



ECONOMIC DEVELOPMENT AUTHORITY
OF THE COUNTY OF CUMBERLAND, VIRGINIA

MEETING
Thursday, April 7, 2022, 6:30 p.m.
Cumberland County Circuit Court Room A
Cumberland County Courthouse

	<u>Action Needed</u>
1. Call to Order	Bring to Order
2. Roll Call and Establish Quorum	Quorum
3. Approval of Agenda	Motion
4. Approval of Minutes November 16, 2021.....	Motion
5. Introduction of Derek Stamey, County Administrator.....	Discussion
6. Approval of 2022 By-laws.....	Motion
7. Approval of Code of Ethics and Standards of Conduct for 2022.....	Motion
8. William Shewmake, Green Ridge Recycling Facility Update.....	Discussion
9. Public Comment	Motion
10. Old Business	Discussion
11. New Business	Discussion
12. Additional Information.....	Discussion
13. Adjourn to next regular meeting May 17, 2022.....	Motion

**MINUTES OF THE ECONOMIC DEVELOPMENT AUTHORITY
REGULAR MEETING
CIRCUIT COURTROOM, CUMBERLAND COURTHOUSE
CUMBERLAND COUNTY COURTHOUSE COMPLEX
Tuesday, November 16, 2021
6:30 P.M.**

PRESENT: Jack Lawhorne, Chairman
Cheryl Boswell, Director
James Ennis, Director
Sharon Larson, Director
John Mistichelli, Director

ABSENT: Joe Hazlegrove, Director
John Seal, Vice-Chairman
Brian Stanley, Board Liaison

ALSO PRESENT: Jennifer Crews, Interim County Administrator
Tiana Branch, Deputy Clerk to the Board

CALL TO ORDER AND ROLL CALL

Jack Lawhorne, Chairman, called to order the meeting of the Economic Development Authority of Cumberland County, Virginia on Tuesday, November 16, 2021 at 6:30 PM and a quorum was established.

APPROVAL OF AGENDA

On a motion by Director Ennis and seconded by Director Mistichelli, the agenda was approved as presented. The motion passed 5-0.

APPROVAL OF MINUTES

On a motion by Director Ennis and seconded by Director Mistichelli, the minutes of the Economic Development Authority from the meeting on May 18, 2021 were approved as presented. The motion passed 5-0.

APPROVAL OF MEETING SCHEDULE FOR 2022

On a motion by Director Ennis and seconded by Director Mistichelli, the Economic Development Authority approved the proposed meeting schedule for 2022. The motion carried 5-0.

PUBLIC COMMENTS

None.

OLD BUSINESS

Director Ennis requested an update on the status of the Braven project. Interim County Administrator, Jennifer Crews, informed members of the Economic Development Authority

that staff has not been given a status update. Crews also notified members that the deadline for the Tobacco Commission grant will expire in March of 2022 and will not be available for another extension. Chairman Lawhorne suggested staff reach out to Braven to get a formal update. Director Ennis suggested that the Board set a deadline for a response.

Chairman Lawhorne and Director Ennis also inquired an update on the status of the Green Ridge Facility.

Chairman Lawhorne made a motion to request a follow up meeting with Braven. Director Larson seconded, and the motion passed unanimously 5-0.

Director Larson inquired the update on the Hill Group.

NEW BUSINESS

Chairman Lawhorne made suggestions to the Authority on ways to bring businesses to the County. Authority discussed forming a committee to bring other attractions to the county.

ADDITIONAL INFORMATION

None.

ADJOURN

On a motion by Director Ennis and seconded by Director Mistichelli the Authority adjourned the meeting until January 18, 2022 at 6:30 p.m., in the Circuit Court Room of the Cumberland Courthouse.

**AMENDED AND RESTATED BYLAWS
OF THE ECONOMIC DEVELOPMENT AUTHORITY
OF THE COUNTY OF CUMBERLAND, VIRGINIA**

Re-Adopted January 18, 2022

Article I.
GENERAL PROVISIONS

Sec.1. POWERS AND STATE AUTHORITY. The Authority shall be governed by, and exercise the powers granted by, the provisions of the “Economic 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 Cumberland County, Virginia. The Authority shall be governed by a Board of Directors in which all powers of the Authority shall be vested, and which Board shall be composed of seven directors, appointed by the Board of Supervisors of Cumberland County, Virginia.

Sec.2. ANNUAL MEETING. The Authority’s annual meeting shall be the first meeting of the calendar year to be held no later than February 15th of the year.

Article II.
DIRECTORS

Sec.1. TERM OF OFFICE. Seven directors shall be appointed initially for terms of one, two, three and four years. Two shall be appointed for one year terms, two shall be appointed for two year terms, two shall be appointed for three year terms and one shall be appointed for a four year term. Subsequent appointments shall be for terms of four years, except appointments to fill vacancies, which shall be for the unexpired terms.

Sec.2. OATH OF DIRECTORS. Each director shall, before entering upon his duties, take and subscribe the oath prescribed by Section 49-1 of the Code of Virginia.

Sec.3. DISQUALIFICATION TO SERVE. No director shall be an officer or employee of Cumberland County, Virginia. Every director shall, at the time of his appointment and thereafter, reside in Cumberland County, Virginia. When a director ceases such residency status, the director's office shall be deemed vacant and a new director may be appointed for the remainder of the term.

Sec.4. ELECTION OF OFFICERS. At its Annual Meeting, the Board of Directors elect from their membership a Chairman, a Vice Chairman, a Secretary-Treasurer. The officers above mentioned shall serve for a period of one year, from and after the date of their election, or until their successors are duly elected and qualified. Directors may serve more than one term, consecutive or otherwise, without limitation.

Sect.5. DUTIES OF OFFICERS

a. 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 prepare the agenda for any and all meetings, and to make a copy of the said agenda available to the Secretary-Treasurer for the purpose of providing adequate notice of special meetings as hereinafter provided; to call special meetings; to call special elections; to be an ex officio member of all committees established by the Board of Directors; to sign, with the Secretary-Treasurer or any other proper officer of the Authority 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 duties to the office of Chairman and 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, and shall have a second tie breaking vote on any question as needed.

b. 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 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.

c. The Secretary-Treasurer shall be responsible for the preparation of the minutes of meetings of the Board of Directors and the executive committee, if such has been appointed, kept in a record book and made available for public inspection as herein provided; to have custody of all important records of the Authority; to have custody of the seal of the Authority and to see that the seal of the Authority is affixed to all documents or instruments, the execution of which on behalf of the Authority under its 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; to see that all notices are duly given as required by these Bylaws or by the Board of Directors; 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; keep suitable records of all financial transactions of the Authority; to have such records audited annually as required; to furnish a copy of such audit to the Board of Supervisors and others as provided herein; 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 deposit in the name of the Authority when authorized by the Board of Directors; and in general to perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the Board of Directors. In the absence of the Secretary-Treasurer, the Chairman shall appoint a Director to be responsible for the preparation of minutes of the meeting.

d. Certain functions of the Secretary-Treasurer may, at a duly constituted meeting, be delegated by the Directors to the Assistant Secretary-Treasurer. The Clerk of the Board of Supervisors, or his designated Assistant County Administrator assigned responsibility for community and economic development within Cumberland County, Virginia, shall serve as Assistant Secretary-Treasurer, and shall perform such duties of the Secretary-Treasurer set forth herein as are delegated to the Clerk by the Secretary-Treasurer.

Sec.6. COMPENSATION. The Directors shall receive no salary, but shall be reimbursed for necessary traveling and other expenses incurred in the performance of their duties.

Sec.7. QUORUM. Four members of the Board of Directors shall constitute a quorum of the Board for the purpose 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 the members of the Board of Directors. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the powers and perform all the duties of the Board.

Sec.8. MINUTES AND RECORDS.

a. The Board shall keep minutes of its proceedings, which shall be open to public inspection during normal business hours and under terms and conditions as provided by law. It shall keep suitable records of all its financial transactions and shall arrange to have the same, if any, audited annually. Copies of each such audit shall be furnished to the County Administrator, the County Treasurer, and to each member of the Board of Supervisors, and shall be open to public inspection.

b. 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 in Article 3; and the right to receive from any source confidential reports consistent with the purposes and powers stated in Article 3; but no action binding the Authority may be taken respecting such reports except as provided in Section 11 of this Article.

Sec.9. PUBLIC MEETINGS. Any meeting held by the Board of Directors at which formal action is taken shall be open to the public.

Sec.10. MEETINGS OF THE BOARD, PLACES THEREOF AND WAIVER OF NOTICE.

a. Meetings of the Board of Directors shall be held upon the call of the Chairman. Notices of meetings shall be in writing, and shall be timely communicated to respective members of the Board consistent with state law.

b. Special meetings of the Board of Directors may be called by or at the request of the Chairman or a majority of the members of the Board of Directors. When a meeting is called without the Chairman, the members calling the meeting shall provide the Secretary-Treasurer with a statement of the business to be considered for the purpose of providing adequate notice.

c. Notice of any special meeting shall be given at least three (3) days prior thereto in writing, stating the business to be considered, and consistent with state law.

e. Meetings may be held at any place and at any time within Cumberland County, Virginia, or elsewhere in the discretion of the Board, and are open to the public. The Board of Directors may enter closed session in accordance with the Virginia Freedom of Public Information Act. Formal action of the Board of Directors shall be taken in public session.

f. At all meetings of the Authority the following order of business shall be observed, as far as consistent with the purpose of the meeting:

1. Roll Call and Establishment of Quorum
2. Presentation of the minutes of the preceding meeting.
3. Reports of officers.
4. Reports of committees.
5. Old or Unfinished business.
6. New business.

g. The vote of the adoption of every resolution, any proposals creating a liability, or for the appropriation or expenditure of funds shall be yeas or nays, and whenever the vote is not unanimous, the names of members voting for and against shall be entered upon the minutes of the meeting.

h. Unless otherwise provided, procedure at meetings shall follow Robert's Rules of Order for Small Boards as a guide.

i. When approved, all minutes shall be signed by the Secretary-Treasurer and the Presiding Officer of the particular meeting.

Article III. COMMITTEES

Sec.1. Upon the adoption by the Board of Directors of an Executive Committee, such committee shall be composed of, but not limited to, the Chairman, Vice Chairman, and Secretary-Treasurer of the Authority. The Executive Committee 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 read to the Board of Directors at its regular meeting. Three 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.

Sec.2. The Chairman may, with the advice and consent of the Board of Directors, appoint such special committees as may be deemed appropriate to carry out the interests and purposes of the Authority.

Article IV.

OFFICIAL SEAL

Sec.1. The official seal of the Authority shall consist of a circular device composed of a larger outer ring and an inner smaller ring, between which shall read the words "ECONOMIC DEVELOPMENT AUTHORITY" and with "COUNTY OF CUMBERLAND" being circumscribed on said device within the center of the inner ring.

Article V.

ADDITIONS TO, AMMENDMENTS OF AND REPEAL OF BYLAWS

Sec.1. Except in the case where the Bylaws of the Board of Directors contain mandatory provisions embodied in the laws of the Commonwealth of Virginia, or the powers granted to said Board by the Cumberland County, Virginia, through its Board of Supervisors, the same may be amended, altered, added to or repealed from time to time upon a vote of the majority of the Board of Directors; provided, however that the said alteration, addition, repeal or amendment shall not be adopted at the meeting at which proposed, but shall lay upon the table until the next succeeding meeting, at which action may be taken thereon, provided a copy of such proposed amendment, addition, alteration or repeal shall be provided to all members of the Board in writing, five days before such next succeeding meeting.

Article VI.

FISCAL YEAR

Sec.1. The fiscal year of the Authority shall begin on the first of July of each year.

Article VII.

PRINCIPAL OFFICE

Sec.1. The principal office of the Authority shall be located in Cumberland County, Virginia in the County Administration Office Building.

APPROVED AND ADOPTED this ____ day of _____, 20__.

Chairman
ATTEST:

Secretary-Treasurer

**CODE OF ETHICS AND STANDARDS OF CONDUCT
FOR
THE ECONOMIC DEVELOPMENT AUTHORITY
OF THE COUNTY OF CUMBERLAND, VIRGINIA**

Re-Adopted January 18, 2022

CODE OF ETHICS

Recognizing that persons who hold public office have been given a public trust and that the stewardship of such office demands the highest level of ethical and moral conduct, any person serving on the Economic Development Authority of the County of Cumberland, Virginia should adhere to the following Code of Ethics.

1. Uphold the Constitution, laws and regulations of the United States and all governments therein and never knowingly be a part of their evasion.
2. Put loyalty to the highest moral principals and to the county as a whole above loyalty to individuals, district or particular groups.
3. Give full measure of effort and service to the position of trust for which stewardship has been granted; giving earnest effort and best thought to the performance of duties.
4. Seek to find and use the most equitable, efficient, effective and economical means for getting tasks accomplished.
5. Adopt policies and programs that support the rights and recognize the needs of all citizens regardless of race, sex, age, religion, creed, country of origin or disability.
6. Avoid adopting policies, supporting programs or engaging in activities that discriminate against or offend individuals because of race, sex, age, religion, creed, country of origin or disability.
7. Ensure the integrity of the actions of the Board of Directors by avoiding discrimination through the dispensing of special favors or unfair privileges to anyone, whether for remuneration or not. A member should never accept for himself or family members, favors or benefits under circumstances which might be construed by reasonable persons as influencing the performance of governmental duties.
8. Make no private promises of any kind binding upon the duties of any office, since a public servant has no private word which can be binding on a public duty.

9. Engage in no business with the County Government or the school system, either directly or indirectly, which is inconsistent with the conscientious performance of government duties except as may be consistent with the conflict of interest statutes in the Code of Virginia.
10. Never use any information gained in confidentiality in the performance of governmental duties as a means of making private profit.
11. Expose through appropriate means and channels, corruption, misconduct or neglect of duty whenever discovered.
12. Adhere to the principle that the public's business should be conducted in the public view by observing and following the letter and spirit of the Freedom of Information Act using closed sessions only to deal with the sensitive personnel, legal matters and contractual matters, in accordance with the Code of Virginia.
13. Avoid using the position of public trust to gain access to the media for the purposes of criticizing colleagues, citizens or personnel, impugning their integrity or vilifying their personal beliefs.
14. Make sure when responding to the media that a clear distinction is made between personal opinion or belief and a decision made by the Board.
15. Review these principals orally and in public session at the annual organizational meeting each year.
16. Pledge to honor and uphold these principles, ever conscious that public office is a public trust.

STANDARDS OF CONDUCT

Recognizing that persons holding a position of public trust are under constant observation by the media and interested county residents, and recognizing that maintaining the integrity and dignity of the public office is essential for maintaining high levels of public confidence in our institutions of government, every member of the Board of Directors should adhere to the following Standards of Conduct.

1. Avoid during public meetings and during the performance of public duties the use of abusive, threatening or intimidating language or gestures directed at colleagues, citizens or personnel.
2. Pay all taxes due to the county, state or federal government.
3. Avoid a private lifestyle that causes public doubt upon the integrity and competence of the county government.
4. Make a conscientious effort to be well prepared for each meeting.
5. Recognizing the dignity of each individual, the Board of Directors shall attempt to avoid offering public criticism of colleagues or county employees.
6. Work to create a positive environment in public meetings where citizens will feel comfortable in their roles as observers or participants.
7. Maintain an attitude of courtesy and consideration toward all colleagues and staff during all discussions and deliberations.
8. Be tolerant. Allow citizens, employees or colleagues, sufficient opportunity to present their views.
9. Be respectful and attentive. Avoid comments, body language or distracting activity that conveys a message of disrespect for the presentations from citizens, personnel or colleagues.
10. Be concise. Avoid the practice of taking more time to address an issue before the body than is necessary and essential for an adequate consideration of those matters being discussed.
11. Provide appropriate mechanisms for disciplining members who violate the Code of Ethics and Standards of Conduct by using, as a final measure of discipline, censure or removal from the position.
12. Board of Directors members will follow the procedure of communicating directly with the Clerk of the Economic Development Authority, County Administrator,

Chairman of the Board of Directors and/or the Chairman of the Board of Supervisors on all county matters.

CITIZENS AND MEDIA CONTACTS

1. In responding to questions from the media or citizens, Board members should:
 - a. Remind the listener that they are not speaking for the entire Board of Directors;
 - b. Clarify their position on a particular item;
 - c. Make “no public comment” on closed session matters in reference to individuals, real estate and other areas addressed in Section 2.2-3711 of the Code of Virginia.
2. Each Board of Directors member must remember that personnel matters are to remain confidential and that it is the obligation of the Board and its membership to protect the privacy of the individual.
3. The Board of Directors will focus on issues and avoid making public comments about individuals, staff members, fellow Board members, community residents or media representatives. The Chairman should be the main contact for EDA matters. When requested to do any interview, the Board member asked should contact the Chairman and the Clerk to tell them of the nature of the interview. In turn, they will tell the other Board members of the circumstances of the interview. This procedure does not preclude any member from responding to individual questions from the media.