

**Town of Urbanna  
Town Council  
Work Session  
Council Chambers-390 Virginia St. Suite B  
February 9, 2023**

**CALL TO ORDER & ROLL CALL**

**Members of Council**

**Present**

Mayor Bill Goldsmith  
Alana Courtney  
Merri Hanson-via zoom  
Beth Justice  
Sandy Sturgill

**Absent**

Marjorie Austin  
Larry Chowning

**Others Present**

Garth Wheeler-Town Administrator  
Roy Kime-Zoning Administrator  
Martha Rodenburg-Town Clerk  
Michele Hutton-Town Treasurer  
Andrea Erard  
Members of the public and press

**Councilmember Sturgill moved to allow Councilmember Hanson to participate electronically, for medical reasons from her home in Urbanna 240 Watling Street.**

**Councilmember Courtney seconded**

**Courtney, Justice, Sturgill, and Goldsmith voted yes**

**Motion passed 4-0**

All present said the Pledge of Allegiance

**APPROVAL OF AGENDA**

**Councilmember Sturgill moved to amend the agenda to add, under Action Items, item B, Resolution 2023-RES-002, resolution authorizing the pursuit of financial assistance via the Virginia Department of Health-Office of Drinking Water's Planning & Design Fund program and move item #9a-Pool Fees to item #8c under Action Items.**

**Councilmember Hanson seconded**

**Courtney, Hanson, Justice, Sturgill, and Goldsmith voted yes**

**Motion passed 5-0**

**PRESENTATION**

Nancy Greenwood of UBI reported to Council they had raised 70% of the money needed to build the Bristow Pavilion, with pledges and commitments raising that to 98%. Construction scheduled to begin in April and be completed by Memorial Day. They are working with the Town to have materials match the new pool bathhouse.

**PUBLIC COMMENT & PUBLIC COMMENT RESPONSE**

There was no public comment

## **ACTION ITEMS**

### **Resolution 2023-RES-001**

**Councilmember Courtney made a motion to approve Resolution 2023-RES-001 as presented**

**Councilmember Hanson seconded**

**Courtney, Hanson, Justice, Sturgill, and Goldsmith voted yes**

**Motion passed 5-0**

2023-RES-001

#### **RESOLUTION AUTHORIZING THE ISSUANCE OF A NOTE IN ANTICIPATION BONDS IN AN AGGREGATE AMOUNT NOT TO EXCEED \$1,056,000.00 OF THE TOWN OF URBANNA AND PROVIDING FOR THE FORM, DETAILS AND PAYMENT OF THE NOTE, AND AUTHORIZING CERTAIN RELATED DOCUMENTS AND ACTIONS**

The Council of the Town of Urbanna, Virginia (the "Council") has determined it necessary and expedient to finance costs of improvements to the water system of the Town of Urbanna (the "Town") and to issue bonds of the Town to provide funds, together with other available funds, for such purpose.

The Council expects to pay all or a portion of such costs before the bonds are issued and desires to finance that portion by the issuance of a note, in anticipation of the bond issue and the receipt of the proceeds from the sale of the bonds, in accordance with Section 15.2-2628 of the Public Finance Act of 1991 (Chapter 26, Title 15.2, Code of Virginia of 1950, as amended) (the "Act").

BE IT RESOLVED BY THE COUNCIL OF THE TOWN OF URBANNA, VIRGINIA:

Section 1. Authorization of Bonds. Pursuant to a resolution adopted December 15, 2022, the Town Council ("Council") of the Town of Urbanna (the "Town") has authorized to be issued bonds (the "Bonds") in a principal amount not to exceed \$1,056,000 (the "Maximum Amount") to provide funds to finance costs of improvements to the Town's water system, including a new water well (the "Project").

Section 2. Authorization of Note. The Council determines that it is advisable, necessary and expedient for the Town to borrow an amount not to exceed the Maximum Amount in anticipation of the issuance of the Bonds and the receipt of proceeds from the sale of the Bonds. Pursuant to the Constitution of Virginia and the Act, the Council authorizes to be issued and sold a bond anticipation note of the Town in a principal amount not to exceed the Maximum Amount (the "Note"). To the extent permitted by Section 15.2-2601 of the Act, the Council elects to issue the Note under the provisions of the Act without regard to the requirements, restrictions or other provisions contained in any charter or local or special act.

The Note shall be payable from the proceeds from the sale of the Bonds. The proceeds of the Bonds shall be used for no other purpose until the Note has been retired or provision for its retirement has been made. For the benefit of the holder of the Note, the Council agrees that the Town will take all steps necessary or desirable to have the Bonds issued and the proceeds from their sale available by the maturity date of the Note.

Section 3. Details of the Note.

(a) The Note shall be issued as a fully registered note without coupons. Each of the Mayor and Town Manager of the Town (the "Authorized Officers") is authorized to establish the principal amount of the Note; however, the amount shall not exceed the Maximum Amount.

(b) The outstanding principal of the Note shall bear interest at the per annum rate and the principal of and the interest on the Note shall be due and payable on dates determined in accordance with (c) below.

(c) Each of the Authorized Officers is authorized to determine and approve all of the other final details of the Note, including, but not limited to, its dated date, original principal amount, the interest rate on the Note (which may be determined from time to time by reference to indices or formulas as stated in the Note) and payment dates of principal and interest. However, the original principal amount of the Note shall not exceed the Maximum Amount, the interest rate on the Note shall not exceed 4.81% per annum, and the maturity date shall not be later than two years after the Note's dated date. Such officer's determination and approval of the final details of the Note shall be evidenced conclusively by such officer's execution and delivery of the Note in accordance with this resolution.

Section 4. Execution of Note. The Note shall bear the manual signature of an Authorized Officer and the manual signature of the Clerk or Deputy Clerk of the Town. In case any officer whose signature shall appear on the Note shall cease to be such officer before the delivery of the Note, such signature shall nevertheless be valid and sufficient for all purposes, the same as if he had remained in office until such delivery. The Note may be signed by such persons as at the actual time of the execution thereof shall be the proper officers to sign the Note although at the date of the Note such persons may not have been such officers.

Section 5. Form of Note. The Note shall be in substantially the form of the attached Exhibit A, with such variations, insertions and omissions as shall be consistent with this resolution, the execution and delivery of the Note constituting conclusive evidence that any variations, insertions, or omissions are consistent with this resolution.

Section 6. Sale and Award of Note; Authorization of Loan Agreement; SNAP.

(a) The proposal of Huntington Public Capital Corporation (the "Lender") to make the loan evidenced by the Note is determined, after mature consideration of the methods of sale of the Note and current conditions of the municipal bond market, to be in the best interest of the Town, and the Authorized Officers are authorized to award the Note to the Lender on such terms and conditions as such officer may determine to be in the Town's best interest. Such officer's determination of the terms and conditions of the award of the Note shall be evidenced conclusively by such officer's execution and delivery of the Note and the Loan Agreement, defined below, in accordance with this resolution. The Authorized Officers and the Clerk or Deputy Clerk of the Town are authorized and directed to take all proper steps to have the Note prepared and executed in accordance with the terms of this resolution and to be delivered to the Lender upon payment of the of principal of the Note to the Town.

(b) The Council approves the loan agreement between the Lender and the Town (the "Loan Agreement"), the form of which has been made available to the Council. Each Authorized Officer is authorized to execute on behalf of the Town the Loan Agreement in substantially such form, with such changes, insertions or omissions as may be approved by the Authorized Officer executing them, whose approval shall be evidenced conclusively by the

execution and delivery of the Loan Agreement. The Authorized Officers and any other officer of the Town are authorized to execute and deliver on behalf of the Town such other instruments, documents or certificates, and to do and perform such things and acts, as they shall deem necessary or appropriate to carry out the transactions authorized by this resolution or contemplated by the Note or the Loan Agreement, and all of the foregoing, previously done or performed by such officers of the Town, are in all respects approved, ratified and confirmed.

(c) The Council has reviewed the Information Statement describing the State Non-Arbitrage Program of the Commonwealth of Virginia (“SNAP”) and the Contract respecting SNAP, and the Council has determined to authorize the Town Manager and the Treasurer to use SNAP in connection with the investment of the proceeds of the Note until such proceeds are used for the purposes of the Note, if either of such officers determines that the use of SNAP is in the best interest of the Town. The Council acknowledges that its decision to authorize participation in SNAP is based solely on the information set forth in the Information Statement and in the Contract, and the Council acknowledges that the Treasury Board of the Commonwealth of Virginia is not, and shall not be, in any way liable to the Town in connection with SNAP, except as otherwise provided in the Contract.

Section 7. Payment of Note. The Town shall pay promptly the principal of and interest on the Note as the same become due in accordance with the Note solely from the proceeds of the sale of the Bonds and the revenues as pledged in the Loan Agreement. Nothing in this resolution or in the Note shall be deemed to create or constitute an indebtedness of or a pledge of the faith and credit of the Commonwealth of Virginia or any county, city, town or other political subdivision of the Commonwealth, including the Town.

Section 8. Tax Status of Interest Note. Interest on the Note is intended to be exempt from Federal Income taxation, and the following provisions will apply to the Note and the Town.

(a) No Adverse Action: The Town shall not take any action that would adversely affect the exemption of interest on the Note from Federal income taxation. The Town shall, to the extent permitted by Virginia law, take all actions necessary to maintain the tax-exempt status of interest on the Note under Federal or Virginia law, including all actions necessary to comply with Section 103 or Sections 141 through 150 of the Internal Revenue Code of 1986, as amended (the “Code”) or the regulations promulgated by the Treasury Department with respect thereto. Without limiting the generality of the foregoing, the Town shall comply with any provision of law which may require the Town at any time to rebate to the United States any part of the earnings derived from the investment of the gross proceeds of the Note, unless the Town receives an opinion of nationally recognized bond counsel that such compliance is not required to prevent interest on the Note from being includable in the gross income for Federal income tax purposes of the registered owners thereof under existing law.

(b) Arbitrage/Investment: The Town shall not take or approve any action, investment or use of the proceeds of the Note which would cause the Note to be an “arbitrage bond” within the meaning of Section 148 of the Code and the regulations thereunder. The Town, barring unforeseen circumstances, shall not request or approve the use of the proceeds of the Note other

than in accordance with the Town's "non-arbitrage" certificate delivered at the time of the issuance of the Note.

(c) Tax Compliance Agreement: Each of the Authorized Officers is authorized and directed to execute and deliver a tax compliance agreement regarding any matters described in Section (a) and (b) above, which agreement shall be in such form and content as may be required by bond counsel to the Town.

(d) Non-Arbitrage and Other Certificates: Each of the Authorized Officers is authorized to sign appropriate certificates setting forth, among other things, the expected use and investment, if any, of the proceeds of the Note in order to show that such expected use and investment will not violate the provisions of Section 148 of the Code and regulations issued pursuant thereto, applicable to "arbitrage bonds." Such certificates may also contain certain elections with regard to Section 148 of the Code and such officers are authorized to make such elections on behalf of the Town and the Council.

Section 9. Authority of Officers and Agents. The officers and agents of the Town shall do all acts and things required by them of this resolution and the Note for the complete and punctual performance of all the terms, covenants and agreements contained therein. The appropriate officers of the Town are further authorized and empowered to take such other action as they may consider necessary or desirable to carry out the intent and purpose of this resolution, and the issuance of the Note.

Section 10. Limitation of Liability of Officials of Town. No covenant, condition or agreement contained herein shall be deemed to be a covenant, agreement or obligation of an officer, employee or agent of the Town in his or her individual capacity, and no officer of the Town executing the Note shall be liable personally on the Note or be subject to any personal liability or accountability by reason of the issuance thereof. No officer, employee or agent of the Town shall incur any personal liability with respect to any other action taken by him or her pursuant to this resolution, provided he or she acts in good faith.

Section 11. Conditions Precedent. Upon the issuance of the Note, all acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia or this resolution to have happened, exist and to have been performed precedent to or in the issuance of the Note shall have happened, exist and have been performed.

Section 12. Headings. Any headings in this resolution are solely for convenience of reference and shall not constitute a part of the resolution nor shall they affect its meaning, construction or effect.

Section 13. Severability. If any court of competent jurisdiction shall hold any provision of this resolution to be invalid and unenforceable, such holding shall not invalidate any other provision hereof.

Section 14. Effective Date. This resolution shall take effect immediately.

Section 15. Filing of Resolution. The Clerk is authorized and directed to see to the prompt filing of a certified copy of this resolution with the Circuit Court of Middlesex County, Virginia.

**EXHIBIT A**  
**FORM OF NOTE**

*INTEREST ON THIS NOTE IS INTENDED TO BE EXCLUDED FROM GROSS INCOME OF  
THE HOLDER FOR FEDERAL INCOME TAX PURPOSES.*

UNITED STATES OF AMERICA  
COMMONWEALTH OF VIRGINIA  
TOWN OF URBANNA

Bond Anticipation Note

Dated: [DATE]

The Town of Urbanna, a municipal corporation of the Commonwealth of Virginia (the “Town”), for value received, promises to pay, solely from the revenues described and pledged in the Loan Agreement, as defined below, to Huntington Public Capital Corporation, or registered assigns (the “Noteholder”), the principal sum of

ONE MILLION FIFTY-SIX THOUSAND AND 00/100 DOLLARS (\$1,056,000.00)

and to pay to the Noteholder interest on the unpaid principal from the date of this Note until payment of the entire principal sum at rate or rates provided below.

Interest on the unpaid principal of this note shall accrue at the rate of 4.81% per annum.

Interest shall be computed on the basis of a 360-day year consisting of twelve 30-day months.

The Town shall pay the amount of accrued but unpaid interest on March 1 and September 1 in each year, commencing on September 1, 2023, until this Note is paid in full. If not sooner paid, the principal of and accrued but unpaid interest on this Note shall be due and payable on September 1, 2024. Any payment on this note shall be applied first to interest accrued to such payment date and then to principal.

Principal and interest shall be payable in lawful money of the United States of America to the registered owner. Upon final payment, this Note shall be surrendered to the Treasurer of the Town, who has been appointed Registrar, for cancellation.

This note is issued in accordance with a Loan Agreement dated the date of this note (the “Loan Agreement”) between the Noteholder and the Town. Capitalized terms used but not otherwise defined in this note have the meanings given them in the Loan Agreement.

This note is not subject to prepayment before October 1, 2023. On and after October 1, 2023, this note is subject to prepayment at the option of the Town, in whole but not in part, before

its stated maturity at any time upon thirty (30) days prior written notice to the Noteholder, upon payment of the outstanding principal plus all accrued but unpaid interest to the date of prepayment and a prepayment premium equal to a percentage of the amount of principal prepaid, as follows:

Date of Prepayment	Prepayment Premium
On or after October 1, 2023, but before March 1, 2024	1.00%
On or after March 1, 2024	0.00%

This note is issued in anticipation of the issuance of bonds in an aggregate amount not to exceed \$1,056,000 (the “Bonds”) and the receipt of proceeds from the sale of the Bonds. The Bonds have been duly authorized by a resolution duly adopted under the Public Finance Act of 1991 (Chapter 26, Title 15.2, Code of Virginia of 1950, as amended) (the “Act”) by the Council of the Town on December 15, 2022. This note is issued pursuant to the Constitution and applicable statutes of the Commonwealth of Virginia, including the Act and a resolution duly adopted under the Act by the Council of the Town on February 9, 2023 (the “Resolution”). A copy of the Resolution is on file at the office of the Registrar. This note is governed by the Loan Agreement. Reference is made to the Resolution and the Loan Agreement for the provisions, among others, describing the pledge and covenants securing this note, the nature and extent of the security the terms and conditions upon which this note is issued, the rights and obligations of the Town and the rights of the Noteholder.

**Both principal of and premium, if any, and interest on this note are payable solely from the Net Revenues of the System and the proceeds of the Bonds, and nothing in this note shall be deemed to create or constitute a general obligation of or a pledge of the faith and credit of the Commonwealth of Virginia or any county, city, town or other political subdivision of the Commonwealth, including the Town.**

Pursuant to the Loan Agreement, the Town has pledged the Pledged Revenues to the payment of the principal of and interest on this note.

This note shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia.

All acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia to happen, exist or be performed precedent to and in the issuance of this note have happened, exist and have been performed.



IN WITNESS WHEREOF, the Town of Urbanna has caused this note to be signed by the manual signature of its Mayor, and attested by the manual signature of its Clerk, and this note to be dated the date stated above.

TOWN OF URBANNA

By: [NOT FOR SIGNATURE-FORM OF NOTE]  
Mayor, Town of Urbanna

ATTEST:

[NOT FOR SIGNATURE-FORM OF NOTE]  
Clerk, Town of Urbanna

The undersigned Town Clerk of the Town of Urbanna, Virginia, certifies that:

- (a) the foregoing is a true, complete and correct copy of a resolution adopted by the Council of the Town at a meeting of the Council held on February 9, 2023;
- (b) the meeting was a duly called, noticed and held regular meeting;
- (c) during the consideration of the foregoing resolution, a quorum was present; and
- (d) the name of each member of Council voting on the adoption of the foregoing resolution and his or her vote were recorded at the meeting as follows:

<u>Member</u>	<u>Attendance</u>	<u>Vote</u>
William Goldsmith, Mayor	Present	Aye
Marjorie Austin	Absent	--
Larry Chowning	Absent	--
Alana Courtney	Present	Aye
Merri Hanson	Present	Aye
Beth Justice	Present	Aye
Sandy Sturgill	Present	Aye



Martha Rodenburg, Town Clerk

(SEAL)

**Resolution 2023-RES-002**

**Councilmember Sturgill made a motion to approve Resolution 2023-RES-002 as presented  
Councilmember Justice seconded  
Courtney, Hanson, Justice, Sturgill, and Goldsmith voted yes  
Motion passed 5-0**

**2023-RES-002**

**RESOLUTION AUTHORIZING THE PURSUIT OF FINANCIAL ASSISTANCE VIA  
THE VIRGINIA DEPARTMENT OF HEALTH – OFFICE OF DRINKING WATER’S  
PLANNING & DESIGN FUND PROGRAM**

WHEREAS the Council of the Town of Urbanna (the “Council”) has determined to make capital improvements to the water system of the Town due to aging infrastructure; and

WHEREAS the Urbanna Town Council seeks to request financial assistance from the Virginia Department of Health – Office of Drinking Water’s Planning and Design Fund Program.

NOW THEREFORE BE IT RESOLVED by the Urbanna Town Council, at its regular meeting on February 9, 2023, that the Town Administrator is authorized to an application for the Water Planning and Design Fund to the Virginia Department of Health for the purpose of requesting financial assistance.

<u>Member</u>	<u>Attendance</u>	<u>Vote</u>
William Goldsmith, Mayor	Present	Aye
Marjorie Austin	Absent	--
Larry Chowning	Absent	--
Alana Courtney	Present	Aye
Merri Hanson	Present	Aye
Beth Justice	Present	Aye
Sandy Sturgill	Present	Aye

  
\_\_\_\_\_  
Martha Rodenburg, Town Clerk

(SEAL)

## **Pool Fees**

Mayor Goldsmith reported fundraising for the pool was beginning Saturday, February 11 at the Chili Cook-off, and asked Council to approve the pool usage fees developed by the Pool Committee so they can be advertised.

Councilmember Courtney spoke that she had attended two Pool Committee meetings, even though she is not a member of the committee, and had not been allowed to participate, and questioned why she was not allowed to participate.

Mayor Goldsmith responded the public was welcome at all committee meetings, but are not participants, and even though Ms. Courtney is a Member of Council, her attendance was that of a member of the public, since she is not an appointed member of the Committee.

Further discussion took place regarding the matter.

Councilmember Hanson asked if, once voted on, could the proposed fees be changed. Ms. Erard responded they could only be lowered, not increased.

**Councilmember Sturgill made a motion to approve the pool fees as presented for advertisement**

**Councilmember Justice seconded**

Discussion took place regarding the wording for the daily passes

**Hanson, Justice, Sturgill, and Goldsmith voted yes**

**Courtney voted no**

**Motion passed 4-1**

### **In town:**

- Children 6 and under: Free when accompanied by a paying adult
- Each town residence will receive 3 free passes
- Day Pass
  - Individual-\$5
  - Family (up to 6 people)-\$12
- Season Pass
  - Individual-\$100
  - Family-\$200
  - Swim Team Member-No charge\*
- Charter Membership-\$12,000

### **Out of town:**

- Day Pass
  - Individual-\$8
  - Family (up to 6 people)-\$25
- Season Pass
  - Individual-\$200
  - Family-\$400
  - Swim Team Member-\$50\*
- Charter Membership-\$15,000

\*--Does not include fees associated with being a member of the swim team

## **MATTERS OF TOWN COUNCIL**

### **Mayor Goldsmith updated Council on the following matters:**

- The final Kayak Trail layout has been completed
  - Interactive map with script and pictures with each spot
  - Garth Wheeler will be signing off final approval, and is requesting feedback by February 17
- Boundary Line Adjustment
  - Andrea Erard gave a presentation to the Middlesex County Board of Supervisors

- The Board of Supervisors voted 4-1 to move forward with proposal
- Old Town Hall
  - Staff has contracted with an engineer to assess the foundation of the building

**Freedom of Information Act (FOIA) Training**

Andrea Erard provided the required FOIA training, per Code of Virginia § 2.2-3704.3-Training for local officials

**ADJOURN**

**Councilmember Sturgill made a motion to adjourn**

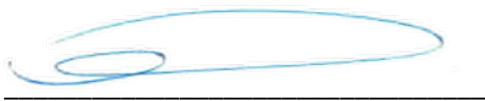
**Councilmember Justice seconded**

**Courtney, Hanson, Justice, Sturgill and Goldsmith voted yes**

**Motion passed 5-0**

**Meeting adjourned at 8:29pm**

**Submitted by:**



**Martha J. Rodenburg**

**Town Clerk**

**Approved by Town Council 03/23/2024**