

# Industrial Development Authority of Dinwiddie County



January 24, 2022

**7:00PM**

## **1. CALL TO ORDER AND ROLL CALL**

## **2. ADOPTION OF AGENDA**

## **3. APPROVAL OF MINUTES**

Documents:

[09272021 Meeting Minutes DRAFT \(1\).pdf](#)

## **4. ORGANIZATIONAL MEETING**

- **Chairman Nominations and Appointment**
- **Vice-Chairman Nominations and Appointment**
- **Secretary/Treasurer Nominations and Appointment**
- **Adoption of IDA Meeting Schedule of 2022**
- **Resolution Regarding Bank Accounts**
- **Review of Bylaws**

Documents:

[2022 IDA officer nominations.pdf](#)

[2022 IDA calendar public.pdf](#)

[2022 IDA Bank Resolution.pdf](#)

[IDA BYLAWS AMENDED January 28 2013.pdf](#)

[Schedule of 2022 IDA Meetings.pdf](#)

## **5. TREASURERS REPORT**

Documents:

[Din IDA January 2022 Treasurers Report.pdf](#)

## **6. CITIZEN COMMENTS**

## **7. CLOSED SESSION**

### **§2.2-3711 (A) (5) Business and Industry Development**

- Regarding prospective business and industry where no previous announcement has been made

**§2.2-3711 (A) (8) Consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.**

- Letter of Intent re: Potential Sale of Real Property

**§2.2-3711 (A) (3) Discussion or consideration of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body.**

- Potential Sale of Real Property off of Commerce Way

Documents:

[Resolution for Letter of Intent.pdf](#)

[Resolution for Commerce Park Land Transfer to IDA.pdf](#)

## **8. OLD/NEW BUSINESS**

## **9. INDUSTRIAL DEVELOPMENT AUTHORITY BOARD MEMBER COMMENTS**

## **10. DEPUTY COUNTY ADMINISTRATOR OF PLANNING AND COMMUNITY DEVELOPMENT COMMENTS**

## **11. ADJOURNMENT**

VIRGINIA: AT THE REGULAR MEETING OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF DINWIDDIE COUNTY, VIRGINIA, HELD IN THE MEETING ROOM OF THE DINWIDDIE COUNTY AIRPORT BUILDING, 6775 BECK-CHAPPELL DRIVE, NORTH DINWIDDIE, VIRGINIA, ON SEPTEMBER 27, 2021 AT 7:00 P.M.

PRESENT: JAMES VAN LANDINGHAM – CHAIRMAN  
MICHELLE OLGERS – VICE CHAIRMAN  
WILLIAM JONES – SECRETARY/TREASURER  
ALAN KISSNER  
ROBERT SPIERS  
SHARON YATES

ABSENT: MAXWELL WATKINS

ADMINISTRATION PRESENT: TAMMIE COLLINS, DEPUTY COUNTY ADMINISTRATOR OF PLANNING AND COMMUNITY DEVELOPMENT  
MORGAN INGRAM, ECONOMIC DEVELOPMENT DIRECTOR

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**1. CALL TO ORDER AND ROLL CALL**

Mr. Van LANDINGHAM called the meeting to order at 7:03 P.M., and Ms. COLLINS called roll.

**2. APPROVAL OF/AMENDMENTS TO AGENDA**

Mr. Van LANDINGHAM asked if there needed to be any amendments to the agenda. None were needed.

Upon motion by Ms. OLGERS to adopt the agenda, as presented, and a second by Ms. YATES, and upon the following vote, the agenda was adopted.

Ayes: Mr. Van LANDINGHAM, Ms. OLGERS, Mr. JONES, Mr. KISSNER, Mr. SPIERS, Ms. YATES

Nays: None

Absent: Mr. WATKINS

**3. APPROVAL OF MINUTES**

Mr. Van LANDINGHAM asked to move on to the minutes from the July 26th Regular Meeting. He asked if any additions or changes were needed. He noted that he had mentioned two changes prior to the meeting. No others were needed.

Upon motion by Mr. SPIERS, and a second by Mr. JONES, the minutes for the July 26, 2021 meeting were approved as amended by the following vote.

Ayes: Mr. Van LANDINGHAM, Ms. OLGERS, Mr. JONES, Mr. KISSNER, Mr. SPIERS

Nays: None

Absent: Mr. WATKINS

Abstain: Ms. Yates

#### **4. TREASURER'S REPORT**

Mr. Jones started the Treasurer's report, as of September 16, 2021, by noting that the IDA had started with a balance of \$345,162.01, and there was a deposit by the county and a VISA payment. Mr. Jones stated that the Touchstone CD had a balance of \$69,521.01. Mr. Jones went on to state that the second Touchstone CD had balance to \$105,321.09. The total IDA funds are \$581,676.32. The balance in the Aldi account was \$37,312.96.

Upon motion of Mr. Spiers, and a second by Ms. Olgers, the Treasurer's Report, as of September 2021, was adopted as presented by the following vote.

Ayes: Mr. Van Landingham, Ms. Olgers, Mr. Jones, Mr. Kissner, Mr. Spiers, Ms. Yates

Nays: None

Absent: Mr. Watkins

Mr. Van Landingham asked about closing out the Aldi account. Ms. Collins stated that the plan was in place to go before the Board of Supervisors and have that account closed and the money moved to the Marketing account.

#### **5. CITIZEN COMMENTS**

No citizens were present to comment.

#### **6. CLOSED SESSION**

Mr. Van Landingham asked Ms. Collins to take the Board into closed session. Ms. Collins noted a need to go into closed session under:

##### **§2.2-3711 (A) (5) Business and Industry Development**

- Regarding prospective or expanding business and industry where no previous announcement has been made

Upon motion of Ms. Olgers, and a second by Ms. Yates, the Board voted to go into Closed Session at 7:09 P.M.

Ayes: Mr. Van Landingham, Ms. Olgers, Mr. Jones, Mr. Kissner, Mr. Spiers, Ms. Yates

Nays: None

Absent: Mr. Watkins

At 7:45 P.M., Ms. Collins noted a need for a motion to reconvene into Open Session.

Upon motion of Ms. Olgers, and a second by Mr. Jones, the board unanimously voted to approve reconvening into Open Session at 7:45 P.M.

Ayes: Mr. Van Landingham, Ms. Olgers, Mr. Jones, Mr. Kissner, Mr. Spiers, Ms. Yates

Nays: None

Absent: Mr. Watkins

## **CERTIFICATION**

Ms. Collins read the Certification Resolution and upon motion by Mr. Kissner, seconded by Mr. Spiers, the following Certification Resolution was adopted:

Ayes: Mr. Van Landingham, Ms. Olgers, Mr. Jones, Mr. Kissner, Mr. Spiers, Ms. Yates

Nays: None

Absent: Mr. Watkins

### **CERTIFICATION AND MOTION TO ADOPT CERTIFICATION RESOLUTION**

Whereas, the Industrial Development Authority convened in a closed meeting under section:

#### **§2.2-3711 (A) (5) Business and Industry Development**

- Regarding prospective or expanding business and industry where no previous announcement has been made

*AND WHEREAS, no member has made a statement that there was a departure from the lawful purpose of such closed meeting or that matters other than those identified in the motion were discussed,*

*NOW BE IT CERTIFIED, that only those matters as were identified in the motion were heard, discussed or considered in the closed meeting.*

## **7. OLD/NEW BUSINESS**

### **A. Richlands Creamy VRA Loan Modification**

Ms. Collins informed the Board she had spoken to Mr. Southall and would give a comprehensive overview. She walked the Board through the new terms and the resolution, and stated that the Tobacco Commission had already agreed. There was discussion about what stores their products are now available in.

Upon motion by Ms. Olgers, and seconded by Ms. Yates, the following Resolution was passed by the following vote.

Ayes: Mr. Van Landingham, Ms. Olgers, Mr. Jones, Mr. Kissner, Mr. Spiers, Ms. Yates

Nays: None

Absent: Mr. Watkins

### **RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF DINWIDDIE COUNTY, VIRGINIA APPROVING AN AMENDMENT TO THE AUTHORITY'S LOAN REVENUE BOND (RICHLANDS CREAMERY PROJECT), SERIES 2019**

**WHEREAS**, the Industrial Development Authority of Dinwiddie County, Virginia, a political subdivision of the Commonwealth of Virginia (the "Authority"), Richlands Creamery, LLC, a Virginia limited liability company (the "Borrower"), and Virginia

Resources Authority, as Administrator of the Virginia Tobacco Region Revolving Fund (the "Bondholder") proposed, and the Board of Directors of the Authority approved, a plan of finance involving the issuance of the Authority's \$750,000 Loan Revenue Bond (Richlands Creamery Project), Series 2019 (the "Bond"), and in connection therewith the parties entered into a Financing and Security Agreement dated as of August 1, 2019 (the "Financing Agreement"), whereby (a) the Bondholder agreed to purchase the Bond, and (b) the Authority agreed to cause the proceeds of the Bond to be loaned to the Borrower pursuant to its Promissory Note dated August 30, 2019 (the "Note") to finance the Project, as defined in the Financing Agreement; and

**WHEREAS**, each of the Bond and the Note remains outstanding, is subject to monthly payments of interest on the first of each month commencing as of October 1, 2019, is subject to monthly payments of principal on the first of each month commencing as of September 1, 2021 and bears interest at a fixed rate of interest of 2.11% per annum; and

**WHEREAS**, at the Borrower's request the Bondholder has agreed to forbear until July 1, 2022 principal payments currently due on the first of each month commencing as of October 1, 2021 through June 1, 2022; and

**WHEREAS**, the Borrower, the Bondholder and the Authority have agreed to amend the Bond, the Note and the Financing Agreement in order to forbear such principal payments effective on the date of execution and delivery of the Modification Agreement; and

**WHEREAS**, there has been presented to this meeting the form of the Modification Agreement which the Authority proposes to execute to carry out the transaction described above.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF DINWIDDIE COUNTY, VIRGINIA:**

1. The Authority hereby agrees to the forbearance set forth in the preambles to this resolution and as set forth in the Modification Agreement.
2. The Chairman or Vice-Chairman of the Authority is hereby authorized and directed to execute and to deliver the Modification Agreement to the Bondholder and the Borrower.
3. The Modification Agreement shall be in substantially the forms presented at this meeting, which are hereby approved, with such completions, omissions, insertions and changes as may be approved by the officer of the Authority executing them, such officer's execution to constitute conclusive evidence of such officer's approval of any such omissions, insertions and changes.
4. The Chairman or Vice-Chairman of the Authority is hereby authorized and directed to execute and deliver all certificates and instruments and to take all such further action as such officer may consider necessary or desirable in connection with the amendment of the Bond and the Note and the execution and delivery of the Modification Agreement.

5. All costs and expenses in connection with this transaction, including the fees of the Bondholder, the fees and expenses of bond counsel, counsel to the Authority, counsel to the Bondholder and counsel to the Borrower, shall be paid by the Borrower.

6. All actions previously taken by the officers and staff of the Authority, and the Chairman or Vice-Chairman of the Authority, in connection with the transactions contemplated by this resolution are hereby ratified and approved.

7. The Authority's officers shall perform such other acts as may be required to implement the undertakings as hereinabove set forth.

8. This resolution shall take effect immediately upon its adoption.

There was no further Old/New Business.

**8. INDUSTRIAL DEVELOPMENT AUTHORITY BOARD MEMBER COMMENTS**

Mr. Van Landingham commented about an article about Ms. Olgers' mom.

Ms. Olgers told the Board she was happy that the winery would be going forward.

Mr. Spiers talked about the Tobacco Commission and a new agritourism website.

There were no further comments.

**9. DEPUTY COUNTY ADMINISTRATOR OF PLANNING AND ECONOMIC DEVELOPMENT COMMENTS**

Ms. Collins noted that the County is working on updating its Comprehensive Land Use Plan. This includes things such as solar, wastewater, multifamily developments, and agritourism. Soft kick off for this took place in June and session for the community will begin in October. There will also be a Board meeting that includes the Board of Supervisors, School Board, Planning Commission, and IDA.

Ms. Collins gave an update on Broadband. She told the Board a Broadband Authority had been made and is working on a fiber to home project with universal coverage.

Ms. Ingram gave an update on the retail study. They would hit Dinwiddie in mid-October. There is a reception on October 13th that the IDA should have received invitations for in their email.

**10. ADJOURNMENT**

Mr. Van Landingham asked if there was any further business, and there was none. Upon motion by Mr. Jones, and a second by Mr. Kissner, the meeting was adjourned at 8:26 P.M.

Ayes: Mr. Van Landingham, Ms. Olgers, Mr. Jones, Mr. Kissner, Mr. Spiers, Ms. Yates

Nays: None

Absent: Mr. Watkins



# Resolution

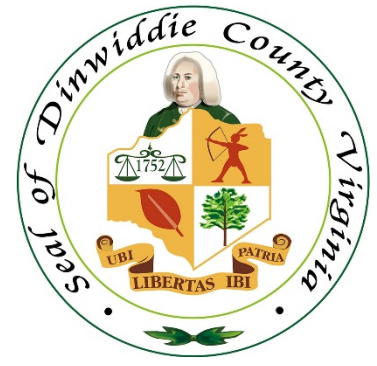
## of the INDUSTRIAL DEVELOPMENT AUTHORITY of DINWIDDIE COUNTY, VIRGINIA

**MOTION:** BE IT RESOLVED, by the Industrial Development Authority of Dinwiddie County, Virginia that \_\_\_\_\_ shall be appointed as the Chairman of the Industrial Development Authority of Dinwiddie County, Virginia for the year 2022, or until he or she resigns, is unable to hold office, or until a successor assumes office.

**MOTION:** BE IT RESOLVED, by the Industrial Development Authority of Dinwiddie County, Virginia that \_\_\_\_\_ shall be appointed as the Vice-Chairman of the Industrial Development Authority of Dinwiddie County, Virginia for the year 2022, or until he or she resigns, is unable to hold office, or until a successor assumes office.

**MOTION:** BE IT RESOLVED, by the Industrial Development Authority of Dinwiddie County, Virginia that \_\_\_\_\_ shall be appointed as the Secretary/Treasurer of the Industrial Development Authority of Dinwiddie County, Virginia for the year 2022, or until he or she resigns, is unable to hold office, or until a successor assumes office.





**COUNTY OF  
DINWIDDIE**

**INDUSTRIAL  
DEVELOPMENT  
AUTHORITY**

**2022**

**SCHEDULE OF  
PUBLIC MEETINGS**

Unless otherwise noticed :

REGULAR MEETINGS, shown in **RED**, are held on the **FOURTH MONDAY** of every other month at **7:00 PM.**

LOCATION :

CONFERENCE MEETING ROOM  
Dinwiddie County Airport  
6775 Beck-Chappell Drive  
North Dinwiddie , Virginia 23803

If a regular or advertised meeting is canceled due to weather or other conditions, it shall be continued for 7 days to the same time and place.

Mailing address:

P. O. Drawer 70  
Dinwiddie, Virginia 23841

Telephone: (804) 469-4500

Note:

The ORGANIZATIONAL MEETING for 2023 will be held on January 23, 2023 at 7:00 p.m.

**JANUARY**

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**MAY**

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**NOVEMBER**

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**JUNE**

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**DECEMBER**

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# Resolution

**of the INDUSTRIAL DEVELOPMENT AUTHORITY  
of DINWIDDIE COUNTY, VIRGINIA  
REGARDING BANK ACCOUNTS  
OF THE INDUSTRIAL DEVELOPMENT AUTHORITY HELD AT THE BANK OF  
SOUTHSIDE VIRGINIA AND TOUCHSTONE BANKS**

BE IT RESOLVED by the Industrial Development Authority of Dinwiddie County, Virginia (the “IDA”) that any accounts of the IDA held at the Bank of Southside Virginia or Touchstone Bank be revised to reflect that the following IDA members are hereby authorized to sign for withdrawals: \_\_\_\_\_ Chairman, \_\_\_\_\_ Vice Chairman and \_\_\_\_\_ Secretary/Treasurer – any two of the three being required;

BE IT FURTHER RESOLVED by the IDA that any other signatories currently on record at the Bank of Southside Virginia and Touchstone Bank be removed and shall no longer be authorized to make withdrawals.

**BYLAWS  
of the  
INDUSTRIAL DEVELOPMENT AUTHORITY  
of DINWIDDIE COUNTY, VIRGINIA**

*Revised and Readopted in whole, March 25, 2008*

*Amended January 25, 2010*

*Amended March 22, 2010*

*Amended September 27, 2010*

*Amended March 28, 2011*

*Amended January 28, 2013*

**ARTICLE I  
PURPOSE AND FUNCTION**

1. The Authority, having been created by proper ordinance of the Board of Supervisors of Dinwiddie County, Virginia, pursuant to Chapter 49 of the Code of Virginia, Title 15.2, Section 15.2-4900 *et seq.*, hereby establishes its purpose and functions as follows: to promote industry and develop trade by inducing manufacturing, industrial, governmental, nonprofit and commercial enterprises, and institutions of higher learning to locate in or partially in this Commonwealth and further the use of its agricultural products and natural resources and towards this end to exercise all privileges, powers and rights granted to it by law.
2. All privileges, powers and rights delegated to the Authority by the enabling Statutes are hereby expressly made a part hereof.

**ARTICLE II  
DIRECTORS**

1. The business and property of the Authority shall be managed and 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 governing body of the County pursuant to Section 15.2-4904 of the Code of Virginia.
2. Terms of Directors. Directors shall be appointed for a term of four years except appointments to fill vacancies which shall be for the unexpired terms. If a qualified successor to a Director is not appointed by the end of the Director's term, said Director shall remain in office until a qualified successor is appointed.
3. Taking of Oath. Upon his or her appointment or reappointment, and before entering upon his or her duties, each Director shall take and subscribe the oath prescribed by Section 49-1 of the Code of Virginia.
4. Qualification of Directors. No Director shall be an officer or employee of the County. Every Director shall reside in the County at the time of his or her appointment and thereafter. When a Director ceases to be a resident of the County, the Director shall vacate his or her office, and a new Director may be appointed for the remainder of his or her term.

5. Compensation of Directors. A compensation amount for the Directors shall be established by the Board of Supervisors of Dinwiddie County, Virginia. Each Director shall be compensated such compensation amount for his or her attendance at each regular meeting, special meeting, or committee meeting if such committee meeting constitutes a meeting that must be open to the public as defined under the Virginia Freedom of Information Act.

6. Reimbursement. The Directors shall be reimbursed for travel and other necessary expenses incurred in the performance of their duties.

### ARTICLE III OFFICERS

1. Officers. The Officers of the Industrial Development Authority shall consist of a Chairman, a Vice-Chairman and a Secretary-Treasurer. At its first regular meeting in any given calendar year, the Board shall elect its Officers.

2. Nominations. Nominations for officer candidates may be made by recommendation of a nominating committee, if any, and/or may be made directly from the floor. A candidate receiving a majority vote of the Directors present shall be declared elected.

3. Term of Officers. An Officer shall serve for a term of one (1) year, provided however that if a qualified successor to a particular Office has not been elected at the end of such Officer's term, the Officer's term shall be extended until such time as a qualified successor is elected. If an Office becomes vacant for any reason prior to the end of a term, a special election shall take place as soon as practicable to fill the vacancy. An Officer may serve no more than two consecutive terms in a particular office.

4. The Chairman shall preside at all meetings and in his or her absence, the Vice-Chairman shall preside.

### ARTICLE IV COUNSEL

The Board is specifically authorized to retain one or more Counsel as they deem proper and to compensate Counsel in accordance with the scope and requirements of his or their employment.

### ARTICLE V MEETINGS

1. Regular Meetings. The time and place of Board meetings shall be set by resolution of the board. The regular meeting schedule shall be set at the organizational meeting held at the first meeting of the Authority each calendar year.

2. Special Meetings. Special or emergency meetings may be called from time to time by the Chairman of the Board or at the request of any two members of the Board and shall be held at 7:00 P.M. or at such hour as specified by the Chairman at such

place as specified by the Chairman. Notice for such special meeting shall state time, place and purpose of such meeting and may be given to Board members by the Chairman and/or Secretary-Treasurer or the Authority's designee, and may be in writing or by telephone and shall be given at least twenty-four hours in advance of any such meeting, unless and except there is an express waiver of notice of less than twenty-four hours by at least a majority of the entire Board. Such waivers may be given in proper form by each member of the Board orally to the Chairman and/or Secretary-Treasurer or the Authority's designee or may be presented formally to the Board at the beginning of such meeting, provided that a quorum of the Board exists.

3. Notice of all such meetings shall also be posted and made available to the public in accordance with Section 2.2-3707 of the Code of Virginia.

4. The agenda and notices for all meetings, regular, special and emergency, shall be prepared by either the Secretary-Treasurer or Chairman, or a designee of the Chairman, and shall be distributed to each member of the Board prior to any such regular meeting and as time and convenience permit in the event of a special meeting. Any member of the Board, officer, and/or counsel, or member counsel if more than one, shall have the right and privilege to list any specific item to be placed thereon.

5. On motion of the Chairman, any meeting, regular or special, may be adjourned or in his or her discretion may be continued or recessed until a convenient later time or place; however, no such continuance or recess shall be extended to any date and time beyond the date and time of the next regular meeting.

6. All Board meetings shall be open to the public. The Board may hold closed sessions as permitted by law and as deemed necessary by a majority vote of the Board.

7. Quorum. Four Directors shall constitute a quorum of the Board. A quorum of the Board may exercise all the powers and perform all the duties of the Board except the sale, lease, or disposal in any manner of Authority facilities, for which a majority vote of the Board is required.

8. Voting. Unless otherwise provided by law or herein, voting shall be by a simple majority of those present at any constituted meetings. A tie vote shall be deemed a negative vote.

9. Minutes. The Board, through the Secretary-Treasurer, or his or her designee, shall keep detailed minutes of its proceedings which shall be open to public inspection at all times.

## ARTICLE VI FINANCES

1. The Board is specifically authorized to expend any such sums as are necessary for the proper administration of the Board in keeping with the purposes and powers of the Board as hereinbefore specified and such as are incident to the proper business of the Authority. Such power is intended to enlarge and not limit all powers granted to the Authority by Section 15.2-4905 of the Code of Virginia.

2. The Board is specifically authorized to borrow money and to issue bonds, notes and other obligations of the Authority consistent with the purposes of the Authority as hereinbefore specified and as are incident to the powers of the Authority described in Section 15.2-4908 of the Code of Virginia.

3. The Secretary-Treasurer of the Authority shall take charge of all monies of the Authority, shall account therefore and collect same, shall maintain appropriate bank accounts, and shall maintain suitable records for such monies in his or her control and custody which such records shall be available for inspection by any member of the Board at any convenient time.

4. The Secretary-Treasurer of the Authority shall make a financial report to the Board at each regular meeting and shall make a supplemental financial statement to the Board at any special meeting when such request is made to him or her by the Chairman of the Board.

5. All expenditures of money relating to routine administration of the business affairs of the Authority and/or relating to marketing and economic development shall be approved by the Secretary-Treasurer prior to the issuance of any such check and other expenditure of funds relating to the acquisition of property and/or other such functions incident to the carrying out of the purposes of the Authority shall be approved by appropriate resolution of the Board and no such check shall be drawn until such approval has been voted and recorded in the minutes of the Secretary-Treasurer.

6. Notwithstanding the foregoing, the Chairman may, without approval of the other Directors of the Authority, authorize or make expenditures of \$250.00 or less for items relating to routine administration of the business affairs of the Authority and/or may, without the approval of the other Directors of the Authority, authorize or make expenditures of \$2,500.00 or less for items relating to marketing and economic development including but not limited to meals, hospitality and entertainment of economic development prospects and the Chairman must report all such expenditures, to the Directors at the next regular meeting of the Authority, with supporting documentation. The funds of the Authority may be expended by use of a credit card issued by a bank approved by the Secretary-Treasurer or by check drawn on a bank or banks approved by the Secretary-Treasurer, which checks shall be signed by at least two of the officers.

#### ARTICLE VII SIGNATORIES AND SEAL

1. Unless otherwise provided in the Code of Virginia or these bylaws, legal documents shall be signed by such persons as the Board from time to time may authorize.

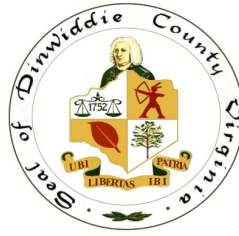
2. The corporate seal of the Authority shall be such as is pressed on the margin hereof.

#### ARTICLE VIII PARLIAMENTARY AUTHORITY

For all matters of procedure not covered by these Bylaws, the Board's parliamentary procedures shall be the most recent edition of Robert's Rules of Order, Newly Revised, specifically to include Section 49, *Conduct of Business in Boards*. Counsel to the Authority, or his or her designee, shall act as parliamentarian to the Board. Any questions involving the interpretation or application of Robert's Rules of Order shall be addressed to the Authority's Counsel.

#### ARTICLE IX AMENDMENT

These Bylaws may be amended, appealed or altered in whole or part by a simple majority of the Board at any regular or special meeting provided that written notice, including a copy of the proposed amendment, has been given to all Directors prior to the meeting.



# Resolution

of the INDUSTRIAL DEVELOPMENT AUTHORITY of DINWIDDIE COUNTY,  
VIRGINIA

**ORGANIZATIONAL MEETING OF THE INDUSTRIAL DEVELOPMENT  
AUTHORITY  
SCHEDULE OF MEETINGS AND DATES FOR 2022**

*WHEREAS*, the Industrial Development Authority of Dinwiddie County, Virginia is required by its Bylaws to adopt a regular meeting schedule,

*NOW THEREFORE BE IT RESOLVED* by the Industrial Development Authority of Dinwiddie County, Virginia, that the following rules shall apply for the year 2022:

1. Regular Meetings of the Industrial Development Authority shall be held as shown on the attached 2022 calendar, in the Dinwiddie County Airport Conference Room, 6775 Beck-Chappell Drive, North Dinwiddie, Virginia, and shall begin at 7:00 p.m. unless otherwise noted.
2. Should it be necessary to cancel a regular and/or an advertised Industrial Development Authority meeting due to weather or other conditions, the meeting shall be continued for 7 days to the same time and place.

Regular meeting dates are as follows:

January 24, 2022  
March 28, 2022  
May 23, 2022  
July 25, 2022  
September 26, 2022  
November 28, 2022







**RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF  
DINWIDDIE COUNTY, VIRGINIA AUTHORIZING ENTERING INTO LETTER OF  
INTENT WITH UNANNOUNCED BUSINESS PROSPECT**

**WHEREAS**, the Industrial Development Authority of Dinwiddie County, Virginia (the “IDA”), has set a priority to bring business to the County of Dinwiddie, Virginia (the “County”); and

**WHEREAS**, an unannounced prospect (the “Business”) has expressed an interest in locating in the County of Dinwiddie, Virginia; and

**WHEREAS**, the Board of the IDA discussed a letter of intent with the Business, including a potential purchase price for a sale of land by the IDA to the Business in a closed meeting; and

**WHEREAS**, the IDA hereby determines that the following actions to be approved by this resolution are an exercise of its power for the benefit of the inhabitants of the Commonwealth, either through the increase of their commerce, or through the promotion of their safety, health, welfare, convenience or prosperity, as provided in Section 15.2-4901 of the Code of Virginia, 1950, as amended;

**NOW, THEREFORE, BE IT RESOLVED THAT** the IDA does hereby authorize and direct the Chair of the IDA to execute the aforementioned letter of intent in a form legally approved by the County Attorney.

**RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF  
DINWIDDIE COUNTY, VIRGINIA AUTHORIZING THE ACCEPTANCE OF  
APPROXIMATELY 8 ACRES OF LAND, MORE OR LESS, FROM THE COUNTY OF  
DINWIDDIE, VIRGINIA**

WHEREAS, the Industrial Development Authority of Dinwiddie County, Virginia (the “IDA”) has set a priority to foster economic growth in the County of Dinwiddie, Virginia (the “County”); and

WHEREAS, the County presently owns tax map parcel 21-127, including the portion of tax map parcel 21-127 that is west of Commerce Way, with such portion of tax map parcel that is west of Commerce Way being approximately 8 acres of land, more or less (and such portion of tax map parcel 21-127 that is west of Commerce Way shall be hereinafter referred to as the “Property”); and

WHEREAS, the IDA seeks to accomplish its priorities of increasing the amount of commerce in Dinwiddie County by accepting title of the Property from the County as authorized by Section 15.2-4917 of the Code of Virginia, 1950, as amended, which section provides that a facility site may transferred to the IDA without regard to the requirements, restrictions, limitations or other provisions contained in any other general, special or local law, and the IDA specifically finds that it is in the best interests of the IDA to accept title of the Property from the County; and

WHEREAS, the IDA hereby determines that the following actions to be approved by this resolution are an exercise of its power for the benefit of the inhabitants of the Commonwealth, either through the increase of their commerce, or through the promotion of their safety, health, welfare, convenience or prosperity, as provided in Section 15.2-4901 of the Code of Virginia, 1950, as amended;

NOW, THEREFORE, BE IT RESOLVED that the IDA approves the acceptance of the Property by the IDA for the purposes set forth above by Special Warranty Deed, in such form as may be approved by the Chair of the IDA and approved as to legal form by the County Attorney.

BE IT FURTHER RESOLVED that the County desires to retain an easement for the preservation and maintenance of the County’s commerce park sign, and the IDA approves the grant of such easement in such form as may be approved by the Chair of the IDA and approved as to legal form by the County Attorney.

BE IT FURTHER RESOLVED that the Chair of the IDA is hereby authorized to execute and deliver any and all necessary legal documents to effectuate the above-mentioned transaction, including the acceptance of title to the Property in such form as is approved by the County Attorney.

BE IT FURTHER RESOLVED that the IDA consents to the County Attorney representing both the IDA and the County generally, and in the above-mentioned transaction, including the transfer of land and any related transactions.