION: The Economic Development Authority recommends the City's approval of this agreement

FUNDING DATA: \$42,500 annually from the City's General Fund until the multiple rehabilitation entities pay down their combined project debt to \$900,000. Threshold should be met in 5-6 years.

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. Finance	<u> TB </u>	<u> </u>	<u>6/16/14</u>
2. _____	<u> </u>	<u> </u>	<u> </u>
3. _____	<u> </u>	<u> </u>	<u> </u>
4. City Attorney	<u> [Signature] </u>	<u> </u>	<u>6/16/2014</u>
5. City Manager	<u> [Signature] </u>	<u> </u>	<u>6/18/14</u>
6. Clerk of Council	<u> </u>	<u> </u>	<u> </u>

Initiating Department Director's Signature: [Signature] 6/16/14
Date

Economic Development Coordinator



APPROVED AS TO FORM:
 [Signature] 6/16/2014

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Tyler Schenck, Economic Development Coordinator
Date: 6/24/2014
Re: Agreement with Taylor Master Tenant, LLC to manage the Pavilion Space at the Taylor Hotel

THE ISSUE: Execution of management agreement between Taylor Master Tenant, LLC and the City of Winchester to manage the pocket park immediately behind the Taylor Hotel

RELATIONSHIP TO STRATEGIC PLAN: Will assist in the Common Council's desire to continue the revitalization of Old Town.

BACKGROUND: The Taylor Hotel rehabilitation project required a yearly cash investment of \$42,500 until the multiple rehabilitation entities pay down their combined project debt to \$900,000. This management agreement authorizes the yearly payment of the \$42,500 in quarterly installments and authorizes Taylor Master Tenant, LLC to manage the publicly owned space.

BUDGET IMPACT: \$42,500 annually from the City's General Fund until the multiple rehabilitation entities pay down their combined project debt to \$900,000. The total outstanding debt of the redevelopment entities will be \$1.4M upon the completion of the project, and the \$900,000 threshold is expected to be reached in 5-6 years.

OPTIONS: Council may approve or disapprove the City's execution of the management agreement

RECOMMENDATIONS: City Staff recommends that the Common Council authorize the City Manager to sign the agreement.

RESOLUTION

WHEREAS, the Common Council of the City of Winchester had a desire to incentivize and/or facilitate the redevelopment of the blighted Taylor Hotel, and;

WHEREAS, the Taylor Hotel rehabilitation project required a yearly cash investment of \$42,500 until the multiple rehabilitation entities pay down their combined project debt to \$900,000 to make the project financially feasible; and

WHEREAS, the Common Council agreed in principle to pay this yearly fee through leasing the green space between the property's two structures for various public/private events; and

WHEREAS, this green space between the two structures was redeveloped through the utilization of a Section 108 Loan from the Department of Housing and Urban Development; and

WHEREAS, property rehabilitated through the Section 108 funds must be publicly owned; and

WHEREAS, the Section 108 loan rehabilitated property was conveyed to the City; and

WHEREAS, the Taylor Hotel redevelopment partnership elected to receive the yearly \$42,500 cash payments from the City through a management agreement due to the pavilion's new ownership; and

WHEREAS, the City of Winchester has included this \$42,500 cash payment in their proposed FY15 budget; and

WHEREAS, Taylor Master Tenant, LLC has drafted a management agreement that discusses the services the management company will provide and states the management company's annual compensation; and

WHEREAS, the Taylor Hotel rehabilitation project is near completion and entities are wishing to reserve the publicly owned space.

NOW THEREFORE BE IT RESOLVED, the Common Council of the City of Winchester authorizes the yearly cash investment of \$42,500 which will be paid in quarterly installments until the multiple Taylor Hotel rehabilitation entities pay down their combined project debt to \$900,000; and

BE IT FURTHER RESOLVED, the Common Council of the City of Winchester agrees to all other items discussed in the management agreement; and

BE IT FURTHER RESOLVED, the Common Council of the City of Winchester authorizes the City Manager or his designee to sign the management agreement and to carry out all duties discussed in the agreement.

Taylor Hotel Renovation Project PHASE II

Private & EDA Investment/Bonds = \$2,020,000.00

= \$900,000 EDA /Wishneff Loan

= \$771,200 Tax Credit Equity

= \$348,690 Private Investment – Wishneff

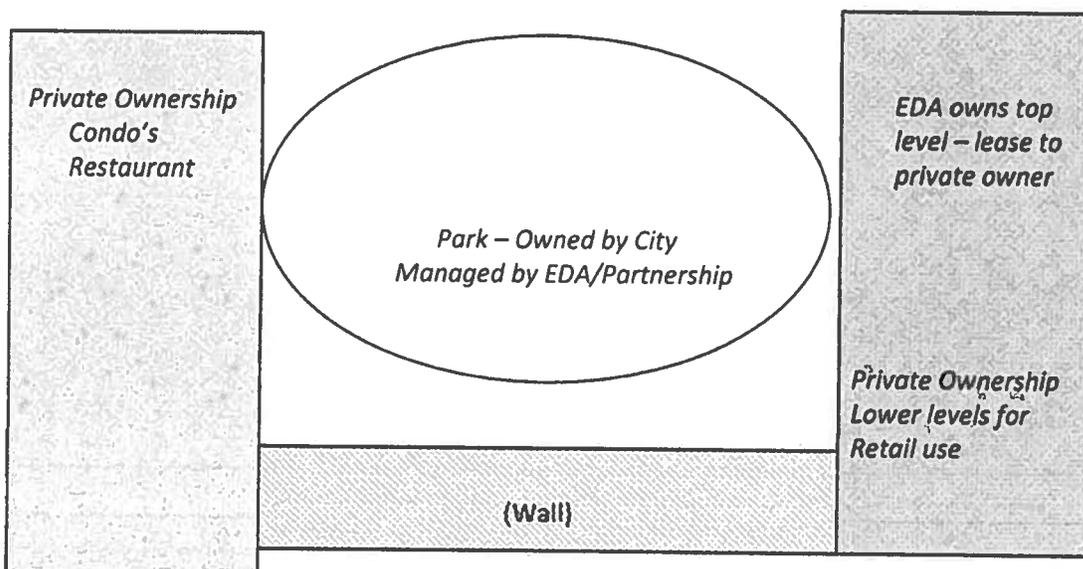
- Completion of Park
- Completion of Rehabilitation of Structures

This phase will not commence until Phase I of the project is completed. HUD funds cannot be used for this Phase of the project.

1. Subdivide the property – separate the park from the remaining buildings (remainder).
2. City conveys the remainder (minus the park) to the EDA for nominal consideration (\$1) along with a Maintenance Agreement requiring the EDA to either independently or with a partner complete the park and maintain it for a period of 10 years or until the outstanding debt service on the \$900K is paid down to \$600K at which time the EDA/Partnership can refinance.

As consideration for the Maintenance Agreement, the City will pay the EDA/Partnership the amount of \$42K annually to be used to pay down the debt service on the note, complete the park renovation, and maintain the property.

3. EDA and Partnership will complete the project. The City will retain ownership of the park property and the EDA/Partnership will maintain the park as described in paragraph 2.



AGREEMENT TO MANAGE TAYLOR PAVILION

In accordance with the agreed upon deal structure outline of the Taylor Hotel rehabilitation as outlined in the attachment, the City will pay the EDA/Partnership the amount of \$42,500 annually to be used to pay down the debt service on the project through a management agreement. This agreement to manage real estate is made and entered into as of this _____ day of _____, _____ by and between City of Winchester hereinafter called the City and Taylor Master Tenant, LLC hereinafter called the Management Company. Whereas, City is the owner of the property known as the Taylor Hotel Public Pocket Park located at 119 N. Loudoun Street, Winchester, VA 22601 and legally described as a public pocket park owned by the City of Winchester.

City hereby employs Management Company exclusively to rent, operate and manage said property subject to the terms and conditions of this agreement. In addition, the City's Downtown Manager will act as the space's booking agent under supervision of the City Manager.

In consideration of the management and leasing functions to be performed by Management Company under this agreement, City agrees to pay Management Company a fee for services rendered in the amount of forty-two thousand five hundred dollars (\$42,500) per year to be paid in monthly installments of three thousand five hundred forty one dollars and 67/cents (\$3,541.67). City recognizes Management Company as agent in any negotiations relative to said property or any part thereof, which may have been initiated during the term hereof.

The term of this agreement shall commence on the _____ day of _____, _____ and will continue until the Taylor Hotel rehabilitation entities pay down their outstanding debt to \$900,000.

As agent for City, Management Company owes City the duties of loyalty, obedience, disclosure, confidentiality, reasonable care and diligence, and full accounting. Management Company must disclose all known material facts about the property which could affect a tenant's use or enjoyment of the property, disclose information which could have a material impact on either party's ability to fulfill their obligations under the management agreement, respond honestly and accurately to questions concerning said property, and deal honestly and fairly with all parties.

The Management Company shall provide a certificate and endorsement page of a GL policy in the amount of one million dollars listing the City of Winchester as additionally ensured. The endorsement must be issued by the insurance company. A notation on the certificate of insurance is not sufficient.

The Management Company will provide all net revenue acquired through renting the property to the City. The Management Company will conduct all general maintenance of the property (snow removal, lawn care, etc.). The City maintains final discretion over the time and type of event should any conflicts arise between the City and Management Company

This agreement may be later amended or modified at any time by a written mutual agreement signed by City and Management Company.

Management Company will not discriminate based on race, color, creed, religion, sex, national origin, age, handicap or familial status and will comply with all federal, state and local fair housing and civil rights laws and with all equal opportunity requirements.

Management Company agrees to use due diligence in the exercise of the duties, authority and powers conferred upon Management Company under the terms hereof.

City of Winchester Date

Taylor Master Tenant, LLC Date

Tax Identification Number

Tax Identification Number

Address

Address

City/State/Zip

City/State/Zip

City of Winchester, Virginia

CONTRACT FORM ADDENDUM TO CONTRACTOR'S

AGENCY NAME: City of Winchester

CONTRACTOR NAME: Taylor Master Tenant, LLC.

DATE: April 30, 2014

The City and the Contractor are this day entering into a contract and, for their mutual convenience, the parties are using the standard form agreement provided by the Contractor, Taylor Master Tenant, LLC. This addendum, duly executed by the parties, and the City's Required General Terms and Conditions are hereby incorporated as a part of the contract (published at: www.winchesterva.gov/purchasing)

The Contractor represents and warrants that it is a(n) // individual proprietorship // association // partnership // corporation // governmental agency or authority authorized to do in Virginia the business provided for in this contract. (Check the appropriate box.)

Notwithstanding anything in the Contractor's form to which this Addendum is attached, the payments to be made by the City for all goods, services and other deliverables under the entire Term, including the original Term and all subsequent renewal Terms, of this contract shall not exceed the department's authorize limit; payments will be made only upon receipt of a proper invoice, detailing the goods/services provided and submitted to the requesting City of Winchester department. The total cumulative liability of the City, its officers, employees and agents in connection with this contract or in connection with any goods, services, actions or omissions relating to the contract, shall not under any circumstance exceed payment of the above maximum purchase price plus liability for an additional amount equal to such maximum purchase price. In its performance under this contract, the Contractor acts and will act as an independent contractor, and not as an agent or employee of the City.

The Contractor's form contract is, with the exceptions noted herein, acceptable to the City. Nonetheless, because certain standard clauses that may appear in the Contractor's form agreement cannot be accepted by the City, and in consideration of the convenience of using that form, and this form, without the necessity of specifically negotiating a separate contract document, the parties hereto specifically agree that, notwithstanding any provisions appearing in the attached Contractor's form contract, none of the following shall have any effect or be enforceable against the City:

1. Requiring the City to maintain any type of insurance either for the City's benefit or for the contractor's benefit;
2. Renewing or extending the agreement beyond the initial term or automatically continuing the contract period from term to term;
3. Requiring or stating that the terms of the attached Contractor's form agreement shall prevail over the terms of this addendum or the City's Required Terms and Conditions in the event of conflict;
4. Requiring the City to indemnify or to hold harmless the Contractor for any act or omission;
5. Imposing interest charges contrary to that specified by the *Code of Virginia*, § 2.2-4347 through 2.2-4354, Prompt Payment;
6. Requiring the application of the law of any state other than Virginia in interpreting or enforcing the contract or requiring or permitting that any dispute under the contract be resolved in the courts of any state other than Virginia;
7. Requiring any total or partial compensation or payment for lost profit or liquidated damages by the City if the contract is terminated before its ordinary period;
8. Requiring that the contract be "accepted" or endorsed by the home office or by any other officer subsequent to execution by an official of the City before the contract is considered in effect;

9. Delaying the acceptance of this contract or its effective date beyond the date of execution;
10. Limiting or adding to the time period within which claims can be made or actions can be brought;
11. Limiting the liability of the Contractor for property damage or personal injury;
12. Permitting unilateral modification of this contract by the Contractor;
13. Binding the City to any arbitration or to the decision of any arbitration board, commission, panel or other entity;
14. Obligating the City to pay costs of collection or attorney's fees;
15. Granting the Contractor a security interest in property of the City.
16. Bestowing any right or incurring any obligation that is beyond the duly granted authority of the undersigned agency representative to bestow or incur on behalf of the City.

This contract consisting of this addendum and the attached Contractor's form contract constitute the entire agreement between the parties and may not be waived or modified except by written agreement between the parties.

This contract has been reviewed by staff of the agency. Its substantive terms are appropriate to the needs of the agency and sufficient funds have been allocated for its performance by the agency. This contract is subject to appropriations by the Winchester City Council.

IN WITNESS WHEREOF, the parties have caused this contract to be duly executed, intending thereby to be legally bound.

AGENCY by _____

CONTRACTOR by _____

Title _____

Title _____

Date Application was received:

Taylor Master Tenant, LLC

Special Events Application

Through a management agreement with Taylor Master Tenant, LLC, the City of Winchester has made the Taylor Pavilion (the space immediately behind the Taylor Hotel) available for special events. To reserve the space, requests must be submitted to the office of Taylor Master Tenant, LLC for review. The information requested on the application form will be used to determine your eligibility for the special event permit request. Please type or print clearly. **The event will not be considered for approval until the entire application and all of its parts are received.** Applications are due to Taylor Master Tenant, LLC (33 E. Boscawen Street, Suite 101, Winchester, VA 22601) no later than 20 days prior to the special event.

Event:		Date of Application:	
Requested Date:	1 st Choice	2 nd Choice	
Sponsored By:			
ORGANIZERS' CONTACT INFORMATION			
Primary:	Name	Cell Phone	
	Address	Work Phone	
	Email	Home Phone	
Secondary:	Name	Cell Phone	
	Address	Work Phone	
	Email	Home Phone	
Event Hours:	Exact event times: _____ to _____ <i>NOTE: All events are billed at \$100/hour with a required two hour minimum.</i>	Set up time	Clean up time
Anticipated Attendance Per Day:	Participants	Spectators	
FOR OFFICE USE			
Primary:	<input type="checkbox"/> Approved <input type="checkbox"/> Denied	Insurance Provided?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Special Events Permit #:	Comments/Special Considerations:		
Taylor Master Tenant, LLC			
Signature:			
Date:			

HOLD HARMLESS AGREEMENT

If your event application is approved, a signed copy of the below Hold Harmless Agreement must be submitted prior to the start of the event.

All permits and/or applications are conditional upon proper insurance, or other City and state agency requirements. Approved permits will be revoked prior to the event if conditions are not met.

I have read the above statements and the below agreement and understand my responsibilities and rights.

_____ (Initial)

_____ (Legal name of business/organizer, exactly as it appears on Certificate of Insurance.), shall be responsible for the actions of their visitors and defend and hold harmless Taylor Master Tenant, LLC and the City of Winchester, its officers, employees, agents, and representatives thereof, harmless from all suits, actions, claims of any kind, including attorney's fees, brought on account of any personal injuries, damages, or violation of rights sustained by any person or property in consequence of any neglect on behalf of _____ (Legal name of business/organizer), while their personal property is situated on City property.

_____ (Legal name of business/organizer) shall further hold Taylor Master Tenant, LLC and the City of Winchester harmless from any claims or amounts arising from violation of any law, bylaw, ordinance, regulation or decree.

Legal name of business/organizer (as it appears above): _____

By (Signature): _____

Name (Printed): _____

Title: _____

Address: _____

Signature: _____ Date: _____

GENERAL EVENT INFORMATION

Complete the following questions. Please provide additional information as needed.

1. Event Description			
2. Name of insurance company providing Certificate of Insurance for the event:			
<i>Note: The City and Taylor Master Tenant, LLC shall receive a certificate and endorsement page of a GL policy in the amount of one million dollars listing the City of Winchester and Taylor Master Tenant, LLC as additionally insured. The endorsements must be issued by the insurance company. A notation on the certificate of insurance is not sufficient.</i>			
3. Has your organization held this event in the past?	Yes	No	If yes, where and when?
4. Will you have private security on site?	Yes	No	If yes, who?
5. Is electricity needed?	Yes	No	If yes, why?
<i>NOTE: All events must comply with the City of Winchester's noise ordinance (Chapter 17).</i>			
6. Will your event require the closure of Indian Alley?	Yes	No	If yes, why?
<i>NOTE: This will require an additional charge of \$200</i>			
7. Will amplification equipment be used?	Yes	No	If yes, what length of time?
<i>NOTE: If yes, a charge of \$50 will be levied on the renter.</i>			
8. Will you bring/request the following? <i>Choose all that apply.</i>	Requesting?	Bringing?	
Yes No	Tables:	Tents Qty:	Size(s):
<i>IF YES, 60 day notice required</i>	#	<i>900+ sq ft <u>must</u> be inspected and have an Occupancy Permit issued. NO EXCEPTIONS</i>	
	Chairs:	Table and chairs	Qty (T): Qty (C):
	#	Radio Remote	Size(s):
		Signs/Banners	Location:
9. Portable restrooms requirements.			
The estimated # of people expected to attend the event will determine the # of portable restrooms needed.			
<i>If using portable restrooms, 60 day notice required.</i>			
<i>NOTE: Restrooms in adjacent commercial space are not available for pavilion use.</i>			
	# of people	+ 100 =	# of restrooms
			<i>NOTE: Health Dept. requires one portable restroom and one hand washing station per 100 people (include at least one handicap accessible portable restroom in total).</i>
10. Will alcohol be served?	Yes	No	Event must obtain a VA ABC permit; comply with state code and 16-32; and 14-150 of the City Ordinance.
<i>If yes, all state and local ordinances must be followed.</i>			
<i>NOTE: A copy of the ABC permit must be presented.</i>	<i>IF YES, 60 day notice required</i>		
11. Will food be served?	Yes	No	<i>IF YES, 60 day notice required</i>
<i>If yes, you must have a permit from the local Health Department (540) 722-3480 at least 30 days prior to the event.</i>			
<i>NOTE: There are NO preferred caterers of the space. It is the responsibility of the renter to contact caterers.</i>			
12. Will food, merchandise or services be sold?	Yes	No	Event Director must submit vendor list to City's Commissioner of the Revenue and Treasurer.
<i>All vendors except those selling unprocessed food products must have a current business license. Contact the Winchester Commissioner of the Revenue. The collection and filing of any applicable taxes will be the responsibility of the individual vendor.</i>			
		<i>IF YES, 60 day notice required</i>	

13. Will admission fees, entry fees or other fees be charged as part, or in association with the event? <i>If yes, you must contact Winchester's Commissioner of the Revenue (540-667-1815) at least 30 days prior to the event.</i>	Yes	No	If yes, fee amounts?
14. Is this event a fundraiser for your organization?	Yes	No	If yes, name of organization?

15. What items or tasks will your organization be providing or performing for the event? (Please list all)

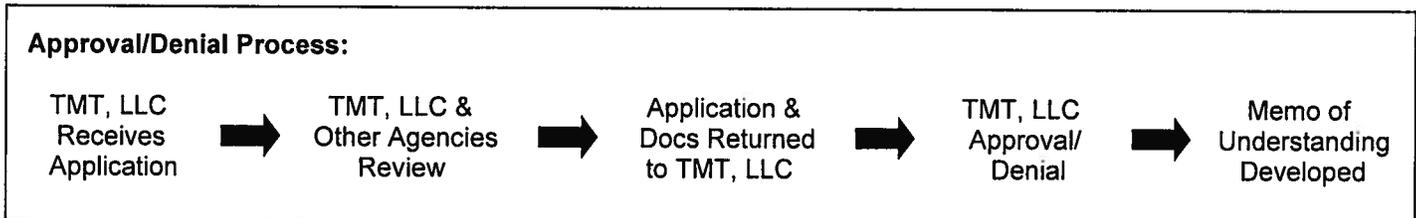
16. The following information will form the basis of a memorandum of understanding between the organization hosting the event and Taylor Master Tenant, LLC.

Are you requesting any items/tasks that the Taylor Master Tenant, LLC will need to provide or perform? (Please list all pertaining to your event; please be aware that this could promote additional cost to the renter.)

SUBMIT TO: Taylor Master Tenant, LLC, 33 E. Boscawen Street, Suite 101, Winchester, VA 22601

NOTE: Your application will be reviewed by Taylor Master Tenant, LLC. Additional information may be required before granting approval for the event. An event coordinator will be required to sign a memorandum of understanding and Hold Harmless Agreement prior to the event.

NOTE: Renter is responsible for all excessive damage including substantial damage to landscaping or structure, food residue or grease left behind after the event, damage on walls from sign placement or any other damage deemed excessive by Taylor Master Tenant, LLC.





Rouss City Hall
 15 North Cameron Street
 Winchester, VA 22601
 Email: commrevenue@winchesterva.gov

Telephone: (540) 667-1815
 FAX: (540) 667-8937
 TDD: (540) 722-0782
 Website: www.winchesterva.gov

Name / Address
TAYLOR MASTER TENANT LLC 33 35 E BOSCAWEN ST STE 101 WINCHESTER VA 22601
Business Name / Location
TAYLOR MASTER TENANT LLC 33 35 E BOSCAWEN ST STE 101

Open Date: January 01, 2014

Valid From: 01/14-12/14

Control No. 0016705

**BUSINESS LICENSE
 14-00019349 REPAIR/PERSONAL & BSNS SRV-YEARLY**

City Code §28-10 requires conspicuous display of licenses

License must be renewed annually by March 1 of the following year

Commissioner of the Revenue:

Issue Date: May 07, 2014

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

ADDITIONAL INSURED - OWNERS, LESSEES OR CONTRACTORS - SCHEDULED PERSON OR ORGANIZATION

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART

SCHEDULE

Name Of Additional Insured Person(s) Or Organization(s):	Location(s) Of Covered Operations
City of Winchester 15 N Cameron St Winchester, VA 22601	119-129 North Loudoun St Winchester, VA 22601

Information required to complete this Schedule, if not shown above, will be shown in the Declarations.

A. Section II – Who Is An Insured is amended to include as an additional insured the person(s) or organization(s) shown in the Schedule, but only with respect to liability for "bodily injury", "property damage" or "personal and advertising injury" caused, in whole or in part, by:

1. Your acts or omissions; or
2. The acts or omissions of those acting on your behalf;

in the performance of your ongoing operations for the additional insured(s) at the location(s) designated above.

B. With respect to the insurance afforded to these additional insureds, the following additional exclusions apply:

This insurance does not apply to "bodily injury" or "property damage" occurring after:

1. All work, including materials, parts or equipment furnished in connection with such work, on the project (other than service, maintenance or repairs) to be performed by or on behalf of the additional insured(s) at the location of the covered operations has been completed; or
2. That portion of "your work" out of which the injury or damage arises has been put to its intended use by any person or organization other than another contractor or subcontractor engaged in performing operations for a principal as a part of the same project.



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

05/12/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER The Winchester Group, Inc. 24 W Piccadilly St., Ste B1 Winchester, VA 22601 R. Chad Bales	CONTACT NAME: R. Chad Bales	PHONE (A/C, No, Ext): 540-662-1828	FAX (A/C, No): 540-662-5707
	E-MAIL ADDRESS: cbales@wincgroup.com		
INSURED Taylor Landlord LLC, Etal 836 North Lexington St Arlington, VA 22205-1319	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A: Nationwide Mutual Ins Co		23787
	INSURER B:		
	INSURER C:		
	INSURER D:		
	INSURER E:		
INSURER F:			

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSD WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:	X	MPA00000044877S	12/31/2013	12/31/2014	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS					COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$					EACH OCCURRENCE \$ AGGREGATE \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N N/A				PER STATUTE OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
 Certificate holder is Additional Insured in regards to General Liability.

CERTIFICATE HOLDER

CANCELLATION

CITYOW3 City of Winchester Public Works Department 15 N Cameron Street Winchester, VA 22601	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 
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CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council
From: Mary Blowe, Finance Director
Date: June 17, 2014
Re: Addressing unexpended funds at fiscal year end for WPS

THE ISSUE: State Code section 22.1-100 states that school systems must return unexpended school funds at fiscal year end to the locality.

RELATIONSHIP TO STRATEGIC PLAN: With this change, we can work together to create a high performing organization.

BACKGROUND: City of Winchester staff members have been working with personnel at Winchester Public schools to ensure we are in compliance with State code section 22.1-100 and also allow Winchester Public Schools (WPS) an opportunity to spend necessary funds to complete projects during the year. Timing is a challenge for the school system as many minor capital projects need to be completed during the summer time.

BUDGET IMPACT: Budget impact would be determined annually by the City's auditors as to the amount that will be returned to the locality. WPS will follow the City's budgeting and capital projects review and timetable during the annual budget process.

OPTIONS: The City could require a number of options from the WPS, such as:

- Schools must return all unexpended funds at fiscal yearend, cancelling all contracts or encumbrances (purchase orders)

RECOMMENDATIONS: City staff recommends the option for WPS to return expended funds and closely work with the City to ensure project completion through the budget process.

Rouss City Hall
15 North Cameron Street
Winchester, VA 22601

Telephone: (540) 667-1815
FAX: (540) 723-0238
TDD: (540) 722-0782
Website: www.winchesterva.gov

This Memorandum of Understanding (MOU) is entered into by and between the City of Winchester, VA and Winchester Public Schools.

- 1) **Purpose.** The purpose of this agreement between the City of Winchester, VA and the Winchester Public Schools, is to outline the responsibilities of both agencies as it relates to funds that are unspent at the end of the Fiscal year that were originally from the City of Winchester's General Fund. This is does not apply to any other funding sources such as grants, donations, State or Federal dollars.
- 2) **Roles and Responsibilities.** The City of Winchester will provide an annual appropriation to the Winchester Public Schools. At the end of each fiscal year, the independent auditors will determine the amount of unexpended funds from the City's annual schools appropriation to be returned back to the City's General fund (in compliance with State Code § 22.1-100 Unexpended school and educational funds). The amount of unexpended funds returned shall be recorded as an assigned fund balance for School Capital Projects in the City's General fund. It is the intent that Council shall at their discretion appropriate these unexpended funds from the Schools annual operating budget for schools capital improvement projects. The City's Finance department will make a transfer of said amount into an assigned fund for projects included in the Winchester Public Schools Capital Improvement Plan (CIP) / Capital Asset Replacement Plan (CARP)/Textbook , and prior year CIP/CARP projects which are not yet complete and have unexpended project balances. City school staff will follow the City's annual budget calendar to submit projects for the CIP and on the same forms as prescribed.
- 3) **Reporting Requirements.**
 - a) Each year during the budget process City schools shall present their needs for the upcoming year to City Council for their review prior to the first reading of the budget document.

This Memorandum of Understanding, and any exhibits, is the complete agreement between City of Winchester and Winchester Public Schools and may be amended only by written agreement signed by each of the parties involved.

The MOU must be signed by all partners. Signatories must be officially authorized to sign on behalf of the agency and include title and agency name.

City of Winchester

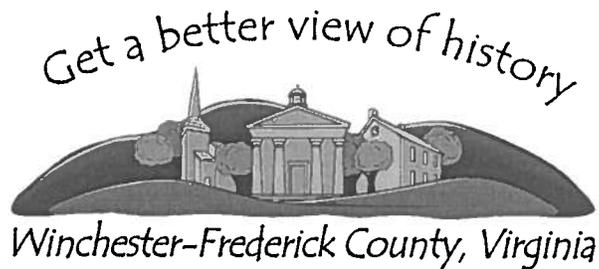
Authorized Official: _____ *Signature*

Craig Gerhart, Interim City Manager _____ *Printed Name and Title*
Address: 15 North Cameron Street, Winchester, VA 22601 _____
Telephone(s): 540-667-1815 _____
E-Mail Address: craig.gerhart@winchesterva.gov

Winchester School Board, Chair

Authorized Official: _____ *Signature*

_____ *Printed Name and Title*
Address: _____
Telephone(s): _____
E-Mail Address: _____



May 22, 2014

To: Frederick County Board of Supervisors & Winchester City Council
From: Sally Coates, Executive Director, Winchester-Frederick County Convention & Visitors Bureau

Subject: Winchester-Frederick County Tourism Board Nominations

The Winchester-Frederick County Tourism Board respectfully submits Theresa Gaines as the nominee to represent the Private Sector, and specifically the lodging industry. Theresa lives in Winchester, and works for two Frederick County County hotels - Courtyard by Marriott and Townplace Suites by Marriott. Theresa's first term will expire 6/30/2017, at which time she will be eligible for a second term.

The Board also recommends the appointment of James E. Richard to represent the Private Sector and specifically the agriculture industry. "Eddie" is a Frederick County farmer, and he owns Richard's Fruit Market. His first term will expire on 6/30/2017, at which time he will be eligible for a second term.

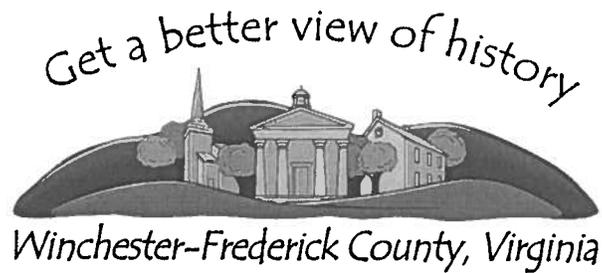
The Board also recommends the appointment of Karen B. Helm, a Board member of Celebrating Patsy Cline, Inc., to represent the Public/non-profit sector. Karen lives in the City of Winchester. Her first term will expire on 6/30/2017, at which time she will be eligible for a second term.

These members will join: Bill Hottel, private sector representative; Rainee Simpson, private lodging representative with Holiday Inn Historic Gateway; Tootie Rinker, representative of the nonprofit sector with Newtown Heritage Festival; Eric Campbell, public/nonprofit representative with the Cedar Creek/Belle Grove National Historic Park; Sharon Fairnholt, private sector representative; and Rebecca Ebert, public/nonprofit sector with the Handley Regional Library and Winchester-Frederick County Historical Society. With approval of the new nominations, the board will consist of five private-sector representatives, two of whom represent lodging, and four public/non-profit-sector representatives, as outlined in the Winchester-Frederick County Tourism Bylaws.

Winchester-Frederick County Convention and Visitors Bureau

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To: Frederick County Board of Supervisors and Winchester City Council

From: Sally Coates, Executive Director, Winchester-Frederick County Convention & Visitors Bureau

Date: June 20, 2014

Subject: Appointment of Priya Patel to the Winchester-Frederick County Tourism Board

As Raine Simpson vacated her position on the Winchester-Frederick County Tourism Board member when she resigned her position at the Holiday Inn and moved out of the area, the Board respectfully requests that Priya Patel be appointed to fill Ms. Simpson's unexpired term. Ms. Patel is a resident of the City of Winchester, and she owns the Wingate Hotel. She also has interest in another city hotel and a county hotel. She will represent the private sector, and specifically the lodging industry, as outlined in the Bylaws of the organization. She will fill the unexpired term of Ms. Simpson through June 2015, at which time she will be eligible for re-appointment.

With your approval, the Board will continue to consist of five (5) private sector representatives, two of whom represent the lodging industry, and four (4) non-private sector representatives.

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