



Front Royal Economic Development Authority Meeting
Thursday, May 19, 2022, at 10:00am
Town Hall Conference Room

1. Roll Call
2. Presentation of Joint Tourism/Discover Front Royal – Bethanie DeRose of JLL
3. Warren Economic Development Authority Properties - Joe Petty
4. Approval of Minutes of April 21, 2022 - Chairman Novak
5. Proposed By-Laws Revision - Steven Hicks
6. Next Meeting, June 16, 2022 at 12pm at Town Hall Conference Room
7. Open Discussion - Chairman Novak

8. CLOSED MEETING

Motion to Go into Closed Meeting

I move that the Front Royal Economic Development Authority convene and go into Closed Meeting for discussion or consideration of the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected, pursuant to Virginia Code §2.2-3711. A.6 of the Code of Virginia.

Motion to Certify Closed Meeting at its Conclusion

[At the conclusion of the Closed Meeting, immediately re-convene in open meeting and take a roll call vote on the following:]

I move that the Front Royal Economic Development Authority certify that to the best of each member's knowledge, as recognized by each Council member's affirmative vote, that only such public business matters lawfully exempted from Open Meeting requirements under the Virginia Freedom of Information Act as were identified in the motion by which the Closed Meeting was convened were heard, discussed or considered in the Closed Meeting by Council, and that the vote of each individual member of Council be taken by roll call and recorded and included in the minutes of the meeting of Town Council.

9. Adjourn



**FRONT ROYAL ECONOMIC DEVELOPMENT AUTHORITY (FREDA) MEETING MINUTES
Thursday, April 21, 2022, at 12:00pm in the Town Hall Upstairs Conference Room**

ROLL CALL: Directors Isaac Rushing, David Gedney, Rick Novak, Mark Tapsak, Frank Stankiewicz, Jim Crowell and Nick Bass,

Town Staff Present: Executive Director Steven Hicks, Support Staff Tina Presley, Finance Director BJ Wilson, Planning/Zoning Director Lauren Kopishke and IT Director Grant Autry.

CLOSED MEETING

Director Stankiewicz moved seconded by Director Crowell that the Front Royal Economic Development Authority convene and go into Closed Meeting for the following:

- 1) discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community.
- 2) discussion or consideration of the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected.

Vote: Yes – Directors Rushing, Gedney, Novak, Tapsak, Stankiewicz, Crowell and Bass

No – N/A

Absent – N/A

Abstain – N/A

ROLL CALL

Director Bass moved seconded by Director Crowell that the Front Royal Economic Development Authority certify that to the best of each member's knowledge, as recognized by each Council member's affirmative vote, that only such public business matters lawfully exempted from Open Meeting requirements under the Virginia Freedom of Information Act as were identified in the motion by which the Closed Meeting was convened were heard, discussed or considered in the Closed Meeting by Council, and that the vote of each individual member of Council be taken by roll call and recorded and included in the minutes of the meeting of Town Council.

Vote: Yes – Directors Rushing, Gedney, Novak, Tapsak, Stankiewicz, Crowell and Bass

No – N/A

Absent – N/A

Abstain – N/A

ROLL CALL

Director Tapsak moved seconded by Director Stankiewicz that FREDA go into a short recess.

Vote: Unanimous

Director Gedney moved seconded by Director Crowell that FREDA come out of recess ----- Vote: Unanimous

Virginia Economic Development Partnership (VEDP) Presentation

Christy Morton, Vice President of VEDP External Affairs Division gave a presentation on “Front Royal Economic Development 101 Meeting”. The presentation included an overview of the VEDP and how it supports development and expansion in Virginia with the collaboration of many economic development partners. It also included “Five Transformational Goals for VEDP and VA” and “VEDP Local Government Resources”.

It was requested that the Directors be placed on mailing lists to receive the magazine and other resources available from VEDP. Mr. Hicks advised that he would send Ms. Morton their list of names. Ms. Morton advised that she would send login information to Mr. Hicks for the specific areas where one is needed.

Minutes of March 17, 2022 - Director Crowell moved, seconded by Director Tapsak to approve the minutes of March 17, 2022, as presented ----- Vote: Unanimous

Discussion of By-Laws/Approval

Mr. Hicks reviewed the revisions made from the last meeting including those suggestions made by the Interim Town Attorney.

Director Bass moved seconded by Director Stankiewicz that the Front Royal Economic Development Authority approve the by-laws as presented that include the stated revisions from today’s meeting.

Vote: Yes – Directors Rushing, Gedney, Novak, Tapsak, Stankiewicz, Crowell and Bass
No – N/A
Absent – N/A Abstain – N/A ROLL CALL

Mr. Hicks advised that the approved by-laws would be reviewed by Council for final approval.

The next monthly meeting is scheduled for May 19, 2022 at 12:00 in the Town Hall Conference Room where a presentation by JLL on Joint Tourism/Discover Front Royal.

Open Discussion

Mr. Hicks advised that another retreat is being planned for FREDa to accomplish goals; discuss a strategic plan and discuss a retail consultant. The retreat will open with a closed meeting pertaining to an undisclosed business. He confirmed that FREDa could meet in groups of two before the retreat. FREDa agreed to May 11, 2022 beginning at 10:00am in the Doubletree Hilton at Blue Ridge Shadows.

Adjourn: Director Tapsak moved seconded by Director Bass to adjourn ---- Vote: unanimous

Approved by the Front Royal Economic Development Authority Directors

Date: _____

Bylaws of the Economic Development Authority of the Town of Front Royal, Virginia

Article I. Purposes and Powers

The Economic Development Authority of the Town of Front Royal, Virginia, also to be known as the “Front Royal EDA”, shall fulfill all the purposes and intents of the General Assembly of Virginia, as expressed in Title 15.2, Chapter 49, Code of Virginia, as amended. The Front Royal EDA shall also fulfill all purposes and intents as set out in Chapter 16 of the Municipal Code of the Town of Front Royal, which is the Ordinance creating the Front Royal EDA and all other matters as hereinafter provided. The general purpose of the Front Royal EDA shall be to foster and stimulate the development and redevelopment of industry, commerce, higher education, and all other purposes set forth in the Industrial Development and Revenue Bond Act, Virginia Code § 15.2-4900, *et seq.* as it now exists or may from time to time be amended, in particular in the Town of Front Royal and in general in the Front Royal-Warren County community, for the general good of the people of the Town of Front Royal and, wherever possible, the people of the County of Warren, and for the citizens of the Commonwealth of Virginia. The Front Royal EDA shall have all powers that have been granted to it by Title 15.2, Chapter 49, Codes of Virginia, 1950, as amended, and all other powers that may hereinafter be granted to it by an enactment of the General Assembly and also that may be granted by the Front Royal Town Council.

Article II. Offices and Records

1. The principal offices of the Front Royal EDA shall be located in the Town Offices of the Town of Front Royal, 102 E. Main Street, Front Royal, County of Warren, Virginia.
2. Except as otherwise required by resolution of the Front Royal EDA, or as the business and affairs of the Front Royal EDA may require, all the books and records of the Front Royal EDA shall be kept at the principal office to be designated as herein above provided.
3. The Board of Directors of the Front Royal EDA shall keep **detailed** minutes of its proceedings to be kept contemporaneously with its proceedings, which minutes shall also be electronically recorded, (unless its proceedings are properly in closed meeting in accordance with the Virginia Freedom of Information Act (Title 2.2, Chapter 37 of the Code of Virginia, as amended)), which minutes shall be open to public inspection during normal business hours and under terms and conditions as provided by law.
4. The Front Royal EDA shall keep suitable records of its financial transactions and, unless exempted by Va. Code § 30-140, as amended, the Front Royal EDA shall arrange to have the records audited annually. Copies of each such audit shall be furnished to the Finance Director of the Town of Front Royal of the locality and shall be open to public inspection during normal business hours and under terms and conditions as provided by law.

Article III. Governance of Front Royal EDA by Board of Directors

1. The Front Royal EDA shall be governed by a Board of Directors composed of seven (7) Directors, appointed by the Town Council of the Town of Front Royal, Virginia (“Town Council”). Appointments shall be for terms of four (4) years, except appointments to fill vacancies which shall be for the unexpired portion of such term. If, at the end of any term of office of any Director, a successor shall not have been appointed or qualified, the Director whose term of office shall have expired shall continue to hold office until his successor shall be appointed and qualified. The seven (7) Directors of the Front Royal EDA shall be appointed initially for terms of one (1), two (2), three (3), and four (4) years; two (2) being appointed for one-year terms; two (2) being appointed for two-year terms; two (2) being appointed for three-year terms; and one (1) being appointed for a four (4)-year term. Subsequent appointments shall be for terms of four (4) years, except appointments to fill vacancies, which shall be for the unexpired terms.
2. All powers and duties of the Front Royal EDA shall be exercised and performed by the Board of Directors, acting by majority vote of those Directors present at a meeting at which a quorum is present, except that no facilities owned by the Front Royal EDA shall be leased or disposed of in any manner without a majority vote of all the members of the Board of Directors.
3. Four (4) members of the Board of Directors of the Front Royal EDA shall constitute a quorum of the Board of Directors for the purposes of conducting its business and exercising its powers and for all other purposes. A vacancy in the membership of the Board of Directors shall not impair the right of a quorum to exercise all the powers and perform all the duties of the Board of Directors.
4. Each Director shall be a resident of the Town of Front Royal or Warren County when appointed as a Director the Front Royal EDA. Residents of Warren County must own a business within the corporate limits of the Town of Front Royal. When a Director ceases to be a resident of the Town of Front Royal, or if a resident of Warren County ceases to be owner of a business within the corporate limits of the Town of Front Royal or ceases to be a resident of Warren County, that Director's office shall become immediately vacant, and a new Director may be appointed for the remainder of the term.
5. No Director shall be an officer or employee of the Town of Front Royal or the County of Warren.
6. Each Director shall, before entering upon his duties, take and subscribe the oath prescribed by Va. Code § 49-1, or its successor provision.
7. Per Resolution dated December 13, 2021, the Directors shall receive no salary but may be compensated \$200.00 per monthly meeting attended. There will not be compensation for additional meetings. Reimbursement for necessary traveling and other expenses incurred in the performance of their duties shall be approved by the Town Manager or his designee.
8. The Board of Directors of the Front Royal EDA shall keep detailed minutes of its proceedings, which shall be open to public inspection at all times. It shall keep suitable records of its financial transactions and, unless exempted by Va. Code § 30-140 or its successors provision, it shall

arrange to have the same audited annually. Copies of such audit shall be furnished to Town Council annually and shall be open to public inspection during normal business hours and under terms and conditions as provided by law.

9. The Board of Directors shall have the right to prepare, or delegate the preparation of, confidential reports for submission to any person, governmental body or agency consistent with the purposes and powers stated by law and these Bylaws; and the right to receive from any source confidential reports consistent with the purposes and powers stated by law and these Bylaws; but no action binding the Front Royal EDA may be taken respecting such reports except as provided by law and these Bylaws.
10. As a condition to service of office, each Director of the Front Royal EDA shall timely complete and file, in accordance with all requirements of the Code of Virginia, any legally mandated publicly filed Statement of Economic Interests or Disclosures or Real Estate Disclosures or financial statements and comply with all requirements of the State and Local Government Conflicts of Interests Act as provided in Title 2.2, Chapter 31, of the Code of Virginia, or its successor provisions.
11. Any amendment to these By-Laws shall not become effective until approved and ratified by the Town Council of the Town of Front Royal pursuant to Section 16-4(J) of the Town Code.
12. A member of the Board of Directors of the Front Royal EDA may be removed from office by the Town Council without limitation in the event that the Board member is absent from any three (3) consecutive meetings of the Front Royal EDA or is absent from any four (4) meetings of the Front Royal EDA within any twelve (12)-month period, in accordance with Va. Code § 15.2-4904. A., as amended, or upon unanimous vote of the Town Council. In any such event, a successor shall be appointed by Town Council for the unexpired portion of the term of the member who has been removed.

Article IV. Officers

1. The Board of Directors of the Front Royal EDA may elect from its membership a Chairman, and Vice-Chairman. ~~Town staff will serve as resource staff.~~
2. The terms of office for the officers shall end December 31st of the year to which they are elected. New officers shall be elected at the first meeting in January of each year.
3. The duties of the Chairman shall be to preside at meetings of the Board of Directors, and of the Executive Committee, if such Committee is appointed by the Board of Directors; to call special meetings; to call special elections; to be *ex officio* member of all committees or the Front Royal EDA if not actually voted or appointed by the Board of Directors to be a member of a particular committee; to sign any other proper officer of the Front Royal EDA thereunto authorized by the Board of Directors, any documents or instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer of the Board of Directors, or shall be required by law to be otherwise signed or executed; and in general, shall

perform all duties incident to the office of Chairman; and shall perform such other duties as may be prescribed by the Board of Directors from time to time. The Chairman shall have an equal vote with the other Directors.

4. The duties of the Vice-Chairman shall be to preside at meetings on request of the Chairman, or in the absence of the Chairman, and in case of the death or resignation of the Chairman shall become the Chairman for the remainder of the term for which the Chairman was elected. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restriction upon the Chairman. The Vice-Chairman shall perform such other duties as may be assigned by the Board of Directors from time to time.
5. **The** Town will provide **support staff** ~~the resource~~ for the preparation of the minutes of meetings of the Board of Directors and the Executive Committee, ~~kept in a record book~~ and ~~made be~~ available for public inspection as herein before provided; to have custody of all important records of the Front Royal EDA; ~~to have custody of the seal of the Front Royal EDA and to see that each item stamped with the Front Royal EDA's seal is duly authorized by the Board of Directors; to sign with the Chairman or Vice Chairman any documents or instruments which the Board of Directors has authorized to be executed~~ **and** to see that all notices are duly given as required by these Bylaws or by the Board of Directors.

The Executive Director shall call meetings of the Board of Directors to order in the absence of the Chairman and Vice- Chairman and thereupon to conduct an election for a temporary presiding officer for that meeting; and in general, to perform ~~all the duties incident to the office of Secretary~~ **and** such other duties as from time to time may be assigned by the Board of Directors. ~~The Assistant Secretary will serve in the above capacity in the absence of the Secretary.~~ In the absence of **support staff** ~~the Assistant Secretary~~, the Chairman shall appoint a Director responsible for the preparation of detailed minutes of the meeting.

6. The Town will keep suitable records of all financial transactions of the Front Royal EDA, to have such records audited annually, to furnish a copy of such audit to the Town Council; to make available for public inspection at reasonable times each such annual audit; to have charge and custody of all funds and be responsible for their investment and depositing in the name of the Front Royal EDA when authorized by the Board of Directors; and in general, to perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Article V. Elections

1. Regular elections for the upcoming fiscal year shall be held at the last regular meeting of the fiscal year.
2. Special elections shall be held at a regular meeting or at a meeting designated by the Chairman of the Board of Directors in order to fill vacancies or to fill newly created offices, but only after specific notice, as hereinafter provided for, has been given.

3. Any vacancies for any cause on the Front Royal EDA shall be filled by Town Council.

Article VI. Meetings

1. Regular meetings of the Board of Directors shall be held monthly on a date set by the Chairman with appropriate notice as contained in these By-Laws or may be held at such intervals as set by the Board of Directors, but not less than quarterly.
2. Special meetings or work sessions of the Board of Directors may be called by or at the request of the Chairman or of any ~~two~~ **three** Directors.
3. At each meeting, the names of each member of the Board of Director in attendance shall be entered into the minutes. If a Director leaves the meeting before its conclusion, the time the Director leaves the meeting shall be entered into the minutes.
4. Regular meetings ~~and work sessions~~ shall be established at the annual meeting. Notices of special, emergency and continued meetings shall be given to each Director such as is reasonably under the circumstances and posted on the Town's web site and such other locations as public notices are posted contemporaneously with the notice provided to the Directors. Notices sent electronically by e-mail shall be deemed as a written notice.
5. Any person may annually file a written request for notification with the Front Royal EDA. The request shall include the requester's name, address, zip code, daytime telephone number, electronic mail address, if available, and organization, if any. The Front Royal EDA receiving such request shall provide notice of meetings directly to such person. Without objection by such person, the Authority may provide electronic notice of all meetings to such requests.
6. At least one (1) copy of all agenda packets and, unless exempt, all materials furnished to members of the Board of Directors shall be made available for public inspection at the same time such documents are furnished to the Board of Directors.
7. Four (4) members of the Board of Directors shall constitute a quorum of the Board of Directors for the purpose of conducting its business and exercising its powers.
8. The agenda will be set by the Chairman; or if there is an ~~Economic Development Manager~~ or **an Executive Director** of the Front Royal EDA, by the ~~Economic Development Manager~~ or **an Executive Director** in consultation with the Chairman.
9. The vote of the adoption of every resolution, any proposals creating a liability, or for the appropriation or expenditure of funds shall be by "yes" or "no" vote of each member voting. The names of members voting for and against shall be entered upon the minutes of the meeting.
10. Remote participation at meetings by electronic means by members of the Board of Directors of the Front Royal EDA shall be governed by the applicable provisions of the Virginia Freedom of Information Act and the written policy adopted by Town Council, as the same from time to time may be amended, which Town Council written policy is incorporated by reference herein and

made a part hereof.

11. Unless otherwise provided, procedure at meetings shall follow the most recent edition of *Robert's Rules of Order*.
12. The Board of Directors shall vote on and approve all minutes of the meetings of the Board of Directors of the EDA at the next meeting thereof. ~~When approved, all minutes shall be signed by the Chairman and Secretary and by the Board of Director's member or staff person who recorded the minutes.~~

Article VII. Staff

1. The Board of Directors shall appoint such employees as the Board of Directors deem necessary and appropriate to accomplish the purposes and powers of the Front Royal EDA.
2. The employees of the Front Royal EDA may prepare and submit confidential reports and recommendations to the Board of Directors, but no action binding on the Front Royal EDA shall be taken respecting such reports except as provided in Article III.
3. Expenditure of the Front Royal EDA funds shall be governed by procurement procedures adopted by the Board of Directors and will adhere to the Town of Front Royal's procurement policy and procedures and the applicable provisions of the Virginia Public Procurement Act. Staff approvals of expenditures must also conform with the fiscal budget adopted annually by the Board of Directors and abide by an adopted financial management policy adopted by the Board of Directors.

Article VIII. Fiscal Year

The fiscal year of the Front Royal EDA shall be from July 1 until June 30 of the following year.

Article IX. Committees

1. Upon the adoption by the Board of Directors of an Executive Committee may form, such committee shall be composed of, but not limited to, the Chairman, ~~and~~ Vice-Chairman, ~~and~~ Secretary and Treasurer of the Authority. An Executive Committee, if one is created by the Front Royal EDA, shall be subject to the same provisions, *mutatis mutandis*, as those applicable to the whole Front Royal EDA, shall meet at such times and such places as the Chairman may designate. The Executive Committee shall keep minutes of its meetings, which shall be preserved along with the minutes of the Board of Directors and distributed to the Board of Directors at its regular meeting. Three (3) members of the Executive Committee shall constitute a quorum. In the absence of any member of the Executive Committee, the Chairman may appoint a director to act on the Executive Committee pro tempore, and such appointment shall be recorded in the record book of the Authority.
2. The Chairman may, with the advice and consent of the Board of Directors, appoint members to committees and such appointments shall be recorded in the record book of the Front Royal EDA.

Article X. Powers, Duties, and Limitations on Authority

1. The Front Royal EDA, its Board of Directors, and its individual Directors shall have and exercise all powers and duties and be subject to all duties and responsibilities and shall enjoy all exemptions from liability, as shall be set forth in the Industrial Development and Revenue Bond Act, Code of Virginia, 1950, §§ 15.2-4900 *et seq.*, as amended, or its successor provisions.
2. The Authority of the Front Royal EDA is limited to the express conditions of the Town of Front Royal Town Code and, specifically, limited pursuant to Section 16-5(B) of the Front Royal Town Code which requires advance approval by the Town Council of Front Royal to any EDA financing, performance or other agreement with any third party.
3. All agreements, arrangements, and instruments which purports to be legally binding and to which the Front Royal EDA is a party shall be reviewed by a qualified and licensed attorney-at-law selected or approved by Town Council and shall have affixed there to the signature and date of such signing by such attorney with the notation "Approved as to Legal Form" prior to execution thereof by the Front Royal EDA. Any Front Royal EDA agreement, arrangement, or instrument development, redevelopment or financing agreement or arrangement not in conformity with this provision shall be null and void.
4. The Front Royal EDA and its Board of Directors shall have all powers, duties, liabilities, immunities from liabilities, and shall have such limitations upon its authority as set forth in the Industrial Development and Revenue Bond Act of the Code of Virginia and as set forth in in this Chapter, particularly 16-6 (A) and (B) herein.

Article XI. Amendments

Except as otherwise provided by law, these Bylaws may be amended, added to, altered or repealed in whole or in part by the Board of Directors at any meeting of the Board of Directors, provided proper notice thereof is given in the notice of such meeting, and such notice is delivered to each member of the Board of Directors and the public, **at least one week** in advance, as provided in these Bylaws Any Director may waive written notice.

Attachments: Town Code Chapter 16 – Industrial Development Authority
Code of Virginia §15.2-4900 Industrial Development and Revenue Bond Act

Approved by the Front Royal Economic Development Authority _____

Adopted by the Front Royal Town Council _____