

APPROVED April 27, 2023

Industrial Development Authority of the Clarke County, Virginia
Board of Directors

January 26, 2023

Regular Meeting

1:00 pm

At a regular meeting of the Industrial Development Authority of the Clarke County Virginia, held on Thursday, January 26, 2023, at 1:00 pm in the Main Meeting Room, Berryville-Clarke County Government Center, 101 Chalmers Court, 2nd Floor, Berryville, Virginia.

Directors Present: Rodney Pierce, Isreal Preston, William Waite, James George, Brian Ferrell

Directors Absent: Cabell Williams, Ben Cochran

Board of Supervisors David Weiss

Liaison Present:

Staff Present: Felicia Hart, Chris Boies, Catherine Marsten

Press: None

Others Present: None

1. Call to Order

At 1:02 pm, Chris Boies called the meeting to order.

2. Organizational Items

- Elect 2023 Chair

Chris Boies called for nominations and election of the 2023 Chair

Director Waite made a motion to nominate and elect Brian Ferrell as 2023 Chair. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

- Elect 2023 Vice-Chair

Chairman Ferrell called for nomination and election of 2023 Vice Chair

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Director Waite made a motion, seconded by Isreal Preston, to nominate and elect Ben Cochran as 2023 Vice Chair. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

- Elect 2023 Secretary/Treasurer

Chairman Ferrell called for nomination and election of 2023 Vice Chair

Director Pierce made a motion to nominate and elect William Waite as 2023 Secretary/Treasurer. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

- Set Meeting Dates, Time, and Location

Fourth Thursday at 1:00pm, Berryville-Clarke County Government Center Main Meeting Room:

- o January 26, 2023 Organizational Meeting
- o April 27, 2023
- o July 27, 2023
- o October 26, 2023
- o January 25, 2024

Director Waite made a motion, seconded by Director Pierce, to adopt the 2023 meeting calendar as presented. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye

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Isreal Preston	-	Aye
Cabell Williams	-	Absent

- Adopt Bylaws, Rules, and Procedures
 - o Staff proposed amending the Bylaws Section 210 to reflect changes in the Virginia State Code regarding remote participation and all-virtual meetings and Section 402 regarding payment.
 - o Remote participation due to personal matters would be limited to two meetings per year, while there is no limit for remote participation due to a medical condition or the medical condition of a family member.
 - o Directors will be paid \$50 per meeting attended in-person.

Director Waite made a motion, seconded by Director Preston, to adopt the amended Bylaws, Rules, and Procedures as presented. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

3. Adoption of Agenda

Director Preston made a motion, seconded by Director Waite, to adopt the agenda as presented. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

4. Approval of Minutes

- Change Director Pierce's vote on Item 2 to "Aye" and his vote on Item 3 to "Abstain".

Director Waite made a motion, seconded by Director Pierce, to approve the minutes of the October 27, 2022 regular meeting as amended. The motion carried by the following vote:

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Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

5. Secretary/Treasurer Report

Director Waite presented the following:

FY2023 Year-to-Date Check Log

- The only expenditures have been Director's fees.
- Insurance is up for renewal soon and will be another expenditure.

FY2023 YTD Budget/Investments Summary

- There are market fluctuations, but any losses and gains are staying consistent with the overall investment philosophy.
- The budget includes a \$15,000 placeholder, which is carried forward.
- Budgeted expenditures are limited to Director's fees, audit and insurance costs, and an annual civic contribution. There have been no legal or advertising costs to date.
- Revenue will continue to shrink as bond balances decrease, making it difficult to maintain a balanced budget unless another bond opportunity comes up.

Chairman Ferrell made a motion, seconded by Director Pierce, to accept the Treasurer's Report as presented. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

Director Waite introduced the newest member of the IDA, Mr. James George, and thanked him for agreeing to serve on the Board of Directors.

6. New Business

Felicia Hart announced that scheduled presenter Shaine Coleman was unable to attend this meeting and will present at the April 27 meeting instead. Mr. Coleman is the Transition Coordinator for Special Education and the Work-based Learning Coordinator at Clarke County High School who

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arranges job shadowing, direct hiring with local businesses and is working on a new trade school agreement with Blue Ridge Community College.

Economic Development & Tourism Update

Felicia Hart, Director of Economic Development and Tourism, presented the following:

- The recent USDA training was well attended, and an additional 10-15 people followed up afterwards.
- Regarding the possible commercial kitchen opportunity, some of the rules have changed but staff is working directly with a USDA representative. Updates will be provided as they become available.
- Six Clarke County businesses have signed up for one-on-one services with the Laurel Ridge Small Business Development Center. A regional GOVirginia grant will enable these business owners to receive services from preferred providers. This is the second year of this program and it is at capacity.
- Staff will continue to update the citizens on the VATI grant; All Points Broadband will be presenting to the Board of Supervisors in February.
- The LGV Group is building two 60,000 square foot warehouses near the industrial park. The business designs and produces glass for high-rise buildings.
- Weekly meetings continue with Frederick County and the City of Winchester, who are also working with the Small Business Development Center and the Top of Virginia Regional Chamber. The region is working closely together on projects such as the Employer Expo and the talent website.
- The Employer Expo will be held again this year, last year six Clarke County businesses participated.
- Staff recently hosted a get-together for local realtors to discuss Clarke County's needs and properties that are coming available.
- Staff is planning to host field trips for the Virginia Economic Development Partnership (VDEP) to enlighten them as to our local resources.

Director Waite

- Asked if there was any local growth activity associated with Berryville Graphics.
 - o Felicia Hart responded that staff has worked with them on some trainings and connecting them with different employment agencies. Their parent company is located in Germany; they are starting to replace older machinery and invest in their employees.
 - o Chris Boies added that their Berryville location is really a central hub for their operation and they are working to enhance that.

Felicia Hart continued her update:

- Staff continues to make introductions and connections for local companies with immediate hiring needs.
- The Berryville Main Street just elected an entirely new board and staff is working with them on some potential partnership opportunities.
- The Groundhog Day celebration will be held at the Ruritan Fairgrounds on February 2, in partnership with Valley Wildlife Care, Blue Ridge Wildlife Center, and the radio station Shenandoah Country Q102.

- A portion of the ARPA funds will be used on a Love Local campaign: a logo was developed and a sticker and other marketing materials will be created. This sticker can be placed on any goods that are produced locally.
- Staff is still organizing a Restaurant Week, but a date has not been set at this time.
- ARPA funds will also be used to produce a two-sided map, to aid in giving directions to visitors.
- A workforce-training group was recently hosted at Laurel Ridge. Among EDAs regionally, there are a lot of overlapping projects. There are many opportunities to collaborate with other IDAs/EDAs, if the Board is interested in pursuing them.

Director Waite

- Advised, and Director Preston concurred, that he would be willing to participate with other local EDAs/IDAs, but would like to have goals and objectives clearly articulated before committing.

7. Closed Session pursuant to §2.2-3711(A)(3)

At 1:54 pm, Director Waite made a motion, seconded by Director Pierce, to enter closed session pursuant to §2.2-3711(A)(3) Discussion or consideration of the acquisition of real property for a public purpose, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

At 2:50 pm, with the members of the Industrial Development Authority being assembled within the designated meeting place, with open doors and in the presence of members of the public and/or the media desiring to attend, Director Waite made a motion, seconded by Director Preston, to reconvene in open session. The motion carried as follows:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

Director Preston, seconded by Director Waite, further moved to execute the following Certification of Closed Session:

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Industrial Development Authority of the County of Clarke, Virginia, has convened a closed meeting on the date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3700 of the Code of Virginia requires a certification by the Industrial Development Authority of the County of Clarke, Virginia, that such closed meeting was conducted in conformity with Virginia law.

NOW, THEREFORE BE IT RESOLVED, that the Industrial Development Authority of the County of Clarke, Virginia, hereby certifies that, to the best of each members knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which the certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Industrial Development Authority of the County of Clarke, Virginia. The motion carried by the following roll-call vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

8. Next Meeting

- April 27, 2023 – Regular Meeting
- April 19, 2023 – Spring Tour with EDAC

9. Adjournment

Director Waite made a motion, seconded by Chairman Ferrell, to adjourn the meeting. The motion carried by the following vote:

Ben Cochran	-	Absent
Brian Ferrell	-	Aye
James George	-	Aye
Rodney Pierce	-	Aye
William Waite	-	Aye
Isreal Preston	-	Aye
Cabell Williams	-	Absent

At 2:57 pm, Chairman Ferrell adjourned the meeting.

Minutes Recorded and Transcribed by Catherine D. Marsten