

JOINT INDUSTRIAL DEVELOPMENT AUTHORITY
Minutes of Meeting
May 27, 2021

The Joint Industrial Development Authority of Wythe County, Wytheville, and Rural Retreat held its regular meeting on Thursday, May 27th, 2021, at 3:00 p.m., in the Council Room of the Wytheville Municipal Building at 150 East Monroe Street, Wytheville, Virginia.

MEMBERS PRESENT

David Kause, Chairman
David Carpenter, Treasurer
Michael Cole
Jeff Lucas
Dicky Morgan

MEMBERS ABSENT

Wes Mabe, Vice Chairman
Matthew Clarke

EX-OFFICIO MEMBERS PRESENT

Stephen Bear, Wythe County Administrator
Steve Moore, Wytheville Town Manager
Brian Freeman, Incoming Wytheville Town Manager

EX-OFFICIO MEMBERS ABSENT

Jason Childers, Rural Retreat Town Manager

JOINT IDA STAFF PRESENT

David Manley, Executive Director
John Matthews, Deputy Director
Jessica DeHart, Administrative Assistant

JOINT IDA STAFF ABSENT

None

DETERMINATION OF QUORUM

Chairman Kause called the meeting to order and determined a quorum to be present. He then offered the invocation and led the Pledge of Allegiance.

CITIZENS' TIME

Chairman Kause welcomed Dr. Beth Taylor, Mayor, Town of Wytheville, Brian Freeman, Incoming Town Manager, Town of Wytheville, Mark Bloomfield, Wytheville Town Council member, and Jennifer Atwell, Wytheville-Wythe-Bland Chamber of Commerce Executive Director. Chairman Kause asked if anyone would like to address the Board. Mr. Manley introduced Brian Freeman, the newly appointed Town Manager for the Town of Wytheville, to the Board.

APPROVAL OF MINUTES—April 22, 2021

Chairman Kause asked if there were any questions or concerns regarding the minutes from April 22nd, 2021. There being none, he asked for a motion to approve the minutes as presented. Mr. Carpenter made the motion, which was seconded by Mr. Cole. With no further discussion, the motion passed unanimously.

FINANCIAL REPORTS AND APPROVAL OF INVOICES

Chairman Kause entertained a motion to approve the financial statements for April 23rd, 2021 through May 27th, 2021 as presented. Mr. Carpenter made the motion to approve the financial statements as presented, which was seconded by Mr. Cole. Upon no further discussion, the motion passed unanimously.

**Joint IDA of Wythe County
Check Register
April 23, 2021 through May 27, 2021**

Check #	Date	Payee	Amount
EFT	5/27/21	Robert G. Moore	\$ 1,100.00
EFT	5/27/21	Appalachian Power Company	\$ 88.46
EFT	5/27/21	CenturyLink	\$ 167.36
EFT	5/27/21	Xerox Corporation	\$ 61.07
EFT	5/27/21	First Bank- Master Card	\$ 2,460.74
7874	5/27/21	Cowan Perry PC	\$ 5,000.50
7875	5/27/21	Brook Hill Lawn Care; Joshua Neal	\$ 60.00
7876	5/27/21	Brook Hill Lawn Care; Joshua Neal	\$ 125.00
7877	5/27/21	VIAA Regional Economic Development	\$ 12,790.50
7878	5/27/21	Wythe County	\$ 33,000.00
7879	5/27/21	Town of Wytheville	\$ 26,337.75
7880	5/27/21	Wytheville Meeting Center	\$ 185.30
7881	5/28/21	Cowan Perry PC	\$ 1399.00
Total			\$ 82,775.68

STAFF ACTIVITY REPORTS

STAFF REPORT – DEPUTY DIRECTOR

Activity

Annual Report

Blueprint Virginia 2030 Virtual Meeting- Virginia Chamber

Business Solutions Unit – Chair

Deputy Secretary of Agriculture and Governor’s Policy Advisor visit

Duchess Dairy

Musser Lumber

GO Virginia Joint Subcommittee and Regional Council

Hutchinson

MOVA Technologies

Perkins Advisory Council – Wytheville Community College

Project Bow

Project Flow

Project Glove

Project Panel

Project Silver

Properties - Property Search
 Property Owners
 Database Update

Rural Retreat Non-Profit Grant

Small Business Assistance

Strategic Planning

Virginia Economic Development Association’s (VEDA) impactED Webinar, Public Policy Network – Co-chair,
Summer Meeting Planning – Host/Chair, Board of Directors Meeting – Committee Chair

Virginia Tech Engineering Program: May 20 – in-person and virtual attendance options, 13 industry participants and 4 partners, and 3 possible Wythe County projects resulted from the event

Website

Workforce Center Certification Team

Workshop Planning – GenEdge, CowanPerry, SBDC

Workforce Transportation Survey

Wytheville-Wythe-Bland Chamber of Commerce Real Estate Search
Tourism Committee

STAFF REPORTS – DIRECTOR

UPCOMING:

- Next board meeting: June 24th, 2021

OLD OR UNFINISHED BUSINESS

LOAN UPDATES

Mr. Manley stated that generally the JIDA borrowers are all current, and that further discussion would need to be in closed session. He also noted that Sarah Yelton, Root'd Threads has paid the balance in full.

STRATEGIC PLANNING

Mr. Manley reported that the strategic planning process is on track and that there should be a draft presented for review before the next board meeting in June.

OTHER

Mr. Kause mentioned that he was pleased to see the turnout of the JIDA staff, elected officials, and community at the Food City grand opening on Wednesday, May 26th.

NEW BUSINESS

INTERNS

Mr. Manley mentioned there were two interns interested in an internship with the Joint IDA, and that UVA offered to pay for both internships if the JIDA would take on both students over the summer. He noted that the 8-week virtual internships should begin around the first part of June.

OTHER

None

Closed Session as permitted by Code of Virginia §2.2-3711(A)(3) [consideration of the acquisition or disposition of real property], §2.2-3711(A)(5) [unannounced prospective business including Projects Flow, Glove], §2.2-3711(A)(7) [actual or probable litigation], and §2.2-3711(A)(29) [discussion of terms of public contract]

Mr. Carpenter moved that the Board of Directors of the Joint IDA of Wythe County enter closed session as permitted by the CODE OF VIRGINIA §2.2-3711(A)(3) [consideration of the acquisition or disposition of real property], §2.2-3711(A)(5) [unannounced prospective business including Projects Flow, Glove], §2.2-3711(A)(7) [actual or probable litigation], and §2.2-3711(A)(29) [discussion of terms of public contract].

The motion was seconded by Mr. Morgan.

Roll Call Vote:

Yea – David Kause, Chairman
David Carpenter
Michael Cole
Jeff Lucas
Dicky Morgan

Nay – None

Absent during meeting: Wes Mabe
Matt Clarke

The board entered a closed session discussion at 3:18 PM.

At 4:38 PM, Mr. Carpenter then moved that the Board of Directors of the Joint IDA of Wythe County re-enter open session and that the board further certifies that the only matters discussed in closed session were matters permitted and identified.

The motion was seconded by Mr. Morgan.

Roll Call Vote:

Yea – David Kause, Chairman
David Carpenter
Michael Cole
Jeff Lucas
Dicky Morgan

Nay – None

Absent during vote: Wes Mabe
Matt Clarke

Mr. Carpenter moved that the Joint IDA enter into a financing agreement with First Bank and Trust and with Virginia Community Capital Bank by borrowing up to \$19.2 million to support the STS Group North America project in Progress Park in Wythe County and further authorize the Chairman to sign any necessary documents to carry this out. The motion was seconded by Mr. Morgan.

Roll Call Vote:

Yea – David Kause, Chairman
David Carpenter
Michael Cole
Jeff Lucas
Dicky Morgan

Nay – None

Absent during vote: Wes Mabe
Matt Clarke

Mr. Lucas moved that the Joint IDA accept the support agreement as adopted by the Wythe County Board of Supervisors at its May 25, 2021, meeting to secure by moral obligation the financing arrangement with Virginia Community Capital Bank, First Bank and Trust which allows for the financing of the STS Group North America project in Progress Park in Wythe County. The motion was seconded by Mr. Carpenter.

Roll Call Vote:

Yea – David Kause, Chairman
David Carpenter
Michael Cole
Jeff Lucas
Dicky Morgan

Nay – None

Absent during vote: Wes Mabe
Matt Clarke

Mr. Cole moved that the Joint IDA enter into a financing agreement with STS Group North America to lend the company up to \$16.32 million to support its project in Progress Park in Wythe County and authorize the Chairman to sign any necessary documents to carry this out. The motion was seconded by Mr. Carpenter.

Roll Call Vote:

Yea – David Kause, Chairman
David Carpenter
Michael Cole
Jeff Lucas
Dicky Morgan

Nay – None

Absent during vote: Wes Mabe
Matt Clarke

Mr. Morgan moved that the Joint IDA adopt and ratify the resolution authorizing \$19.2 million in financing by the Joint IDA for the benefit of the STS North America project in Wythe County Progress Park. The motion was seconded by Mr. Cole.

Roll Call Vote:

Yea – David Kause, Chairman
David Carpenter
Michael Cole
Jeff Lucas
Dicky Morgan

Nay – None

Absent during vote: Wes Mabe
Matt Clarke

At this time, the following resolution was signed.

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE
OF A \$19,200,000.00 INDUSTRIAL REVENUE NOTE
BY THE JOINT INDUSTRIAL DEVELOPMENT AUTHORITY
OF
WYTHE COUNTY, THE TOWN OF WYTHEVILLE
AND
THE TOWN OF RURAL RETREAT, VIRGINIA
a.k.a.
THE INDUSTRIAL DEVELOPMENT AUTHORITY OF WYTHE COUNTY

WHEREAS, The Industrial Development Authority of Wythe County (the “**Authority**”) held a public hearing on February 4, 2021, regarding the joint financing proposal presented by First Bank & Trust Company and VCC Bank (the “**Lenders**”) and accepted same (**Exhibit “A”**); and,

WHEREAS, the Wythe County Board of Supervisors (the “**Board**”) during a scheduled meeting on May 25, 2021 by Resolution agreed to provide financial support to the Authority in the event of a monthly deficiency event occurred (**Exhibit “B”**); and,

WHEREAS, the Authority has determined that it is necessary and expedient to borrow up to \$19,200,000.00 and to issue and sell its Industrial Development Revenue Note therefore to enable the Authority to loan STS Group North America, Inc. sufficient funds to meet equipment costs which will improve the County’s tax base, improve employment conditions in the County, promote industry and develop trade in the County, increase commerce within the County, and improve the safety, health, welfare, convenience and prosperity of citizens in the County; and,

WHEREAS, pursuant to the Constitution and the laws of the Commonwealth of Virginia including but not limited to §§15.2-4905 and 15.2-4908 of the Virginia Code, the Authority is empowered to issues its bonds and notes for the purposes of carrying out any of its powers; and,

WHEREAS, the Board has agreed to provide its moral obligation to financially support the Authority’s notes in the form of funding of any deficits of any kind or nature that the Authority may incur from time to time, including deficits related to funding of debt service on the Note as more fully set forth in the Board’s Resolution of May 25, 2021; and,

WHEREAS, the Authority was organized by ordinance of the Board pursuant to the Industrial Development and Revenue Bond Act, §§15.2-4900 et seq. (formerly §§15.2-1373 et seq.) of the Virginia Code, as amended, for the benefit of the County and for the public purposes stated in such ordinance.

After careful consideration and in furtherance of the purposes set forth herein, NOW, THEREFORE, BE IT RESOLVED, THAT:

1. The issuance and sale of the Note in the principal amount of \$19,200,000.00 to First Bank & Trust Company and VCC Bank pursuant to the terms and conditions approved February 4, 2021 is hereby approved.

2. The execution and delivery, recordation and performance, as appropriate by the Authority of the Basic documents are authorized. The Chairman or Vice chairman of the Authority is authorized and directed to execute on behalf of the Authority the Loan Agreement, Note, Basic Documents and any other documents required by the Lenders and the corporate seal of the authority or a facsimile thereof shall be impressed or imprinted thereon and attested by the signature of the secretary or the assistant secretary of the Authority.

3. Jim Cowan, Esq., Counsel for the Authority is authorized to cause a certified copy of this Resolution to be filed with the Circuit Court of the County pursuant to §15.2-2607 of the Code of Virginia of 1950, as amended.

4. Nothing in this Resolution, the Basic Documents or other documents necessary for the closing shall be deemed to be a pledge of the faith and credit or the taxing power of the Commonwealth of Virginia or the County of Wythe.

5. The Authority expects that principal payments due under the Note will be paid from note payments due the Authority from STS Group North America, Inc. and money appropriated by the Board pursuant to the County’s Support Agreement and agrees to apply such proceeds to the payment of the amounts due under the Note.

6. This resolution shall be effective upon its adoption.

The Members of the Authority voted as follows on May __, 2021

<u>MEMBER</u>	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
David Kause Chairman	_____	_____	_____
Wes Mabe Vice Chairman	_____	_____	_____
David Carpenter Treasurer	_____	_____	_____
Joseph “Dicky” Morgan Director	_____	_____	_____
Matthew Clark Director	_____	_____	_____

Jeffrey Lucas

Director

Michael Cole

Director

CERTIFICATE

The undersigned Clerk of the Joint Industrial Development Authority of Wythe County, the Town of Wytheville and the Town of Rural Retreat, Virginia, certifies that the foregoing is a true, correct and complete copy of a Resolution adopted by the Affirmative vote of a majority of the Joint Industrial Development Authority of Wythe County, the Town of Wytheville and the Town of Rural Retreat, Virginia present at a public meeting duly called and held on May ____, 2021, at which meeting a quorum was present and acting throughout.

Dated: May ____, 2021.

Clerk, Joint Industrial Development
Authority of Wythe County, the Town of
Wytheville, and the Town of Rural Retreat

Mr. Manley thanked the board for its action and support with this project.

Mr. Manley then read and presented a resolution to Mr. Steve Moore for his service to the public on behalf of the Board of Directors and staff of the Joint Industrial Development Authority. Mr. Carpenter made the motion to adopt the following resolution as read by Mr. Manley. Mr. Morgan seconded the motion, which was passed unanimously. The resolution read:

**A Resolution Honoring
Stephen A. Moore**

WHEREAS, Stephen A. Moore has served the Town of Wytheville and its citizens as Assistant Town Manager beginning on December 15, 1990, then as Town Manager beginning on July 1, 2020; and

WHEREAS, Mr. Moore has supported progress through major initiatives in tourism, downtown revitalization, recreation, parks, and other contributors to the great quality of life Wytheville and its residents and visitors enjoy; and

WHEREAS, Mr. Moore has leveraged his architectural training and expertise as well as his depth of experience in planning to enhance such projects as the Heritage Walk, the Truss Bridge Park, the Wall of Honor, the East Main streetscape project, and the Downtown Wytheville revitalization, among many others; and

WHEREAS, Mr. Moore has been an instrumental partner to the multi-jurisdiction Crossroads Regional Industrial Facility Authority and to the Joint Industrial Development Authority in its pursuit of economic vitality for all Wythe Countians; and

WHEREAS, he has undertaken his public service with honor and distinction all the while being involved in numerous significant community service activities; and

WHEREAS, Mr. Moore will be retiring from his role as Wytheville's Town Manager, after over 30 years of service to the people of his community; then

THEREFORE, BE IT RESOLVED by the Board of Directors and staff of the Joint Industrial Development Authority, that STEPHEN A. MOORE is recognized and honored for his many contributions to the economic vitality of our community at-large, and wish him the best for future success, health, and happiness.

Adopted this the 27th day of May, 2021.

David Kause, Chairman

David Manley, Executive Director

ADJOURN

There being no other business, Chairman Kause adjourned the meeting at 4:48 p.m.

David Kause, Chairman

Attest:

Jessica E. DeHart, Secretary