

**Economic Development Authority
Of the City of Winchester
Board of Directors Meeting**

AGENDA

Tuesday, August 15, 2017

8:00 a.m.

Mayor Elizabeth A. Minor Council
Chambers, City Hall

- I. Call to Order and Determination of Quorum
- II. Review and Approval of Minutes from July 18, 2017 and August 3, 2017 Meetings.
- III. Financial Report ending July 31, 2017
- IV. Executive Director Report:
 - a. Economic Development Strategic Plan RFP Update
- V. Closed meeting pursuant to Section 2.2-3711(C)(A)(3) of the Code of Virginia (1950, as amended) 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.
- VI. New Business
 - a. Public Information Officer Discussion
- VII. Old Business
 - a. EDA By-laws
- VIII. Adjournment

The next regularly scheduled board meeting will be held on September 19, 2017 at 8am in the Elizabeth A. Minor Council Chambers.

Economic Development Authority Meeting of the City of Winchester, Virginia

Special Meeting Minutes

DATE: August 3, 2017
TIME: 8 a.m.
LOCATION: Elizabeth A. Minor Council Chambers, City Hall

MEMBERS:	<u>Present</u>	<u>Absent</u>
William Buettin	<u>X</u>	<u> </u>
Douglas R. Toan	<u> </u>	<u>X</u>
Lauri M. Bridgeforth	<u>X</u>	<u> </u>
Jeffery B. Buettner	<u>X</u>	<u> </u>
Frederick White	<u> </u>	<u>X</u>
Carol Koencecke-Grant	<u> </u>	<u>X</u>
Tim Painter	<u>X</u>	<u> </u>

ALSO ATTENDING: Shawn Hershberger, Executive Director, Eden Freeman, City Manager, Shirley Dodson, Business and Workforce Development Coordinator.

SUBJECT: Call to Order and Determination of Quorum

HIGHLIGHTS: Chairman Buettin called the meeting to order at 8:07 a.m., at which time it was determined that a quorum was present. Shirley Dodson served as acting Secretary for purposes of recording the minutes for this Special Meeting.

SUBJECT: Closed Meeting

HIGHLIGHTS: Upon motion duly made by Mr. Buettner, seconded by Mrs. Bridgeforth, the Authority unanimously RESOLVED 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 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 would 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 August 3, 2017, 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 August 3, 2017; 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 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>
William Buettin	Aye
Lauri M. Bridgeforth	Aye
Tim Painter	Aye
Jeffery B. Buettner	Aye

SUBJECT: Next Meeting

HIGHLIGHTS: The next regular meeting of the Authority is scheduled for August 15, 2017 at 8:00 a.m. and shall be held in Elizabeth A. Minor Council Chambers.

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

Respectfully submitted by:

Shirley Dodson, Business & Workforce Development Coordinator/Acting Secretary

Winchester EDA

BALANCE SHEET

As of July 31, 2017

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
1000 Bank Accounts	0.00
1010 BB&T 4980	2,022,374.63
1050 LGIP	688,843.34
Total 1000 Bank Accounts	2,711,217.97
Total Bank Accounts	\$2,711,217.97
Accounts Receivable	
1100 Accounts Receivable and Bond Fees Receivable	77,121.66
Total Accounts Receivable	\$77,121.66
Total Current Assets	\$2,788,339.63
Fixed Assets	
1500 Office Equipment	9,779.00
1510 Accum Depr-Office Equip	-9,029.00
Total Fixed Assets	\$750.00
Other Assets	
1630 Due from Taylor Hotel	22,828.00
1800 Notes Receivable	
1895 Taylor Landlord - 125K 10YR - 5%	90,040.81
1898 Taylor Landlord - 200K 5 YR 1.75%	173,002.82
Facade	
1855 Cohiba - 5YR - 2.5%	8,205.90
1894 135 N Braddock (Sowers) - 5yr - 2.5%	29,592.57
1897 Healens LLC - 5 YR - 2.5% N/R	3,680.85
Total Facade	41,479.32
Revolving	70,246.00
1886 Healens LLC - 5YR - 2.54%	15,750.00
1890 Bonnie Blue Ptnrs - 5YR - 1.5%	2,610.24
1891 Boscawen Properties LLC - 5YR - 1.86%	22,978.12
1896 1720 Valley Ave. LLC	93,854.90
Total Revolving	205,439.26
Total 1800 Notes Receivable	509,962.21
Total Other Assets	\$532,790.21
TOTAL ASSETS	\$3,321,879.84
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
2100 Accrued interest	2,694.92
2500 Due to related parties	8,432.51
2610 Contribution Revenue	210,853.28

	TOTAL
Total Other Current Liabilities	\$221,980.71
Total Current Liabilities	\$221,980.71
Total Liabilities	\$221,980.71
Equity	
3000 Fund Balance	2,138,309.12
3300 Retained Earnings	897,427.17
Net Income	64,162.84
Total Equity	\$3,099,899.13
TOTAL LIABILITIES AND EQUITY	\$3,321,879.84

EDA Draft Budget FY 2018
Drafted 5/1/2017

Operating Expenses	FY 2018 Budgeted	Actual 7/31/2017
<u>Professional Fees</u>		
Auditor	\$15,000	7,500.00
Accountant	\$4,500	721.95
Strategic Planning	\$100,000	0.00
<u>Insurance</u>		
Virginia Municipal League	\$3,018.00	0.00
<u>Service Charges</u>		
BB&T	\$60.00	10.14
<u>Marketing & Advertisement</u>		
Marketing Program	\$25,000.00	0.00
Conference Sponsorships	\$5,000.00	1,500.00
Opportunities	\$4,500.00	0.00
SLP Contract	\$5,500.00	5,300.00
<u>Promotional Items</u>		
Promotional Items	5000	0.00
<u>Licenses & Permits</u>		
Jobs EQ	\$4,500.00	0.00
Costar	\$4,500	0.00
<u>Dues & Memberships</u>		
Chamber of Commerce	\$290.00	0.00
EcoDev Tracker	\$525.00	0.00
Costar	\$5,039.40	0.00

EDA Draft Budget FY 2018
Drafted 5/1/2017

<u>Contribution Revenue</u>		
SBDC	\$16,000	16,000.00
Commercial Rehab. Grant	\$50,000	0.00
Exterior Improvement Grant	\$50,000	0.00
<u>Public Relations</u>		
WoW!	500	500.00
Bus/Ed Summit	1000	0.00
Widget Cup	500	0.00
Opportunitites	2000	350.00
Prospect Events	3000	0.00
<u>Legal Fees</u>		
Attorney	\$40,000	1,453.50
<u>Professional Development</u>		
Seminars & Events	\$5,000	
Total	\$350,432	33,335.59

Winchester EDA

1010 BB&T 4980, Period Ending 07/31/2017

RECONCILIATION REPORT

Reconciled on: 08/03/2017

Reconciled by: Your Accountant

Any changes made to transactions after this date aren't included in this report.

Summary

USD

Statement beginning balance	2,440,237.22
Checks and payments cleared (16)	-122,873.26
Deposits and other credits cleared (13)	122,913.00
Statement ending balance	<u>2,440,276.96</u>
Uncleared transactions as of 07/31/2017	-417,902.33
Register balance as of 07/31/2017	2,022,374.63
Cleared transactions after 07/31/2017	0.00
Uncleared transactions after 07/31/2017	-3,541.67
Register balance as of 08/03/2017	<u>2,018,832.96</u>

Details

Checks and payments cleared (16)

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
07/01/2017	Check	2131	Taylor Master Tenant	-3,541.67
07/03/2017	Expense		BB&T	-5.00
07/03/2017	Check	2133	Healens LLC (R)	-15,750.00
07/05/2017	Expense		Michael Callahan & Associates	-121.95
07/05/2017	Expense		Michael Callahan & Associates	-200.00
07/05/2017	Expense		Michael Callahan & Associates	-200.00
07/06/2017	Check	2135	LFCC Career Pathways Cons...	-500.00
07/06/2017	Check	2134	Michael L Bryan, Esquire	-1,453.50
07/12/2017	Check	2137	Craig Miller	-350.00
07/19/2017	Check	2142	2017 SEDC Annual Conference	-1,500.00
07/19/2017	Check	2141	Site Location Partnership	-5,300.00
07/19/2017	Check	2140	Brown, Edwards & Company ...	-7,500.00
07/24/2017	Expense		Michael Callahan & Associates	-200.00
07/24/2017	Check	2143	Bonnie Blue Partners LC	-70,246.00
07/26/2017	Expense		Lord Fairfax SBDC	-16,000.00
07/31/2017	Expense		BB&T	-5.14
Total				-122,873.26

Deposits and other credits cleared (13)

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
07/03/2017	Receive Payment		Healens LLC	67.43
07/11/2017	Receive Payment		Taylor Landlord	823.58
07/11/2017	Receive Payment		Bonnie Blue Partners, LC	1,308.03
07/18/2017	Receive Payment		Cohiba	337.20
07/19/2017	Receive Payment		1720 Valley Ave. LLC	536.26
07/28/2017	Deposit		Bonnie Blue Southern Market ...	34.22
07/28/2017	Receive Payment		135 N Braddock (Sowers)	766.99
07/28/2017	Receive Payment		135 N Braddock (Sowers)	766.99
07/28/2017	Receive Payment		Taylor Master Tenant (Due fro ...	3,541.67
07/31/2017	Receive Payment		Healens LLC	67.43
07/31/2017	Deposit		Interest	18.37
07/31/2017	Receive Payment		Healens LLC	279.83
07/31/2017	Receive Payment		Valley Health	114,365.00
Total				122,913.00

Economic Development Authority of the City of Winchester, Virginia

Meeting Minutes

DATE: July 18, 2017
TIME: 8:00 a.m.
LOCATION: Elizabeth A. Minor Council Chambers, City Hall

MEMBERS:	<u>Present</u>	<u>Absent</u>
William Buettin	<u> X </u>	<u> </u>
Douglas R. Toan	<u> X </u>	<u> </u>
Lauri M. Bridgeforth	<u> X </u>	<u> </u>
Jeffrey B. Buettner	<u> X </u>	<u> </u>
Frederick White	<u> X </u>	<u> </u>
Carol Koenecke-Grant	<u> X </u>	<u> </u>
Tim Painter	<u> X </u>	<u> </u>

ALSO ATTENDING: Michael L. Bryan, Counsel, Shawn Hershberger, Executive Director, Shirley Dodson, Business and Workforce Development Coordinator, Tyler Schenck, Director of Innovation and Information Services, Mary Blowe, Chief Financial Officer and Eden Freeman, City Manager.

SUBJECT: Call to Order and Determination of Quorum

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

SUBJECT: Amendment of Meeting Agenda

HIGHLIGHTS: Upon motion duly made by Mr. Toan, seconded by Mrs. Bridgeforth, it was unanimously Resolved to amend the meeting agenda to add a review of accounting proposals under the Executive Director's Report.

SUBJECT: Review and Approval of Meeting Minutes of June 27, 2017

HIGHLIGHTS: The Minutes of the Meeting held by the Authority on June 27, 2017 were submitted for consideration by the Authority and were unanimously approved upon motion duly made by Mr. Painter, seconded by Mrs. Koenecke-Grant.

SUBJECT: Review and Approval of Financial Report for the Period Ended June 30, 2017

HIGHLIGHTS: Total Assets as of June 30, 2017 was \$3,257,124.69. Upon motion by Mrs. Koenecke-Grant, seconded by Mr. Toan, the Financial Report for the period ended June 30, 2017 were unanimously approved. A copy of the Financial Report is attached to these minutes and made a part hereof.

SUBJECT: **Executive Director's Report**

HIGHLIGHTS: Shirley Dodson, Business and Workforce Development Coordinator, reviewed the various proposals for bookkeeping/accounting services submitted by Yount, Hyde & Barbour, Rutherford & Johnson, P.C. and Michael Callahan and Associates, LLC. The Executive Director recommended that all three proposals be rejected by the Authority, as it is staff's recommendation to allow the City of Winchester to act as the EDA's fiscal agent. Mary Blowe responded to various questions submitted by the Directors and advised that the City would provide accounting services to the Authority without charge. Upon motion duly made by Mr. Buettner, seconded by Mr. White, it was unanimously Resolved that the City of Winchester shall act as the Authority's Fiscal Agent commencing on January 1, 2018. Director Bridgeforth abstained from voting on this matter.

Miscellaneous Matters:

The Executive Director advised that a Request For Proposals for preparation and submission of a strategic plan has been issued.

The Authority Bylaws are under review by a committee consisting of Chairman Buettin, Director Buettner, Shirley Dodson, Economic Development Assistant and Shawn Hershberger, Executive Director. The Finance Committee consisting of Director Toan and Director White will also review the Bylaws. A report on the proposed revisions will be submitted at a subsequent meeting.

SUBJECT: **Closed Meeting**

HIGHLIGHTS: Upon Motion duly made by Mrs. Bridgeforth, seconded by Mr. White, Authority unanimously RESOLVED 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 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 July 18, 2017, 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 July 18, 2017; 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>
William Buettin	Aye
Douglas R. Toan	Aye
Lauri M. Bridgeforth	Aye
Jeffrey B. Buettner	Aye
Frederick White	Aye
Carol Koenecke-Grant	Aye
Tim Painter	Aye

SUBJECT: Old or Other Business

HIGHLIGHTS: Bonnie Blue Partners, LC Revolving Loan Fund Request:

Upon motion duly made by Mr. Toan, seconded by Mrs. Bridgeforth, it was unanimously Resolved that the Authority shall make a revolving loan to Bonnie Blue Partners, LC in the principal sum of \$70,246.00 at 2.54% per for a five (5) year term. The loan is to be personally guaranteed by Stephen L. Pettler, Jr.

SUBJECT: Next Meeting

HIGHLIGHTS: The next regular monthly meeting of the Authority is scheduled for August 15, 2017 at 8:00 a.m. and shall be held in Elizabeth A. Minor Council Chambers.

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

Respectfully submitted by:

Michael L. Bryan, Secretary

MLB/pmn

c:\IDA-Winchester\7-18-17 Minutes