

Board of Supervisors Work Session

December 12, 2011 10:00 am

Second Floor, Conference Rooms A & B

Berryville/Clarke County Government Center

101 Chalmers Court, Berryville, Virginia 22611

*Item
No.*

Description

1. **Clarke County Board of Supervisors Administration of Oath of Office**

12/12/2011 Summary: At meeting start, the members of the Board of Supervisors holding office from 2012 through 2015 shall be sworn as a group.

2. **Recreation Center Additions Bid Award**

12/12/2011 Summary: As requested at the November regular meeting, follow up was conducted and responses to the following identified issues are provided in the packet for your review:

- Kitchen / Walk-in Cooler
- Update on Status of Natural Gas Line
- Generator Information
- Project Financial Summary and Bid Information

3. **Posting of Clarke County Code 1997 as amended in PDF Format to Clarke County Website**

12/12/2011 Summary: Subsequent to review by Bob Mitchell and Archana McLoughlin, I am requesting the approval of the Board of Supervisors of the following resolution:

"Be it resolved that the Clarke County Board of Supervisors authorizes the posting of the Clarke County Code of 1997 as amended in pdf format on the Clarke County website with the inclusion of the following editorial note and further authorizes the County Administrator to make any necessary non-substantive revisions to facilitate this posting."

Editor's Note.

Unmistakable clerical errors, misspellings and other unmistakable errors may be corrected editorially, as may consequential changes in the titles of officers, agencies, or departments made necessary by usage in statutes or ordinances of such titles, terminology and references.

Unmistakable errors in cross-references to federal, state, or local statutes or ordinances that have become outdated or incorrect due to subsequent amendment to, revision, or repeal of the sections to which reference is made may be corrected editorially.

Any chapter, article, division, section heading, catchline, or table within this Code may be

renumbered, renamed, or rearranged within this Code when it is deemed necessary because of any disturbance or interruption of orderly or consecutive arrangement.

Such non-substantive corrections, as well as mere updating of citations to the Code of Virginia, are not described in a separate amendment note following the affected section. However, all such minor amendments have been clearly designated in the proposed texts of affected ordinances available to the public at the time of publication of notice of the Board of Supervisors' intention to consider adoption of such proposed amendments and have been duly adopted by the Board of Supervisors as part of the regular updating of the Clarke County Code of 1997 as amended.

In the event that a Title in the Code of Virginia has been repealed and re-enacted with renumbering and substantive revisions of sections therein, a separate amendment note will be placed in this Code to indicate the change in state authority.

4. Status Update IDA Bond Issue

12/12/Summary: The Economic Development Coordinator shall update the Supervisors on the recent activities of the Industrial Development Authority.

5. Closed Session Pursuant to §2.2-3711-A3 Acquisition or Sale of Property

Clarke**dash@clarkecounty.gov**

± Font Size ▾

Kitchen Uses

From : Lisa Cooke <lcooke@clarkecounty.gov>

Mon, Nov 28, 2011 02:52 PM

Subject : Kitchen Uses 2 attachments**To :** David Ash <dash@clarkecounty.gov>

Mr. Ash,

Attached you will find a list of classes the programmers have put together that would be held in a bigger kitchen space as well as a narrative outlining how the kitchen and walk-in freezer will benefit the Recreation Center. If you need this in a different format, let me know.

Thanks,

Lisa

Lisa Cooke, Director
Clarke County Parks and Recreation
225 Al Smith Circle
Berryville, VA 22611
(540)955-5140 (p)
(540)955-4049 (f)

 **Kitchen Classes#2.doc**
28 KB

 **senior freezer.doc**
21 KB

Kitchen Classes

Certification Classes

- ❑ ServSafe Training – use for licensed childcare staff, concession staff, vendors
- ❑ ServSafe Certification- help restaurant community and festivals

Nutrition & Wellness Consultant Certificate Course

- ❑

Combo-Classes

- ❑ Ability to offer kids classes in combo with Adult classes to increase numbers
- ❑ This gives childcare option which is often an objection for Adults to take fitness, cooking, crafts or other enriching activities
- ❑ Craft or Sports Class for Kid in PS Room and Adult Classes in Active Center
- ❑

Cooking Classes

- ❑ One-Day Workshops
- ❑ Soups, Stocks and Gravy
- ❑ Canning and Preserves
- ❑ Guest Chef appearances – (local chefs)
- ❑ Gluten Free Cooking
- ❑ Homemade Pasta
- ❑ How to Boil Water Basic Lesson Series
- ❑ BBQ Basics (Fire Safety tips from Fire Department)
- ❑ International or Themed Cooking Classes
- ❑ Appetizers and Etiquette
- ❑ Homemade Cheeses, and Herbs
- ❑ Raw Foods/Vegan Cooking
- ❑ Cooking for Crowds
- ❑ French Cooking Classes
- ❑

Baking Classes

- ❑ Cake Making/Decorating
- ❑ Breads and Rolls
- ❑ Pizza and Pastries
- ❑ Holiday Pie Baking 101
- ❑ Casseroles
- ❑ Holiday Cookies
- ❑ Candy Making
- ❑ Gingerbread Houses

Kids Cooking Classes

- Holiday classes
 - Valentines Day Treats
 - Egg Dying/Easter Basket
 - Ornament Classes (Easter and Christmas)
 - Summer Light Meals
 - Halloween Trick or Treats
- Manners and Etiquette
- Tea Parties
- Hot Eats and Cool Treats
- Lunch & Learn Parenting Young Children
- Various week long summer camps

Nutritional Classes

- Cooking on healthy on a Budget (partner with Extension Agent)
- Healthy Teen
- Lunch-Bunch – Healthy Lunch ideas Students/Commuters
- Senior Healthy and Quick Meals
- Meal Planning - Budgeting
- My Plate - Nutrition Made Easy

Craft Classes

- Soap Making
- Candle Making
- Tablescapes and Floral Design

Special Events

- Fall Arts & Crafts Show concessions
- Mystery Dinner Party caterer food prep/staging area
- Health Fair(s) food prep/staging area
- Holiday party with Santa food prep/staging area
- Rentals of the facility that involve food
- Freezer space for ice/frozen items for events, camps, staff needs, etc.

Recreation Center and Rental Benefits:

The Recreation Center would benefit greatly from a Full Kitchen addition to the Senior Center. During our summer months the Pool concession stand sells Pizza, Hotdogs, and various other food items. A freezer would allow us to store any remaining frozen products during our fall, spring, and winter months. In addition, a full kitchen would give us the option to prepare concessions and sell them to recreation Center patrons. During the Clarke County Youth Basketball season, the Recreation Center averages around 90 – 110 patrons each evening 3 times a week, and around 200+ on Saturday mornings for games. Our Volleyball program runs on Tuesday and Friday nights and averages around 80 patrons. Having this addition would help increase revenue and allow us to do more with our programs and special events.

Recreation Center rentals would also increase with the addition of a full kitchen. Local groups could utilize this space to hold fundraisers. We could also accommodate private rentals that are in need of kitchen equipment. This would hopefully increase our use for birthday parties, family gatherings such as reunions, anniversary parties, etc...Currently, we are very limited in the space we can offer anyone who wants to provide a catered event. This would definitely open new avenues of revenue for us.

Clarke**dash@clarkecounty.gov**

± Font Size ▾

New Senior center Kitchen

From : Bonnie Dodson <bonnie.dodson@shenandoahaaa.com>

Mon, Nov 28, 2011 04:02 PM

Subject : New Senior center Kitchen**To :** dash@clarkecounty.gov

Dear Mr. Ash and the Clarke County Board of Supervisors,

In regard to the kitchen area in the new Senior Center addition

#1- The kitchen is a must—it has been in the plans since day one!!!

#2- We want to continue to cook the meals we provide to our Seniors. According to Cindy Palmer,

The new Exec. Director of the Agency, there are no plans of contracting the meals out—due to costs, the preparation, and temps that we have to go by—VDA and the Health Dept. guidelines.

#3- We have a lot of meat and food donated to our center and we need a place to provide the storage for that—All donated food helps keep our cost down.

#4- The kitchen area would be a plus not only for us but for the C. C. Parks and Rec. with classes—the Va. Extension Agency has provided Healthy You Programs for the Seniors and Kids—teaching both, to eat healthy. Also with the kitchen the whole area can be rented out for Fundraising Projects- Parties- and Events thus helping To offset the cost.

#5- Why build a new facility and not have the kitchen area?? It makes no sense to me at all. I have been in touch with American Woodmark Foundation- Brenda Clark- I have a request in, asking for help!!! with the kitchen Cabinets. She needed the dimensions from Ken Livingston- he sent them to her. Their board meets in January and she will get back to me. Hopefully they will help!!! Looks Good

#6- It is my hope that you ,the board, will go with the original plans for the kitchen. As always, I appreciate your continued support of our Senior program!!

Bonnie Dodson, Director Clarke County Senior Center

Clarke


dash@clarkecounty.gov

± Font Size ▾

Necessity for Kitchen Itr

From : Roberta Lauder <roberta.lauder@shenandoahaaa.com>

Mon, Nov 28, 2011 04:39 PM

Subject : Necessity for Kitchen Itr 1 attachment**To :** dash@clarkecounty.gov**Cc :** 'Cindy Palmer' <cindy.palmer@shenandoahaaa.com>

Dave,

Attached is a letter from our Interim CEO, Cindy Palmer, regarding SAAA's need for a kitchen in the proposed addition to the Clarke Recreation Center.

Please contact Cindy or me if you need anything further. Thanks for your continued support.

Roberta



Roberta V. Lauder
Director, Resource Development

207 Mosby Lane
Front Royal, VA 22630
Work: 540-635-7141 x 210
800-883-4122 x 210
Cell: 540-631-7906
Fax: 540-636-7810
r.lauder@shenandoahaaa.com
www.shenandoahaaa.com

Your Life - Your Way - SAAA

 **Necessity for Kitchen Itr.docx**
124 KB



**Shenandoah Area
Agency on Aging**

Your Life • Your Way • SAAA

November 28, 2011

David Ash
Clarke County Administrator
P.O. Box 588
Berryville, VA 22611

Dear Mr. Ash:

I understand that there has been some question about the necessity for a kitchen to be included as part of the Clarke project. Over the lifetime of this project, the SAAA staff who have worked directly with the architects and the Capital Campaign Committee had planned on the inclusion of a commercial kitchen for the building designed as an addition to the Clarke County Recreation Center housing the Active Living Center (Senior Center) and serving as a community space that the Parks Department could rent to bring in additional funds.

At the April 20, 2010 meeting set up by Michael Legge in his office building, Helen Cockrell, then SAAA's President/CEO, announced to all present that "we don't need a kitchen." Blindsided by this arbitrary statement, none of the SAAA staff present were comfortable to publicly dispute her.

However, SAAA staff feels strongly that including a kitchen is both important and an integral part of this project.

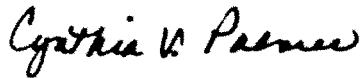
- The number of Virginia Area Agencies on Aging that do direct preparation of meals has been steadily increasing so that now the majority of AAA's prepare meals in house. It is more economical and there is better quality control to prepare food on site.
- SAAA has experimented with transporting food from one center to another, and the food for both center participants and homebound does not hold temperature and loses quality.
- Since SAAA employs only a part-time cook (all other labor is volunteer or Title V), SAAA can prepare the meals for lower costs than any of the vendors who have previously bid on the preparation of meals including Sodexo.
- Especially in Clarke County, SAAA receives strong community support that further lowers the meal costs. Beef purchased from the Clarke County Fair is donated and fresh vegetables are given to the Center on a regular basis.

- SAAA's meals are regulated by the Health Department and are temperature controlled. Even if meals were prepared by an outside vendor, SAAA would still need a kitchen for washing utensils and serving pans. A refrigerator to store cold items like milk, a freezer for the Meals on Wheels emergency meals and the fifth lunch delivered each week, and a stove and oven for keeping foods at optimum temperature would still be required.
- The kitchen would be an asset allowing SAAA as well as community groups to do fundraisers like pancake breakfasts or dinners.

Unfortunately, SAAA is in a current financial bind where it could not pay a contractor for meals. Please feel free to call me if there are further questions.

We are so pleased that this project is moving forward and greatly appreciate the support of the Clarke County Board of Supervisors.

Sincerely yours,



Cynthia V. Palmer
Interim President/CEO

Clarke

dash@clarkecounty.gov

± Font Size ▾

FW: Generator CCSC

From : Ken Livingston <ken@mainstreetarch.com>

Tue, Dec 06, 2011 01:43 PM

Subject : FW: Generator CCSC**To :** Clarke Co. Purchasing <mlegge@clarkecounty.gov>, David Ash <dash@clarkecounty.gov>

Response from Mike Howell below

Kenneth R. Livingston
Main Street Architecture, PC
37 East Main Street
Suite 201
Berryville, Virginia 22611-1337
540-955-1669 x 211
www.mainstreetarch.com

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

From: Michael Howell [mailto:mhowellpe@comcast.net]
Sent: Tuesday, December 06, 2011 1:09 PM
To: 'Ken Livingston'
Cc: Roger Catlett
Subject: RE: Generator CCSC

As far as a rental goes, it doesn't make any difference. To run A/C with a rental they would just defeat the lock-out relay (disconnect the auxiliary contact, or even add a little switch to do it) and connect the larger size rental generator. All the power wiring remains in place, it's just the capacity of the generator to start the compressors. This is not a black and white issue, the compressors may even start with the smaller generator if they survive a momentary lugging down of voltage when they try to start (and the degree of lugging down will depend upon what else is running at the time.) The sizes discussed should provide reliable solutions, smaller sizes might work but with a lesser degree of confidence.

Michael F. Howell, P.E.
Comfort Design
620 Pennsylvania Ave
Winchester, VA 22601
540-665-2846

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

From: Ken Livingston [mailto:ken@mainstreetarch.com]
Sent: Tuesday, December 06, 2011 12:07 PM
To: Mike Howell
Subject: FW: Generator CCSC

Mike, see below, I guess they are asking if they can change up to the larger generator to include the AC if the relay is installed for the smaller unit w/o AC. And transfer switch remains the same.

Kenneth R. Livingston

Main Street Architecture, PC
37 East Main Street
Suite 201
Berryville, Virginia 22611-1337
540-955-1669 x 211
www.mainstreetarch.com

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

From: Mike Legge [mailto:mlegge@clarkecounty.gov]
Sent: Tuesday, December 06, 2011 12:03 PM
To: Ken Livingston
Cc: Dave Ash; Bobby Levi
Subject: Re: Generator CCSC

Ken,

IF, the County elected to go with the smaller generator (200KW), is it possible to bring in a supplemental unit or leave the transfer equipment in place so that a generator of adequate size could be used if needed (for AC) and located?

Just making sure we have all of the information that will be needed to answer the BOS's questions on this issue.

I will start checking on rental prices for 200KW and 250KW generators to have a comparison point.

Mike

Cc: Dave and Bobby

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

From: "Ken Livingston" <ken@mainstreetarch.com>
To: "Clarke Co. Purchasing" <mlegge@clarkecounty.gov>, "David Ash" <dash@clarkecounty.gov>
Sent: Tuesday, December 6, 2011 11:45:45 AM
Subject: FW: Generator CCSC

Mike,

See Mike Howells comments below on sizing the generator without the AC load.
Locking-out the AC compressors will cost \$200-500 for the relay installation.

Kenneth R. Livingston
Main Street Architecture, PC
37 East Main Street
Suite 201
Berryville, Virginia 22611-1337
540-955-1669 x 211
www.mainstreetarch.com

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

From: Michael Howell [mailto:mhowellpe@comcast.net]
Sent: Tuesday, December 06, 2011 10:57 AM
To: 'Ken Livingston'
Cc: Roger Catlett
Subject: RE: Generator CCSC

Ken,

Per our conversation, the current bid documents already call for a 250kW generator that supplies the whole building. We reconfigured the design to do that last go around. We are also keeping the existing service.

Locking-out the a/c compressors allows us to reduce the generator size to 200kW, primarily because we do not need to provide the "starting reserve" capacity to start the compressors.

The rest of the electrical system remains unchanged because it needs to be sized for the normal utility service rating.

The only savings would be on a generator purchase. There may be some small savings on a rental contract, but there would not be any related project savings if they exclude the generator from the project (i.e. plan on rental support).

Michael F. Howell, P.E.
Comfort Design
620 Pennsylvania Ave
Winchester, VA 22601
540-665-2846

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

From: Ken Livingston [mailto:ken@mainstreetarch.com]
Sent: Tuesday, December 06, 2011 10:20 AM
To: Mike Howell
Subject: FW: Generator

Mike,
See the notes below.
Doesn't the bid set specified generator power the entire building?

Kenneth R. Livingston
Main Street Architecture, PC
37 East Main Street
Suite 201
Berryville, Virginia 22611-1337
540-955-1669 x 211
www.mainstreetarch.com

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

From: Mike Legge [mailto:mlegge@clarkecounty.gov]
Sent: Tuesday, December 06, 2011 10:02 AM
To: Ken Livingston
Subject: Generator

Hello Ken,

At last night's School Board Meeting, the Board agreed to grant an easement to the County for a gas line to the senior center. I spoke with Dave Ash this morning and he said the County is definitely going with natural gas over propane now. So, that decision has been made.

It appears the only thing we need now to finalize the decision is the sizing of the generator. The Board would like to see what size generator is needed to run the building including running air conditioning for the entire building.

The information that I need from you is:

1. What size generator was specified in the bid and what exactly will that generator provide power for?
2. What size generator would we need to supply power to the entire building including air conditioning?

Once I have this information, I will check to rental prices compared to installation costs and let the BOS determine which route they want to go.

Dave is working on the agenda packets for Monday's meeting and would like to include this information. If you can get me this information today, I will quickly do my pricing and get the info to Dave.

Thank you, Ken.

Mike

FINANCIAL SUMMARY

CLARKE COUNTY SENIOR CENTER AND PARK OFFICES ADDITIONS

Low Bidder: Minghini's General Contractors, Inc.

Location: Martinsburg, WV

Estimated Time to Complete: 270 calendar days

PROJECTED EXPENSES

Base Bid Price	\$ 1,329,000.00
<i>Additions to base bid</i>	
Contingency (5%)	\$ 66,450.00
¹ Fencing and concrete pad for two propane tanks	\$ 13,600.00
² One day inspection of HVAC system	\$ 1,200.00
Building Risk Insurance	\$ 1,000.00
Alternate #9: Low pressure LP Gas in lieu of the designed 2 PSI natural gas piping	\$ 970.00
<i>Other Costs</i>	
Architect-Code Review, Design and Contract Administration & Management	\$ 45,000.00
Estimated IT Work Needed	\$ 12,000.00
Furniture Requested by CCPRD	\$ 12,000.00
Estimated Third Party Inspections	\$ 6,000.00
Total Estimated Cost of Project	\$ 1,487,220.00

Notes

¹The installation of two-one thousand gallon propane tanks is being recommended to ensure adequate fuel storage for up to three days in an emergency situation. The \$13,600 cost is to install a 16' 4" X 22' 4" concrete pad and chain-link fence to surround the pad. The fencing will have three-wire barbwire at the top.

²The \$1,200.00 cost is for a factory technician of the supplied HVAC equipment manufacturer to do a one day full inspection of the installed HVAC system.

Potential Deduction

American Woodmark Donation. American Woodmark may decide to donate cabinets for the Senior Center kitchen. The cabinets would be American Woodmark's Value Built line by Timberline. These cabinets are a maple/wood construction with heavy-duty drawer glides. However, the earliest the donation would be official would be in January, which is the next time the American Woodmark Board meets.

Staff recommends that we keep the priced commercial cabinets in the project and make any deduction through a change order or acceptance of the Alternate deduct. The price of this alternate deduct is \$8,600.00.

Other Alternate Deducts Included in bid, but not projected to be needed at this time

Alt Deduct #1	Deduct for the existing building brick and foundation repairs	\$ 14,600.00
Alt Deduct #2	Deduct for the replacement of two HVAC units serving the existing gym	\$ 64,500.00
Alt Deduct #3	Deduct for the replacement of the existing membrane roofing/flashings	\$ 62,400.00
Alt Deduct #4	Deduct for the removal of the proposed west parking lot/rain garden	\$ 30,000.00
Alt Deduct #5	Deduct for selected kitchen equipment	\$ 44,500.00
Alt Deduct #6	Deduct for future walk-in freezer/cooler	\$ 19,600.00
Alt Deduct #7	Deduct for kitchen casework	\$ 8,600.00
Alt Deduct #8	Deduct for proposed generator and concrete slab	\$ 58,000.00

CURRENTLY BUDGETED AND PROJECTED REVENUE STREAM

<i>Project</i>	<i>Estimated Costs</i>	<i>Source of Funds</i>	<i>Notes</i>
Necessary Repairs at Recreation Center			
Roof Repair	\$ 83,857.00	\$ 83,857.00	Funds Appropriated in 2010 & 2011 for General Roofing Projects
Wall Repair	\$ 7,239.00	\$ 13,486.00	Funds Appropriated in 2011
HVAC	\$ 115,960.00	\$ 82,160.00	Gov't Capital Projects Fund Balance Designation
		\$ 27,553.00	Parks Trust Fund
Total	\$ 207,058.00	\$ 207,056.00	
Senior Center Addition			
Senior Center	\$ 899,860.00	\$ 450,307.00	Donations (50%)
		\$ 300,000.00	Senior Center Fund Balance Designation
		\$ 149,553.00	Gov't Capital Projects Fund Balance Designation
Total	\$ 899,860.00	\$ 899,860.00	
Park Office Addition			
New Offices	\$ 390,902.00	\$ 111,607.00	Funds Previously Appropriated to Park Board
		\$ 200,000.00	Park Office Fund Balance Designation
		\$ 53,000.00	Parks Construction Fund
		\$ 26,295.00	Gov't Capital Projects Fund Balance Designation
Total	\$ 390,902.00	\$ 390,902.00	
Grand Total	\$ 1,497,818.00	\$ 1,497,818.00	

SUMMARY OF FUNDING

The above plan uses:

\$ 450,307.00	Public donations restricted to the construction of a Senior Center
\$ 300,000.00	from the \$300,000 in funds previously designated for the Senior Center in the Fund Balance
\$ 258,008.00	from the \$1,000,000 in funds previously designated for Gov't Capital Projects in the Fund Balance
\$ 208,950.00	from funds previously appropriated for the Park Office in the Fund Balance
\$ 200,000.00	from the \$200,000 in funds previously designated for the Park Office in the Fund Balance
\$ 53,000.00	from the Parks Construction Fund (remains from original Recreation Center project)
\$ 27,553.00	from the Parks Trust Fund (all but \$5,000, pending further information)
\$1,497,818.00	

Concurrence with the Financing Undertaken by the Industrial Development Authority of Clarke County, Virginia to Benefit Shenandoah University

To: Clarke County Board of Supervisors

From: Jesse Russell, Economic Development Coordinator

Date: December 12, 2011

Shenandoah University is requesting a resolution of the Board of Supervisors that concurs with the financing approved by the Clarke County Industrial Authority. The bond request was for \$8 million and would be used to finance the cost of acquiring, constructing, renovating and equipping the hotel site known as the Quality Inn in Winchester, Virginia for the purpose of student housing. In addition, the bond would also be used for construction and equipping one or more capital improvements on the main campus of the university.

At the IDA's December 8, 2011 meeting, the members unanimously approved Shenandoah University's bond request. The bond has been written so as to condition it on the Board of Supervisors passing a resolution concurring with the IDA's action to approve such bond.

Shenandoah University is an institution attended by Clarke County students, as well as attended by County residents for their many art and cultural events. The County does not have any obligation to pay off the bonds or its interest. Bonds of this type are typically held either by a bank or individuals or both. The IDA has received an application fee of \$5,000 and will receive an annual fee of 1/20 of 1% (.0005) annually for the duration of the bond.

RECOMMENDATION

Concur with the financing undertaken by the Industrial Development Authority of Clarke County, Virginia to benefit Shenandoah University as stated in 2011-20R Resolution Of The Board Of Supervisors Of Clarke County Concurring With A Financing Undertaken By The Industrial Development Authority Of Clarke County, Virginia, To Benefit Shenandoah University.

Clarke County Board of Supervisors



Berryville Voting District
J. Michael Hobert – Chair
(540) 955-4141

Buckmarsh Voting District
David S. Weiss – Vice Chair
(540) 955-2151

Russell Voting District
Barbara J. Byrd
(540) 955-1215

White Post Voting District
A.R. Dunning
(540) 837-1719

Millwood Voting District
John R. Staelin
(540) 837-1903

County Administrator
David L. Ash
(540) 955-5175

Resolution Of The Board Of Supervisors Of Clarke County Concurring With A Financing Undertaken By The Industrial Development Authority Of Clarke County, Virginia, To Benefit Shenandoah University 2011-20R - Draft

WHEREAS, the Industrial Development Authority of Clarke County, Virginia (the "Authority"), on December 8, 2011, adopted a resolution (the "Authority Resolution") authorizing the issuance and sale of its Educational Facilities Revenue Bonds, Series 2011, in a principal amount not to exceed \$8,000,000 (the "Bonds"), for the benefit of Shenandoah University, a not-for-profit Virginia non-stock corporation (the "University"), to finance the costs of:

- (1) acquiring from a University-related entity an existing hotel site known as the Quality Inn Winchester, located within Frederick County, Virginia at 1017 Millwood Pike, Winchester, Virginia 22602 (the "Hotel Property"), and constructing, renovating and equipping improvements to the Hotel Property for student housing and other University purposes,
- (2) acquiring, constructing and equipping one or more capital improvements to the University facilities located on the portion of the University's main campus in the City of Winchester, Virginia, including without limitation,
 - (a) a new residence hall of approximately 10,000 square feet to 150,000 square feet,
 - (b) a new health sciences building of approximately 30,000 square feet to 100,000 square feet,
 - (c) a new parking garage of approximately 100 to 500 parking spaces and
 - (d) perimeter boundary & landscaping, and
- (3) funding certain working capital and issuance expenses incurred in connection with the issuance of such bonds (collectively, the "Project"); and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code"), require that the governmental unit having jurisdiction over the area in which any facility financed with the proceeds of the Bonds is located approve the issuance of such Bonds;

WHEREAS, Section 147(f) of the Internal Revenue Code requires that any such approval by the applicable governmental unit be given after a public hearing following reasonable public notice, which hearing may be held by the public authority issuing the Bonds;

101 Chalmers Court, Suite B
Berryville, VA 22611

www.clarkecounty.gov

Telephone: [540] 955-5175
Fax: [540] 955-5180

WHEREAS, on December 8, 2011, in accordance with the requirements of Section 147(f) of the Internal Revenue Code and Section 15.2-4906 of the Virginia Code, the Authority held a public hearing and adopted the Authority Resolution approving the issuance of the Bonds;

WHEREAS, the University has requested the Board of Supervisors of Clarke County, Virginia (the "Board"), to approve the issuance of the Bonds to comply with Section 147(f) of the Internal Revenue Code and to concur in the Authority Resolution to comply with Section 15.2-4906 of the Virginia Code; and

WHEREAS, a copy of the Authority Resolution, a record of the public hearing and a fiscal impact statement with respect to the issuance of the Bonds have been filed with the Board;

BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF CLARKE COUNTY, VIRGINIA:

1. The Board of Supervisors hereby approves the issuance of the Bonds by the Authority for the benefit of the University, as required by Section 147(f) of the Internal Revenue Code, and concurs with the Authority Resolution adopted by the Authority for the benefit of the University to the extent required by Section 15.2-4906 of the Virginia Code.
2. The County having not previously issued in calendar year 2011 any tax-exempt obligations (not including "private activity bonds" other than "qualified 501C(c)(3) bonds." As those terms are defined in the Code). which are required to be aggregated with obligations issued by the Authority for purposes of Section 265(b)(3)(B) of the Code. and the County and all its subordinate issuing entities or authorities (including the Authority) not reasonably expecting to issue in calendar year 2011 any other such obligations that when aggregated with the Bonds will be in excess of \$10,000,000. The County hereby concurs with the Authority's intention to designate the Bonds as "qualified tax-exempt obligations" under Section 265(b)(3)(B) of the Code.
3. The approval of the issuance of the Bonds does not constitute an endorsement of the Bonds or the creditworthiness of the University. As required by Section 15.2-4909 of the Virginia Code, the Bonds shall provide that the County will have no obligation to pay the Bonds or the interest thereon or other costs incident thereto.
4. All acts and doings of the officers of the County and the Board of Supervisors that are in conformity with the purposes and intent of this resolution shall be, and the same hereby are, in all respects approved and confirmed.
5. This resolution shall take effect immediately.

Adopted this 20th day of December 2011.

Attest:

J. Michael Hobert, Chair