



**Urbanna Town Council
Monthly Meeting
AGENDA
Town Council Chambers
45 Cross Street
Thursday, January 27, 2022 7:00 PM**

1. Call to Order
2. Roll Call
3. Pledge of Allegiance
4. Approval of Agenda
5. Minutes
 - a. January 13, 2022*
6. Reports
 - a. Town Administrator
 - b. Treasurer's Report
 - c. Finance Committee
 - d. Pool Committee*
 - e. Water Committee
 - f. Planning Commission
7. Public Comment
8. Public Comment Response Period
9. Old Business
 - a. USDA Loan
 - i. Loan Resolution*
 - ii. Legal Services Agreement*
10. New Business
11. Announcements
12. Adjourn

*Document included in meeting packet

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Approval of Minutes

Agenda Item: 1a

Council Action Requested: Yes

Requested by: Martha Rodenburg-Town Clerk

A motion is requested to approve the attached minutes:
January 13, 2022-Urbanna Town Council Working Session

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**Town of Urbanna
Town Council
Work Session
Council Chambers-45 Cross St
January 13, 2022**

CALL TO ORDER & ROLL CALL

Mayor Hartley called the meeting to order at 7:01pm

Present

Mayor Barbara Hartley
Council Members
Marjorie Austin
Larry Chowning
Bill Goldsmith
Bill Smith-via Zoom
Merri Hanson-via Zoom
Garth Wheeler-Town Administrator
Roy Kime-Zoning Administrator
Martha Rodenburg-Town Clerk
Andrea Erard-Town Attorney-via Zoom
Members of the public

Absent

Steve Hollberg

Councilmember Smith requested to participate electronically from Urbanna, VA due to possible Covid exposure.

Councilmember Hanson requested to participate electronically from Berkeley, CA due to a family health matter.

Councilmember Austin moved to allow Councilmembers Hanson and Smith to participate electronically

Councilmember Goldsmith seconded

Austin, Chowning, Goldsmith, and Hartley voted yes

Motion passed 4-0

All present said the Pledge of Allegiance

APPROVAL OF AGENDA

Councilmember Austin moved to approve the agenda.

Councilmember Goldsmith seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes

Motion passed 6-0

PUBLIC HEARING

A public hearing was held to inform the public of the Town of Urbanna's intent to file an application with the USDA Rural Development for financial assistance to construct a new water well and associated pumping and monitoring equipment to supply the Town's existing water distribution system.

- The cost of the well is anticipated to be approximately \$1.1 million. 40-year term with 1 ¾ % interest rate. When a final cost is determined, the loan amount will mirror it.

- This well is a requirement mandated by the Department of Health, and must be completed by 2024.
- Councilmember Chowning inquired as to whether or not there were [any requirements of the loan] to which [the Town] may not be able to comply. Roy Kime responded there were not.
- Councilmember Goldsmith noted the past water rate increase was to generate enough cash flow to be able to pay any future loans for water system. Water budget is a completely separate entity from the Town budget and general funds.
- Garth Wheeler commended Roy Kime and Councilmember Smith for their efforts to find funding solutions via grants and other options; as well as their efforts to secure the USDA loan.

There were no comments given by the public.

Public hearing closed

Councilmember Goldsmith moved to authorize Garth Wheeler to execute the necessary documents [regarding the USDA loan], subject to review by the Town Attorney.

Councilmember Austin seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes

Motion passed 6-0

APPROVAL OF MINUTES

Councilmember Austin moved to approve the minutes for November 18, 2021 and January 5, 2022 as presented.

Councilmember Goldsmith seconded

Roy Kime suggested the January 5, 2022 minutes be amended to include a statement explaining the December meeting of the Urbanna Town Council was canceled due to staff and several members of Town Council having been exposed to Covid and were unable to meet in person due to CDC recommended guidelines.

Councilmember Austin moved to make an amendment to the motion reflecting the changes be made to the January 5, 2022 minutes to reflect the December meeting of Town Council was not held due to illness.

Councilmember Goldsmith seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes to the amendment to the motion

Amendment passed 6-0

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes to the motion

Motion passed 6-0

REPORTS

Town Administrator

Garth Wheeler reported on the following:

- New Office Move
 - Town Offices will be closed January 28th and 31st for moving to new location at Waverly Commons, with plans to re-open office on February 1st
- DMV Select
 - Maribel Kimble has been hired as the full-time DMV Select Clerk, and will begin on January 24th. There were over 30 applicants.
 - DMV personnel have been working with Town IT staff in setting up computers
 - Planned opening of DMV Select is February 14th, with appointment system and advertising to begin the week prior
- Town Marina Bridge
 - Waiting for Bay Design architectural study
- Christmas Parade
 - Great success, with appreciation to Lois Brooks and her hard work

- Volunteer Appreciation
 - Plans for a January event postponed due to the recent Covid surge. Hope to reschedule for March.
- Pool Project
 - Pool Committee continues to work on developing a comprehensive plan
- Boat Ramp
 - Docks of the Bay has brought equipment in to begin project
- Virginia Street Pier Project
 - Public hearing is planned for January 27th
- Town Marina Upgrades
 - Recommendations being drafted for remodeling of some slips

Finance Committee & Pool Committee

Councilmember Goldsmith reported the Pool Committee reports were melded together in that Council would be going into Closed Meeting to discuss pool construction and financing.

Treasurer's Report

Garth Wheeler presented the Treasurer's report as attached.

Roy Kime reported drafts of the 2020 and 2021 audit reports have been completed.

Water Committee

Councilmember Smith reported the following:

- Conference call scheduled for January 14th with USDA regarding loan
- Flushing of fire hydrants to take place in Spring to avoid problems with freezing temperatures
- AH Environmental has been sent request to estimate costs on a 5-phase infrastructure upgrade to include 10 new fire hydrants, 2 relocated hydrants, and upgrade lines to sufficient standards for water service and fire suppression
- Received initial document, which is currently under review
 - Final document will be submitted to Council for review

Planning Commission

Councilmember Hanson reported:

- Meeting scheduled for January 11th rescheduled for January 18th
- Agenda to include
 - Reviewing and updating Comprehensive Plan
 - Mapping of street signs for replacements
 - Status of 4-way stop sign at Virginia and Cross Streets
 - Economic Development Workshop tentatively scheduled for May

Councilmember Austin commented there is an Economic Development Committee of which she and several volunteers are a part of, and in the process of working on projects. She inquired as to whether or not they would be included in plans for the ED workshop.

Councilmember Hanson responded in the affirmative and all are welcome to attend Planning Commission meetings.

Cigarette Tax Board

Councilmember Chowning reported the Board meets quarterly. Current monies received estimated to be \$2,500.

PUBLIC COMMENT & PUBLIC COMMENT RESPONSE

There was not public comment

OLD BUSINESS

Opioid Suit Settlement

Andrea Erard reported the Attorney General approved a settlement agreement reached with several pharmaceutical companies to establish an opioid abatement fund. Funds will go directly to counties & cities. Any funds requested [by Town of Urbanna] would come from Middlesex or by submitting an application to fund.

Ms. Erard affirmed Councilmember Chowning's inquiry that funds could only be used for opioid abatement programs. Councilmember Austin asked if funds could be used for Narcan. Garth Wheeler said it could, but purchase and distribution of Narcan would be best left with Middlesex County.

Blue Water Trail Update

Roy Kime gave the following update:

- Roy Kime, Garth Wheeler, Dan Snead, and Councilmember Larry Chowning have been working on this project
- In communication with Jackie Richardson, Senior Planning Manager and Kurt Smith with Middle Peninsula Planning District
 - There is currently a map of the Middle Peninsula Water Trail that the Urbanna Blue Water Trail could be added to with various kayaking levels noted
 - The website is <https://virginiawatertrails.org/middle-peninsula/>
 - Locations could be added to map with information embedded to website/map, including drone footage
 - Similar to geocaching
 - There will be no charge from MPPD

NEW BUSINESS

2022 Town Council Working Session and Monthly Meeting Calendar-

Councilmember Austin made a motion to approve the proposed 2022 Urbanna Town Council meeting schedule

Councilmember Goldsmith seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes

Motion passed 6-0

Approved meeting schedule is attached to minutes

CLOSED MEETING

Councilmember Goldsmith motioned to go into closed meeting pursuant to Virginia Code section 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body-Taber Park Pool construction.

Councilmember Austin seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes

Motion passed 6-0

Council entered Closed Meeting

Councilmember Austin made a motion to reconvene in open meeting and to certify that only the matters that were identified in the motion to go into closed meeting were heard, discussed, or considered?

Councilmember Goldsmith seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes to motion and to certify Closed Meeting

Motion passed 6-0

Council entered Open Meeting

OPEN MEETING

Councilmember Goldsmith made a motion to authorize the Town Administrator to sign a contract with Cox for the demolition of the Taber Park pool and associated structures, subject to the final review and approval by the Town Attorney, in an amount not to exceed \$60,000.

Councilmember Austin seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes

Motion passed 6-0

Councilmember Austin made a motion to authorize the Town Administrator and the Pool Committee to move forward with negotiating contract(s) in an amount not to exceed \$1.5 million for the construction of a new pool and to execute any necessary contracts subject to the final review and approval of the Town Attorney.

Councilmember Goldsmith seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes

Motion passed 6-0

ADJOURN

Councilmember Austin made a motion to adjourn

Councilmember Chowning seconded

Austin, Chowning, Goldsmith, Hanson, Smith, and Hartley voted yes.

Motion passed 6-0

Meeting adjourned at 8:36pm

Submitted by:

Martha J. Rodenburg

Town Clerk

Approved by Town Council xx/xx/xxxx

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Treasurer's Report

Account Balance thru 12/31/2021	Prior Year	Prior Month	Statement Date
	12/31/20	11/31/21	12/31/21
Primis Bank General Operating Bank Account	605,472.10	649,418.40	835,159.96
Renter Water Deposits	-14,511.66	14,401.66	14,401.66
Net Operating General Bank Account	573,232.79	620,983.88	820,530.42
TRUIST Historic Trust	16,936.04	21,796.28	21,796.47
TRUIST Pool Replacement Account	36,759.14	36,762.48	36,762.79
Primis Bank Water Fund Reserve	113,517.43	113,881.51	113,910.53
Primis Bank General Fund Reserve	94,471.48	94,687.81	94,703.89
Primis Bank Cares Local Recovery	n/a	237,631.68	237,641.77
Taber Trust – Account Value as of 09/30/2021		1,443,527.19	
	12/31/20	11/31/21	12/31/21
Meals Tax collected in December	8,767.62	12,199.80	9,318.41
Lodging Tax collected in December	0.00	653.34	1,215.60

EXPENDITURES:

Business as usual

REVENUE as of 12/31/2021

- Received Tabor Trust distribution \$30,200.00
- Real Estate \$ 149,606.91 (Total Year \$240,019.66)
- Real Estate Delinquent \$115.06
- Personal Property \$4,094.57 (Total Year \$8,488.38)
- Oyster Fest Meals Tax for Nov/Dec \$9,802.25 - 7 vendors unpaid

Range of Accounts: 100-11010-0001 to 100-11010-0002 Start Month: July Start Year: 2021
Type: Revenue Activity Includes Accounts with Zero Activity: N Year To Date As Of: 01/07/22
Subtotal CAFR: No

Account No	Description	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Total													
100-11010-0001	1. Current Real Estate Taxes												
240019.66		0.00	0.00	361.79	1908.08	86912.74	149606.91	1230.14	0.00	0.00	0.00	0.00	0.00
100-11010-0002	2. Real Estate Tax - Delinquent												
115.06		0.00	0.00	0.00	0.00	0.00	88.09	26.97	0.00	0.00	0.00	0.00	0.00
Fund Total													
240134.72		0.00	0.00	361.79	1908.08	86912.74	149695.00	1257.11	0.00	0.00	0.00	0.00	0.00
Grand Total	Count: 2												
240134.72		0.00	0.00	361.79	1908.08	86912.74	149695.00	1257.11	0.00	0.00	0.00	0.00	0.00

DRAFT - 1/13/2022

Range of Accounts: 100-11030-0001 to 100-11030-0002 Start Month: July Start Year: 2021
Type: Revenue Activity Includes Accounts with Zero Activity: N Year To Date As Of: 01/07/22
Subtotal CAFR: No

Account No	Description	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Total													
100-11030-0001	1. Current Year Personal Property												
8302.76		0.00	0.00	14.85	7.70	4211.73	4065.73	2.75	0.00	0.00	0.00	0.00	0.00
100-11030-0002	2. Delinquent Personal Property												
185.62		0.00	115.35	0.00	0.74	40.69	28.84	0.00	0.00	0.00	0.00	0.00	0.00
Fund Total													
8488.38		0.00	115.35	14.85	8.44	4252.42	4094.57	2.75	0.00	0.00	0.00	0.00	0.00
Grand Total	Count: 2												
8488.38		0.00	115.35	14.85	8.44	4252.42	4094.57	2.75	0.00	0.00	0.00	0.00	0.00

DRAFT - PUBLIC COMMENTS
1/13/2022

Range of Accounts: 100-12100-0001 to 100-12110-0001 Start Month: July Start Year: 2021
Type: Revenue Activity Includes Accounts with Zero Activity: N Year To Date As Of: 01/07/22
Subtotal CAFR: No

Account No	Description	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Total													
100-12100-0001	1. Lodging Tax												
14148.34	3166.70	1625.18	2123.60	2358.88	653.34	1215.60	3005.04	0.00	0.00	0.00	0.00	0.00	0.00
100-12110-0001	2. Meals Tax - Local												
82638.51	14800.26	16638.47	13800.94	15596.12	12199.80	9318.41	284.51	0.00	0.00	0.00	0.00	0.00	0.00
Fund Total													
96786.85	17966.96	18263.65	15924.54	17955.00	12853.14	10534.01	3289.55	0.00	0.00	0.00	0.00	0.00	0.00
Grand Total	Count: 2												
96786.85	17966.96	18263.65	15924.54	17955.00	12853.14	10534.01	3289.55	0.00	0.00	0.00	0.00	0.00	0.00

DRAFT-UTGMS
1/13/2022

Range of Accounts: 100-12110-0003 to 100-12110-0003 Start Month: July Start Year: 2021
Type: Revenue Activity Includes Accounts with Zero Activity: N Year To Date As Of: 01/07/22
Subtotal CAFR: No

Account No	Description	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Total													
100-12110-0003	Oyster Festival Meals Tax												
9802.25		0.00	0.00	0.00	0.00	3527.45	6274.80	0.00	0.00	0.00	0.00	0.00	0.00
Fund Total													
9802.25		0.00	0.00	0.00	0.00	3527.45	6274.80	0.00	0.00	0.00	0.00	0.00	0.00
Grand Total	Count: 1												
9802.25		0.00	0.00	0.00	0.00	3527.45	6274.80	0.00	0.00	0.00	0.00	0.00	0.00

7 unpaid vendors.

Start Year: 2021
Year To Date As Of: 01/07/22

Account No	Description											
Total	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
500-17010-0001	Water Sales Charges											
184336.22	16617.35	54615.16	15450.08	45620.23	14608.38	37425.02	0.00	0.00	0.00	0.00	0.00	0.00
Fund Total												
184336.22	16617.35	54615.16	15450.08	45620.23	14608.38	37425.02	0.00	0.00	0.00	0.00	0.00	0.00
Grand Total	Count: 1											
184336.22	16617.35	54615.16	15450.08	45620.23	14608.38	37425.02	0.00	0.00	0.00	0.00	0.00	0.00

Urbanna Town Council Meeting Schedule 2022-Approved

	Work Session	Monthly Meeting	Comment
January	13	27	
February	10	24	
March	10	24	
April	14	28	
May	12	26	<i>Budget public hearing and approval meeting May/June</i>
June	8	22	<i>Budget public hearing and approval meeting May/June</i>
July	14	28	
August	11	25	
September	8	22	
October	13	27	
November	N/A	17	
December	N/A	15	

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Treasurer's Report

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January 7, 2022
11:53 AM

Town of Urbanna
2022 Revenue Summary by Month

Page No: 1

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Grand Total	Count: 2												
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January 7, 2022
09:50 AM

Town of Urbanna
2022 Revenue Summary by Month

Page No: 1

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Grand Total	Count: 1												
9802.25		0.00	0.00	0.00	0.00	3527.45	6274.80	0.00	0.00	0.00	0.00	0.00	0.00

7 unpaid vendors.

SUPPLEMENT TO POOL COMMITTEE REPORT

Taber Park Pool-Fee structure suggestions/options

In town:

- 5 family day-passes as part of resident status. Linked to the property
- Individual membership \$100
- Family Membership \$200
- Day pass \$5.00/ person after use of day passes
 - \$3?
- Resident Swim team members no charge

Out of town:

- Competitive with Deltaville
- Individual membership \$250
- Family membership \$350
- Day pass \$10/ person.
 - \$8
 - \$5
- Swim team member \$50

Other sources:

- Party rates /hour in and out of town? Same as the Marina area?
- Weekend membership? At Half the full rate?
- Friends of the pool? \$100? Annual donation for support. Add more family day-passes? 5 more?
- Sell named bricks in the sidewalk or deck \$100?
- Sell building or pool name.

Charter Membership:

- Really would help the town debt load.
- Annual Family member status for the life of the pool. Next new pool, new membership
- 25% discount on facility rental?
- Linked to a property. Transfers with the property.
 - That would increase the property value and for Air BNB properties would be advantageous because use of the pool would be available to short term renters at that address.
- \$12,000 in town (\$200/year X 60-year life expectancy. Really helps the town and has the benefit of no inflation of fees) Available to residents and Chesapeake Inn.
- \$15,000 out of town. Would bring in the neighbors behind the fire house and possibly Remlik. Needs to be more, but how much more?
- Limit availability? 30, 40, 50
 - (If we could sell 30. That would be a minimum of \$360,000)

All fees were either arrived at after comparison with Deltaville, Ashland, Essex County, Pleasant Valley (Warsaw, which is much more expensive) and other sources.

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USDA Loan Resolution

Agenda Item#: 9ai

Council Action Requested: Yes

Requested by: Roy Kime

As a part of the USDA loan process, the Town is required to pass a resolution authorizing and providing for the incurrence of indebtedness for the purpose of providing a portion of the cost of acquiring, constructing, enlarging, improving, and/or extending its public water system by construction of a new well and associated pumping and security equipment.

Motion requested:

To approve the resolution as presented, authorizing and providing for the incurrence of indebtedness for the purpose of providing a portion of the cost of acquiring, constructing, enlarging, improving, and/or extending its public water system by construction of a new well and associated pumping and security equipment.

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LOAN RESOLUTION
(Public Bodies)

A RESOLUTION OF THE _____

OF THE _____
AUTHORIZING AND PROVIDING FOR THE INCURRENCE OF INDEBTEDNESS FOR THE PURPOSE OF PROVIDING A
PORTION OF THE COST OF ACQUIRING, CONSTRUCTING, ENLARGING, IMPROVING, AND/OR EXTENDING ITS

FACILITY TO SERVE AN AREA LAWFULLY WITHIN ITS JURISDICTION TO SERVE.

WHEREAS, it is necessary for the _____

(Public Body)

(herein after called Association) to raise a portion of the cost of such undertaking by issuance of its bonds in the principal amount of _____

pursuant to the provisions of _____; and

WHEREAS, the Association intends to obtain assistance from the United States Department of Agriculture,
(herein called the Government) acting under the provisions of the Consolidated Farm and Rural Development Act (7 U.S.C. 1921
et seq.) in the planning, financing, and supervision of such undertaking and the purchasing of bonds lawfully issued, in the event
that no other acceptable purchaser for such bonds is found by the Association:**NOW THEREFORE**, in consideration of the premises the Association hereby resolves:

1. To have prepared on its behalf and to adopt an ordinance or resolution for the issuance of its bonds containing such items and in such forms as are required by State statutes and as are agreeable and acceptable to the Government.
2. To refinance the unpaid balance, in whole or in part, of its bonds upon the request of the Government if at any time it shall appear to the Government that the Association is able to refinance its bonds by obtaining a loan for such purposes from responsible cooperative or private sources at reasonable rates and terms for loans for similar purposes and periods of time as required by section 333(c) of said Consolidated Farm and Rural Development Act (7 U.S.C. 1983(c)).
3. To provide for, execute, and comply with Form RD 400-4, "Assurance Agreement," and Form RD 400-1, "Equal Opportunity Agreement," including an "Equal Opportunity Clause," which clause is to be incorporated in, or attached as a rider to, each construction contract and subcontract involving in excess of \$10,000.
4. To indemnify the Government for any payments made or losses suffered by the Government on behalf of the Association. Such indemnification shall be payable from the same source of funds pledged to pay the bonds or any other legal ly permissible source.
5. That upon default in the payments of any principal and accrued interest on the bonds or in the performance of any covenant or agreement contained herein or in the instruments incident to making or insuring the loan, the Government at its option may (a) declare the entire principal amount then outstanding and accrued interest immediately due and payable, (b) for the account of the Association (payable from the source of funds pledged to pay the bonds or any other legally permissible source), incur and pay reasonable expenses for repair, maintenance, and operation of the facility and such other reasonable expenses as may be necessary to cure the cause of default, and/or (c) take possession of the facility, repair, maintain, and operate or rent it. Default under the provisions of this resolution or any instrument incident to the making or insuring of the loan may be construed by the Government to constitute default under any other instrument held by the Government and executed or assumed by the Association, and default under any such instrument may be construed by the Government to constitute default hereunder.
6. Not to sell, transfer, lease, or otherwise encumber the facility or any portion thereof, or interest therein, or permit others to do so, without the prior written consent of the Government.
7. Not to defease the bonds, or to borrow money, enter into any contractor agreement, or otherwise incur any liabilities for any purpose in connection with the facility (exclusive of normal maintenance) without the prior written consent of the Government if such undertaking would involve the source of funds pledged to pay the bonds.
8. To place the proceeds of the bonds on deposit in an account and in a manner approved by the Government. Funds may be deposited in institutions insured by the State or Federal Government or invested in readily marketable securities backed by the full faith and credit of the United States. Any income from these accounts will be considered as revenues of the system.
9. To comply with all applicable State and Federal laws and regulations and to continually operate and maintain the facility in good condition.
10. To provide for the receipt of adequate revenues to meet the requirements of debt service, operation and maintenance, and the establishment of adequate reserves. Revenue accumulated over and above that needed to pay operating and maintenance, debt service and reserves may only be retained or used to make prepayments on the loan. Revenue cannot be used to pay any expenses which are not directly incurred for the facility financed by USDA. No free service or use of the facility will be permitted.

According to the Paperwork Reduction Act of 1995, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information collection is 0572-0121. The time required to complete this information collection is estimated to average 1 hour per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information.

11. To acquire and maintain such insurance and fidelity bond coverage as may be required by the Government.
12. To establish and maintain such books and records relating to the operation of the facility and its financial affairs and to provide for required audit thereof as required by the Government, to provide the Government a copy of each such audit without its request, and to forward to the Government such additional information and reports as it may from time to time require.
13. To provide the Government at all reasonable times access to all books and records relating to the facility and access to the property of the system so that the Government may ascertain that the Association is complying with the provisions hereof and of the instruments incident to the making or insuring of the loan.
14. That if the Government requires that a reserve account be established, disbursements from that account(s) may be used when necessary for payments due on the bond if sufficient funds are not otherwise available and prior approval of the Government is obtained. Also, with the prior written approval of the Government, funds may be withdrawn and used for such things as emergency maintenance, extensions to facilities and replacement of short lived assets.
15. To provide adequate service to all persons within the service area who can feasibly and legally be served and to obtain USDA's concurrence prior to refusing new or adequate services to such persons. Upon failure to provide services which are feasible and legal, such person shall have a direct right of action against the Association or public body.
16. To comply with the measures identified in the Government's environmental impact analysis for this facility for the purpose of avoiding or reducing the adverse environmental impacts of the facility's construction or operation.
17. To accept a grant in an amount not to exceed \$ _____

under the terms offered by the Government; that the _____

and _____ of the Association are hereby authorized and empowered to take all action necessary or appropriate in the execution of all written instruments as may be required in regard to or as evidence of such grant; and to operate the facility under the terms offered in said grant agreement(s).

The provisions hereof and the provisions of all instruments incident to the making or the insuring of the loan, unless otherwise specifically provided by the terms of such instrument, shall be binding upon the Association as long as the bonds are held or insured by the Government or assignee. The provisions of sections 6 through 17 hereof may be provided for in more specific detail in the bond resolution or ordinance; to the extent that the provisions contained in such bond resolution or ordinance should be found to be inconsistent with the provisions hereof, these provisions shall be construed as controlling between the Association and the Government or assignee.

The vote was: Yeas _____ Nays _____ Absent _____

IN WITNESS WHEREOF, the _____ of the

_____ has duly adopted this resolution and caused it

to be executed by the officers below in duplicate on this _____, _____ day of _____

(SEAL)

By _____

Attest:

Title _____

Title _____

USDA Loan-Legal Services Agreement

Agenda Item#: 9a11

Council Action Requested: Yes

Requested by: Roy Kime

As a part of the USDA loan process, the Town of Urbanna is required to submit a legal services agreement with an attorney who will represent the Town during the loan process.

Motion requested:

To approve the legal services agreement, as presented, between The Town of Urbanna and Andrea G. Erard, Esq.

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UNITED STATES DEPARTMENT OF AGRICULTURE
Rural Utilities Service

LEGAL SERVICES AGREEMENT

This agreement made this 14th day of January,
2022 between the Town of Urbanna

(sponsors) (organizing committee) (Name of organization)

hereinafter referred to as "Owners," and Andrea G. Erard,

attorney at law, of Andrea G. Erard, Esq, hereinafter referred
to as "Attorney":

WHEREAS, Owners are intending to HAVE FORMED
(have formed) ("public water supply
district,"

A WATER SYSTEM FOR THE TOWN OF URBANNA
"public service district," "not for profit corporation," or

a
other official designation) ("body politic," "municipal

corporation," "nonprofit corporation," or other organization)

in Middlesex County, Virginia

under the provisions of VA. CODE § 15.2-2109
(Cite statute(s) under which applicant will be

organized); and

WHEREAS, the Attorney agrees to perform all legal services necessary to organize and
incorporate said N/A

under the provisions of

said statutes and to perform all other customary legal services necessary to the organization, financing, construction, and initial operation of

a ~~WATER SYSTEM FOR THE TOWN OF URBANNA~~ system;

WITNESSETH:

That for and in consideration of the mutual covenants and promises between the parties hereto, it is hereby agreed:

SECTION A - LEGAL SERVICES

That the Attorney will perform such services as are necessary to accomplish the above recited objectives including, but not limited to, the following:

1. Preparation and filing of petition for incorporation and supervision and assistance in the taking of such other actions as may be necessary or incidental to cause the Owners to become duly organized and incorporated and to be authorized to undertake the proposed system.
2. Furnish advice and assistance to the governing body of the duly incorporated association in connection with (a) the notice for and conduct of meetings; (b) the preparation of minutes of meetings; (c) the preparation and enactment of such resolutions as may be necessary in connection with the authorization, financing, construction, and initial operation of the system; (d) the preparation of such affidavits, publication notices, ballots, reports, certifications, and other instruments and advice as may be needed in the conduct of such bond elections as may be necessary; (e) the preparation and completion of such bonds or other obligations as may be necessary to finance the system; (f) the completion and execution of documents for obtaining a loan made or insured or a grant made by the United States of America, acting through the Rural Utilities Service, U. S. Department of Agriculture; (g) entering into construction contracts; (h) preparation and adoption of By-Laws, Rules and Regulations, and rate schedules; (i) such other corporate action as may be necessary in connection with the financing, construction, and initial operation of the system.

3. Review of construction contracts, bid-letting procedure, and surety and contractual bonds in connection therewith.
4. Preparation, negotiation, or review of contract with a city or other source of water supply when necessary.
5. Preparation, where necessary, and review of deeds, easements and other rights-of-way documents, and other instruments for sites for source of water supply, pumping stations, treatment plants, and other facilities necessary to the system and to provide continuous rights-of-way therefor; rendering title opinions with reference thereto; and providing for the recordation thereof.
6. Obtain necessary permits and certificates from county and municipal bodies, from State regulatory agencies, and from other public or private sources with respect to the approval of the system, the construction and operation thereof, pipeline crossings, and the like.
7. Cooperate with the engineer employed by Owners in connection with preparation of tract sheets, easements, and other necessary title documents, construction contracts, water supply contracts, health permits, crossing permits, and other instruments.
8. When applicable, secure assistance of and cooperate with recognized bond counsel in the preparation of the documents necessary for the financing aspects of the system. The attorney shall pay all bond counsel in perfecting the financing aspects, e.g., assessment procedures and completion of documents. Where bond counsel is retained, the Attorney will not be responsible for the preparation and approval of those documents pertaining to the issuance of the Owner's obligations.

SECTION B - COMPENSATION

1. Owners will pay to the Attorney for professional services rendered in accordance herewith, fees as follows:

\$200 PER HOUR - NOT TO EXCEED \$5,000.00.

Said fees to be payable in the following manner and at the following times:

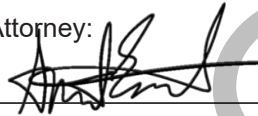
AS INVOICED ON A MONTHLY BASIS

SECTION C - OTHER PROVISIONS

1. That upon organization and incorporation the association shall by appropriate resolution adopt and ratify this Agreement, that the association shall be substituted for the individual Owners as a party to this Agreement, and that the Owners as individuals shall thereupon be relieved of all personal liability existing or arising from this Agreement.

2. That upon organization and incorporation should the association fail or refuse to adopt and ratify this Agreement by appropriate resolution within 60 days from the date of the commencement of its legal existence, this Agreement shall terminate and Owners shall be liable to the Attorney for payment of \$ 5,000.00, which sum represents payment in full for the organization and incorporation of the association and for all other legal services rendered to Owners under the terms of this Agreement to the date of said termination.

Attorney:



Owners:

oOo