



**MIDDLEBURG TOWN COUNCIL**  
**Regular Monthly Meeting Minutes**  
**Thursday, February 25, 2021**



**PENDING APPROVAL**

**PRESENT:** Mayor Trowbridge M. Littleton  
Vice Mayor Philip M. Miller  
Councilmember Chris W. Bernard  
Councilmember J. Kevin Daly  
Councilmember Morris "Bud" Jacobs  
Councilmember Darlene Kirk  
Councilmember Peter Leonard-Morgan  
Councilmember Cindy C. Pearson

**STAFF:** Danny Davis, Town Manager  
Rhonda S. North, MMC, Town Clerk  
William M. Moore, Deputy Town Manager  
Estee LaClare, Planning & Project Associate  
Julie Rivard, Finance Director/Town Treasurer  
A.J. Panebianco, Chief of Police

The Town Council of the Town of Middleburg, Virginia held their regular monthly meeting, beginning at 6:00 p.m. on Thursday, February 25, 2021. Due to Governor Northam's executive orders requiring that people social distance and limiting gatherings to no more than ten individuals, the Council meeting was held as a hybrid meeting, with some of the Council and staff participating in-person and others participating remotely.

Mayor Littleton explained for the viewing audience that it was the Council's responsibility to conduct essential public business despite the COVID-19 pandemic; however, it recognized the need to do so safely, not only for its members but also for the Town staff and members of the public. He further explained that to that end, in accordance with the Council's resolution declaring a local emergency and its ordinance implementing emergency procedures and effectuating temporary changes to address the continuity of governmental operations, the Council would hold its meetings via remote access until such time as the Governor rescinded his executive orders. Mr. Littleton advised the viewing audience that copies of the agendas were available on the Town's website and that the meetings would be livestreamed and recorded for viewing on the website. He reviewed the process that would be utilized for the remote meetings.

Mayor Littleton led Council and those attending in the Pledge of Allegiance to the flag. The roll call was called at 6:00 p.m.

**Public Comment**

Jonathan Gifford reported that he was a new resident in Middleburg. He advised that this was his first Council meeting.

**Staff Reports**

**Town Treasurer's Report & FY '21 Budget Revised Outlook**

Town Treasurer Rivard reported that lodging tax revenues were at 53% for the year, which was good considering the Town expected a 12% decrease. She further reported that the water/sewer revenue variance remained similar to the projections for last month and advised that \$150,000 in user fees had been collected since her last report. Ms. Rivard advised Council that the major revenues were tracking as expected. She reminded the members that business license tax collections were underway and reported that \$467,000, of the \$475,000 budgeted, had been collected to date. Ms. Rivard noted that the staff had projected a 10% decline in these revenues due to COVID. In response to an inquiry from Council,

Ms. Rivard reported that there were several outstanding water/sewer accounts. She reported that meals tax collections were slightly better last month than the previous one. Ms. Rivard reminded Council that meals tax collections tended to be down this time of year.

The Council opined that the graphs were helpful in determining the status of each revenue item when compared year-over-year. It was noted that the meals tax revenues were dragging the overall revenue collections down. It was further noted that personal property tax collections were up by 15%.

In response to inquiries from the Council, Town Treasurer Rivard confirmed she was receiving questions related to the new business license tax forms; however, overall, the response was positive.

In response to an inquiry from the Council, Town Treasurer Rivard confirmed that vehicle sticker payments were not due until May 5<sup>th</sup>.

Town Manager Davis reported that the January meals tax revenues were worse than the prior months. He opined that this was a combination of reduced travel and bad weather. Mr. Davis advised that the staff was continuing to watch these revenues.

### COVID Status Report

Town Manager Davis reported that Dr. Goodfriend hosted an information session on Facebook recently, during which he talked about the vaccine rollout efforts. He advised Council that the registrations for those individuals who pre-registered through the Loudoun County Health Department's system transferred into the new State database. Mr. Davis suggested that anyone who had questions regarding the vaccinations should direct them to the Health Department.

Town Manager Davis reported that Safeway was receiving enough vaccine to give twenty vaccinations per day, with shots being given in order of registration. He noted that priority would be given for the residents of the Levis Hill House.

Town Manager Davis reported that the Governor's recent changes to his executive orders included increasing the number of people who could gather outdoors to twenty-five and allowing outdoor events up to a 30% capacity, with a cap of 1,000 attendees. He noted that the number of people who could gather indoors was still limited to ten. Mr. Davis advised that the Governor extended the hours for alcohol sales to midnight and removed the 12:00-5:00 a.m. curfew. He noted that these changes were effective March 1<sup>st</sup>.

Town Manager Davis reported that Congress was continuing to discuss providing additional stimulus funding and opined that Middleburg would receive \$155,000 if it were approved. He noted that this funding was not included in the budget.

Mayor Littleton asked that the staff look at what other jurisdictions were proposed to receive and compare that to their General Fund revenues for FY '20. He explained that he wanted to determine whether the amount of funding was being tied to the financial harm resulting from the pandemic and noted that it was an equity issue.

### Consent Agenda

A. Minutes – February 11, 2021 Regular Council Meeting

*Councilmember Jacobs moved, seconded by Councilmember Daly, that Council accept the consent agenda as presented.*

Vote: Yes – Councilmembers Miller, Bernard, Daly, Jacobs, Kirk, Leonard-Morgan and Pearson

No – N/A

Abstain: N/A

Absent: N/A

(Mayor Littleton only votes in the case of a tie.) (by roll call vote)

**Action Items**

**Council Approval** – Authorization of Issuance of RFP for Financing Options – Town Hall Project

Town Manager Davis reminded Council of the need to pursue financing for the Town Hall Project. He reported that the Middleburg Strategic Finance Committee and Davenport Public Finance recommended the Town issue a Request For Proposals (RFP) to determine the rates. Mr. Davis advised that if approved, Davenport would solicit rates for a bond that would close immediately; one that would close immediately but would have no pre-payment penalties; and, one that would be based on a forward delivery, with the rates being locked into place but the closing being delayed for six months. He reminded Council that the project was still in the design phase and that it could be affected due to the COVID pandemic; however, he suggested it would be good for the Town to take advantage of the current markets if possible. Mr. Davis suggested the Town authorize Davenport to gather this information so they could then evaluate it and make a recommendation to the Council. He noted that they could then hold or advance the issuance of the bonds.

In response to an inquiry from the Council, Town Manager Davis reported that the recommendation was to solicit bids for a \$7 million bond; however, he noted that the final cost of the project was unknown at this time. He suggested it was easier to ask for a higher amount and reduce it than to increase it later.

The Council held considerable discussion on whether a higher and/or lower amount should be solicited. They agreed to solicit bids for bonds in the amount of \$6 million on the low end and \$8 million on the high end.

*Councilmember Bernard moved, seconded by Councilmember Daly, that Council authorize the Town Manager, through Davenport Public Finance, to issue a Request for Proposals for financing of the Town Hall Project with one option for \$6 million and one option for \$8 million, and to return to the Strategic Finance Committee for review and recommendation of next steps.*

Vote: Yes – Councilmembers Miller, Bernard, Daly, Jacobs, Kirk, Leonard-Morgan and Pearson  
No – N/A  
Abstain: N/A  
Absent: N/A  
(Mayor Littleton only votes in the case of a tie.) (by roll call vote)

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**Discussion Items**

**Creation of Middleburg Charitable Foundation**

Town Manager Davis advised Council that there were some decision points that needed to be addressed so the staff could proceed with the development of the articles of incorporation. He reminded them of the need to separate this entity from the Town for tax exempt purposes. Mr. Davis advised that the recommendation was for a seven-member board of directors, two of whom would be members of the Council.

After some discussion, the Council agreed the board of directors should consist of seven (7) members; two (2) of which would be members of Town Council, who would be appointed by the Council; three (3) who must be residents of the town; and, two (2) who would be members at-large and could live either in or out of town. It was noted that while the Council would make the initial appointments, the board of directors would make the appointments from there on out, except for the Councilmembers. It was suggested that one of the board members should have prior non-profit experience.

The Council held considerable discussion regarding whether the articles of incorporation should identify limits on the amount of principle that could be spent in any given year under normal circumstances, as well as in cases of extraordinary circumstances. They also held some discussion on whether the board should handle the responsibilities of investing the money or whether an investment partner should be appointed.

Town Manager Davis reported that, as drafted, the by-laws included provisions for the appointment of an investment partner and the creation of a finance committee from within the board of directors that would focus on the investment of the funds.

The Council discussed how much of the Health Center Fund should be transferred to this entity and agreed all of it should.

The Council continued their discussion as to how much the board should be allowed to spend. It was noted that when the Health Center building was sold, the intent was that the principle would be kept in order to develop income that would be used for charitable donations. They agreed that 100% of the income could be spent and the principle could be touched only upon unanimous vote of the board and even then, only a maximum of 10% of the principle could be spent.

Town Manager Davis noted that the last remaining question was the name of the entity. He noted that the name "Middleburg Charitable Foundation" had been discussed previously; however, this would not be a foundation in the true sense.

The Council asked that the staff offer four or five options for their consideration. They suggested the staff dig into the history of the building to determine if there was a specific individual that should be recognized.

(Councilmember Kirk was absent from the room for a portion of this discussion.)

#### FY '22 Budget

Town Manager Davis reviewed the layout of the proposed General Fund budget. He reported that the Fund's unrestricted fund balance was healthy and noted that the Utility Fund's unrestricted fund balance was the result of obtaining money through a line of credit. Mr. Davis advised that based on the real estate assessed values, the real tax rate would need to be 16.3 cents; however, he was not proposing a change in the existing tax rate. He noted that to achieve the equalized rate, it would need to increase by almost one cent; therefore, the Town would lose revenue by keeping the rate the same. Mr. Davis reported that a transfer of \$300,000 from the General Fund fund balance was proposed.

In response to an inquiry from the Council, Town Manager Davis reported that the intergovernmental transfer line item included the fire grant, the police 599 funds and any other grants that were received.

Town Manager Davis questioned whether the Council wished to conduct an individual line-item review or whether they wished to schedule a special meeting for this purpose.

After some discussion, the Council agreed they needed additional time to digest the proposed budget. They noted the need to better understand the affects of the COVID pandemic on it. It was suggested that the staff identify any line items that were heavily impacted due to the pandemic and summarize those impacts.

Town Manager Davis reminded Council that the Police Department budget was prepared using a zero-based budget approach.

Town Manager Davis reported that the budget included a Capital Improvement Fund that included current and future capital projects. He noted that it included grant money that was anticipated to be received in FY '23 from Loudoun County for the Town Hall Project.

Town Manager Davis reported that the proposed budget included a worst case COVID expenditure list of items that could be frozen if needed.

Town Manager Davis reviewed the proposed format of the Utility Fund budget, which was the same as the General Fund's.

The Council held some discussion as to how they wished to proceed with the budget review process. They agreed to break their review into two meetings. It was suggested that if any member had a lot of questions, they should meet with the staff separately.

Town Manager Davis reported that he would review the General Fund during the March 11<sup>th</sup> meeting and the Utility Fund during the March 25<sup>th</sup> meeting. He suggested the capital budget discussion occur as a special meeting. Mr. Davis reviewed how capital budgets worked. He asked the members to let him know as soon as possible if they needed any additional information.

Mayor Littleton directed the members to provide the staff with any questions they may have by the close of business on March 3<sup>rd</sup>.

### **Information Items**

#### **Farmer's Market**

Town Manager Davis reported that Vice Mayor Miller, Councilmember Pearson, former Economic Development Director Gaucher, last year's Farmer's Market Manager and he discussed the market. He reported that the former manager could not manage the market again this year. Mr. Davis reminded Council of the challenges that have been experienced with the market including location, vendors, and staffing. He advised that the recommendation was that the Town not host it for a year or two; and, that it wait until the new Town Hall was complete so the market could be held there. Mr. Davis noted that this would also give the Town time to plan for it.

Councilmember Pearson suggested the two vendors who were regulars at the Farmer's Market could partner with a local business to sell their produce on Saturdays from their location. She further suggested that if this occurred, the Town should not be involved in the staffing or location.

Vice Mayor Miller agreed. He noted that it was difficult for the market to compete with other area farmer's markets. Mr. Miller opined that this would still be the case once the Town Hall property was available; and, suggested the Town consider holding the market on a different day.

The Council expressed an understanding that the market needed to be viable and that the COVID pandemic and staffing had been a challenge. It was noted that most farmer's markets were not run by municipalities. They expressed hope that once the new location was available, it would create a new environment.

#### **Closed Session** – Disposition of Publicly Held Property

*Councilmember Leonard-Morgan moved, seconded by Councilmember Kirk, that Council go into closed session as authorized under Section 2.2-3711 of the Code of Virginia, for the discussion or consideration of the disposition of publicly held property related to the Asbury Church as allowed under Subsection (A)(3). Councilmember Leonard-Morgan further moved, seconded by Councilmember Kirk, that the Council thereafter reconvene in open session for action as appropriate.*

Vote: Yes – Councilmembers Miller, Bernard, Daly, Jacobs, Kirk, Leonard-Morgan and Pearson

No – N/A

Abstain: N/A

Absent: N/A

(Mayor Littleton only votes in the case of a tie.) (by roll call vote)

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Mayor Littleton asked that Council certify that to the best of each member’s knowledge (i) only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the closed meeting, which each member so did. He reminded those present for the closed session that any discussion that occurred within it should be treated as confidential.

There being no further business, Mayor Littleton declared the meeting adjourned at 7:49 p.m.

APPROVED:

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Trowbridge M. Littleton, MAYOR

ATTEST:

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Rhonda S. North, MMC, Town Clerk

## February 25, 2021 Middleburg Town Council Meeting

(Note: This is a transcript prepared by a Town contractor based on the video of the meeting. It may not be entirely accurate. For greater accuracy, we encourage you to review the video of the meeting that is on the Town's website – [www.middleburgva.gov](http://www.middleburgva.gov))

**Bridge Littleton:** So I will call the 2nd February meeting to order. First item is Pledge of Allegiance.

**Everyone:** I pledge of allegiance to the flag of the United States of America and to the Republic for which it stands, one nation under God, indivisible, with liberty, and justice for all.

**Bridge Littleton:** All right, let me do the remote meeting announcement. It is the Middleburg Town Council's responsibility to conduct essential public business despite the COVID-19 pandemic. However, it recognize the need to do so safely for not only its membership, but also for the town staff and members of the public. To that end, in accordance with the resolution confirming the declaration of a local emergency and the ordinance to implement emergency procedures and effectuate temporary changes to address continuity of government operations during COVID-19, the town council will hold its meetings via remote access until such time as the governor rescinds his emergency order prohibiting gatherings of greater than 10 individuals and mandating social distancing. Copies of the previous reference documents are available at the town's website. Should anybody from the public wish to address the Town Council we shall have two public comment sessions during the meeting, one at the beginning and one at the end. All right. Next item is the roll call. Chris.

**Chris Bernard:** Chris Bernard.

**Bridge Littleton:** Darlene.

**Darlene Kirk:** Darlene Kirk.

**Bridge Littleton:** Bridge Littleton.

**Cindy Pearson:** Cindy Pearson.

**J. Kevin Daly:** John Kevin Daly.

**Bridge Littleton:** Bud. You're on mute.

**Bud Jacobs:** Bud Jacobs.

**Bridge Littleton:** Peter.

**Peter Leonard-Morgan:** Peter Leonard-Morgan.

**Bridge Littleton:** Philip.

**Philip Miller:** Philip Miller.

**Bridge Littleton:** Rhonda.

**Rhonda North:** Rhonda North, Town Clerk.

**Bridge Littleton:** Danny.

**Danny Davis:** Danny Davis, Town Manager.

**Bridge Littleton:** All right. We'll now open the public comment session. Rhonda, do we have anybody online?

**Rhonda North:** We do have someone online that I don't recognize.

**Danny Davis:** They can raise their hand if they want to [off mic].

**Rhonda North:** So if they could raise their hand if they're interested in speaking.

**Bridge Littleton:** So if the member of the public who is online would like to address the town council, we have opened the public comment section. Please let us know if you do.

**Rhonda North:** Not raising their hand.

**Bridge Littleton:** Okay, we will have a [multiple speakers].

**Rhonda North:** Oh wait a minute, yes they are.

**Bridge Littleton:** Okay. So Rhonda if you want to let them [multiple speakers].

**Jonathan Gifford:** My name is Jonathan Gifford, I just moved into town and it's my first meeting, so I have nothing further. But thank you very much.

**Bridge Littleton:** Absolutely. Welcome to Middleburg.

**Danny Davis:** Welcome aboard.

**Jonathan Gifford:** Thank you. Thank you.

**Peter Leonard-Morgan:** [multiple speakers] I would add that Jonathan is my next door neighbor. [multiple speakers]

**Bridge Littleton:** You poor man.

**Peter Leonard-Morgan:** All right. Thank you.

**Bridge Littleton:** You're very welcome. And by the way, Peter mows every neighbor's yard for free twice a week.

**Chris Bernard:** But you have to ask. [laughter]

**Bridge Littleton:** Yeah.

**Philip Miller:** And don't be shy about borrowing his snow blower.

**Bridge Littleton:** Yeah. When it works. All right. We will close the public comment session and move on to staff reports. Danny.

**Danny Davis:** Thank you, Mr. Mayor. We do have.

**Bridge Littleton:** Or Julie, I should say I'm sorry.

**Danny Davis:** Okay.



**Bridge Littleton:** Yeah. This is Julie, not you.

**Julie Rivard:** Hello, everybody.

**Bridge Littleton:** Hey Julie. [multiple speakers]

**Julie Rivard:** So I'm just going to dive right in. If you got any questions, holler, let me know and we'll go over it.

**Bridge Littleton:** So, Julie, real quickly before you jump in.

**Julie Rivard:** Yes.

**Bridge Littleton:** I just want to let you know, on your memo, on the front page, that does not count as bullet points. [laughter]

**Julie Rivard:** Because their paragraphs.

**Bridge Littleton:** Yeah, a bullet point has one sentence behind it.

**Julie Rivard:** You know. [laughter]

**Bridge Littleton:** Just letting you know for, we're working on it.

**Julie Rivard:** I'm trying.

**Bridge Littleton:** Clearly, you're learning from your leader. [laughter] Sorry go ahead.

**Julie Rivard:** That's okay. Okay, so our occupancy tax revenues today are 53 percent of what we had budgeted for the year, which is pretty good considering everything that's happened. Our percentage variance so far shows a 12 percent decline, which we we're expecting, and it keeps us in that most probable scenario on the upper end of it. But we've got some wiggle room in there. The water and sewer user fee variance is pretty much similar to projections from last month. However, I would point out that we've collected about 150,000 dollars since the last treasurer's report. And you can see that reflected in the charts. We've got about 24,000 dollars in delinquent water and sewer user fees. As far as the major revenues to date, we're tracking about where we were as before, very much as expected, nothing out of the ordinary. I would like to point out that we've been collecting and taking in our business license tax revenue. We had budgeted four hundred and seventy five thousand dollars in business license tax revenue, which due to COVID, we had projected a 10 percent drop, which would have put us at four hundred twenty seven thousand five hundred. To date we have actually collected as of today 467,000 in business license tax revenue, which is 98 percent of what we had originally budgeted. So that helps. That's roughly 40,000 dollars that we don't have to make up somewhere else. I expect a little more to trickle in as the due date is actually not until Monday. I suspect that we'll get more tomorrow and over the weekend, but that is really good and really positive. And I'm excited to report that. Is there anything that you would like me to go over specifically or anything that you have questions about or you would like to know in detail?

**Bridge Littleton:** Darlene.

**Darlene Kirk:** I have a question. Certainly the twenty four thousand dollars is that user fees or is that that back owed water bills? It's user fees.

**Julie Rivard:** User fees is the water bills.

**Darlene Kirk:** And water is it, do we have one large outstanding one or anything? [multiple speakers]

**Julie Rivard:** No, it's several. Yeah.

**Darlene Kirk:** We have had that problem in the past and I just wanted to make sure we weren't. Okay thank you very much Julie.

**Julie Rivard:** Yes [multiple speakers].

**Bridge Littleton:** Chris.

**Chris Bernard:** Yes. I'm just wondering if there's some sort of timing behind the meals tax being the biggest gap or is it that it's just [off mic] down?

**Julie Rivard:** It's about actually our meals tax revenues this month were actually about the same or just a smidge better than last month. It's just the time of year, always January, February, March, are our lowest meals tax revenue months throughout the course of our fiscal year.

**Bridge Littleton:** Chris, but are you looking at it from a total year perspective?

**Chris Bernard:** No, it's got the biggest variance to what we're expecting for this year. Right. So if you look at the chart with the blue and the [off mic] sorry, [off mic] when you look at the chart with the blue bar, the gray bar and the yellow bar, the biggest variance between the gray and the yellow is the meals tax. It's 25% off.

**Bridge Littleton:** Yeah.

**Chris Bernard:** So I'm just wondering, is it because we don't collect it? Is it still coming in or is it just twenty five percent down?

**Julie Rivard:** It's just that much down.

**Chris Bernard:** Okay.

**Danny Davis:** Yeah. We've generally been in for [off mic] the fiscal year between seventeen and 20 [multiple speakers]

**Chris Bernard:** [off mic] on the higher.

**Danny Davis:** Yes so it was but we'll continue refining that and looking at projections.

**Chris Bernard:** I mean that's based on previous years so [off mic].

**Julie Rivard:** It's a little bit subjective because some years were better than others in that month. And so you do have some fluctuation depending upon what's happening in that year. So it does affect it a little bit. But yeah.

**Bridge Littleton:** No, but I mean, this graph is very helpful because it's letting us see. The hard part with a lot of these revenue sources is the money comes in not on a consistent basis it's either quarterly or whatever. [multiple speakers] And then you say, oh, you're 53 percent to budget. Yeah, well, we're only, you know, eight months through the year. So I don't know, you know, I can't put those two things up on the fly, but having year over year next to each other at the same time of the year, that really helps.

**Chris Bernard:** Yes. And I think because we waited it over a couple of years, you get rid of that one year spike.

**Bridge Littleton:** Yep.

**Chris Bernard:** And I mean, you can see everything else is almost [inaudible] real estate tax is up a little bit. So it looks like I mean, when we say we're down 12 percent overall, it's really the meals tax that's dragging it down.

**Julie Rivard:** Which we would have expected based upon COVID. But, yes, you're right. The other revenue streams are doing pretty well, considering it could be worse.

**Bridge Littleton:** I mean, the personal property tax is up so much.

**Julie Rivard:** Yes, we did have a slight adjustment on commercial properties, but the personal property or the residential properties excuse me, was up so much that [multiple speakers].

**Bridge Littleton:** No I'm talking about personal property tax [multiple speakers]

**Julie Rivard:** Oh, I'm sorry. I'm sorry. Yes.

**Bridge Littleton:** That's up 15 percent.

**Julie Rivard:** Right. We did pull in a little extra than we had expected to. I'm sorry, I didn't mean to confuse it. [multiple speakers]

**Bridge Littleton:** It's okay. Okay, does anybody have any other questions? Oh, Bud I'm sorry.

**Bud Jacobs:** Yes. Back to the twenty four thousand dollars. Does that include penalties and late fees or is that just the amount billed?

**Julie Rivard:** That includes penalties and late fees.

**Bud Jacobs:** Yeah, thank you.

**Bridge Littleton:** Cindy.

**Cindy Pearson:** This was the first year with a new business license form correct?

**Julie Rivard:** Yes.[multiple speakers]

**Cindy Pearson:** Did you have a lot of questions about it, or were people pretty good about sending it? [multiple speakers]

**Julie Rivard:** We did have some questions. We've had some people come in or call in. All in all, we've had a really positive response. People were happy or felt like they understood it. And we did have some people just mail it in and we got it. And it was correct, which is wonderful. [laughter] I don't mind answering questions. I just assume, you know, if someone's unsure, you know, that they call in because I'm happy to answer anything for them or talk them through it. But yes, we've had really positive comments and a positive response from it.

**Cindy Pearson:** That's good to hear.

**Julie Rivard:** I'm happy with it.

**Cindy Pearson:** Thanks.

**Bridge Littleton:** Did anybody else have any questions? [multiple speakers]

**Peter Leonard-Morgan:** Julie, this is Peter, remind me about the motor vehicle licensing fee, because I know it all changed. Now it's 25 dollars and the county invoices it. Is that right?

**Julie Rivard:** Yes, that is correct. And it's not due and payable until towards June. I think.

**Danny Davis:** May 5th.

**Julie Rivard:** Is it May? I'm sorry.

**Peter Leonard-Morgan:** Okay, great. So that's why it's still there because we had a big change and there wasn't a fee for a while. Yeah.

**Danny Davis:** If I can mention something real quickly. I was just looking at the numbers about meals tax and I realized that when Julie and I had been looking earlier at this, I had been looking at one number incorrectly. Our month of February or I should say January sales but when we collected, February was actually worse than prior months in terms of revenues, it was about approximately two thirds of what we collected last year, this time instead of only down 20 percent. So that definitely is a hit. And I think, again, that part of that is travel. Part of that is weather. So we have seen a little bit of a tailing off compared to where we were last month, but will continue to keep an eye on it to see if this is a trend or this is just kind of a one-time [off mic]. I imagine February is going to be a challenge too because of the weather, but we'll see how things go.

**Bridge Littleton:** Anybody else any questions for Julie? Okay, Julie, thank you so much.

**Julie Rivard:** Thank you.

**Bridge Littleton:** [off mic] All right, Danny, COVID.

**Danny Davis:** Thank you, Mr. Mayor. Dr. Goodfriend held a Facebook live discussion about the vaccine rollout yesterday. So if you're interested in reviewing that, it's on the Loudoun County government Facebook page. They continue to transition information to the state database it's all there. They say even if you can't see your information, if you had previously signed up in the county system, it is in the new state system. Any questions should be directed to the health department. As many of you know, I think we shared perhaps last meeting. They are directing approximately 20 vaccines a day to the Safeway here in Middleburg. Those are being taken in order of registration. We were also able to get priority for Levis Hill residents. So a majority of them have been able to get their vaccines here, which Wendy Hill said that without that, many of these people probably just wouldn't have gotten the vaccine. And in fact, not only Levis Hill, but also any of their aging residents at all the cottages or homes that they have. So really good news, very grateful to the county for helping with that. We continue to be ready to assist with anything if supply increases. The governor did announce some changes. They were not drastic changes or significant, primarily social gatherings. If you were outdoors, you can have up to 25 persons. So that's like an outdoor cookout, outdoor picnic with your family. Things like that. Indoors remains 10. And they have continued to stand by that because of the risk of transmission inside. Outdoor events at an entertainment venue or large area can be 30 percent of the capacity of that venue or a cap of a thousand. Specifically, the question was asked about parades and street festivals. And because you don't necessarily have a cap or an occupancy load, and they said that a thousand would be the applicable number there. They also indicated that if trends continue in the right direction in April, that that cap may even be lifted or increased in terms of outdoor events. So, again, even at outdoor events, if you can't keep six feet of distance, masks are required, nothing really changed on the mask mandate. They did expand hours for alcohol sales. So those can continue now until midnight, which actually is a big deal for many restaurants and bars. And they got rid of the modified stay at home order, which was the pseudo curfew. So that is no longer in effect. These all take effect Monday. I should make that clear, March 1st, but that will be going away as well. And then finally, as noted here, there is continued discussion in Congress about additional stimulus funds or allocation. If it goes through at this rate would be somewhere around one hundred fifty five thousand dollars but we are not planning on those funds. We are continuing forward as if they don't exist because there's no point in budgeting for that. So I'm happy to answer any questions you might have.

**Bridge Littleton:** I notice there's not one bullet on this memo. So did you.

**Danny Davis:** They're invisible. [multiple speakers] invisible ink pen.

**Bridge Littleton:** And so any questions for Danny? Okay, so, Danny, I have a quick question, how do you know our allocation would be one hundred and fifty thousand?

**Danny Davis:** It's based on the numbers given by NVRC.

**Bridge Littleton:** Okay, so do me a favor. Can you look at, NVRC is fine, you know, just maybe early sometime next week. What other jurisdictions are getting relative to their general fund revenues as a percentage of their general fund revenues, what are they getting?

**Danny Davis:** Okay.

**Bridge Littleton:** Versus us? I'm very curious how the calculation's being done and let's use not, you know, 2021, but let's use the previous fiscal year. So like and where I'm going with this is if Fairfax County's, normal year revenue is a billion dollars and they're getting 200 million and our general fund revenues are three point five million, we're getting 100 grand.

**Danny Davis:** A huge difference percentage wise.

**Bridge Littleton:** What, yeah, I mean, you know, how is this at all tied to the harm people are feeling? Because our revenues are down 20 percent and a lot of counties are not even down at all. So I would like, you know, let's figure out what that is, because if there's a case to be made there, I mean, there's a big kick on equity. This is inequitable. So it's probably like one of those things like a fitness app, you know, like I was talking about the other day. There's a million factors, you have no idea how it actually calculates anything. So, yeah, just use the NVRC.

**Danny Davis:** Yeah, no, those [off mic] figures. I mean, the distribution is being done by per capita, but to your point, that's not always.

**Bridge Littleton:** Right, then why did we give Bob all the revenue numbers? And what's the point of that? We gave him lost revenue numbers for the next 3 years.

**Danny Davis:** Yeah sure [multiple speakers].

**Bridge Littleton:** Yeah, so and I mean, maybe it's nothing at the federal level, but maybe it's a state level or county level thing saying, hey, you guys need to help plug the hole. Okay, thanks. All right. Next item is the consent agenda. Would anybody like to remove the one item from the consent agenda? [laughter] All right. Is there a motion?

**Chris Bernard:** I move that.

**Bud Jacobs:** I move we approve the consent agenda as presented.

**J. Kevin Daly:** Second.

**Bridge Littleton:** Any discussion? All those in favor, say Aye. Chris.

**Chris Bernard:** Aye.

**Bridge Littleton:** Darlene.

**Darlene Kirk:** Aye.

**Bridge Littleton:** Cindy.

**Cindy Pearson:** Aye.

**Bridge Littleton:** Kevin.

**J. Kevin Daly:** Aye.

**Bridge Littleton:** Bud.

**Bud Jacobs:** Aye.

**Bridge Littleton:** Peter.

**Peter Leonard-Morgan:** Aye.

**Bridge Littleton:** Philip.

**Philip Miller:** Aye.

**Bridge Littleton:** All right motion passes. Next item, we are holding those till the next meeting, right, Danny?

**Danny Davis:** Strategic initiatives.

**Bridge Littleton:** Yeah.

**Danny Davis:** Yes, sir.

**Bridge Littleton:** Yeah, Okay, that's just going to be a review of what we all did two days ago. Okay, next item here is authorization of issue of RFP for financing options for the Town Hall Project.

**Danny Davis:** All right. And just so [inaudible] we have on the phone with us Kyle [off mic] and Joe Mason from Davenport. So if there are any questions, they're both on with us. And just so you know, Kyle and Joe, you're off mute, so you're able to speak at the appropriate time. Mr. Mayor [multiple speakers]

**Kyle Laux:** Very good. Thank you.

**Danny Davis:** [multiple speakers] on the screen.

**Joe Mason:** Thank you.

**Danny Davis:** There are bullet points on this memo. [laughter]

**J. Kevin Daly:** They don't seem to be the same size. Why is that?

**Bridge Littleton:** Yeah, yours look different than mine.

**Danny Davis:** Yeah, they are there just so you know. Mr. Mayor, thank you for this opportunity, as we've been talking through the Town Hall Project. Clearly, there will be the need as we continue forward with it to pursue financing for the Town Hall. And our recommendation coming out of the Strategic Finance Committee and then in discussions obviously help us along with Davenport was to go ahead and do an RFP, a request for proposals for rates for the Town Hall Project. And that's under three scenarios. One is to go ahead and close on it right away. One would be to go ahead and take [inaudible] terms closing right away, but adding in the no prepayment penalty. That may be standard for some banks, but for others it may be an additional fee to it. And then the other idea is to look at a forward delivery, which would lock in rates but we wouldn't close for six months. As you know, we want to be judicious as we're moving forward with this

project because we're still in the design phase. We still want to see how we're recovering from COVID. And yet we also want to take advantage of the market with rates right now. And so we think the benefit of this opportunity is simply to get information. We'll get responses from banks. Davenport will do analysis for us on the various options and provide information on which of these potential options would be most advantageous to the town. And then at that time, the council can decide whether to move forward with that or whether even to potentially put that on hold until later in the year. So with that, I'll stop and see if you have any questions for us or for the gentlemen from Davenport.

**Bridge Littleton:** So anybody have any questions for Danny or the folks from Davenport at this juncture? [off mic] Bud go ahead.

**Bud Jacobs:** The amount we're requesting is seven million.

**Danny Davis:** Yes, sir. In discussions with Davenport, part of the conversation there is, we don't know the final cost of the project. And it's easier at this point to ask for a little bit higher and always trim it downwards than to ask for too little and then have to go back in and say, we need just a little bit more.

**Bud Jacobs:** I guess my question is whether seven million is actually high enough?

**Danny Davis:** We could always boost that a little bit. I mean, factoring in all aspects of design as well, because things like design, project management, it'd all fall under the auspices of the project. We could consider asking for seven and a half or eight or whatever council feels comfortable with.

**Bud Jacobs:** I'm not, well, I obviously don't know what the right number is, I just wonder whether we should, taking a page from your book, Danny, err on the side of an increased loan amount, at least for purposes of the RFP.

**Danny Davis:** I'm open to whatever council is comfortable with, I have no problem with that. And I might punt this real quickly to Kyle or Joe and say, is there a level of magnitude that's of any concern if we ask for seven and a half and it comes back and say, we only need five and a half, is there a balancing act there?

**Kyle Laux:** No this is Kyle, if you can hear me okay.

**Danny Davis:** Yes.

**Kyle Laux:** And good evening Mayor and members of council. [off mic] So I think the answer there is [off mic] we don't necessarily see a downside to going a little bit higher. In fact, it is. [off mic]

**Danny Davis:** Hey, Kyle, can you speak a little louder or closer to your mic you're just fading in and out just a little bit. [multiple speakers]

**Kyle Laux:** We could ask [off mic] we could ask the bank [inaudible]. Maybe there's a high end range a low end range. He said maybe eight million high end. I'm making that number up. [off mic]. And maybe you know six and a half is low end doing this exploratory process, if that makes any difference to the banks.

**Danny Davis:** So high and low ends [off mic].

**Bridge Littleton:** Yeah, I mean personally, if we're going to ask for high end low end, I'd say five and eight.

**Darlene Kirk:** Yeah.

**Bridge Littleton:** Right. I mean, six and a half is kind of where we're ballparking anyway. Well, if we come in and find and what we choose on our design is actually much cheaper, let's make sure we understand. You know what that because I get it right, if you're borrowing five, you might get one rate. If you're borrowing eight, you might get a better rate. Well, let's see what the book ends are. At least we know where we're in between in a best case worst case scenario.

**Chris Bernard:** There may be some advantage to paying a little bit more in cash and only financing five [multiple speakers] have the reserves to do it. So [multiple speakers]

**Bridge Littleton:** You got it.

**Danny Davis:** And if I may, I'd like to just kick that back to Kyle real quick and say, if we think our sweet spot is six and a half, does that cause us a trouble to go with the high end that high and a low end that low if we end up at six and a half?

**Kyle Laux:** Now, what I might suggest [inaudible] if we said six and eight.

**Bridge Littleton:** Five and eight.

**Kyle Laux:** Five and eight?

**Bridge Littleton:** Yes.

**Kyle Laux:** We could do five and eight. I think the only downside to going as low as five and obviously, we don't know exactly [inaudible] talking about, a [inaudible] six and a half, that can be a pretty large, you know, huge amount of cash. So you could do it that way. You know, I don't know if there's any time to save from that perspective and so we'll defer to you Mayor on what you want to do there. [off mic] I think at this point, given that we're in the exploratory phase, there's little downside. [inaudible]

**Bridge Littleton:** Did you say there's little downside?

**Danny Davis:** To getting more options.

**Chris Bernard:** That's what I heard. [multiple speakers]

**Bridge Littleton:** Okay, yeah, that's fine.

**Danny Davis:** Peter has his hand up.

**Bridge Littleton:** Go ahead Peter.

**Peter Leonard-Morgan:** Yeah. My observation would be to be cautious about trying to look for too much over what we've already said we really want the budget to be. The optics of that aren't necessarily that great. And I think we need to also hold ourselves accountable to trying to keep to a budget. I think eight's high personally.

**Bridge Littleton:** So I would say this, you know, and everybody, how you feel about it, yeah Peter I have the exact same concern you do. Right, we talked about and we've talked about for a year now. And I know things shift, but there's practical realities. We want to hold ourselves to a budget. But as we start actually doing construction, we hit a bunch of rock that could be a half million dollars right there that we just didn't know. And it's nothing because we did bad planning or we built it too big or whatever. [off mic]. So what's that?

**Chris Bernard:** Maybe too far in.

**Bridge Littleton:** And we can't back out then we're not going to go redo it. So I think Bud has a legitimate point. If everything goes totally south through no fault of our own and it's a worst case and I actually say eight million is a worst case. Right, that's failure on our part. [off mic] But we still need to know, you know, what's that borrowing costs going to be. But I think, the stretch goal is can we bring this in at no more than five million dollars of debt? You know, and maybe it's cash funding with other stuff or whatever. But, you know, let's see what that would be if we can do this the right way. And at least we now know the best and worst case that we're dealing with. You're smiling.



**Danny Davis:** I'm just pondering say and I think one of the points that Kyle is making is that at five million dollars, there's going to be a significant use of fund balance. And I'm not saying that that's the wrong answer. I don't guarantee anything in life. But the project itself, especially if you're going to add in the design costs and construction management costs, cannot be done for five million dollars. So, again, I'm not. [multiple speakers].

**Bridge Littleton:** Five million of debt.

**Danny Davis:** I agree and understood I hear what you're saying.

**Chris Bernard:** Just saying that chews into your general fund every month too [multiple speakers] every year.

**Danny Davis:** But we're chewing into our our fund balance at this time, at that level. And then that could be a choice that we make.

**Bridge Littleton:** And that is a council choice of how we want to adequately finance this. So, yeah. [multiple speakers]

**Danny Davis:** I'm just making sure that that conversation is fully discussed.

**Bridge Littleton:** No, I mean, we're going to see. Hey, if we only borrow five million, which is a million dollars of cash coming out of the drawer. So I get it. All right. So is everybody comfortable with that? The range of five to eight?

**Cindy Pearson:** I think [inaudible].

**Philip Miller:** I would actually be more comfortable with six to eight, I don't think 5 is realistic.[multiple speakers]

**Cindy Pearson:** I agree.

**Bridge Littleton:** Really.

**Cindy Pearson:** Yes.

**Bridge Littleton:** Okay.

**Cindy Pearson:** I think five is a little bit of it would be wonderful, but in this day and time, I can't see that much coming off of it.

**Bridge Littleton:** Okay.

**Darlene Kirk:** I agree.

**Philip Miller:** Especially with the way that construction costs have skyrocketed through the last, you know, 11 months and cost of all the goods have gone up. I just don't see it as realistic.

**Bridge Littleton:** Okay. Kevin.

**J. Kevin Daly:** I agree.

**Bridge Littleton:** Okay.

**Peter Leonard-Morgan:** I agree as long as we can articulate it really well in our outreach.

**Bridge Littleton:** Yeah.

**Peter Leonard-Morgan:** Why we are doing this.

**Darlene Kirk:** [multiple speakers] that much out of our.

**Bridge Littleton:** Oh no I got you.

**Darlene Kirk:** That scares me.

**Bridge Littleton:** I tell you the thing that makes me nervous and I think doing six to eight is fine, is that we have an appetite for a building right now that might not be practical when it actually comes down to what we want to build. And we may need to change our expectations.

**Darlene Kirk:** That's true.

**Bridge Littleton:** You know, there's a lot of things in there we want to have that we don't have to have. And when we get down to real raw numbers of what it's going to be, we're coming out of a pandemic. Our revenues are down 20 percent. You know, we might have to make, hey that exercise room yep guys use your gym membership, right? A.J., you don't get an evidence room, you get an evidence locker or whatever. Right. I'm totally making stuff up. But, you know, just those are the practical things we're going to have to wrestle with. So, all right. Yeah, let's six to eight. Everyone good.

**Darlene Kirk:** Yes.

**Bridge Littleton:** Okay, [off mic] Joe, Kyle does that work for you guys?

**Kyle Laux:** Works just fine Mr. Mayor.[multiple speakers]

**Bridge Littleton:** Danny what else?

**Danny Davis:** Do you mind it would just be helpful for me to have a motion just so we have direction moving forward. [multiple speakers]

**Bridge Littleton:** There's a motion. [off mic].

**Chris Bernard:** I'll do it.

**Danny Davis:** And you'll need to amend it just slightly for the [off mic] one option [off mic] six one option in eight. [off mic]

**Chris Bernard:** Yeah, I think so. All right, I move that the Town Council authorize the Town Manager through Davenport Public Finance to issue a request for proposals for financing of the Town Hall Project. One option for six million. One option for eight million. And to return to the Strategic Finance Committee for review and recommendation of next steps.

**J. Kevin Daly:** Second.

**Bud Jacobs:** Second.

**Bridge Littleton:** Any discussion. All right, all in favor say Aye. Chris.

**Chris Bernard:** Aye.

**Bridge Littleton:** Darlene.

**Darlene Kirk:** Aye.

**Bridge Littleton:** Cindy.

**Cindy Pearson:** Aye.

**Bridge Littleton:** Kevin.

**J. Kevin Daly:** Aye.

**Bridge Littleton:** Philip.

**Philip Miller:** Aye.

**Bridge Littleton:** Peter.

**Peter Leonard-Morgan:** Aye.

**Bridge Littleton:** Bud.

**Bud Jacobs:** Aye.

**Bridge Littleton:** Okay, next item. Joe Kyle thank you guys very much. The next item [multiple speakers]. What's that?

**Danny Davis:** They said thank you.

**Bridge Littleton:** Oh, next item is the Charitable Foundation.

**Danny Davis:** So in working with our auditor and attorney, we have a few decision points that we wanted to get clarity from the council before moving this forward with articles of incorporation. So I'm going to just very briefly, walk through the three primary ones. The purpose for this is that we need to create enough separation from the government so that it's not considered an arm of the town government. So with that being said, the board of directors, we're recommending that it be seven members and only one or two of those positions be held by council members. Otherwise, as you get into the higher number of council members, it can be seen as being controlled by the town council. Obviously, the town council in establishing that has to set the initial membership. But into the future, the board would appoint their own members with the exception of the one or two positions that are council members. We also recommend a certain number of those be town residents. That number is suggested before. So there's at least a majority. So I'm getting a lot of nodding of heads of okay with this. [multiple speakers] Is there a preference of one or two council members? I think two would make sense if council would [multiple speakers] that. I'm getting [multiple speakers].

**Bridge Littleton:** I think two and the good thing about two is it doesn't create a public meeting.

**Danny Davis:** Correct [multiple speakers] Well, actually I will say that it's probably going to be subject to FOIA anyway because the majority, all of its funds are coming from a public source. So it.

**Bridge Littleton:** Yeah, but them having a board meeting [multiple speakers] does not become a council meeting.

**Danny Davis:** That's correct. Oh I'm sorry.

**Darlene Kirk:** I like the idea of actually more than four be town residents. I mean can we do maybe five?

**Bridge Littleton:** Well two automatically will be because of the Council Members.

**Darlene Kirk:** Oh, okay, that's true.

**Bridge Littleton:** So here's.

**Darlene Kirk:** I just don't want I can see that, you know, three other outside, they could kind of. The thing about this foundation is that it's always been something that directly goes back to Middleburg, and if we get a lot if we get three that are outside of Middleburg, I can see it becoming more of a countywide thing, which I don't want it to be.

**Chris Bernard:** I have an idea.

**Bridge Littleton:** Go ahead.

**Chris Bernard:** Can we do two council members, not including the who has to be in town, three at large in town and two from the community at large can be in or out.

**Darlene Kirk:** I like that.

**Chris Bernard:** Does that mean can you make that work? [inaudible] or however you do it.

**Danny Davis:** As long as we think that we have folks that would volunteer to serve on the Foundation Board from in town, but I have no problem with that.

**Bridge Littleton:** [multiple speakers] I think we always find three people.

**Danny Davis:** Yeah okay.

**Chris Bernard:** So yeah two of us, three have to be in town and then two don't have to be [multiple speakers] can be from anywhere.

**Cindy Pearson:** So that is five voting. Correct because council members don't vote.

**Danny Davis:** They will. [multiple speakers].

**Bridge Littleton:** Seven voting. Yep.

**Chris Bernard:** So the question is, do we want to limit the ones that don't have to be in town to like do they have to live in Virginia? Do they have to live within twenty five miles. [multiple speakers] Can we do anything like that.

**Bridge Littleton:** Sure.

**Danny Davis:** I think we can set it how we wish. I mean I think a proximity would make sense perhaps. But again, you know, on the other hand, if you find someone who's a ringer and you want them on your board.

**Darlene Kirk:** I like the idea of Loudoun County residents. [multiple speakers] That's true Loudoun. [laughter]

(Note: Missing some of transcript)

**Philip Miller:** Yeah, I think Bud's [inaudible] crashed.

**Bridge Littleton:** Yeah, exactly. [laughter] Hey, he didn't say he wouldn't. All right.

**Danny Davis:** All right the last question I really have is, are you good with the name Middleburg Charitable Foundation? I think it captures what we're going for, but it is not technically a private foundation for tax purposes.

**Bridge Littleton:** So here's the way we're going to do this one, Danny. Talk to whoever you need to talk to, give us four or five options.

**Danny Davis:** Okay.

**Bridge Littleton:** I mean, is it the Middleburg Charitable Trust, is it the Middleburg Charitable Foundations, is it the Middleburg Charitable Organization? Right. Is it whatever? I don't know.

**Bud Jacobs:** Fund.

**Bridge Littleton:** Fund. Right. Exactly. I mean, it sounds like you have a concern about using the word foundation because it creates an impression of something that it's not. Am I capturing that right.

**Danny Davis:** It was a concern of.

**Bridge Littleton:** Martin?

**Danny Davis:** Yes. Okay. So if Martin has a legal concern with using the word foundation, [off mic] give us a couple other options.

**Chris Bernard:** Make it sound really cool.

**Bridge Littleton:** Yeah, Martin. Yeah, you know, Martin can't throw tacks in the road and then not come along with a spare tire.

**J. Kevin Daly:** Where is Martin?

**Cindy Pearson:** Yeah where is Martin?

**Bridge Littleton:** Exactly.

**Danny Davis:** He can't make the second meeting.

**J. Kevin Daly:** Darn.

**Danny Davis:** I don't think he's saying there's any legal issue. I'll just say that it was just simply from a perception.

**Bridge Littleton:** Okay, but is everybody okay with it being the Middleburg Charitable, whatever? [multiple speakers] Okay. Yeah, we got two thirds of the way there. And the last one is everybody [multiple speakers].

**Philip Miller:** Don't give a nod to the health center.

**Danny Davis:** If we call it a fund?

**Philip Miller:** In that name, we don't give a nod to the health center, which is one of your questions. I had a bullet point.

**Danny Davis:** Yes.

**Bridge Littleton:** It's the only bullet point.

**Danny Davis:** [multiple speakers] I will tell you from my perspective, I think the term health center can be confusing. And so I think if someone's asking to get to that, they're not quite sure what that even means. That's a good point. As long as in general the council is comfortable with that. I think the nod to the health center honestly is coming through the good work that it does.

**Bridge Littleton:** Yeah.

**Cindy Pearson:** And the history.

**Danny Davis:** And the history.

**Bridge Littleton:** And they can always meet at Old Ox.

**Danny Davis:** Bud has his hand up.

**Bridge Littleton:** Bud, sorry. Go ahead.

**Bud Jacobs:** I can't recall off hand the name of the physician who donated the building, the health center building to [multiple speakers].

**Bridge Littleton:** It's Paul Mellon. [off mic]

**Bud Jacobs:** Was it Mellon?

**Bridge Littleton:** Yeah.

**Bud Jacobs:** Okay, well, perhaps there's a way in the incorporating documents or maybe in the title of the foundation or fund to honor that initial contribution to the town's welfare.

**Cindy Pearson:** But they have a lot of foundations and such. I really [multiple speakers].

**Bud Jacobs:** I know. I know.

**Bridge Littleton:** [multiple speakers] charitable foundation. There'd be a lot of good and interesting that went along with that. No, Bud it's a good question. You know what? So, Rhonda, maybe Will's the right person. Dig into the history of the building a little bit and see if there's something there that is good to recognize or, you know, somebody from Middleburg's Town Government passed or whatever that would be good to memorialize.

**Danny Davis:** I think we definitely can capture the history in the articles, incorporation or the bylaws, I think we just want to be, again, cognizant of the fact that whatever we name it we want it to be broad enough where people feel [off mic]. Yeah.

**Bridge Littleton:** [off mic] Will Rodgers Institute. And you know, we can't use that one. All right. And then everybody is on board with everything that's due to it. We put it in at the outset.

**Danny Davis:** Full amount.

**Bridge Littleton:** Full Amount. [off mic] Any objection? Okay, good. Danny, I think we're good. Do you need anything else?

**Danny Davis:** No sir.

**Bridge Littleton:** All right. Anybody have any other last questions or input on this? Awesome, I will just simply say I know, this has been a long time coming, but I'm really excited that we're getting there. This is going to be something really cool. All right. Next item is, where's Julie?

**J. Kevin Daly:** I heard a song. [multiple speakers]

**Bridge Littleton:** Yeah, exactly. All right, you're up. Item [multiple speakers] budget documents.

**Danny Davis:** I'm going to walk you through it but Julie is going to be here to support or answer other questions.

**Bridge Littleton:** What a minute her name is on it.

**Danny Davis:** As a secondary support group, right.

**Bridge Littleton:** Oh, okay.

**Danny Davis:** I mean, you can take it if you'd like.

**Julie Rivard:** No, thank you.

**Chris Bernard:** [Off mic] you guys argue over the details of these memos [laughter] [multiple speakers]

**Danny Davis:** So Mr. Mayor I did want to take a chance and just walk you through a few pages of the budget. We're not going to cover every single one. I'm sharing this so folks on the zoom call can see that as well.

**Chris Bernard:** Is that it?

**Danny Davis:** Yeah I think that is a hard copy. [multiple speakers]

**Chris Bernard:** Does anybody want one?

**J. Kevin Daly:** Yeah.

**Danny Davis:** [multiple speakers] you have to roll under the next one. [off mic]

**J. Kevin Daly:** AJ got up on the front page again, huh?

**Chris Bernard:** Makes it pretty.

**Bridge Littleton:** Makes it something.

**J. Kevin Daly:** Oh wait a minute that's me in the car.

**Danny Davis:** Okay, so, Mr. Mayor, I'm going to jump forward a few pages to the budget summary, which is page five of the budget document, and then into the actual numbers on page six. This is our standard just overall summary of revenues and expenditures. What we've shown on the revenue side is both the FY 21 adopted, as well as a couple of the scenarios due to COVID just for comparison purposes of revenues. And then we have the FY 22 proposed amount. We did not show that by 22 proposed COVID reductions on the revenue side just because that showed later on. And we really hope we don't get to that point. On the expenditures we have the adopted budget in the amended budget, because if you recall, we brought a few budget amendments related to the Cares Act and a few other expenditures. And then comparing that to the proposed budget. I will say that on all except one of the pages, I have changed it to show actual dollar variances instead of percentage variances. I am happy to change that back, if you like, but I think based on the level of our budget, it actually is more helpful in a sense to see dollar variances. But we can talk through that. [off mic] And the only reason I'm say not

do both is because number one would give you a lot of data already. And number two, some of these pages, how wide they are, you're just shrinking [multiple speakers]. What's that's? [off mic] at this point. But I'm happy to run those numbers for you if anyone wants it. So I'm going to go on page seven is the same. This is showing the utility funds summary. At this point, we had not adopted a COVID plan for the utility fund. We have updated our utility fund debt service on page eight. This includes the refundings that we did over the past year. So you'll see those in terms of both the line of credit that we have that series A and B and then C, which is a refunding of two different Middleburg Bank notes and then D, which was a refunding of the VRA note. Obviously when we move forward with the Town Hall financing at some point that will be added in future [off mic]. And then you see the fund balance numbers. And again, we are blessed with the healthy fund balance, unrestricted fund balance in the general fund. Utility fund Unrestrictive balance is a reminder, was a majority that was funded through that line of credit which paid back per expenses we had paid cash for. We also provide the calculations on equalize tax rates, that's on page nine, the bottom highlighted areas that are equalized tax rate based on the decrease in assessments, the equalized tax rate would actually be an increased real estate tax rate of sixteen point one three. As noted, we're not proposing a change in the tax rate at this time. Page 10.

**Bridge Littleton:** So real quickly, hold on Danny that would have been almost a one cent increase?

**Danny Davis:** That's correct.

**Bridge Littleton:** Yeah, okay.

**Danny Davis:** Because we had [multiple speakers] So the next page actually gives you a little bit more detail surrounding that. So you'll see at the top where we show our current tax rate and the revenue we expect out of that tax rate, we showed an equalize tax rate and then the difference that would have brought in, in terms of revenues. I also showed you a couple of alternatives. One that falls in between the two somewhat. And then alternative two is actually if we were to decrease the tax rate based on residential assessments that increased. If you recall, residential assessments increased while commercial went down and the commercial outweighed the increase in residential real estate assessment increases. So therefore, overall, it was a decrease in assessment values. I don't recommend that we drop the rate that low. In fact, I'm not recommending we drop it at all because of the loss. We're already seeing a loss of revenue, keeping the rate where it is right now. We don't need to get to the [off mic] of how this is broken out, but in case you want to talk, at some point you can see the change in values, residential versus commercial. So with that jumping ahead to Page 12, you've seen this slide a fair amount and it's it's detailed, I get it. And so I realize it can be a lot of information at once. This is a page I want to spend a few minutes on because it looks different than how you've seen it in the past. I added the columns in a color coded manner so that you can hopefully better track it by fiscal year. So we have FY 19 final, which means the actual dollars that came in that year and FY 20 adopted and then final. For current fiscal year 21 in blue. We have the adopted and then we have year to date through January 31st. And again, this is [off mic] revenues at this time. And then what you see in the green is the fiscal 22 proposed and the fiscal 22 COVID for revenues. The FY22 COVID column only shows up on this revenue slide here. I don't show it in individual expenditure departments. We wanted to show this just to show that we have a baseline plan of what could happen if COVID regresses and revenues get extremely bad. So as all throughout the document, when you see these different shades of color, they correlate to the same fiscal year in every page. So blue will always be current fiscal year. Green will always be the proposed fiscal year of 22. I'm happy to take a minute and talk through our projections of revenues, if you'd like, I gave an overview at the last meeting. I think they're fairly solid based on the information that we have at this time. And we feel confident in them. They are conservative and I've stated that before. But I think it's fair and good to be conservative at this time based on the uncertainty of our situation. So I'll move on. And if you'd like, Mr. Mayor.

**Bridge Littleton:** Does anybody have any questions at this point? Okay, go ahead.

**Danny Davis:** The next the next slide is a typical one, we wish to do a pie chart, but couldn't find that button on our computer. [laughter] This shows you the revenue.

**Bridge Littleton:** It deleted.



**Danny Davis:** The revenue breakdowns as briefly mentioned in the presentation last meeting, I did misspeak. The revenue or I'm sorry, the transfer from reserves in the budget as presented is three hundred and fifty thousand I believe I said two hundred and eighty. And so that's shown as its own broken outline there. You'll see, of course, meals and occupancy, which we're trending up to a million and above are below nine hundred thousand for the year in our projections. But we're hopeful that that does rebound in future years. That is the end of revenues for the general fund.

**Philip Miller:** Danny, what's the intergovernmental 40,000?

**Danny Davis:** That is a combination of the fire grants from the county, as well as any other grants that might come in the arts grants. And there's one small police funds for 599 funds for the police department. So now we're starting to get into operating budgets and expenditure line items. I'd like to just briefly again walk you through this real quick and I'm going to skip ahead [off mic] shading issue, but that's okay. So as shown here, we still have the 19 actuals. We have 20 actuals. I added an additional line in twenty one for the COVID plan because, as you know, we had an adopted budget, we amended the budget. We also put a plan together and how to respond to COVID in twenty one. It doesn't mean that we have had to follow that exactly, but we have tracked along with that pretty much we froze a number of expenditures. And so I wanted that for comparison and context purposes. FY twenty one year to date is shown in light gray and then of course the twenty two requested budget, proposed budget is in green. This again is where you see the amount change. It's again what we would suggest at this time showing that in actual dollars is a little bit helpful to you. So you'll see that for all of, for instance, administrative services, we're showing a decrease over the FY twenty one amended budget of sixty five thousand. A majority of that actually has to do with the fire grant from the county that they finally expended. I'm sorry, it comes from the state, but the county finally expended and we had to show as an expenditure. Mr. Mayor I'm not sure if y'all are all ready yet for us to get into line item or department by department discussion, I think I just wanted to really give an overview at this point and then we can get into whether we want to suggest a special meeting or get into this at a separate meeting. Happy to discuss this in more detail down the road when you've had a chance to review it more.

**Bridge Littleton:** So let's just go around the room and see how everybody feels. Bud what are your thoughts on next steps?

**Bud Jacobs:** Well, I'm still digesting this, and I'm not sure I know enough to make a recommendation one way or the other Mr. Mayor.

**Bridge Littleton:** Okay, Philip.

**Philip Miller:** I second, that.

**Bridge Littleton:** Peter.

**Peter Leonard-Morgan:** I'd like to carry on with Danny's briefing on each section for a couple of minutes per page just to understand it more.

**Bridge Littleton:** How about everybody else? [off mic] Okay, yeah. So yeah, Danny I think we need to definitely digest this more.

**Danny Davis:** Sure.

**Bridge Littleton:** I mean, I'm looking at it. There's like already a couple of questions I've got. I'm going, you know, why are we. So you look on the amount changed on the one hand side, and it's like, oh, wow, we're saving a lot of money, but we're comparing it to things we did from a COVID perspective, that's not money saved. You know, that's one time costs that we're now looking, as you know, I'm not saying it's right or wrong, but I'm looking at the red. I'm going, wow, we're saving a lot of money. But no, we're not. We're just not spending, again, something we did for COVID. So I need to, you know, understand what that really is. So I'm look at the bottom. I go, wow, we saved sixty five thousand dollars. No, we didn't. We're not spending sixty five thousand dollars we spent in the last fiscal year as a one-time thing. What do we do

the year before that. And so where are we truly actually growing, staying the same, or going below? I got to you know, that's one thing I want to drill into.

**Danny Davis:** And if it's helpful, I can run the amount change line based on.

**Bridge Littleton:** Sure.

**Danny Davis:** Either the adopted budget, FY twenty one adopted compared to twenty two requested.

**Bridge Littleton:** I actually think it would be fiscal nineteen because that's the last non COVID year.

**Danny Davis:** So I just would caution the expenditures in nineteen were completely different than they were even the current fiscal year. And I'm not saying that they should have skyrocketed, but it's been and admin may not show that as much, but as we get throughout the budget, I would just caution that direct comparison.

**Chris Bernard:** You almost have to go through and just put a star on it.

**Bridge Littleton:** Yeah, you got to look at each one.

**Chris Bernard:** On each line that had like a heavy COVID impact or something. [multiple speakers] identify you can almost sort of filter it and just see here are the ten, you know, because there are going to be major [off mic].

**Bridge Littleton:** Yeah. Like, I was looking at this one thing and it was like one hundred thirty five thousand dollar net change amount negative. I'm like, wow, what was that? I look back and I go, oh, that's the Coronavirus program. Right. Okay, so how do I take that out and understand in a sort of a normal world, what is my new world? How do those really reflect one another is what I'm trying to get my head around.

**Danny Davis:** So I think maybe if we did that, if we went through and we said, what are the major lines that were Corona related? Right. And then we maybe, you know, put another column in and say, what's the projected amount?

**Chris Bernard:** Because maybe it wasn't the full amount, you know, and then you could sum that up. And then when you look at your budget, you say.

**Bridge Littleton:** Take that out.

**Chris Bernard:** [multiple speakers] we were down. Our budget is one percent lower. It's adjusted for the COVID stuff maybe it's even. Does that make sense?

**Bridge Littleton:** You know what I'll say this.

**Chris Bernard:** We'll talk later.

**Bridge Littleton:** I don't know the right way to figure it out, but I know I can't see it right. Yeah. [multiple speakers] Okay.

**Danny Davis:** So what I might do is I'm just going to skip through the general fund real quick. I will mention in police then we can talk more about this when we get into it. As we mentioned, we did do the zero based effort on the operations side. And so we'll be happy to walk you through that at that right time. Real quickly, if I can just show you, we have the Capital Improvement Fund on page 21 of the budget. That shows, again, current projects, that shows future projects. And we can talk through that at a later date. I do show a grant funding in FY twenty three for the Town Hall Project. I think I've mentioned this in an email, but the county administrator has included in his proposed budget the half million dollars that the town council requested for assisting in the Town Hall Project. And so assuming that stays in there, which I have every reason to believe, the board members would continue to support it; it's remaining in the budget. That will be a new

amount of funding for FY twenty three. On page twenty two we provide a worst case COVID expenditure list, similar to what we did for current fiscal year, it's kind of a tiered potential list of frozen expenditures if needed. Again, these are items that we would like to keep in the budget. But if we see that COVID is going the wrong direction, this is how we would prioritize potentially cutting expenditures in that FY22. And finally, utility funds unshading there utility fund is very similar in how I presented that as well, and I won't go through that page by page. But I'm happy to answer any final questions before we bring this back. I think the next question is, do you want to bring this back to the next council meeting or schedule any special meetings around this? Before we answer a question about a special meeting, I will note that we're likely scheduling a special meeting on the Town Hall Project the public meeting in the next couple of weeks.

**Cindy Pearson:** And the HDRC has [inaudible].

**Danny Davis:** And then HDRC has some special meetings. So it's not that we can't meet at a special meeting. I just want you to be aware.

**J. Kevin Daly:** So no, we won't do a special meeting?

**Bridge Littleton:** We will put it into the council meeting when you guys are ready to go prime time. So that's next. If that's in two weeks. Great. [laughter]

**Danny Davis:** No what I would ask is I mean, I've heard some input already, but if there are other questions that you need for information or how you want presented prior to that. The sooner I can know that, the better. I'm more than happy to put anything together. And two weeks is not a problem at all. I just need to know what you guys want to see.

**Bridge Littleton:** Kevin.

**J. Kevin Daly:** I would expect we'd be spending a lot of time going through this. So, yes, if we do it with a normal council meeting, we're going to have to maybe cut some other items off on the agenda.

**Bridge Littleton:** Or we can do it in two.

**J. Kevin Daly:** Okay.

**Bridge Littleton:** Break it up in half.

**Cindy Pearson:** Can I make a suggestion? If you need that much to talk through for you, why don't you make an appointment with Danny or Julie separately and go in and have her explain that? [multiple speakers].

**Chris Bernard:** Total meeting time up.

**Bridge Littleton:** Yeah. So let's do this. If everybody's on board, take a look at the document you have now. Any questions or whatever, give Danny or Julie a call. You know, Chris, you've already got some ideas, I think, to work with them. Have that by COB Wednesday with them. So that's, what, five days from tomorrow. You guys take that feedback and then, you know, generate and we'll put it on the next council meetings agenda. And let's just, you know, however you want to split it up, if we're going to do, you know, revenues in one meeting and then expenses in the next, fine. If we're going to do utility revenue and expense in one and then administration and, you know, revenue and expense in the other or general fund and general operation. Fine. Just figure out a way that you can split it up in half, that it's basically equal and we'll shoot to do next meeting. And I would say this too let everybody here know tomorrow how you're going to split it up. So then that way you only have to tackle the first half by next Wednesday, then the second half by the following one. Does that work?

**Danny Davis:** Yeah, I will tell you right now, my suggestion would be we take general fund at one meeting and utility fund at a different meeting.

**Bridge Littleton:** But revenue and expense.

**Danny Davis:** Again, it depends on the question.

**Bridge Littleton:** No I'm asking you.

**Danny Davis:** I would put them together [multiple speakers] because we talked revenues.

**Bridge Littleton:** That's good. We got it. So general fund revenue and basically town administration expense is next meeting. And then the meeting two weeks after the next meeting will be just utility expense, utility revenue.

**Chris Bernard:** Which one's going to take you the longest to get ready for? [off mic] Do we do [off mic] more time for the general?

**Danny Davis:** Again, I don't think I'll have any problem turning around unless I get eighty five questions that I need to do some research on. But I think what we have, we should be able to get to you without a problem.

**Bridge Littleton:** Okay.

**Danny Davis:** Maybe what I would say is we hold a capital improvement program to its own special separate meeting. So we're literally talking general fund revenue, general fund operating expenses.

**Bridge Littleton:** Yeah, that's fine. Okay. Is that good for everybody?

**J. Kevin Daly:** Good to go.

**Bridge Littleton:** [off mic] two.

**Danny Davis:** Two for now.

**J. Kevin Daly:** Question from Bud.

**Bridge Littleton:** Mr. Jacobs.

**Bud Jacobs:** Yeah, we don't have to talk about it right now, but I do have a serious lack of understanding how the capital asset replacement fund will work.

**Danny Davis:** Yes, sir, and I'll give you a 30 second brief and then we can talk in more detail. The idea is that we use to pay for these items out of operating dollars that we would budget, say, seventy thousand dollars a year for equipment and supplies. And some years we would spend ten thousand dollars, and some years we would spend sixty five thousand dollars. And it's one of those line items where it's just really hard to know each year what might break. And so the idea is to dedicate some of those dollars from utility revenues into its own essentially rolling funds in the capital fund. That would be for those types of equipment that would be considered a capital asset. So it might be a well pump, a blower, aerator, or things like that. If we don't spend it all in a given year, that accounting will just roll to the next year in that fund. So it could build up a balance of two hundred three hundred thousand dollars if we don't have any equipment that needs to be replaced or broken down. Alternatively, if we have a huge expense, we draw down off of it and then start to rebuild it again.

**Bud Jacobs:** And we don't have it's not in the utility fund budget as a line item for fiscal year 2022.

**Danny Davis:** It's in the CIP of the utility fund. So I show a line item in the 22 budget in utilities that is a transfer too.

**Bud Jacobs:** Okay, that's where it is? Yeah.

**Danny Davis:** To the CIP. Yes, sir. So there's a two hundred twenty thousand dollars proposed that we're transferring to the CIP. That is cash, essentially utility fund revenues. And that goes to feed the number of different projects, including the capitalized [inaudible] replacement fund.

**Bud Jacobs:** Got it. Thank you.

**Danny Davis:** Yes Sir.

**Bridge Littleton:** Any other questions? All right. Farmers Market. In two minutes or less.

**Danny Davis:** Would you like me to start? [off mic] So we have Vice Mayor Miller, Council Member Pearson and I and Jamie while he was here we have been having discussions with the lady who ran the farmer's market last year, raising just concerns about how to help make the farmer's market successful. I will just tell you, the outcome of this conversation is, number one, she doesn't have the capacity to manage it again this year. And number two, there are fundamentally some challenges with our having a farmer's market based on just location as well as vendors and also staffing. Right. And having it not just staff the day of but really pushing it during the week ahead of time to get vendors and awareness of it. So that being said, it's our recommendation to consider that we not hold the farmer's market or not post it for at least a year and actually more likely probably two years. And in the reason I say that is I would suggest we wait until we complete our Town Hall Project and have a place where we can more effectively hold it, be consistent with the location and have the time to put a plan together. That being said, we're open to discussion and conversation about it, but that's kind of where we stand right now.

**Bridge Littleton:** Cindy any input?

**Cindy Pearson:** I agree with it. But then I have this heart thing that, you know, the farmer's market has been just a part of Middleburg for so long. But there could be a little answer to help us through this two years if we could get the couple of vendors that have always been here to partner like with Elaine. [off mic] Thank you. [off mic]. Yes. And maybe put a truck there on Saturday that sells the fruits and vegetables and have her maybe be, there's just a couple of options to bring those few vendors into town, to have them sit somewhere that people could get produce from them. I don't know if it'll work or not. I don't know if they're interested or not. But I do agree that we don't have the staff nor the place to have it until we get settled with the town office. And then I think we'll have a good option.

**Bridge Littleton:** Philip.

**Philip Miller:** I agree, if we can coordinate and allow them to operate independently without draining staff time, especially since we don't have Jamie anymore, we need to make sure that it's completely independent from us and in a place that works for them. I think you're probably talking about [inaudible] Cindy?

**Cindy Pearson:** [off mic]

**Philip Miller:** Yeah, it would be nice to have some option available for the community, and I do. I mean, listen, I use it every weekend, but it's an increasingly difficult for us to also compete. I don't think we really adequately stated that when there are so many farmers markets around us, including The Plains, including even a bit at Gilbert's Corner, at Stone Springs Hospital, etc., there are just so many. And for the vendors to come and get maybe 50 people, maybe 30 people here in Middleburg, it doesn't work for them and their business. And, you know, it's completely understandable that they can go to the one in Loudoun and have thousands of people walking through throughout Saturday. So I think even when we do have the town office, it's still going to be a difficult thing. And I think it's going to require some creativity and some staff time and potentially moving the day to one that doesn't compete with those bigger farmer's markets.

**Danny Davis:** And some additional opportunities like pairing it with other activities, pairing it with better, whether it's music, food, trucks, kids, crafts, things like that. That is a draw in more than just the market itself. And then that creates the synergy that we're looking for. And I think you've heard from Cindy and Phil as well that, you know, this is not easy,

you know, recommendation that we're bringing forward just because it is important to the community. But it's kind of where we feel like we stand right now.

**Cindy Pearson:** And maybe it'll go back to an individual, might want to run a farmer's market or, you know, do a business of that sort at another time because that is how it started. So.

**Bridge Littleton:** All right, any other input from anybody?

**Peter Leonard-Morgan:** Yes, please. I'm very disappointed about this, this is the first I heard about it. I understand it, especially now. And I know we've moved from a different location to different location. And I imagine the last year behind the Sporting Library was probably not ideal, to say the least. We do have a new you know, last year or two a new vendor who is local. She may well be on our Go Green committee as well. She's been really dynamic. I wonder if we could talk to her. But it's already March. So, you know, we don't have much time. I'm sorry?

**Philip Miller:** What vendor are you talking about?

**Peter Leonard-Morgan:** Gathering Springs. Pam Jones.

**Philip Miller:** They go to the one in Loudoun. Right.

**Peter Leonard-Morgan:** Well, they, they were I don't know if they do or not, but they were they were [inaudible] at the farmer's market here.

**Cindy Pearson:** Yeah. But they stopped coming. They did not come this past year.

**Peter Leonard-Morgan:** So, you know, if that's the decision that's the decision. I'm sorry to hear it, I understand it practically speaking, difficult and I agree. And you've got Leesburg, which is a big farmers market. You've got the [inaudible] which is a wonderful farmer's market. And we struggle, I think [inaudible]. So I'm just disappointed. If there's no way that we can do it I understand that but we've exhausted all our options.

**Philip Miller:** So Gathering Spring was not at our farmers market this past summer, and they but they do offer CSA pickups.

**Peter Leonard-Morgan:** You know, I would say anyway, we could talk to her, but probably too late.

**Bridge Littleton:** Okay, I mean, I understand it, you know, there's the emotional piece to it, right, but then there's the viability piece to it and they both have to be there. So but I think Danny makes a and Cindy and Philip, make a really good point when I mean COVID is a challenge. Town staffing is a challenge. You know, I don't think most of these other farmers or farmers markets are actually run by county government or by governmental entities, they're run by the people who bring them together themselves. So and that's great. It means they are they are self-sustaining. And I think once we have a proper place to do it, that can be consistent and open and accessible with great parking and all that kind of stuff. It's a whole new it's a whole new environment. And we have a lot of opportunity there. [off mic] Yeah, exactly. So I get it. I totally understand where you guys are coming from. It makes sense. Okay, so.

**Cindy Pearson:** And yeah, I would suggest if when people questioned us about this because, you know, you're going to get remarks from the community and I don't know how to word this, maybe somebody else can do it better, that if there is a local group or person that would like to take that on themselves, you know, come speak to the town. [off mic].

**Peter Leonard-Morgan:** Right. We did try that before. And it was not enough revenue for that for a group to do it. So we really tried it already.

**Cindy Pearson:** Yeah right. It could be one person could be one person that wants to run. [off mic] Yeah. And you never know, you might just hit the right person.

**Danny Davis:** And then if I may real quick the final answer as well, which is we're looking forward to having a dedicated place, so it's not that it's just over us that we have something in the future. All right.

**Bridge Littleton:** Okay, um, any other feedback on the farmers market? We're good. Okay, I think that's everything. So we need to have the second I will open the second public comment session. Rhonda, is anybody on the line?

**Rhonda North:** There is not, Mr. Mayor.

**Bridge Littleton:** Okay, and we will close the public session and move into the closed public session. This is going to be one minute. So would somebody like to read the motion? [multiple speakers]

**Peter Leonard-Morgan:** dash 3711 of the code of Virginia. The discussion or consideration of the disposition of publicly held property related to the Asbury Church as allowed under subsection A 3. I further move that the council thereafter reconvene in open session to action. Appropriate.

**Bridge Littleton:** Would somebody like to second it.

**Darlene Kirk:** Second.

**Bridge Littleton:** All those in favor say aye. Chris.

**Chris Bernard:** Aye.

**Bridge Littleton:** Darlene.

**Darlene Kirk:** Aye.

**Bridge Littleton:** Cindy.

**Cindy Pearson:** Aye.

**Bridge Littleton:** Kevin.

**J. Kevin Daly:** Aye.

**Bridge Littleton:** Bud.

**Bud Jacobs:** Aye.

**Bridge Littleton:** Peter.

**Peter Leonard-Morgan:** Aye.

**Bridge Littleton:** Philip.

**Philip Miller:** Aye.

**Bridge Littleton:** All right. We're in closed session. Okay. I ask the council certified to the best of each member's knowledge, one only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act and two only such public business matters as were identified in the motion by which the closed meeting were convened were heard, discussed or considered in the closed meeting. I would like to remind those present for the closed session that any discussion to occur within it should be treated as confidential.

**Cindy Pearson:** Yes.

**Darlene Kirk:** Yes.

**Bridge Littleton:** Yes.

**Cindy Pearson:** Yes.

**J. Kevin Daly:** Yes.

**Bud Jacobs:** Yes.

**Bridge Littleton:** Philip

**Philip Miller:** Yes.

**Bridge Littleton:** Bud already said yes, so we're good. And meeting adjourned.