

Economic Development Authority of the City of Winchester, Virginia

Special Meeting Minutes

DATE: June 9, 2016
TIME: 8:00 a.m.
LOCATION: Rouss City Hall Council Chambers

MEMBERS:	<u>Present</u>	<u>Absent</u>
Ronald Mislowsky	<u> X </u>	_____
Suzanne Conrad	<u> X </u>	_____
William Buettin	<u> X </u>	_____
Douglas R. Toan	<u> X </u>	_____
Lauri M. Bridgeforth	<u> X </u>	_____
Jeffrey B. Buettner	<u> X </u>	_____

ALSO ATTENDING: Michael L. Bryan, Counsel, Tyler Schenck, Acting Executive Director, Shirley Dodson, Economic Development Assistant and Eden Freeman, City Manager

PRESIDING: Ronald Mislowsky, Chairman

SUBJECT: **Call to Order and Determination of Quorum**

HIGHLIGHTS: Chairman Mislowsky called the meeting to order at 8:00 a.m., at which time it was determined that a quorum was present.

SUBJECT: **Closed Meeting**

HIGHLIGHTS: Upon Motion duly made by Mr. Buettin, seconded by Mrs. Conrad, the Authority unanimously RESOLVED to go into a closed meeting pursuant to Section 2.2-3711(A)(1) of the Code of Virginia (1950, as amended) for discussion, consideration or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining or resignation of specific public officers, appointees or employees of any public body, and to go into a closed meeting pursuant to Section 2.2-3711(C)(A)(3) for the discussion and consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.

SUBJECT: **Return to Open Meeting**

HIGHLIGHTS: At the conclusion of the closed meeting concerning the discussion, consideration or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining or resignation of specific public officers, appointees or employees of any public body and the discussion and consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority, the following Resolution was unanimously adopted upon roll call vote as set forth below:

WHEREAS, the Economic Development Authority of the City of Winchester, Virginia has concluded its “closed meeting” at a meeting held on June 9, 2016, and desires return to an “open meeting”; and

WHEREAS, the adoption of this Resolution is intended to serve as the “Certificate” described in Section 2.2-3712(D) of the Code of Virginia (1950, as amended).

NOW THEREFORE, BE IT RESOLVED that the Economic Development Authority of the City of Winchester, Virginia does hereby reconvene in an “open meeting” at its meeting held on June 9, 2016; and

BE IT FURTHER RESOLVED that each and every Member of said Authority who votes in the affirmative for this Resolution does thereby certify to the best of each Member’s knowledge that only public business matters lawfully exempted from open meeting requirements of the Virginia Freedom of Information Act were heard, discussed or considered during the closed meeting, and that only such public business matters as were identified in the Motion which convened the closed meeting were heard, discussed or considered during the course of said closed meeting by the Authority:

<u>Roll Call</u>	<u>Vote</u>
Ronald Mislowsky	Aye
Suzanne Conrad	Aye
William Buettin	Aye
Douglas R. Toan	Aye
Lauri M. Bridgeforth	Aye
Jeffrey B. Buettner	Aye

SUBJECT: Taylor Hotel Non-Binding Letter of Intent

HIGHLIGHTS: Authority Counsel presented a proposed Resolution that approves that certain Non-Binding Letter of Intent whereby the Authority conveys its 100% membership interest in Taylor Hotel Renovations, LLC, together with various items of restaurant equipment, to Richard H. Macher, in substantial conformity with the terms and conditions set forth therein. A copy of the proposed Non-Binding Letter of Intent is attached to and made a part of these minutes. Director Bridgeforth moved to approve the execution of the Non-Binding Letter of Intent by the Chairman of the Authority upon terms and conditions substantially in conformity with the Non-Binding Letter of Intent and as deemed acceptable by the Authority Chairman and Authority Counsel. This motion was seconded by Director Conrad.

Upon motion duly made by Mr. Buettin, seconded by Mr. Buettner, an amendment was proposed to include the execution of a Purchase and Sale Agreement as contemplated by the terms of the Non-Binding Letter of Intent in the proposed Resolution.

The Directors of the Authority unanimously approved the amendment to the original motion.

Thereafter, it was unanimously RESOLVED that the Authority hereby approves that certain Non-Binding Letter of Intent whereby the Authority conveys its 100% membership interest in Taylor Hotel Renovations, LLC, together with various items of restaurant equipment to Richard H. Macher in substantial conformity with the terms thereof, and as approved by the Authority Chairman and Authority Counsel. Further, the Authority unanimously RESOLVED that the Authority Chairman shall be authorized to execute the Non-Binding Letter of Intent, as well any purchase and sale agreement approved by Authority Chairman and the Authority Counsel which substantially incorporates the terms and conditions of the Non-Binding Letter of Intent.

SUBJECT: Next Meeting

HIGHLIGHTS: Upon motion duly made by Mr. Buettin, seconded by Mrs. Conrad the monthly meeting scheduled for June 21, 2016 is canceled.

ADJOURNMENT: There being nothing further, the meeting was adjourned.

Respectfully submitted by:

Michael L. Bryan, Secretary

MLB/pmn

c:\IDA-Winchester\6-9-16 Minutes