

AT A SPECIAL MEETING OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON JANUARY 11, 1991, AT 4:04 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101-C MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

1. ROLL CALL

The meeting was called to order at 4:04 p.m. A formal roll call by Secretary Keith Taylor identified the following members present:

Mrs. Diane Abdelnour
Mr. Ken Axtell
Mr. Joseph Cross
Mr. Myrl Hairfield
Mr. Jon Nystrom

ALSO PRESENT

David B. Norman, County Administrator
Keith A. Taylor, Secretary, IDA
John E. McDonald, Treasurer, IDA
Frank M. Morton, County Attorney
John T.P. Horne, Manager, Development Management
Darlene McCoy, Office of Economic Development
Than Axtell, The Virginia Gazette
Mark Steinberg, The Daily Press

LATE ARRIVALS

Mr. Robert Whitehorne

2. FARMER'S MARKET - RETIREMENT OF DEBT

On motion of Mr. Nystrom, seconded by Mrs. Abdelnour, an Executive Session pursuant to Section 2.1-344(A)(3) of the Code of Virginia was unanimously approved by voice vote at 4:05 p.m. to discuss the retirement of debt for the Farmer's Market. Mr. Nystrom reconvened to open session at 4:45 p.m.. Mr. Morton read the Certification of Executive Meeting and recommended its adoption. On motion of Mr. Axtell, seconded by Mrs. Abdelnour, the Authority unanimously approved, by voice vote, the Certification of Executive Meeting.

Mr. Nystrom then read the James City County Growers' Cooperative Association, Inc. Retirement of Debt Resolution presented by Mr. Morton. Mr. Hairfield moved for approval, seconded by Mr. Cross. The following roll call vote was taken:

Mrs. Abdelnour Nay
Mr. Axtell Aye
Mr. Cross Aye

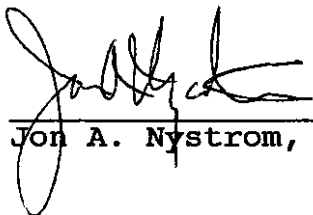
Mr. Hairfield Aye
Mr. Whitehorne Aye
Mr. Nystrom Aye

A copy of the adopted Resolution is attached.

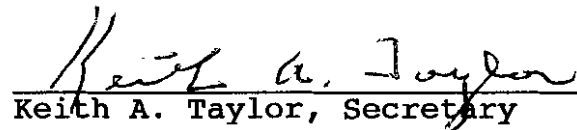
The motion to approve the Retirement of Debt for the James City County Growers' Cooperative Resolution was carried.

3. ADJOURNMENT

There being no further business, Mr. Nystrom entertained a motion by Mrs. Abdelnour to adjourn. The motion was seconded by Mr. Axtell and passed unanimously by voice vote. The meeting was adjourned at 4:46 p.m.



Jon A. Nystrom, Chairman



Keith A. Taylor, Secretary

RESOLUTION


MEETING DATE: JANUARY 11, 1991

CERTIFICATION OF EXECUTIVE MEETING

WHEREAS, the Industrial Development Authority of James City County, Virginia ("Authority") has convened an executive meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, Section 2.1-344(A)(3) of the Code of Virginia requires a certification by the Board that such executive meeting was conducted in conformity with Virginia law;

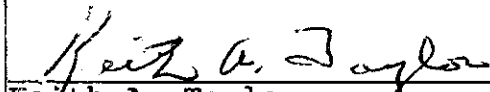
NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the James City County Virginia Industrial Development Authority hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the executive meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the executive meeting were heard, discussed or considered by the Board.



Jon A. Nystrom, Chairman
Board of Directors

<u>DIRECTOR</u>	<u>VOTE</u>
ABDELNOUR	AYE
AXTELL	AYE
CROSS	AYE
HAIRFIELD	AYE
HUDGINS	ABSENT
WHITEHORNE	AYE
NYSTROM	AYE

ATTEST:



Keith A. Taylor
Secretary

Adopted by the Industrial Development Authority of James City County, Virginia, this 11th day of January, 1991.

R E S O L U T I O N

JAMES CITY COUNTY GROWERS' COOPERATIVE ASSOCIATION, INC. RETIREMENT OF DEBT

WHEREAS, the James City County Growers' Cooperative Association, Inc., (the "Cooperative") has requested James City County (the "County") and the James City County Industrial Development Authority (the "Authority") to retire the outstanding debt of the Cooperative in return for the conveyance of the 5.7290 acres ±, known as part of the "Richardson-Meadows Tract" and all improvements thereon (the "Property") to the Authority; and

WHEREAS, the debt to be retired totals \$186,632 which includes the forgiving of a debt owed the Authority in the amount of \$75,000; and

WHEREAS, the current assessment of the Property and improvements known as the James City County Farmers Market totals \$254,500; and

WHEREAS, the Board of Supervisors by Resolution, adopted on January 7, 1991, authorized the transfer of up to \$115,000 to the Authority in order to retire said debt under certain terms and conditions set forth below; and

WHEREAS, the Authority believes the retirement and forgiving of debt in return for the acquisition of the Property is in the best interests of the citizens of James City county.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the James City County Industrial Development Authority hereby authorizes and agrees to retire the debt of the James City County Growers' Cooperative Association, Inc., owed to Jefferson National Bank and the Small Business Administration in the form of a note held by Jefferson National Bank in the sum of \$111,632, said pay offs to be made with funds to be transferred to the Authority by the County pursuant to a Resolution adopted by the Board of Supervisors on January 7, 1991; and, the Authority further agrees to forgive the loan owed the Authority by the Cooperative in the amount of \$75,000, the said actions to be accomplished under the following terms and conditions:

1. The Cooperative shall deed in fee simple with General Warranty of Title the Property and improvements to the Authority free and clear of all encumbrances upon retirement and forgiving of the debt as set forth above.
2. The Authority will negotiate with the Cooperative to lease the land and improvements to the Cooperative for a period not to exceed 12 months. The terms of the lease shall include the following:
 - a. The Cooperative shall pay as rent a sum equal to the past year's taxes.

- b. The Cooperative shall carry insurance (with the IDA named as an additional insured) in the following amounts:

Liability:

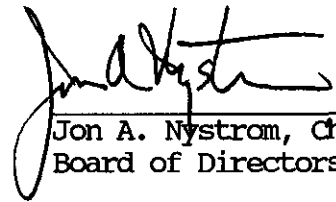
Aggregate - \$1,000,000
Each Occurrence - \$500,000

Medical Coverage:

Each Person - \$5,000
Each Accident - \$25,000

- c. The Authority will carry hazard insurance.
d. The Cooperative will be responsible for maintenance of the building and grounds.
e. The Cooperative may, with the approval of the Authority, sublet space.
f. The Cooperative will invite a member of the Authority to sit on its Board of Directors in an ex officio capacity.

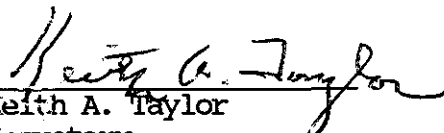
BE IT FURTHER RESOLVED that if the Authority and the Cooperative are able to reach agreement on a lease under substantially the terms and conditions set forth above, the Chairman is authorized and directed to execute a lease on behalf of the Authority.



Jon A. Nystrom, Chairman
Board of Directors

<u>DIRECTOR</u>	<u>VOTE</u>
ABDELNOUR	NAY
AXTELL	AYE
CROSS	AYE
HAIRFIELD	AYE
HUDGINS	ABSENT
WHITEHORNE	AYE
NYSTROM	AYE


ATTEST:



Keith A. Taylor
Secretary

Adopted by the Board of Directors of the Industrial Development Authority of James City County, Virginia, this 11th day of January, 1991.

MEMORANDUM

DATE: January 9, 1991
TO: The Industrial Development Authority
FROM: Frank M. Morton, III - County Attorney 
SUBJECT: Farmers' Market - James City County Growers' Cooperative Association, Inc.

I attach for your information a copy of the following: (1) a Resolution adopted by the Board of Supervisors at their meeting on January 7, 1991; and (2) a copy of a press release issued by the County on behalf of the Board on January 8, 1991. Because of the requirements of cooperation between the Board and the Authority, it would have been preferable to have had the two Boards get together to discuss the matter; unfortunately, time did not permit such a meeting.

The Supervisors' Resolution sets forth their anticipated actions assuming the Authority members are in agreement. I have also attached a Resolution for your consideration expressing the Authority's agreement with the Supervisors' Resolution. The terms set forth in the Authority's Resolution are as follows:

1. The County will transfer a sum not to exceed \$115,000 to retire the Jefferson National Bank debt in the amount of \$43,688 and the Small Business Administration debt in the amount of \$67,944.

2. The Authority will forgive the debt owed it from the Cooperative in the amount of \$75,000.

3. The Authority will negotiate with the Cooperative to lease the land and improvements to the Cooperative for a period not to exceed 12 months. The terms of the lease shall include the following:

- a. The Cooperative shall pay as rent a sum equal to the past year's taxes.
- b. The Cooperative shall carry insurance (with the IDA named as an additional insured) in the following amounts:

Liability:

Aggregate - \$1,000,000
Each Occurrence - \$500,000

Medical Coverage:

Each Person - \$5,000
Each Accident - \$25,000

Memorandum to The Industrial Development Authority

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January 9, 1991

- c. The Authority will carry hazard insurance.
- d. The Cooperative will be responsible for maintenance of the building and grounds.
- e. The Cooperative may, with the approval of the Authority, sublet space.
- f. The Cooperative will invite a member of the Authority to sit on its Board of Directors in an ex officio capacity.

John McDonald, Keith Taylor or I will be pleased to address any questions at your meeting on January 11, 1991 or please feel free to give me a call (253-6612) prior to that time.

FMM/mfr

Attachments

RESOLUTION

JAMES CITY COUNTY GROWERS' COOPERATIVE ASSOCIATION, INC.
RETIREMENT OF DEBT

WHEREAS, the James City County Growers' Cooperative Association, Inc., (the "Cooperative") has requested James City County (the "County") and the James City County Industrial Development Authority (the "Authority") to retire the outstanding debt of the Cooperative in return for the conveyance of the 5.7290 acres ±, known as part of the "Richardson-Meadows Tract" and all improvements thereon (the "Property") to the Authority; and

WHEREAS, the debt to be retired totals \$186,632 which includes the forgiving of a debt owed the Authority in the amount of \$75,000; and

WHEREAS, the current assessment of the Property and improvements known as the James City County Farmers Market totals \$254,500.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Supervisors of the County of James City, Virginia, that they hereby authorize a transfer from Capital Contingency in an amount not to exceed \$115,000 to the Authority for purpose of retiring the debt owed by the Cooperative to Jefferson National Bank and the Small Business Administration which debt is also held by said Bank.

Provided, however, such transfer shall be contingent upon the agreement by the Authority and the Cooperative to accomplish the following:

1. The forgiving of the \$75,000 debt owed by the Cooperative to the Authority pursuant to a note secured by a second deed of trust on the property payable to the Authority on or before November, 2012.
2. The Authority offering the Cooperative a lease for a period of 12 months in consideration of the Cooperative paying the Authority, in 12 equal monthly installments, a sum equal to the taxes for 12 months prior to the conveyance to the Authority.
3. The Authority being named as an additional insured on liability insurance policies to be carried by the Cooperative. The minimum insurance shall be as follows:

Liability:

Aggregate	-	\$1,000,000
Each Occurrence	-	\$500,000

Medical Coverage:

Each Person	-	\$5,000
Each Accident	-	\$25,000

4. The Authority and the Cooperative agreeing that the Cooperative shall be responsible for all maintenance of the building and grounds.
5. The Cooperative, with approval of the Authority, may sublet space at the Property.
6. The Cooperative agreeing to permit a member of the Authority to serve on the Board of Directors of the Cooperative in an ex officio capacity.

Provided, further, that the transfer of funds not to exceed \$115,000 shall not be accomplished until the Chairman of the Board of Supervisors concurs in writing to said transfer.

Thomas K. Norment, Jr.
Chairman, Board of Supervisors

ATTEST:

David B. Norman
Clerk to the Board

Adopted by the Board of Supervisors of James City County, Virginia,
this _____ day of _____, 1991.

PRESS RELEASE

JAMES CITY COUNTY

P.O. BOX JC, WILLIAMSBURG, VA 23187

PHONE: 253-6607

CONTACT: Sanford B. Wanner

RELEASE DATE: January 8, 1991

PROPERTY ACQUISITION

The James City County Board of Supervisors on January 7, 1991, authorized the funding for the acquisition of the Farmers Market property currently owned by the James City County Grower's Cooperative, Inc., (Cooperative) located on Strawberry Plains Road by the James City County Industrial Development Authority (IDA). The property with an estimated fair market value of \$318,000 will be transferred to the IDA in exchange for the IDA paying off or forgiving all existing debt totaling \$186,632. The actual transfer of property is contingent on the approval of both Industrial Development Authority and the Cooperative Boards of Directors.

Once the IDA assumes ownership of the property, it is anticipated the IDA and the Cooperative will enter into discussions for a lease for the coming year. Terms of the lease would include a monthly rent payment, maintenance of the property by the Cooperative and insurance coverage to protect the IDA property.

The Board of Supervisors action will protect the County's investment in the property now owned by the Cooperative.

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