

ALBEMARLE COUNTY
ECONOMIC DEVELOPMENT AUTHORITY MINUTES
NOVEMBER 17, 2020
4:00 P.M.
Electronic Meeting

Directors Present: Don Long, Stephen McNaughton, Stuart Munson, George Ray, David Shreve

Staff Present: Jim Bowling, EDA Counsel; Jeff Richardson, County Executive; Doug Walker, Deputy County Executive; Roger Johnson, Economic Development Director; J.T. Newberry, Economic Development Coordinator; Jennifer Schmack, Economic Development Project Manager; Richard DeLoria, Senior Assistant County Attorney; Diantha McKeel, Board of Supervisors Liaison to the EDA, Jack Jouett District; Cecelia Baber, Chief Accountant

1. **Establish Quorum and Call to Order**

Mr. Long convened the meeting at 4:02 p.m. read the following statement:

Notwithstanding any provision in the EDA Bylaws to the contrary, as permitted under Albemarle County's Continuity of Government Ordinance adopted on September 16th, 2020; Chapter 1283 of the 2020 Acts of the General Assembly enacted into law on April 24th, 2020; and the Resolution of this body adopted on April 21, 2020, we are holding this meeting by real time electronic means with no Authority member physically present at a single, central location. All Authority members are participating electronically. This meeting is being held in accordance with Section 6 of the County's Continuity of Government Ordinance. All Authority members will identify themselves and state their general physical location by electronic means during the roll call which we will hold next.

The public has real time audio-visual access to this meeting over Zoom and real time audio access over telephone, both as provided in the lawfully posted meeting notice. The public is always invited to send questions, comments, and suggestions to the Authority through the County's Economic Development Office at any time. This meeting is being recorded and will be made available on the County's website.

Mr. DeLoria provided the roll call and confirmed a quorum.

2. **Approval of Minutes**

The minutes for October 20, 2020 were reviewed. Mr. Long noted that the minutes were more detailed than in the past and captured the discussions. Mr. McNaughton motioned to approve the minutes and it was seconded by Mr. Ray.

MOTION: The motion passed (4-0), Mr. Shreve was absent for the vote.

3. **Financial Report**

Mr. Shreve presented the financial report for period ending October 31, 2020.

4. **New Business**

- a. State of Tourism – Mr. Johnson introduced Courtney Cacatian, Executive Director for the Charlottesville Albemarle Convention and Visitors Bureau to provide a presentation on the State of Tourism.

Mrs. Cacatian shared a snapshot of where the tourism industry is nationwide as of November 15, 2020, showing that travel plans are changing due to the recent increases in Coronavirus. Excitement to travel is currently on a downhill curve, heading in the general direction of this past spring. However, openness to travel inspiration is dipping but not so significantly. She interprets this data as we can still talk about Charlottesville/Albemarle as a destination because people are receptive to that message, but they are not ready to travel here right now.

Mrs. Cacatian presented a chart that indicated American travelers support local businesses that have a positive societal impact.

The CACVB is the official local tourism office, which makes them the most trusted source of travel information during COVID. They take this responsibility seriously and make sure they are welcoming people to be safe in our destination and continuing to provide them here with information on what's going on in the hospitality industry here and with local ordinances. She noted visitors can visit the CACVB website: visitcharlottesville.org to find COVID alert information, which is updated daily.

To get an idea of the tourism industry's impact on Charlottesville/Albemarle, Mrs. Cacatian shared the 2019 data that was collected by the State. In 2019, the County had an increase of nearly 4%, totaling over \$400 million in economic impact for tourism expenditures such as: lodging and visitor spending in stores, restaurants and attractions. Mrs. Cacatian explained that the spending data is calculated based upon a visitor with a zip code of at least 50 miles away. Mrs. Cacatian noted that the tourism industry is a major contributor to our local economy. There were 3,415 people employed in the tourism sector in 2019.

Mrs. Cacatian shared the purpose of the CACVB is to generate lodging tax, they are a quasi-governmental organization. With the tourism industry being hit so much, it will end up impacting the local jurisdictions and how much money they will be able to spend in subsequent years. The CACVB operates on the lodging tax collection from the two years prior, their current budget operates using 2018 revenues, they will have a slight decrease next year and will feel the affects of the Coronavirus in two years.

As expected, Hotel Occupancy Rates have been unusual this year, in October's rates reached 70%, which is 20 occupancy points higher than the State average for the month. The Virginia

Beach/Hampton Roads area was responsible for keeping the State average inflated during the summer. Mr. Munson raised a question about how inflated rates are based upon creative solutions such as quarantine environments and work for-a-day scenarios. Mrs. Cacatian noted there is one local hotelier currently housing homeless population and a few hotels partially housing UVA students. She indicated that when the students go home for Thanksgiving, the occupancy rates are anticipated to dip significantly.

The CACVB is anticipating a sharp decline in the hospitality industry this winter, as it gets colder. The County through the Economic Development Grants has been assisting businesses during COVID to extend the shoulder season to provide tents and heaters to make it a more comfortable experience for people to be outside for longer periods of time. However, depending on how significant the decline is will result in possible hotel and restaurant closures this winter. Currently the CACVB has been focused on marketing to the “drive markets” and family travel and the less expensive trip to experience to view the fall foliage as well as the various recreational opportunities available. Mrs. Cacatian shared that the ADARA feature has been added to their website to track the number of travelers and room nights the website is able to produce. In addition, the CACVB has a robust public relations effort to continue to reach out to visitors. On November 12th, CACVB hosted an international familiarization tour to virtually showcase partners in the City and County.

Mrs. Cacatian announced the CACVB will be launching their new Mobile Visitor’s Centers and plans an unveiling in December. The County location schedule for the first 6 months: Wednesday/Wool Factory; Thursday/Michie Tavern; Friday/The Shops at Stonefield; Saturday/James River Reeling and Rafting, Scottsville; Sunday/King Family Vineyards. The CACVB Board voted to close the brick and mortar locations because staff is unable to serve visitors inside. The new mobile centers will allow staff to interact with visitors in the community.

- b. Amendment of EDA Bylaws - Mr. Long reminded Authority members during the October meeting; Mr. Shreve expressed interest in allowing public comment at EDA meetings. Mr. Long and Mr. Shreve agreed to work with the County Attorney’s Office to capture desired changes into a proposed Amendment to the By Laws for the Authority’s consideration.

Mr. Long recommended starting small to allow for growth and opportunity. He noted the proposal is like the policy the Airport Authority uses, to which he is familiar with.

Mr. DeLoria presented recommended changes to the By Laws, based upon the Authority’s feedback at the October 20th meeting and a subsequent meeting with the Chair. He highlighted additions to Article 6 – Order of Business and noted it was divided it into two sections. In Section 1, Public Comment and Financial Report were added. Section 2 governs how the public comment would be handled. Limiting Public Comment to 15 minutes total, each speaker will have up to 3 minutes to speak towards items specifically on the Authority’s meeting agenda. Similar to the Board of Supervisors, dialog between the Authority and the speaker will not be allowed. The

proposal also adds flexibility for the Chair to allow a speaker, or the public comment session to go longer than the allotted time. Finally, Mr. DeLoria noted if the Authority adopts and amendment for Public Comment, he recommended the Authority readopt the entire By Laws, for proper record keeping.

Mr. Long asked how the proposal compares with the Board of Supervisor's public comment policy, and noted that the Board has public hearings, which the EDA does not regularly have.

Mr. DeLoria replied, based on his experience with the Board of Supervisors, he did not see where the Board has a limit to the length of the public comment session or the number of speakers, but noted there is a 3 minute limit for individual speakers. At the beginning of a board meeting, citizens can come in and make their comments and it goes on until there is no one else to speak.

Ms. McKeel noted the main difference she has observed is where the Authority has a very prescribed meeting time, this proposal is similar to what a lot of the other committees and authorities do; where they have an hour and a half meeting and have to get their work done, so they limit the amount of time the speakers have. She added she thinks it's wonderful that the Authority is considering taking public comment at their meetings. She recommended including a clause allowing for the Chair's judgement discretion to change each speaker's time from three to two minutes, based upon the number of speakers signed up. Mr. Long thanked Ms. McKeel for her sharing her thoughts and recommendations and noted that was also one of his suggestions.

Mr. Shreve shared that he liked the way the amendment was structured and did not see any difficulty managing it, the way it has been presented. One thing that might be helpful is at the beginning of the public comment sessions, the Chair notes that there is discretion to alter the rules, in some circumstances, to allow for a speaker to go over the 3 minute time limit, or changing the time limit to 2 minutes, to accommodate additional speakers in the allotted time. This will make it clear to the public that the Authority is trying to manage the meeting in a positive way.

Mr. McNaughton stated that the proposal looks good.

Mr. Munson shared that he is all in favor of encouraging public comment, but also being able to manage it at the same time. He thinks the proposal is a balance of both.

Mr. Long offered a suggestion that the Authority modifies the draft to include a clause giving the Chair the ability to lengthen the time period, and if there are more speakers than can be accommodated in the 15 minute period, to reduce the time limit to 2 minutes, if necessary.

Mr. Shreve suggested adding: "in the interest of accommodating all speakers," at the beginning of the statement.

Mr. DeLoria read the additional modifications back to the Authority:

- 1) For Clarification: in Section 2, change “subject of” to “on the Authority’s meeting agenda”
- 2) In the interest of accommodating all speakers, the Chair may limit each speaker’s time to 2 minutes.

Mr. Long asked if there was a motion to approve the Resolution to approve the By Laws, based upon the Authority’s discussion.

Mr. Shreve made a motion to approve the Resolution, as amended. The motion was seconded by Mr. McNaughton. Resolution was approved by voice vote, with no opposition.

Mr. DeLoria requested clarification that the motion and vote includes the re-adoption of the By Laws as amended. Mr. Long confirmed, yes.

- c. Director’s Report – Mr. Johnson provided a brief summary of the Broadway Blueprint project, noting the purpose of the project is to take advantage of the unique character and location of the 46 acres of industrial land, known as Woolen Mills. The County recognizes that WillowTree’s introduction into the Broadway community, the landscape will forever change. There is an ongoing planning exercise to get out in front of that change to hopefully influence it in a positive way that helps build the community and economic development efforts and minimizes impact.

Mr. Johnson then introduced Lee Catlin to provide an update on the Broadway Blueprint and WillowTree Study.

Ms. Catlin noted the Broadway Blueprint Economic Revitalization Study was part of the Woolen Mills incentive package, recognizing the potential the area had, particularly with the investments of public and private funds going into it.

Ms. Catlin provided a quick recap: the project started last fall and began with meetings with property owners, tenants, the neighborhood. Staff conducted a lot of research into existing conditions and planned development to get a sense of what the opportunities could be in that corridor. In September 2019, an interim report was provided to the Board of Supervisors. The Board accepted the report and endorsed three focus areas; economic vitality, placemaking and connectivity. The report was also shared with the Authority and the Planning Commission for feedback and input. Once the report was accepted, next several months were spent meeting with staff from the City of Charlottesville, since they are a partner in that area of the County. Staff also went back to property owners and the public for additional feedback. The goal was to develop specific strategies for the focus areas mentioned. In March 2020, the pandemic began, and the project was put hold because of the County’s need to focus on more urgent priorities, as well as the uncertainty of the current economic situation. Recently, staff realized the need to revisit the planning process, mainly because activity is continuing to happen in the Woolen Mills area, though it was noted that it is not at the same pace as originally anticipated.

Ms. Catlin shared that WillowTree has moved employees in, the Wool Factory and Selvedge Brewing are up and running. There are other people along the corridor that are making business decisions for the future. Staff does not want to lose the opportunity to get ahead of what can be done to possibly help shape the corridor. Staff decided the best approach is to take the work already done and look at again through the lens of what's possible, given constraints on County resources and staff, and economic conditions that exist in the corridor. The next step will be to get back in touch with the key stakeholders in the area to make sure staff understand what the County is seeing, and to receive very direct information on what they are doing and what they are planning. The project team reconvened with City staff in September and had a good conversation on what they see in the future as opportunities and constraints in the area. Staff has also had conversations with the key investment partners in the area, including WillowTree and the Woolen Mills Redevelopment Group to check back in and reaffirm where they are going and what their plan is. What the team took away from the meetings is that there are some challenges and the current economic environment was not what was envisioned, but they still have a full commitment to the area. WillowTree is currently constrained by the Governor's Orders on how quickly they can move their employees in but have every intention of it being the flagship campus they have envisioned. The Woolen Mills developer, Brian Roy is still focused on the vision brought to the County early in the project, the timeline just may look a little different.

The next step is to expand the circle to schedule conversations with other people along the corridor to see how they believe their business fits into the plans. Then, come back to the Board in January or February to bring back a streamlined set of recommendations for getting some proactive study work done for the Broadway Blueprint. Ms. Catlin shared that one idea that comes to the top of the recommendations is the formation of a group of community leaders in the corridor, noting both WillowTree and Woolen Mills are both interested in taking a leadership role to ensure there a viable group of people to create action and energy who will work with the County in a partnership.

Mr. Newberry provided a brief update on the Safe Spaces and Places Grant, noting that a full list of recipients would be announced soon. About 40 grants will be awarded up to \$35,000 each, spending just over \$700,000 to fund the grant program. About 70% are restaurants, wineries, cideries and breweries. A mix of establishments including retail, country stores and some schools also took advantage of the grant opportunity.

Mr. Munson shared the Town of Scottsville appreciates this program, noting there some businesses who are still operating because of these grants.

Ms. Schmack provided an update on Round 2 of the Business Lift Grant, noting that Round 1 targeted the Tourism and Hospitality Sectors and Women, Minority and Veteran Owned Businesses. In Round 2, all local businesses were encouraged to apply. The applications were

accepted October 2nd through October 19th. 58 businesses were awarded up to \$50,000 each based upon their economic injury as calculated by the Community Investment Collaborative. The Lift Grant Round 2 will provide just over \$2.3 Million to businesses in the community. Notifications are ongoing and a full list of grant recipients will be published soon.

Mr. Long asked for an update on the CARES funds and if staff anticipates any additional grant programs before the end of the year. Mr. Johnson replied that the County currently does not have more funds Economic Development CARES relief fund pool. Mr. Johnson shared the County originally allocated \$5 million in CARES funds to be used for Economic Development grants. These programs: Lift Grant Round 1, Community Lift Grant, Safe Spaces and Places, and Lift Grant Round 2 totaled over \$5.2 Million, and noted that staff had to seek an additional \$200,000 in CARES funds from the CARE Management Team to close out the programs. We expect these programs to be finalized for this year.

Mr. Long commended everyone for their efforts in making the grants happen and hope it has helped the business community enough. Mr. Johnson share that there was a whole team of people behind the scenes and cross-departmentally who have assisted, Communications, Community Development, IT, the CACVB and the Chamber noting that it goes well beyond just the Economic Development Team.

Mr. Shreve stated that he seconded the accommodation and shared the national trend is unlike this, noting that many states and localities have left the funds unspent.

Mr. Johnson stated that there were stringent requirements on what the funds could be used for and was difficult to match the funds up to those who were in need and endured the economic harm and get the exact dollar figure correct. The Community Investment Collaborative, who the Authority supported outside of this effort, was an important partner who assisted with the grant administration process by calculating the economic injury and providing use of their loan software, Lenderfit.

Mr. Walker wanted to amplify the Authority's appreciation of the EDO Team, they temporarily suspended work on Project ENABLE, and put all their energy into getting the various CARES funded programs out the door. He noted it was hard to spend a lot of money in a short amount of time, and meet all the compliance requirements, which were significant.

Mr. Johnson announced a new Buy Local advertising campaign would soon be saturating the local markets. This initiative was created in collaboration with the City of Charlottesville Economic Development, the Charlottesville Albemarle Convention and Visitor's Bureau, and the Chamber. The goal is to help represent the needs of the small businesses that are vulnerable. They do not have additional marketing dollars to spend. In the coming weeks there will be commercials, social media posts and messages on how we can all help our local businesses survive, and the importance of buying local as it impacts our local economy.

d. Closed Session – Mr. Shreve read the following Closed Meeting Motion:

I move that the Albemarle County Economic Development Authority go into a closed meeting as authorized by the Virginia Freedom of Information Act, section 2.2-3711(A) of the Code of Virginia under:

Subsection 5 to discuss and consider: Prospective businesses or industries and the expansion of an existing business where no previous announcement has been made of the businesses' or industries' interest in locating or expanding their facilities in the community; to wit, 1: the location and development of Project Capitals in Albemarle County and its request for a letter of support from the Authority and 2) the expansion of Project Proton in Albemarle County and its growing workforce.

The motion was seconded by Mr. Munson.

MOTION: The motion passed unanimously (5-0)

Mr. Long recused himself from the Project Proton discussion.

e. Closed Meeting Certification – Mr. Long read the following Closed Meeting Certification:

I move that the EDA certify by recorded vote that to the best of each Director's knowledge, only public business matters lawfully exempted from the open meeting requirements of the Virginia Freedom of Information Act and identified in the motion authorizing the Closed Meeting were heard, discussed, or considered in the Closed Meeting. The motion was seconded by Mr. Long.

MOTION: The motion passed unanimously by roll call vote (5-0)

5. **Unfinished Business**

Mr. Long readdressed Mr. Munson's question at the beginning of the meeting; if the Authority could purchase land. The Albemarle Economic Development Authority has the authority to own land, but it is currently limited by their agreement with the Board of Supervisors.

Mr. Johnson agreed with Mr. Long's comments and noted his understanding is the Authority could purchase land, if the Board of Supervisors modifies the Memorandum of Understanding to the Authority to engage in land transactions.

Mr. Long noted since there are new Authority Directors, it would be helpful for staff to provide an overview of the Authority's potential abilities at a meeting next year.

Mr. Newberry noted that Economic Development Authorities are a lot more flexible under state law with respect to land than just buying and selling. They can buy and sell land at prices above or below market value, as well as other activities that legislative bodies like the Board of Supervisors are not permitted to do.

Ms. Schmack highlighted some key projects of interest that the Suffolk Economic Development Authority participated in. Creating a public private partnership to provide a ground lease and construct a Hotel and Conference Center; constructing an office building and leasing it to the Health and Human Services entities; and gifted 55 acres of prime developable property from the State of Virginia.

Ms. McKeel reminded the Authority that Economic Development was recognized in the Community Survey as an important priority by the citizens.

6. **Other Matters**

Mr. Long reminded the Authority to complete the required 45-minute online ethics training session by December 31, 2020.

7. **Adjournment**

There being no further business, Mr. Long adjourned the meeting.

Teste: 
Donald Long, Chairman

Approved: 
David Shreve, Secretary-Treasurer



**Economic Development Authority
of Albemarle County, Virginia**

RESOLUTION TO AMEND BYLAWS

WHEREAS, the Economic Development Authority of Albemarle County, Virginia (the "Authority") maintains Bylaws as authorized by Virginia Code § 15.2-4905(10), which the Authority last readopted on January 17, 2017;

WHEREAS, the Board of Directors of the Authority finds it to be in the Authority's, County's, and public's interests to receive public comment at Authority public meetings; and

WHEREAS, Notice was provided at the Authority's 20 October 2020 meeting of a motion to amend the Bylaws in this fashion according to Article VIII, Section 1, of such Bylaws.

NOW, THEREFORE, BE IT RESOLVED ON THIS 17TH DAY OF NOVEMBER 2020, that the Economic Development Authority of Albemarle County, Virginia, hereby amends its Bylaws of January 17, 2017, to amend Article VI Order of Business to read as follows:

ARTICLE VI

ORDER OF BUSINESS

Section 1. At any meeting of the Authority, the following shall be the order of business.

1. Roll Call.
2. Minutes of previous meeting read and action thereon.
3. Public Comment.
4. Financial Report.
5. Report of the Chair.
6. Unfinished Business.
7. New Business.

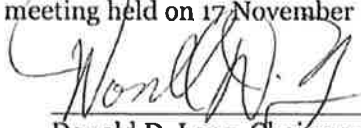
Section 2. Public Comment is limited to 15 minutes total. Each speaker is permitted up to 3 minutes and may only speak on topics germane or materially related to matters on the Authority's meeting agenda. Authority members cannot respond to or converse with speakers during Public Comment. The Chair or other presiding officer has the discretion to allow an individual speaker to exceed the 3-minute allotment and to extend reasonably the 15-minute limit on Public Comment. In the interest of accommodating all speakers, the Chair may limit each speaker's time to 2 minutes.

* * * *

MOTION

I move the Authority to adopt this Resolution amending the Bylaws to provide for Public Comment in the Authority's Order of Business and readopting the Bylaws as amended.

I, Donald D. Long, do hereby certify that the foregoing writing is the Resolution duly adopted by the Economic Development Authority of Albemarle County, Virginia, by a vote of 5 to 0 as recorded below, at a meeting held on 17 November 2020.



Donald D. Long, Chairman

	Aye	Nay
Mr. Long	<u> x </u>	_____
Mr. Ray	<u> x </u>	_____
Mr. Shreve	<u> x </u>	_____
Mr. Munson	<u> x </u>	_____
Ms. Imhoff	Absent	
Mr. McNaughton	<u> x </u>	_____



**BY LAWS OF THE ECONOMIC DEVELOPMENT
AUTHORITY OF ALBEMARLE COUNTY, VIRGINIA**

ARTICLE I

Name and Location

Section 1. The name of the Authority shall be "Economic Development Authority of Albemarle County, Virginia".

Section 2. Its principal office shall be located at the Albemarle County Office Building, 401 McIntire Road, Charlottesville, Virginia.

ARTICLE II

Rules and Regulations, General

Section 1. The Authority shall be governed by, and exercise the powers granted by, the provisions of the "Industrial Development and Revenue Bond Act", Title 15.2 of the Code of Virginia, as amended and as may hereafter be amended, subject to the provisions of that certain Ordinance creating the Authority adopted by the Board of Supervisors of Albemarle County, Virginia, on May 12, 1976, and as such Ordinance may hereafter be amended, such Ordinance being appended hereto and made a part hereof.

Section 2. The Authority may engage legal counsel, bond counsel, financial advisors, trustees and other experts as it deems necessary to assist it in the conduct of its business.

ARTICLE III

Membership

Section 1. The governing body of the Authority shall be the Board of Directors appointed by the Board of Supervisors of Albemarle County.

ARTICLE IV

Officers and Committees

Section 1. The officers of the Authority shall be a Chair, a Vice-Chair, a Secretary-Treasurer, all elected by the Directors annually from their membership, and an Assistant Secretary-Treasurer from outside of their membership. The officers shall hold office for terms of one year, or until the next annual meeting and until their successors shall have been duly elected and shall have qualified.

Section 2. The Chair, or in his absence, the Vice-Chair, shall preside over all meetings of the Authority. In the absence of both, a temporary presiding officer shall be elected from among the members present.

The Chair shall exercise general supervision over all of the affairs of the Authority. The Chair shall appoint all Committees.

Section 3. The Secretary-Treasurer shall keep the minutes of all proceeding and shall keep records of all correspondence and business transactions of the Authority. Minutes of proceedings shall be open to public inspection at all reasonable times pursuant to the Virginia Freedom of Information Act. The Secretary-Treasurer shall keep the corporate books and have charge of the seal. The Secretary-Treasurer shall send notices of meetings by mail or otherwise to members of the Authority as the same may be required, and to others as required by Section 2 of Article V. The Secretary-Treasurer shall keep a roll of the members. The Secretary-Treasurer shall perform all other duties usually appertaining to the office of a secretary.

Section 4. The Secretary-Treasurer shall be responsible of the keeping of suitable records of all financial transactions of the Authority. Such records shall be audited annually and a copy of each such audit shall be furnished to the Board of Supervisors of Albemarle County and shall be open to public inspection. Subject to the provisions of the Industrial Development and Revenue Bond Act and all agreements, contracts, and other instruments, including any trust indenture securing bonds of the Authority, made and entered into pursuant thereto, the Secretary-Treasurer shall have charge and custody of all funds and be responsible for their investment and deposit in the name of the Authority as authorized by the Authority. In general, the Secretary-Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Authority. The Secretary-Treasurer shall give bond in such sum as may be fixed by the Authority, payable to the Authority, with corporate surety authorized to act as such in the State of Virginia, the premium. On which bond shall be paid as an expense of the Authority. The Secretary-Treasurer shall make disbursement of funds of the Authority under the direction and approval of the Directors, and all checks drawn on deposits of the Authority shall bear the Secretary-Treasurer's signature as Treasurer, and checks of over \$1,000.00 shall also bear the signature of the Chair or Vice-Chair. In his absence or incapacity, the Secretary-Treasurer's power to sign checks may, at a duly constituted meeting, be delegated by the Directors, to the Assistant Secretary-Treasurer, or to one of the Directors other than the Chair or Vice-Chair. Certain of the functions of the Secretary-Treasurer may, at a duly constituted meeting, be delegated by the Directors to the Assistant Secretary-Treasurer.

The Director of the Economic Development Office or Designee shall serve as Assistant Secretary-Treasurer, and shall perform such duties of the Secretary-Treasurer set forth herein as are delegated by the Secretary-Treasurer.

Section 5. Contracts, bonds, notes, deeds, conveyances and other formal documents as authorized by the Board of Directors shall be signed on behalf of the Authority by the Chair and the Secretary-Treasurer or in their absence by two directors who shall be designated officers and approved by the Directors.

Section 6. The Secretary-Treasurer shall arrange for the books and records of the Authority to be kept in appropriate offices and/or vaults of the County Office Building.

ARTICLE V

Meetings of the Directors and Fiscal Year

Section 1. The annual meeting of the Board of Directors shall be the first meeting of the calendar year to be held no later than June 30 of the year, at the County Office Building. Add location.

Section 2. Other meetings of the Authority may be called at any time by the Chair, or in the Chair's absence, by the Vice-Chair or Secretary-Treasurer, or on written request made to the Secretary-Treasurer by a majority of the members of the Board of Directors. Written notice stating the place, date, hour and purpose of each meeting shall be given not less than three days, nor more than ten days, before the date of the meeting, either by mail or by telephone confirmed by mail, to each Director entitled to vote at such meeting and copies of such notice shall be sent to the Chair of the Board of Supervisors of Albemarle County, the County Executive, and also to any member of the general public, including news media, requesting such notice. In cases of bona fide emergency, special meetings may be called and the foregoing notice waived by the Directors. A resolution by the Board of Directors that a bona fide emergency exists shall be conclusive proof thereof.

Section 3. Any business of the Authority may be acted upon at any meeting at which a quorum is present, subject to Section 4 of this Article V.

Section 4. Four members of the Board of Directors shall constitute a quorum for the purposes of conducting its business and exercising its 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 all the members of the Board of Directors.

Section 5. All meetings shall be open to the public.

Section 6. The fiscal year of the Authority shall begin on July 1 and end on June 30 of the succeeding year.

ARTICLE VI

Order of Business

Section 1. At any meeting of the Authority the following shall be the order of business.

1. Roll Call.
2. Minutes of previous meeting read and action thereon.
3. Public Comment.
4. Financial Report.
5. Report of the Chair.
6. Unfinished business.
7. New business.

Section 2. Public Comment is limited to 15 minutes total. Each speaker is permitted up to 3 minutes and may only speak on topics germane or materially related to matters on the Authority's meeting agenda. Authority members cannot respond to or converse with speakers during Public Comment. The Chair or other presiding officer has the discretion to allow an individual speaker to exceed the 3-minute allotment and to extend reasonably the 15-minute limit on Public Comment. In the interest of accommodating all speakers, the Chair may limit each speaker's time to 2 minutes.

ARTICLE VII

Voting

Section 1. All Directors appointed to the Board of Directors pursuant to statutory authority are entitled to one (1) vote, and, except as provided in Section 4 of Article V of these by-laws, and Title 15.2 of the Code of Virginia, a simple majority of those present and voting shall be required to adopt any measure.

ARTICLE VIII

Amendments

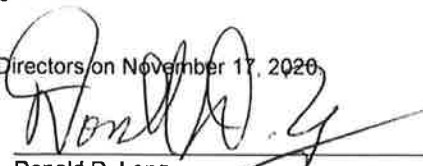
Section 1. These by-laws may be amended by a majority vote of the Directors at the next regular meeting following a regular meeting at which notice of the motion to amend is provided

ARTICLE IX

Seal

Section 1. There shall be a seal of the Authority which shall have the words "Economic Development Authority of Albemarle County, Virginia"

Adopted by Resolution of the Board of Directors on November 17, 2020.



Donald D. Long
Chair



**Economic Development Authority
of Albemarle County, Virginia**

17 November 2020

CLOSED MEETING MOTION

I move that the Albemarle County Economic Development Authority go into a closed meeting as authorized by the Virginia Freedom of Information Act, section 2.2-3711(A) of the Code of Virginia under:

Subsection 5 to discuss and consider:

Prospective businesses or industries and the expansion of an existing business where no previous announcement has been made of the businesses' or industries' interest in locating or expanding their facilities in the community; to wit, 1) the location and development of Project Capital in Albemarle County and its request for a letter of support from the Authority and 2) the expansion of Project Proton in Albemarle County and its growing workforce.

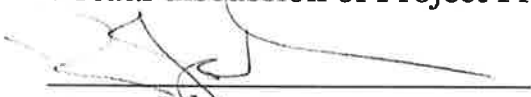
CLOSED MEETING CERTIFICATION

I move that the EDA certify by recorded vote that to the best of each Director's knowledge, only public business matters lawfully exempted from the open meeting requirements of the Virginia Freedom of Information Act and identified in the motion authorizing the Closed Meeting were heard, discussed, or considered in the Closed Meeting.

Roll Call Vote:

	Aye	Nay	
Mr. Long	<u> x </u>	<u> </u>	(DQ'd self from Project Proton)
Mr. Ray	<u> x </u>	<u> </u>	
Mr. Shreve	<u> x </u>	<u> </u>	
Mr. Munson	<u> x </u>	<u> </u>	
Ms. Imhoff	<u> </u>	<u> </u>	(Absent)
Mr. McNaughton	<u> x </u>	<u> </u>	

I, Roger Johnson, Assistant Secretary-Treasurer, certify the roll call vote tally and certify that Mr. Long was not an attendee in the virtual discussion of Project Proton.



Roger Johnson
Assistant Secretary-Treasurer

11/19/20

Date