

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

AGENDA
Tuesday, September 19, 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 August 15, 2017 Meeting
- III. Financial Report ending August 31, 2017
- IV. Executive Director Report
 - a. Selection of Economic Development Strategic Planning Firm
- V. Winchester Towers Update
- VI. 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 a discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.
- VII. New Business
 - a. Review of EDA Purchasing Policy
 - b. Micro-loan Application
 - c. Finance Committee Discussion
- VIII. Old or Other Business
- IX. Adjournment

The next regular meeting will be scheduled for October 17, 2017 at 8am in the Elizabeth A. Minor Council Chambers.

Economic Development Authority of the City of Winchester, Virginia

Meeting Minutes

DATE: August 15, 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> </u>	<u> X </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, Amy Simmons, Information Services 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: Review and Approval of Meeting Minutes of July 18, 2017 and August 3, 2017

HIGHLIGHTS: The Minutes of the Meetings held by the Authority on July 18, 2017 and August 3, 2017 were submitted for consideration by the Authority and were unanimously approved upon motion duly made by Mr. Buettner, seconded by Mr. Painter.

SUBJECT: Review and Approval of Financial Report for the Period Ended July 31, 2017

HIGHLIGHTS: Total Assets as of July 31, 2017 was \$3,321,879.84. Upon motion by Mr. Toan, seconded by Mrs. Bridgeforth, the Financial Report for the period ended July 31, 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: Economic Development Strategic Plan Update. The Executive Director reported that four proposals have been timely submitted in response to the previously issued Request for Proposals. These proposals are being reviewed by the Development Services Team. It is anticipated that a recommendation may be submitted for consideration by the Authority at the September meeting.

SUBJECT: Closed Meeting

HIGHLIGHTS: Upon Motion duly made by Mrs. Bridgeforth, seconded by Mr. White, 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 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 August 15, 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 15, 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
Carol Koenecke-Grant	Aye
Tim Painter	Aye

SUBJECT: New Business

HIGHLIGHTS: It was unanimously Resolved that the City Public Information Officer will act as the point of contact for information about the Authority and its activities.

SUBJECT: Authority Bylaws

HIGHLIGHTS: After an extension discussion, amendments to the Bylaws were approved upon a majority vote of the Authority. A copy of the amended Bylaws are attached to hereto and made a part of these minutes.

SUBJECT: Next Meeting

HIGHLIGHTS: The next regular monthly meeting of the Authority is scheduled for September 19, 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\8-15-17 Minutes

Winchester EDA

BALANCE SHEET

As of August 31, 2017

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
1000 Bank Accounts	0.00
1010 BB&T 4980	2,035,424.54
1050 LGIP	689,515.75
Total 1000 Bank Accounts	2,724,940.29
Total Bank Accounts	\$2,724,940.29
Accounts Receivable	
1100 Accounts Receivable and Bond Fees Receivable	79,818.34
Total Accounts Receivable	\$79,818.34
Total Current Assets	\$2,804,758.63
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%	89,090.16
1898 Taylor Landlord - 200K 5 YR 1.75%	172,431.53
Facade	
1855 Cohiba - 5YR - 2.5%	7,885.79
1894 135 N Braddock (Sowers) - 5yr - 2.5%	28,887.24
1897 Healens LLC - 5 YR - 2.5% N/R	3,621.09
Total Facade	40,394.12
Revolving	
1886 Healens LLC - 5YR - 2.54%	15,503.51
1890 Bonnie Blue Ptnrs - 5YR - 1.5%	1,306.13
1891 Boscawen Properties LLC - 5YR - 1.86%	21,964.02
1896 1720 Valley Ave. LLC	92,451.82
1899 Bonnie Blue Southern Market & Bakery	70,246.00
Total Revolving	201,471.48
Total 1800 Notes Receivable	503,387.29
Total Other Assets	\$526,215.29
TOTAL ASSETS	\$3,331,723.92
LIABILITIES AND EQUITY	

	TOTAL
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 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	74,006.92
Total Equity	\$3,109,743.21
TOTAL LIABILITIES AND EQUITY	\$3,331,723.92

Winchester EDA

1010 BB&T 4980, Period Ending 08/31/2017

RECONCILIATION REPORT

Reconciled on: 09/07/2017

Reconciled by: Michael Callahan

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

Summary

USD

Statement beginning balance	2,440,276.96
Checks and payments cleared (13)	-413,293.57
Deposits and other credits cleared (8)	8,441.15
Statement ending balance	<u>2,035,424.54</u>
Register balance as of 08/31/2017	2,035,424.54
Cleared transactions after 08/31/2017	0.00
Uncleared transactions after 08/31/2017	-14,384.17
Register balance as of 09/07/2017	2,021,040.37

Details

Checks and payments cleared (13)

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
06/27/2017	Check	2130	Rubbermaid Commercial Prod...	-400,000.00
07/28/2017	Check	2144	City of Winchester	-434.53
07/28/2017	Check	2145	City of Winchester	-1,467.80
08/01/2017	Check	2146	Taylor Master Tenant	-3,541.67
08/01/2017	Expense		BB&T	-5.00
08/01/2017	Expense		Michael Callahan & Associates	-350.00
08/02/2017	Expense		Michael Callahan & Associates	-121.95
08/02/2017	Expense		Michael Callahan & Associates	-200.00
08/02/2017	Expense		Michael Callahan & Associates	-200.00
08/08/2017	Check	2147	Michael L Bryan, Esquire	-3,391.50
08/15/2017	Expense		Michael Callahan & Associates	-547.50
08/16/2017	Check	2148	VML Insurance Programs	-3,029.00
08/31/2017	Expense		BB&T	-4.62
Total				-413,293.57

Deposits and other credits cleared (8)

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
08/04/2017	Receive Payment		Taylor Landlord	823.58
08/16/2017	Receive Payment		Boscawen Properties LLC	1,061.97
08/16/2017	Receive Payment		Boscawen Properties LLC	1,061.97
08/16/2017	Receive Payment		Boscawen Properties LLC	1,061.97
08/18/2017	Receive Payment		Taylor Master Tenant (Due fro...	3,541.67
08/18/2017	Receive Payment		Cohiba	337.20
08/18/2017	Receive Payment		1720 Valley Ave. LLC	536.26
08/31/2017	Deposit		Interest	16.53
Total				8,441.15

Additional Information

Uncleared checks and payments after 08/31/2017

DATE	TYPE	REF NO.	PAYEE	AMOUNT (USD)
09/01/2017	Check	2151	Taylor Master Tenant	-3,541.67
09/05/2017	Check	2150	Greenfield & Craun Commercial	-5,000.00
09/05/2017	Check	2149	Michael L Bryan, Esquire	-5,842.50
Total				-14,384.17

Adopted 8/15/17

**BYLAWS
OF
THE ECONOMIC DEVELOPMENT AUTHORITY
OF THE CITY OF WINCHESTER, VIRGINIA**

ARTICLE I

NAME. PURPOSE. AND POWERS.

Section 101. Name. The name of this body shall be the "Economic Development Authority of the City of Winchester, Virginia" (the "Authority").

Section 102. Purposes. The purposes of the Authority shall be as set forth in Section 15.2-4901 of the Code of Virginia (1950, as amended) and all other purposes as are now or may hereafter be set forth in the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2 of the Code of Virginia (1950, as amended) (the "Act").

Section 103. Powers. The Authority shall be vested with all powers as set forth in Section 15.2- 4905 of the Code of Virginia (1950, as amended) and all other powers as are now or may hereafter be set forth in the Act.

ARTICLE II

DIRECTORS.

Section 201. Board of Directors. The Authority shall be governed by a Board of Directors in which all powers of the Authority shall be vested.

Section 202. Number, Appointment and Terms of Directors. There shall be seven (7) Directors of the Authority who shall be appointed by the Common Council of the City of Winchester, Virginia (the "Common Council"). Directors shall be appointed for a term of four (4) years, except appointments to fill vacancies which shall be for the remainder of such unexpired term. If at the end of any term of office of any Director or successor thereto has not been appointed, then the Director whose term of office has expired shall continue to hold office until a successor is appointed and qualified. Each Director, upon his initial appointment and any reappointment, shall take and subscribe the oath prescribed by Section 49-1 of the Code of Virginia (1950, as amended). No Director shall be an officer or employee of the City of Winchester, Virginia, except that the Common Council of the City of Winchester, Virginia may appoint one of its members to the Authority, as provided in Section 15.2-4904(C)(iii) of the Code of Virginia (1950, as amended). Every director shall, at the time of his appointment and thereafter, reside in a locality within which the authority operates or in an adjoining locality. When a director ceases to be a resident of such locality, the director's office shall be vacant and a new director may be appointed for the remainder of the term.

Section 203. Vacancies. The Chairman of the Authority shall promptly notify the Common Council of the City of Winchester, Virginia, of any vacancy which may occur in the Board of Directors. The Common Council of the City of Winchester, Virginia, shall make any appointments necessary to fill any vacancies upon the Board of Directors in accordance with the Act. In the event the term of any Director of the Authority shall expire without the Director being reappointed or a new Director being appointed by the Common Council, then the Director whose term has expired shall continue in office until his reappointment and qualification or until his successor shall have been appointed and qualified.

Section 204. Meetings. The annual meeting of the Board of Directors shall be held in the Elizabeth A. Minor Council Chambers in Rouss City Hall, 15 North Cameron Street, Winchester, Virginia, on the third Tuesday of May at 8:00 a.m., unless the same shall fall upon a legal holiday, in which case said annual meeting shall be held on the following day or upon such other date as might be established by the Board. The schedule outlining the time, location, and frequency of regular meetings for the following year is to be determined at the annual meeting.

Section 205. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors or by any two Directors of the Authority, to be held at the time and place designated in the notice of the meeting.

Section 206. Notices. Notice specifying the time and place of any annual or special meeting of the Board of Directors shall be given to each Director of the Authority at least 24 hours before such meeting by delivering such notice to him or her or by telephone, telegraph, telefax, or e-mail. If notice is given by mail, such notice shall be sent not less than 48 hours before the meeting. Any notice postmarked two days before the meeting shall be deemed to have been mailed at least 48 hours before the meeting. Notices of special meetings of the Board of Directors shall specify generally the purposes thereof. The presence of any Director at a meeting shall be deemed an acknowledgment of the timely receipt of notice thereof or a waiver of any such notice, unless specific objection to the notice of such meeting shall be raised by any Director in attendance. Meetings may be held without notice if all of the Directors are present or if those Directors not present waive notice prior to the meeting which waiver shall be in writing, signed either before or after the meeting. **(Amended 1/10/06.)**

Section 207. Quorum. Four (4) members of the Board of Directors shall constitute a quorum of the Board of Directors for the purpose of conducting Authority business, exercising Authority powers and for all other purposes, except that no facilities owned by the Authority shall be leased or disposed of in any manner without a majority vote of the Directors of the Authority. No vacancy in the membership of the Board of Directors shall impair the right of a quorum to exercise all the powers and perform all the duties of the Authority.

Section 208. Voting. Except as otherwise required in these Bylaws or by the Act, any question submitted to a vote of the Board of Directors shall be passed by simple majority of those Directors present and voting. No Director shall be allowed to vote by proxy at any meeting of the Authority.

Section 209. Removal. A member of the Board of Directors of the Authority may be removed from office by the Board of Common Council of the City of Winchester, Virginia without limitation in the event that the Director is absent from any three (3) consecutive meetings of the Authority, or is absent from any four (4) meetings of the Authority within a 12-month period. In either such event, a successor shall be appointed by the Common Council of the City of Winchester, Virginia for the unexpired portion of the term of the Director who has been removed.

ARTICLE III

OFFICERS

Section 301. Officers. The officers of the Authority shall be a Chairman, a Vice-Chairman, ~~and from their membership or not, as they desire,~~ Secretary and Treasurer, or a Secretary-Treasurer, from their membership, who shall continue to hold office until their respective successors are elected and qualified.

Section 302. Duties of Officers. The duties of the officers of the Authority shall include, but shall not be limited to, the following:

- A. The Chairman shall preside at all meetings of the Authority; shall be responsible for notice of meetings to the Directors and officers of the Authority; shall be responsible for all correspondence; shall make committee appointments; may appoint members of the Authority as liaison to any other governmental agencies; authorities and commissions; shall act a signatory on behalf of the Authority when authorized; and shall perform such other duties as are incident to his office or may properly be required by the Board of Directors.
- B. The Vice-Chairman shall, in the absence of the Chairman, exercise all of the Chairman's powers and duties. In the event the office of Chairman shall become vacant, the Vice-Chairman shall immediately become the Chairman.
- C. The Secretary or the Secretary's designee shall transcribe detailed minutes of every meeting or proceeding of the Authority; shall issue notices for all meetings; shall keep the seal of the Authority and all books and records of the Authority; and shall perform such other duties as may be directed by the Board of Directors.
- D. The Treasurer shall have the custody of all funds and securities of the Authority, and shall deposit the same in the name of the Authority in such bank or banks as the Directors may from time to time determine; shall be eligible to sign all checks, drafts, notes and orders for the payment of moneys and shall pay out and dispose of the same under the direction of the Chairman. The Treasurer or Treasurer's designee shall keep suitable records of all financial transactions of the Authority and shall arrange to have the same audited following the end of each fiscal year of the Authority, subject to the approval of the Board of Directors. Copies of each audit shall be furnished to the Common Council.

Section 303. Elections. Officers of the Authority shall be elected annually at the annual meeting of the Authority held prior to June 1st of each year, shall commence their duties immediately upon election and shall continue in office thereafter until a successor shall have been elected and qualified. The Directors may elect at any annual or special meeting such officers as may be necessary to fill any vacancy created by resignation, expiration of term of appointment as a Director, or otherwise. Any officer so elected shall serve until his successor shall have been elected at the next annual election and qualified.

ARTICLE IV

GENERAL PROVISIONS

Section 401. Seal. The seal of the Authority shall be a flat-faced circular die with the name of the Authority engraved thereon and such other words and figures as may appear thereon as evidenced by a sample of such seal which appears on the margin of these Bylaws opposite this section.

Section 402. Compensation. The Directors and officers of the Authority shall receive no salary but may be compensated such amount per regular, special or committee meeting or per each official representation as may be approved by the Common Council of the City of Winchester, Virginia, not to exceed the amount as provided in the Act for each meeting or official representation, and shall be reimbursed for necessary traveling and other expenses incurred in the performance of their duties.

Section 403. Public Attendance at Meetings; Inspection of Records. All meetings of the Board of Directors at which formal action is taken shall be open to the public. The Board of Directors may hold executive or closed meetings in accordance with The Virginia Freedom of Information Act, Chapter 37, Title 2.2, Code of Virginia (1950, as amended), as may be in effect from time to time (the "Virginia Freedom of Information Act"). All official records of the Authority shall be open for inspection and copying in accordance with the provisions of the Virginia Freedom of Information Act. Directors and officers of the Authority may inspect all Authority records at any reasonable time.

Section 404. Rules, Regulations and Procedure.

- I. Roberts Rules of Order, Newly Revised, shall govern all matters of procedure not specifically set forth in these Bylaws or the Acts.
- II. The format of meetings of the Board of Directors may be as follows:
 - A. Call to order
 - B. Recording of attendance
 - C. Reading, approval, and correction of the minutes of the last meeting
 - D. Reports of officers and committee
 - E. Old Business

- F. New Business
- G. Adjournment

III. The Board of Directors may adopt, amend and alter from time to time such rules, regulations or forms which it deems necessary or expedient for the management of the affairs of the Authority and which shall not be inconsistent with the Act. The Secretary of the Authority shall maintain current copies of the Bylaws, and any rules, regulations and forms adopted by the Authority.

Section 405. Conflict of Interest. All members of the Board of Directors will be subject to the City of Winchester Code of Ethics and required to disclose any conflicts of interest that may occur.

Section 406. Authorized Signatures. Checks, notes, drafts and other legal documents shall be signed by such Directors or officers of the Authority as may be specified in the Act, these Bylaws, or as the Board of Directors may, from time to time, authorize by resolution. The signature of any officer or Director may be by facsimile when authorized by the Board of Directors.

ARTICLE V

AMENDMENTS

Section 501. Amendment of Bylaws. These Bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of the Board of Directors at any duly constituted meeting, provided notice of such amendment shall have been given to the Directors in the notice of such meeting.

Effective: — — — — — 2017