



MIDDLEBURG TOWN COUNCIL
Regular Monthly Meeting Minutes
Thursday, December 14, 2023



PENDING APPROVAL

PRESENT: Mayor Trowbridge M. Littleton
Vice Mayor Peter A. Leonard-Morgan
Councilmember Chris W. Bernard (arrived late)
Councilmember J. Kevin Daly
Councilmember Morris E. “Bud” Jacobs
Councilmember C. Darlene Kirk
Councilmember Philip M. Miller
Councilmember Cindy C. Pearson

STAFF: Danny Davis, Town Manager
Martin Crim, Town Attorney
Rhonda S. North, MMC, Town Clerk
William M. Moore, Deputy Town Manager
Tina Staples, Town Treasurer/Director of Finance
Shaun Jones, Chief of Police
Ali MacIntyre, Business Development & Community Partnership Director

The Town Council of the Town of Middleburg, Virginia held their regular monthly meeting on Thursday, December 14, 2023 in the Town Hall Council Chambers, located at 10 West Marshall Street. Mayor Littleton led Council and those attending in the Pledge of Allegiance to the flag. The roll was called at 6:00 p.m.

Special Recognitions by Mayor & Council

Council Approval – Resolution of Appreciation – Supervisor Tony Buffington

Mayor Littleton noted that Supervisor Buffington was one of the most honored, dedicated public servants he had the privilege of working with. He advised that the Town owed him a debt of gratitude for all he had done for Middleburg and Western Loudoun County. Mr. Littleton advised that he served for eight years on the County Board of Supervisors, during which time, Mr. Buffington represented the interests of all the towns in the County in a way that ensured they were not forgotten. He noted that the small towns were what made Loudoun County so special and advised that Supervisor Buffington exemplified and represented the sense of community. Mr. Littleton advised that Mr. Buffington would be deeply missed.

Vice Mayor Leonard-Morgan noted Mr. Buffington’s service as a retired Capitol police officer. He advised that he was a great public servant and friend to the community. Mr. Leonard-Morgan noted the number of events in Middleburg that Mr. Buffington attended during his tenure.

Mayor Littleton recognized Supervisor Buffington’s amazing staff and noted that they truly cared about constituent services. He expressed the Town’s appreciation to Mr. Buffington’s team. Mr. Littleton read the resolution of appreciation aloud and, following the vote of the Council, presented a signed copy to Supervisor Buffington.

Supervisor Buffington advised that it had been a pleasure to work with the Mayor and Council. He noted that they always called him with requests that were reasonable, made sense, and were submitted with enough time to allow him to work on them. Mr. Buffington opined that Supervisor-Elect Laura TeKrony loved Western Loudoun and would be successful in helping Middleburg as well. He thanked the Town for the resolution.

Councilmember Miller moved, seconded by Councilmember Kirk, that Council adopt a resolution expressing its appreciation to Supervisor Tony R. Buffington for his service as the Blue Ridge/Little River District Supervisor on the Loudoun County Board of Supervisors from January 1, 2016 through December 31, 2023.

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

No – N/A

Abstain: N/A

Absent: Councilmember Bernard

(Mayor Littleton only votes in the case of a tie.)

Council Approval – Resolution in Memory – DeeDee Hubbard

Mayor Littleton noted the passion, dedication, friendliness, and community spirit that DeeDee Hubbard displayed. He further noted the impact she had on the community from the time she moved to Middleburg in 1982 until her passing. Mr. Littleton advised that she and her son, Jay, started the Middleburg Eccentric, a community newspaper. He noted that when the Middleburg Business & Professional Association (MBPA) was struggling, Ms. Hubbard brought the community together to revitalize it. Mr. Littleton advised that it was one of the best organizations in town, with hundreds of members, which was incredible for a town of only seven hundred people. He noted that Ms. Hubbard always shared her thoughts; however, she did so in a thoughtful, dignified, and respectful manner. Mr. Littleton opined that the Middleburg Eccentric was an incredible enterprise that touched the lives of many people and reflected the culture and spirit of Middleburg. He advised that Ms. Hubbard was going to be missed.

Vice Mayor Leonard-Morgan noted Ms. Hubbard’s dry sense of humor. He advised that she was always willing to put an article in the paper about a community event or activity.

Mayor Littleton noted that when he was first elected as Mayor, she encouraged him to get the Town involved in The Hill School Alumni Association’s project to repair the Em Sharp Christmas signs. He advised that within a month, the Council appropriated money to help get the signs repaired. Mr. Littleton read the resolution in memory of Ms. Hubbard aloud. Following its adoption, he presented a signed copy to Jay Hubbard. On behalf of the Town, he extended condolences to Mr. Hubbard and his sister, Lisa Patterson, and their families. He advised that Ms. Hubbard was a really special person who touched many hearts.

Councilmember Miller moved, seconded by Vice Mayor Leonard-Morgan, that the Council adopt a resolution expressing its appreciation to Deanne D. “DeeDee” Hubbard for her support of the Town of Middleburg and her service to the greater Middleburg community and expressing the Town’s deepest condolences to her family and friends.

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

No – N/A

Abstain: N/A

Absent: Councilmember Bernard

(Mayor Littleton only votes in the case of a tie.)

Chief Shaun Jones presented Mr. Hubbard with Press Vest #1, which Ms. Hubbard used for many years during special events. He advised that the Police Department retired the vest in honor of Ms. Hubbard.

Jay Hubbard noted the new Town Hall and advised that the project was something he and his mother talked about a lot. He acknowledged the emotions of seeing it come to fruition and sitting in it for the first time. Mr. Hubbard advised that Ms. Hubbard poured everything she had into the community and noted that she was the driving force behind the reinvigoration of the MBPA. He advised that he was pleased to walk into the new Town Hall and opined that it felt very much like the old building.

Council Approval – Resolution of Appreciation – Councilmember Philip M. Miller

Mayor Littleton noted that Councilmember Miller did not seek re-election and advised that this was his last meeting on the Council. He noted that he and Councilmember Miller were both elected to the Council in 2016, along with Councilmember Daly. Mr. Littleton advised that it had been an honor to serve with Councilmember Miller and noted that he was a man of unquestionable integrity, was thoughtful, and was a hard worker with dogged determination. He advised that he always chipped in to help when needed. Mr. Littleton noted the expertise Mr. Miller brought to the Council, especially as it related to economic development, social media, and marketing. He thanked Councilmember Miller for his tireless service to the Middleburg community. Mr. Littleton presented him with a picture of the Council, which was signed by the entire Council and staff, as well as an engraved humidior.

Councilmember Daly noted Councilmember Miller’s great sense of humor and advised that he would miss it.

Vice Mayor Leonard-Morgan noted Councilmember Miller’s eloquence and advised that he was clear, concise, descriptive and to the point when talking about a subject.

Councilmember Kirk noted that Councilmember Miller was very passionate about things that concerned the town.

Mayor Littleton read the resolution of appreciation aloud and, following its approval by Council, presented a signed copy to Mr. Miller.

Councilmember Miller thanked the Council. He noted that his eight years of service had flown by and advised that a lot of things had changed for the better during that time. Mr. Miller expressed hope that it would continue, and that the Council would remember the roots from where they came, always think of the citizens, and do their best for them, even when it was uncomfortable to do so. He advised that he enjoyed the great honor and privilege of serving on the Council and was very proud of the work they had done.

Councilmember Kirk moved, seconded by Councilmember Daly, that Council adopt a resolution expressing its appreciation to Philip M. Miller for his service as a member of the Middleburg Town Council from July 1, 2016 through December 31, 2023.

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

No – N/A

Abstain: Councilmember Miller

Absent: Councilmember Bernard

(Mayor Littleton only votes in the case of a tie.)

Public Comment

Virginia Senator-Elect Suhas Subramanyam, who would represent Eastern Loudoun County, appeared before the Council to introduce himself. He reported that while he would not represent Middleburg, he would likely serve on the Local Government Committee. Mr. Subramanyam advised that he reviewed the legislative agendas that many of the towns developed and looked forward to receiving the Council’s feedback and acting upon it. He opined that he shared the same values as Middleburg’s residents and advised that he wanted to continue the progress that had been made. Mr. Subramanyam advised that he planned to run to represent Middleburg in Congress next year and looked forward to hearing more about what he could do on the national level. He invited the Council to contact him at any time.

Deborah Gilmore, CEO of LAWS, encouraged the Council to continue to fund the Middleburg Charitable Foundation. She noted that as Loudoun County’s designated provider of services to victims of domestic violence and sexual assault, they offered safety, hope and empowerment to more than 1,100 survivors of violence each year, including Middleburg residents.

Carolyn Nash Helmly, President of Seven Loaves Food Pantry, asked that the Council continue to fund the Middleburg Charitable Foundation. She reported that the Food Pantry served one hundred residents in the town, as well as people in Loudoun County. Ms. Helmly advised that she was impressed by the Charitable Foundation and what they were trying to do for the community. She reviewed the services provided by Seven Loaves and advised that they needed help as it cost a lot of money to provide the food they distributed. Ms. Helmly congratulated the Charitable Foundation and the Town Council for the work they did. She also congratulated the Middleburg Police Department for their recent Stuff the Cruiser event, which resulted in the donation of over 1,300 pounds of food to Seven Loaves.

Gene LeCourtier, Vice President of the Middleburg Library Advisory Board, encouraged the Council to support the Middleburg Charitable Foundation. He advised that the Foundation provided the Library Advisory Board with funding to create a website called Middleburg Reads, sponsor activities for curious minds, and provide books and media to the residents of the Levis Hill House and young library patrons. Mr. LeCourtier reviewed some of the other programs the library provided.

Eloise Repezcky, Executive Director of the Windy Hill Foundation, advised that the Foundation could not do what it did to serve the most vulnerable residents in Middleburg without being the recipient of funding from the Middleburg Charitable Foundation. She further advised that by funding the Foundation, the Town was allowing the Windy Hill Foundation and other non-profits to serve the people who needed support and funding in different ways, from reading to food insecurity to housing. Ms. Repezcky opined that it was important that the Town continue to fund the Charitable Foundation so they could do the work that was essential to making Middleburg home for everyone. She thanked the Council for their continued support.

Martha Cotter, President of Middleburg FISH, described some of the requests they have received for financial support and noted the poverty that existed in the community. She thanked the Town for its support over the years and asked that the Council support the Middleburg Charitable Foundation.

Sandy Danielson, Executive Director of Artists in Middleburg, thanked the Middleburg Charitable Foundation for the financial support they provided her organization this year. She advised that children and education, including arts education, were of prime importance. Ms. Danielson noted that arts funding had been cut from the school's budget. She opined that arts helped an individual to think, solve problems and listen to various viewpoints. She reported that the money they received from the Charitable Foundation would be used to work with the Middleburg Community Charter School and Banneker Elementary School.

Matty Cockrell, of the Tree of Life Ministries, shared information on her faith-based organization. She reported that in Middleburg, they served one hundred fifty people through their food delivery program. Ms. Cockrell advised that they delivered three to four weeks' worth of food per home delivery. She reported that the Middleburg Charitable Foundation provided them with six months' worth of rent for their food pantry. Ms. Cockrell thanked the Council for their support and advised that they were excited to partner with the Town in the future.

Pam Curran, Councilmember-Elect and a Board Member of the Middleburg Charitable Foundation, advised that the Board of Directors developed some guiding principles as they developed the framework for the foundation. She explained that they wanted to be a self-sustaining entity, did not want to touch their proceeds, and wanted to ensure the money they gave away went to serve those living in Middleburg. Ms. Curran noted that some of the board members worked for non-profit organizations; therefore, they understood the metrics that donors looked at when considering whether to make a donation – one of which was the spending ratio. She asked that the Council consider a donation to the Middleburg Charitable Foundation so they would have a lower spending ratio so that when they sought donations, they would be ready. Ms. Curran read a statement from fellow Board Member Jan Neuharth, in which she noted the importance of setting a spending ratio that adequately balanced the fluctuation of market performance with the preservation of capital in order to achieve the goal of investment portfolio preservation in perpetuity by exercising spending restraints, which would allow the Foundation to increase its investment portfolio and enable it to increase grants to serve Middleburg's disadvantaged. In her statement, Ms. Neuharth noted that the Foundation had adopted a spending ratio of 5%, which the Board considered to be a sustainable one, and that would maintain an investment portfolio and allow for future growth.

Ray Morales, a Board Member of the Middleburg Charitable Foundation, noted that he was honored to serve on the Board. He reiterated that the Foundation had a financial advisor who counseled them to stay within the 5% spending ratio. Mr. Morales requested a one-time donation to the Charitable Foundation so it could establish itself and be independent of the Town. He advised that they would then reach out to private donors and conduct fundraising activities.

(Councilmember Bernard arrived at the meeting at 7:00 p.m.)

DISCUSSION ITEMS

Request for Vacation of Right-of-Way – East Marshall Street

Deputy Town Manager Moore reported that the section of right-of-way in question was donated to the Town decades ago in conjunction with the vacation of a portion of Independence Street, which ran north-south between East Washington and East Marshall Streets. He opined that at the time of the donation, it was envisioned that East Marshall Street would be extended to connect to Route 50. Mr. Moore explained that for that to occur, additional right-of-way would need to be dedicated from other properties and advised that due to the location of the floodplain, it was unlikely a road would ever be developed in this area. He reminded Council that the affected property owners, the Hersh's, submitted a request a year ago to vacate the right-of-way, at which time, the Ad-Hoc Property Committee reviewed the request and was generally in favor of it; however, there were things that had to be worked out with the Virginia Department of Transportation (VDOT) related to the storm drainage located in the right-of-way. Mr. Moore reported that VDOT had no concern over the vacation of the right-of-way. He noted the sanitary sewer easement that was located in the right-of-way, which would continue to be maintained if the vacation was approved. Mr. Moore advised that a stormwater easement also would be sought. He noted that usually when a vacation request was received, an appraisal would be performed to determine the value of the property; however, in this case, the staff was not recommending this since the Hersh's were willing to dedicate an easement for an existing sanitary sewer line that ran north-south across their property. Mr. Moore reported that this item was not ready for action and explained that he wanted to present it to Council to determine whether there were any concerns. He advised that if there were not, the request would be advertised for public hearing during one of Council's January meetings.

In response to a request from the Council, Deputy Town Manager Moore explained that there was a portion of property that would need to remain as public right-of-way in order to provide frontage for the Town View Properties. He advised that in order to create a driveway, the Hersh's would need to connect to and cross that portion of the public right-of-way, which would involve the approval of a license agreement that would allow them to do so. Mr. Moore noted that the Town would not be opening the right-of-way, nor would it take on any maintenance responsibilities. He explained that the agreement would allow the Hersh's to construct a private driveway across the right-of-way.

No concerns were raised by the members of Council. Mayor Littleton suggested the public hearing be scheduled for the second meeting in January.

Action Items

Council Approval – Request for Additional Funding – Middleburg Charitable Foundation

Town Manager Davis advised Council that Erik Scheps and Howard Armfield, Chair and Vice Chair respectively of the Middleburg Charitable Foundation's Board of Directors, were present to represent the request. He reminded Council that upon the establishment of the Foundation, the Council donated the corpus of the Health Center Fund to the Foundation, with the condition that the intent was that the principle amount would not be touched and that, if it did need to be touched, a limit would be imposed on the amount. Mr. Davis explained that the intent was to let the principal amount grow annually. He reported that the Charitable Foundation was continuing the work the Health Center Advisory Board did for many years by awarding grants to various entities and organizations. Mr. Davis further reported that the Foundation spent many meetings establishing themselves and developing their procedures and activities. He advised that the Charitable Foundation had approached the Town with a request for additional funding.

Howard Armfield, Vice Chair of the Middleburg Charitable Foundation's Board of Directors, reviewed the history of the Health Center and noted the Town's support of the Health Center Advisory Board. He encouraged the Council to keep the Charitable Foundation financially sound by making a donation.

Erik Scheps, Chair of the Middleburg Charitable Foundation's Board of Directors, reminded Council that they were requesting a \$300,000 donation to put them in a position to start 2024 with serious vigor. He noted that the Board was looking to maintain less than a 5% spending ratio. Mr. Scheps advised that those members of the Board who worked for non-profits felt this was reasonable.

Councilmember Miller, one of the Council representatives who served on the Board of Directors, advised that the Board took to heart the funding ideas that were discussed during the last Council meeting. He further advised that they spoke with their financial advisor and the board members who have backgrounds in operating non-profit organizations. Mr. Miller opined that their proposal aligned with the strategic interest of the Council to make sure the Foundation was an independent organization that would not rely on Town funding in the future. He explained that their request was related to the 5% spending ratio that donors looked for. Mr. Miller opined that it was important that the Council and Foundation's interests be aligned completely. He further opined that the funding request would allow the Foundation to put its best foot forward for the long-term to seek additional funding and do appropriate fundraising with a strategic focus. Mr. Miller advised that they wanted to ensure their fundraising efforts did not dip into the same pots as other charities in Middleburg. He opined that a donation from the Town would put the Foundation in the direction toward independent funding.

Councilmember Kirk, the other Council representative who served on the Board of Directors of the Charitable Foundation, advised that when the Board first started talking about seeking a donation from the Town, she was not in favor of it. She further advised that after seeing how dedicated the board members were about making the organization an independent one, she was impressed. Ms. Kirk noted that as the non-profit organizations sought grants, the board members asked questions about the number of people served and advised that she was surprised by the numbers. She opined that the Board had done a great job of looking at how it could be independent of the Town.

Vice Mayor Leonard-Morgan opined that the Middleburg Charitable Foundation was fantastic and had an important mission for Middleburg. He advised that while he supported making a contribution that was in addition to the one already made, he struggled with the amount being requested. Mr. Leonard-Morgan noted that the Councilmembers were stewards for the Town's taxpayers and needed to be fiscally responsible. He reminded Council that \$300,000 equated to 25% of the revenue surplus and 10% of the General Fund for FY '23 and advised that he would prefer to make a smaller donation. Mr. Leonard-Morgan noted the discussion during the last Council meeting about not committing future Councils; however, he advised that he would prefer to make annual donations, with each Council making a final decision. He noted that the Council supported the Charitable Foundation and its contributions to help those who were less fortunate.

Mr. Scheps explained that the amount requested was based on the applicants' grant requests. He reiterated that it was a structured, strategic number that allowed the Foundation to have less than a 5% spending ratio. Mr. Scheps opined that this would put them in a position where large organizations could look at their books, see what they were doing, and happily support them. He reiterated that the amount was based on the thirteen grant requests they received. Mr. Scheps noted that they could not fund everyone who requested a grant, as the burn rate of money would have been detrimental to the Foundation.

Councilmember Miller reported that they cut one-third of the requested funding.

In response to an inquiry from the Council as to whether the assumption was that there would be no additional funding coming in, Mr. Scheps confirmed it did for now. He opined that a donation from the Town would give the Foundation a foothold to be ready for 2024. Messrs. Scheps and Armfield advised that this would be a one-time influx of cash from the Town. Mr. Armfield committed that neither would appear before the Council again to request funding.

Councilmember Miller advised that based on the history of the Health Center Advisory Board, this was the highest number of grant requests that had been received by a large margin. He opined that the needs were not going to get any smaller. Mr. Miller reminded Council that the Foundation had only invested the money from the Health Center Fund in the market for seven months. He explained that the Foundation wanted to make sure it could make as direct an impact on the community as needed, while being proportionally responsible to the fund. Mr. Miller reiterated that going forward, they needed to be at a certain point with their spending ratio in order to seek independent funding. He advised that they wanted to make sure that when they closed the books for 2023, they put their best foot forward for fundraising in 2024.

Councilmember Jacobs advised that he initially had concern about the amount requested; however, after reviewing the information provided by the Foundation, he felt the Board had brought rigor to the process. He advised that from his own experience, the donor community placed great importance on an institution's spending rate. Mr. Jacobs opined that there was no question about the needs of the community and noted that the Town had a solid record of addressing them. He opined that the next step was to sever the relationship between the Foundation and the Town and suggested that to ensure the Foundation would be successful would cost the Town more money. Mr. Jacobs advised that rather than donating to the Foundation annually, he would prefer they do their own fundraising. He opined that it would be most successful if they had the metrics they were discussing. Mr. Jacobs advised that in order to be successful, the Foundation needed to be professional. He encouraged the Council to consider supporting the full amount of the request.

Councilmember Pearson suggested the Foundation develop a video to help promote what it was doing. She noted that she served on the sub-committee who drafted the Council's policies related to grants and donations and reminded Council that their initial recommendation was to fund the Foundation for three years and then allow it to return to request funding as needed. Ms. Pearson expressed appreciation that it needed funding now and suggested that the Council approve the \$300,000 request given the financial position the Town was currently in.

Councilmember Bernard commended the Board for everything it had done to get the Foundation started. He expressed an understanding of the amount requested; however, he advised that he was struggling with it. Mr. Bernard opined that from a procedural standpoint, it felt like the request was being pushed quickly. He noted that normally for an expenditure of this level, the Council would take more time to consider it. Mr. Bernard advised that he was in favor of identifying a number that got the Foundation on a positive side; and, if it were a smaller number than requested, the Council could continue its conversation on funding on a long-term basis.

Councilmember Daly opined that the \$300,000 would be a one-time donation and that the Foundation would then be separate from the Town, which would put it and the Town in a better position. He noted that this would allow the Foundation to support the non-profit organizations in the community. Mr. Daly advised that what drew him to Middleburg was the sense of neighbor helping neighbor. He noted that a \$300,000 donation would allow the Foundation to expose itself to large organizations that could provide it with funding that would make it self-sustaining.

Mayor Littleton noted that when he met with Messrs. Scheps and Armfield, the discussion was not that the Foundation would never return in the future seeking donations. He further noted that this was now what was being presented. Mr. Littleton asked Messrs. Scheps and Armfield to confirm whether this was their position in perpetuity.

Mr. Armfield stated that "we're never coming back." He noted that the Town had been generous in the past and advised that this was a one-time request that would put the Foundation where it needed to be so professionals could help them.

Mayor Littleton advised that he wanted to make sure the Council understood that the Town established the Charitable Foundation; set it up the right way by making sure that when the Town handed it off, it was an independent organization; and, that this donation was a once in a lifetime one due to the unique circumstance. He noted the need to be fair to the public and opined that this action would create a public expectation for other charities who may come to the Town seeking donations. Mr. Littleton suggested the need for the Council to be thoughtful about the expectation it was creating and reminded Council that they would have to address other charitable organizations that were just as needy. He noted that as a government, the Town needed to be as fair as possible to everyone. Mr. Littleton noted that the request was for a lot of money and that the Town had never done this before. He advised that this was a question for the Council and noted that they would need to own it thoughtfully and appropriately.

Vice Mayor Leonard-Morgan suggested that if the Council agreed to this level of funding, future requests for charitable donations needed to be referred to the Charitable Foundation.

Mr. Scheps advised that this aligned with their mission and vision. He further advised that if an application met the criteria, it would be considered like any other.

In response to an inquiry from the Council as to whether a public hearing was needed, Town Manager Davis explained that because the proposal was to use the contingency reserve to fund the donation, the funds were already appropriated. He noted that the staff planned to hold a public hearing on some budget amendments for the first half of the fiscal year. Mr. Davis advised that for this particular item, a public hearing would not be required. He noted that the draft policy on charitable donations addressed some of the Council's comments related to future donation requests by other charitable organizations in that it stated that they would be directed to the Charitable Foundation. Mr. Davis reminded Council that event or infrastructure grant requests would come to the Town.

Councilmember Bernard noted that the Council set out with a mission to establish the Foundation so it would have flexibility on investing the money and fundraising. He opined that the intent was never to sever the relationship entirely. Mr. Bernard advised that the market could crash, and the Foundation could lose all its money and suggested the Council would support them. He questioned whether the relationship should be one in that the Foundation could never return to the Town for assistance. Mr. Bernard expressed an understanding of what the Council was trying to accomplish; however, he suggested it not be an end-all goal.

The Council held some discussion as to whether there should be a complete severing of the relationship between the Town and the Charitable Foundation. It was noted that two members would always serve on the Foundation's Board of Directors; therefore, they would always be intertwined. It was suggested that the word "never" not be used.

Mayor Littleton noted the need to make sure everyone on the Council was comfortable with what was being proposed. He reminded the members that they spent multiple meetings discussing requests to spend a lot less money and noted that the Council had only had this information for four days. Mr. Littleton noted the need to make sure everyone fully understood the request and was prepared to take action.

After some discussion, the members agreed they were prepared to vote during this meeting on the request.

Mayor Littleton noted that the request was for \$300,000 and questioned whether it should be spread over two fiscal years. He reminded Council that \$300,000 equated to 25% of the Town's surplus revenues. Mr. Littleton further reminded Council that they planned to discuss reductions in the real property tax and utility rates during the upcoming budget discussions. He noted that those changes would affect everyone and advised that having less money in the unassigned fund balance would impact the Council's ability to make such decisions. Mr. Littleton suggested that dividing the donation over two fiscal years would be easier for the Town.

Mr. Scheps expressed appreciation for whatever amount the Council decided to give to the Foundation; however, he advised that they would like to stick with their request for \$300,000 due to the reasons given.

Mayor Littleton acknowledged that dividing the donation over two fiscal years would not be ideal for the Foundation; however, he noted that the Council had competing priorities. He reiterated that it had decision points to make and noted that the Council may also wish to use some of the unassigned fund balance for infrastructure projects that could have to be delayed if the Town gave \$300,000 to the Foundation all at once. Mr. Littleton noted that this was a complex decision that could take away decision space for the Council. He advised that he had not done a deep dive and did not understand the choices that would be taken off the table for the remainder of the fiscal year if the Council funded the \$300,000 request.

Mr. Armfield opined that the concerns would not change in six months. He advised that if the donation was split over fiscal years, the Foundation would be six months behind where they wanted to be.

Councilmember Miller opined that the FY '23 audit would show an unrestricted fund balance of \$9 million, which would allow the Council to have plenty of decision space even if they approved the \$300,000 donation.

Councilmember Kirk noted that the Council did not know what was coming in the future; however, she opined that it was not going to be easy for the citizens. She advised that the organizations the Foundation supported did a lot of good work in the community. Ms. Kirk noted that she was impressed by the Foundation Board and recommended the Council approve their request.

Councilmember Kirk moved, seconded by Councilmember Daly, that Council authorize a charitable donation to the Middleburg Charitable Foundation in the amount of \$300,000. Councilmember Kirk further moved, seconded by Councilmember Daly, that these funds be taken from the appropriated contingency/unallocated revenues line item in the FY '24 Budget.

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

DISCUSSION ITEMS (continued)

Request for Enhancements to Plantings – Streetscape Committee

Councilmember Pearson, the Council's representative on the Streetscape Committee, reported that the Committee recommended the Town make an annual donation to the Middleburg Beautification Committee for the care of the Town's streetscape plantings. She noted that the Town budget contained funding for the installation of new plantings; however, it did not include funding for its maintenance. Ms. Pearson advised that the request was to donate \$18,250 for the maintenance and to include funding in the FY '25 budget for a donation to cover the maintenance costs. She acknowledged that the Council could not commit future Council's to the donation; however, she suggested that funding was needed for the proper care of the streetscape. Ms. Pearson reviewed the details of the contract the Beautification Committee would enter into with a private contractor, Paradise Gardening & Landscaping, for the maintenance.

Town Manager Davis confirmed there was one-time funding in the budget for the purchase of the plantings. He noted that the request was for ongoing maintenance and advised that, if approved, it would likely be a recurring cost. Mr. Davis explained that the Town would not be contracting with the individual, but rather the Beautification Committee would. He advised that the staff was not opposed to the idea, he just wanted the Council to be aware that this would be a recurring cost that would likely become a part of the annual budget.

Mayor Littleton opined that the appropriate way to handle this request would be to bring it forward as a part of the budget discussions.

Town Manager Davis explained that the reason it was coming at this time was the desire to get the plantings done before the next budget cycle. He advised that the proposed donation amount was for a half a year's worth of maintenance. Mr. Davis reiterated that the ongoing maintenance costs would be an annual budget item and noted that it would be up to the Council to determine whether they wished to fund it.

Mayor Littleton suggested, for procedural purposes, that the discussion before the Council just be related to the one-time donation. He further suggested that the discussion related to annual funding of the maintenance occur during the annual budget discussions.

Town Manager Davis concurred. He explained that the only reason he raised the annual maintenance costs was because if the Council declined to include funding in the budget, the maintenance of the plantings would cease on July 1st.

In response to an inquiry from the Council as to why this matter was not presented as a proper action item so the Council would have had a chance to read about it, Deputy Town Manager Moore explained that, for a couple of years, the Streetscape Committee had been exploring ways to spruce up the planting areas. He advised that they made great strides over the past couple of months in developing a plan that would greatly enhance the current plantings. Mr. Moore advised that the Middleburg Beautification Committee, which was a separate non-profit organization, purchased a number of the recommended plantings; therefore, there was a sense of urgency to get them in the ground. He further advised that, as a result, there was no time to develop this as a proper action item. Mr. Moore noted that the Streetscape Committee met earlier in the day to discuss their recommendation. He advised that while the Town was happy with the services being performed by its current landscaper, the Streetscape Committee wished to have more decorative, enhanced plantings. Mr. Moore advised that the proposed contractor already performed work in Middleburg for the Red Fox Inn. He explained that because he prepared a cost proposal for the Beautification Committee, the contract did not go through a procurement process; therefore, the Town could not honor it directly. Mr. Moore further explained that because the Streetscape Committee felt so strongly about the importance of having enhanced plantings and that they be cared for properly, they felt the best way to address it would be to provide funding to the Beautification Committee.

Council noted that they have heard comments regarding the state of some of the planting areas.

Councilmember Pearson moved, seconded by Councilmember Kirk, that the Council fund Middleburg Beautification for the one-time maintenance for FY 2024 in a minimum amount of \$18,250.

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

Public Presentations

FY '23 Comprehensive Annual Financial Report

Town Treasurer Staples reported that the Strategic Finance Committee reviewed the draft audit report in detail with the auditors and were comfortable with it. She introduced David Foley, of Robinson, Farmer, Cox & Associates, the Town's new auditing firm.

Mr. Foley advised that he would present a brief overview of the audit they performed for the Town. He explained that the audit consisted of three main pieces – an audit of the Town's financial statements to ensure they were prepared in accordance with generally accepted accounting principles and that they were accurate; an audit of the numbers to ensure they were in accordance with government auditing standards, which also allowed them to gain an understanding of the Town's internal controls over its financial reporting so they could develop an audit test of the financial statements; and, a federal compliance audit that was required whenever a locality expended more than \$750,000 in federal grant funds in a fiscal year to ensure the Town met the OMB compliance requirements. Mr. Foley noted that the audited financial report contained three reports that communicated the results of the audit. He advised that the first report was where they issued their opinion on the Town's financial statements and reported that they issued an unmodified opinion, which was the cleanest opinion an auditor could give. Mr. Foley explained that an unmodified opinion meant the Town's financial statements were prepared in accordance with generally accepted accounting principles. He advised that the second report was related to the Town's internal control over financial reporting and reported that this report was clean as well, with no deficiencies or weaknesses in the Town's internal controls. Mr. Foley opined that the Town had strong internal controls in place and advised that there were no instances or concerns that were noted that needed to be communicated to the Council. He advised that the third report was on the Town's compliance with the federal grant program and reported that

they issued a clean opinion here as well. Mr. Foley noted that there were no other items of noncompliance found. He reiterated that they issued a very clean audit for the Town for the fiscal year. Mr. Foley reviewed the exhibits included in the audit report. He thanked the Town staff for their assistance. Mr. Foley noted that first year audits could be tricky and advised that Town Treasurer Staples did an excellent job of having the documents ready and in responding to questions and emails. In response to an inquiry from the Council, he confirmed the Town passed the audit.

Councilmember Bernard noted that the Strategic Finance Committee asked a lot of good questions and advised that there was nothing that Mr. Foley could not answer. He reported that everything looked clean, and the Committee approved of it.

Staff Reports

Utilities Report – November 2023

Town Manager Davis reported that the old media was removed, and new nozzles and sand were installed at Well 4. He advised that the manufacturer would be on site the first week in January to condition the new media so the plant could be returned to service.

Town Manager Davis reported that a review of the trend lines for the flow of wastewater showed it had decreased due to the drought, which indicated the Town was continuing to experience I&I (inflow & infiltration) in its sewer system. He advised that he asked Stuart Will, of IES, to provide the best information available on the data points in the system, which would then be collated with the rainfall data, to help the Town gain an understanding of where the issues were, particularly on the west end of town. Mr. Davis noted that the staff continued to look at sewer main improvements to reduce the amount of groundwater that was entering the system.

Town Manager Davis reported that the remainder of the utility system was running fine and noted that the wells' supply continued to be strong. He advised that the Town was not seeing any significant impacts from the drought on the water supply. Mr. Davis noted that the Town was continuing to log the water levels and was not seeing any concerning trends at this time.

November 2023

Town Clerk North reported that she recently established the 2024 meeting calendars, including the scheduling of the meeting rooms. She further reported that she was advertising and accepting applications for vacancies on various Town boards and committees. Ms. North advised that the renewal of the Town's contract with Civic Plus, which hosted and supported the Town's website, was signed earlier in the day. She noted that this included a 5% price increase and advised that the Town had received notices from most of its software vendors reporting there would be 5% price increases in 2024.

Business Development & Community Partnerships Director MacIntyre reported that annual awards were presented during the Middleburg Business & Professional Association's (MBPA) recent Bizz Buzz, including one to Town Clerk North for her efforts related to the construction of the new Town Hall. She advised that Mike Elliott, the UPS driver who served Middleburg, also received an award, as did Buck Robinson, who provided trash services for town events.

Business Development & Community Partnerships Director MacIntyre reminded Council of the Dickens of a Christmas events scheduled for the remaining Saturdays in December. She reviewed the schedule of activities.

In response to an inquiry from the Council, Ms. MacIntyre confirmed she had heard comments from people regarding the location of the farmers market for next year. She reported that the Cultural & Community Events Committee would discuss the proposed location during their December 19th meeting. Ms. MacIntyre advised that frustrations have been expressed about moving locations again; however, she noted the benefits of having it at the Town Green, such as accessibility to the public restrooms.

Council opined that the views from the Town Green would be incredible and that it would be a phenomenal location.

In response to an inquiry of Council, Business Development & Community Partnerships Director MacIntyre confirmed they were approaching potential vendors. She noted that she also posted on Facebook, including to a food truck group, and reported that a few had already signed up. Ms. MacIntyre advised that she was also working on the entertainment. She noted that the children's entrepreneur's market would return next year.

In response to an inquiry from the Council, Town Treasurer Staples advised that other than some scheduling difficulties, the new auditors were more engaged and busier than the last firm. She noted that they understood how government financing worked and advised that the audit went smoothly. Ms. Staples noted that she prepared for their arrival as much as possible and was able to provide them with the information on their list quickly. She opined that they were easy to work with.

Deputy Town Manager Moore reported that Veritas Contracting approached the Planning Commission regarding a vacant property on the west side of South Pendleton Street they owned and would like to develop with an 800-900 square foot building, which would contain commercial space on the first floor and an apartment above. He advised that the owner presented a concept plan to the Commission during their last meeting and noted that if it moved forward, it would require the waiver of some zoning standards. Mr. Moore reminded Council that the Planning Commission would act as a recommending authority on the waivers, with the Council being the ultimate approval authority. He advised that the proposal was generally well received, and that the property owner would use the Planning Commission's comments to work on his proposal. Mr. Moore opined that this would come to the Council in the coming year.

Deputy Town Manager Moore recognized Facilities Maintenance Supervisor Tim Cole for his support of the Police Department during Christmas in Middleburg. He also recognized Planning & Project Associate Estee LaClare for her work in serving as a liaison between the residents and contractor for the Septic Conversion Project.

Mayor Littleton noted the need to work on the sandwich board sign regulations and reported that there were four signs at the intersection of Washington and Madison Street that were blocking the entire sidewalk. He noted the need to address this, as it was dangerous.

Mayor Littleton commended Chief Jones and the members of the Police Department for the great job they did during Christmas in Middleburg.

Police Chief Jones extended appreciation to the extra officers who helped with the event.

Town Attorney Crim reported that a lot of bills were pre-filed for the upcoming session of the Virginia General Assembly. He advised that while none of them dealt with anything that was relevant to the Town, he would continue to monitor the bills that were introduced. Mr. Crim noted that he was monitoring two efforts to address issues that were of concern to the Town, the first of which was to make sense of the notification provisions in the State Code. He explained that there were three categories of notifications. Mr. Crim reminded Council of the confusion that was created last year by a bill that required notification before the intended adoption date and advised that many jurisdictions did not adopt on the same night as their public hearings. He noted the inconsistencies between the three notification categories and expressed hope that a bill would be presented that would bring sense to them. Mr. Crim reported that the other issue he was closely following dealt with the Freedom of Information Act. He opined that the General Assembly may address some issues that were created by Virginia Supreme Court decisions in the Berry and Wheeler cases. Mr. Crim reported that he proposed some language to the Virginia FOIA Council, who then modified it. He expressed hope that it would be introduced in the General Assembly this year. Mr. Crim noted that there were also some provisions that dealt with other particular issues dealing with FOIA, which he would continue to monitor.

Town Hall Project Report

Town Clerk North opined that the staff was settling into the new Town Hall nicely. She reported that the contractor continued to address punch list items and deficiency list items. Ms. North further reported that Phase II was well

underway, with the old Town Office having been demolished, the grading work having been completed, the curb & gutter having been poured, and the gravel base for the asphalt driveway having been placed. She noted that the laying of the asphalt and the work to extend the arcade further toward Marshall Street would occur soon. Ms. North advised that the contractor anticipated completing Phase II in January or February.

Town Clerk North noted that the Town's lease on the former Police Department space expired at the end of the month and reported that the staff was working to get rid of the surplus furniture that remained in it. She advised that the Town donated a large amount to the Museum of Hunting & Hounds, which recently opened in Middleburg. Ms. North announced that the remainder would be given away to the public on a first-come-first-serve basis on December 21st, following which the offices would be cleaned so they could be turned back over to the property owner by the end of the month.

In response to an inquiry from the Mayor as to how Phase II could be completed in January if the contractor could not do the plantings, Town Clerk North advised that based on her discussions with the Town's construction management team, they advised that the sod could be placed; although, it would require a lot of watering in the spring.

Town Manager Davis noted that sod was dormant in the winter, which was why extra waterings would be needed in the spring. He reminded Council that the landscaper was required to provide a one-year warranty on all the plantings and, if it failed to take hold, they would have to replace it. Mr. Davis noted that the Town's landscape architect would be involved in these conversations. He opined that the contractor's goal was to have the area stabilized as quickly as possible and noted that they were doing so at their own risk.

Mayor Littleton suggested the Town not sign off on Phase II until it was satisfied that the plantings had taken hold.

Town Manager Davis advised that this would be a conversation with the construction management team and the architects. He noted the need to work within the confines of the contract.

Special Projects Report

Town Manager Davis reported that staff were very happy with how the Septic Conversion Project was going. He noted the need to work out a few quirks. Mr. Davis reiterated that the repairs to the Well 4 plant were underway. He reported that the Clearwell Project, also at Well 4, was going well.

Town Manager Davis reported that the Town did not qualify for the Virginia Department of Transportation's (VDOT) Safe Routes to Schools grant for the South Madison Street Improvement Project. He advised that the staff intended to focus its efforts on the block between Washington and Federal Streets, which was the initial goal of the Council. Mr. Davis reported that the staff intended to continue working with Kimley Horn to refine the concept plans that were developed for the northern block of the project and to look for funding alternatives. He noted that the next step was a conversation with the Council during their strategic planning session about their priorities for the coming year. Mr. Davis reminded Council of the Asbury Church Project and expressed hope that the public outreach effort related to it would kick off soon. He noted that there were also other public improvements and streetscape projects that needed some staff effort. Mr. Davis reiterated that the Town did not get the VDOT grant; however, it would continue to work on the section between Washington and Federal Streets so the Council could have a conversation as it looked at its strategic initiatives for the next two years, including where the staff should put its efforts on potential town-wide improvements. Mr. Davis advised that as to the Asbury Church, the staff had a proposal for assistance with the public outreach and had communicated with the National Trust for a list of potential consultants and groups it could speak with so it could get some additional proposals for a public outreach process.

In response to an inquiry from the Council, Town Manager Davis reported that the staff had a draft report from The Berkley Group on the R-2 zoning issues. He advised that he and Deputy Town Manager Moore would review it and then meet with The Berkley Group to discuss it. Mr. Davis expressed hope to meet with the Council and Planning Commission in January to review the report.

In response to an inquiry from the Council, Deputy Town Manager Moore advised that the Planning Commission meeting for December would be cancelled.

Mayor Littleton reminded Council that the Asbury Church Project was on the priority list of very important things that the Council wanted to focus on. He further reminded them that they had committed funding to the project. Mr. Littleton noted that the Council committed to focusing on that project once the Town moved into the new Town Hall. He acknowledged the Madison Street Improvement Project was also a priority; however, he asked that the Council confirm where the focus and priority was for how the Town should focus its staff resources.

Town Manager Davis advised Council that he saw the two projects as priorities one and two and noted that it was his job to resource the team as best as possible to hopefully tackle both projects as once. He opined that the Town had the ability to do this based on who would be working on which project and advised that they were not mutually exclusive. Mr. Davis noted that if there was competition for resources, he understood that the Asbury Church Project was the priority.

Mayor Littleton suggested the need to develop a work plan that identified all the items that needed to be done. He explained that his question was one of timing and questioned whether the resources should be applied to one item to kick start it and complete it faster.

Town Manager Davis opined that the Town was not in competition for resources that would create such a situation.

Consent Agenda

Vice Mayor Leonard-Morgan moved, seconded by Councilmember Daly, that Council approve the consent agenda as submitted.

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

No – N/A

Abstain: N/A

Absent: N/A

(Mayor Littleton only votes in the case of a tie.)

Action Items (continued)

Council Approval – Resolution Adopting Policies Pertaining to Town Grants & Purchase of Sponsorships

Town Clerk North reviewed the proposed changes and reminded Council that they had discussed them a couple of times. She noted that during their last meeting, the Council raised questions related to the draft policy on charitable donations and the Middleburg Charitable Foundation, as well as the draft infrastructure grant policy. Ms. North reported that the sub-committee recommended limiting the number of infrastructure grants to three during any ten-year period, as opposed to three per lifetime, and clarifying in the policies that organizations could not receive an events grant and an infrastructure grant during the same fiscal year. She reported that the recommendations related to the charitable donations policy were essentially in line with the Council’s discussions earlier in the meeting in that any requests for a charitable donation would be directed to the Middleburg Charitable Foundation and to allow the Council to make charitable donations to the Foundation at any time.

Council suggested the draft charitable donations policy be revised to reflect the Town’s \$300,000 donation made earlier in the evening and to acknowledge that the long-term expectation was that the Foundation would be fine in perpetuity; however, the Town would leave the door open for a donation to them in the event of a special circumstance or unforeseen event. The Council discussed whether to adopt the other draft policies. It was noted that there was no urgency to do so, and the Council agreed to consider them all during their next meeting.

Council Approval – Bond Release & Reductions – The Residences at Salamander

Deputy Town Manager Moore reviewed the process for the release of a performance bond and advised that it was normal to have periodic reductions in the bond amount during a large development project. He noted that this was the first such bond reduction request and explained that it was unique due to the way the performance agreements and associated bonds were structured. Mr. Moore further explained that this project involved three separate performance agreements/bonds that covered different categories of improvements – one for water and sewer improvements, one for private improvements and one for other public improvements. He reported that he and the engineer were in concurrence to reduce the bond for the private improvements to 15.9% of the original amount based on the improvements constructed to date. Mr. Moore further reported that based on the need for VDOT to accept the work and the possible need for remedial work, he was recommending a reduction of the public improvements bond of 90%, with the Town continuing to hold 10% of the bond. He noted that the bond for the water/sewer improvements was more complicated. Mr. Moore reminded Council that the Town would be taking over these improvements and noted the need for the developer to submit as-built plans and inspection and testing reports. He advised that an issue was found in that several sections of the sewer main appear to be sagging and holding water. Mr. Moore reported that the engineer felt more investigative work was needed; therefore, he was recommending the Town continue to hold the full amount of the bond related to the sewer improvements. He noted that because there were three separate bonds, three separate motions would be required.

Vice Mayor Leonard moved, seconded by Councilmember Daly, that Council approve reduction of the original \$2,306,047 bond associated with the Physical Improvements Performance Agreement for Water and Sewer Improvements dated April 13, 2022, by and between Middleburg Residential LLC and the Town, to a new amount of \$971,298.

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

No – N/A

Abstain: N/A

Absent: N/A

(Mayor Littleton only votes in the case of a tie.)

Councilmember Miller moved, seconded by Councilmember Daly, that Council approve reduction of the original \$3,449,157.77 bond associated with the Physical Improvements Performance Agreement for Private Improvements dated April 13, 2022, by and between Middleburg Residential LLC and the Town, to a new amount of \$547,294.

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

No – N/A

Abstain: N/A

Absent: N/A

(Mayor Littleton only votes in the case of a tie.)

Councilmember Bernard moved, seconded by Councilmember Jacobs, that Council approve reduction of the original \$2,250,915 bond associated with the Physical Improvements Performance Agreement for Public Improvements dated April 13, 2022, by and between Middleburg Residential LLC and the Town, to a new amount of \$225,092.

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

No – N/A

Abstain: N/A

Absent: N/A

(Mayor Littleton only votes in the case of a tie.)

Resumption of Annual Reports by Town Committees

Mayor Littleton suggested the Town’s committees be asked to resume their annual reports to the Council. He reminded the members that the reports were spaced throughout the year, with each committee reporting on what they were doing, what they needed, and what they had accomplished. Mr. Littleton noted that they were short reports that only took about ten minutes. He suggested that unless there was an objection from the Council, the staff begin work in January to schedule the reports based on a frequency of one committee report per month. No objections were raised.

Closed Session

Councilmember Miller moved, seconded by Vice Mayor Leonard-Morgan, that Council go into closed session as authorized under Section 2.2-3711 of the Code of Virginia, for (1) consultation with legal counsel retained by the public body regarding specific legal matters requiring the legal advice of such counsel related to the Town Hall Project contract as allowed under Subsection (A)(8); (2) for appointments to the Planning Commission, HDRC, BZA, Strategic Finance Committee, Cultural & Community Events Committee and EDAC; and (3) for the performance review of the Town Manager, the last two items of which are allowed under Subsection (A)(1). Councilmember Miller further moved, seconded by Vice Mayor Leonard-Morgan, that the Council thereafter reconvene in open session for action as appropriate.

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

Mayor Littleton asked that Council certify that, in the closed session just concluded, to the best of each member’s knowledge nothing was discussed except the matter or matters (1) specifically identified in the motion to convene in closed session and (2) lawfully permitted to be discussed in a closed session under the provisions of the Virginia Freedom of Information Act as cited in the motion, 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.

Council Appointments – Town’s Boards, Commissions and Committees

Vice Mayor Leonard-Morgan moved, seconded by Councilmember Jacobs, that Council reappoint Don Woodruff and Mimi Dale Stein to the Middleburg Planning Commission for a four-year term, said term to expire December 31, 2027. Vice Mayor Leonard-Morgan further moved, seconded by Councilmember Jacobs, that Council reappoint Tim Clites, Bill Anderson, Virginia Jenkins, and Margaret Littleton to the Historic District Review Committee for three-year terms, said terms to expire December 31, 2026. Vice Mayor Leonard-Morgan further moved, seconded by Councilmember Jacobs, that Council reappoint Jim Herbert, Stephanie Burget and Laurie Salama to the Cultural & Community Events Committee for two-year terms, said terms to expire December 31, 2025. Vice Mayor Leonard-Morgan further moved, seconded by Councilmember Jacobs, that Council reappoint Sid Abrams and Will Heron to two-year terms on the Middleburg Strategic Finance Committee, said terms to expire December 31, 2025.

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

There being no further business, Mayor Littleton declared the meeting adjourned at 10:07 p.m.

APPROVED:

Trowbridge M. Littleton, MAYOR

ATTEST:

Rhonda S. North, MMC, Town Clerk

December 14, 2023 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)

Bridge Littleton: All right. We will call the meeting to order. The first item is Pledge of Allegiance.

All: I pledge 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: Okay. Next item is roll call.

Bud Jacobs: Bud Jacobs.

Darlene Kirk: Darlene Kirk.

Bridge Littleton: Bridge Littleton.

Peter Leonard-Morgan: Peter Leonard-Morgan.

Cindy Pearson: Cindy Pearson.

J. Kevin Daly: John Kevin Daly.

Philip Miller: Philip Miller.

Rhonda North: Rhonda North, Town Clerk.

Danny Davis: Danny Davis, Town Manager.

Martin Crim: Martin Crim, Town Attorney.

Bridge Littleton: And a partridge in a pear tree. All right, so first items tonight we have several special recognitions, for several folks who are very near and dear to the heart of Middleburg and well deserving of this appreciation. So, the first one that we have here is council approval of a, of council approval of a resolution of appreciation for Supervisor Tony Buffington. So, before I go to the resolution, I'm sure everybody in this room knows Tony well and knows everything that he's done, not only for Loudoun County, but specifically for Western Loudoun and for Middleburg, as well. And he is probably one of the most dedicated, honorable public servants I have ever had the privilege of working with. And for as a representative on one of the county committees and we owe Tony an incredible debt of gratitude for all that he's done for all of us. He's been on the board now for eight years. He's originally from Clark County, so not going to hold that too much against him, but Loudoun is his home, and Purcellville is his home. And one thing I would honestly say that I've always appreciated about Tony is that at one point, except for Leesburg, he had well, even now he has all seven towns or all six of the seven towns of Loudoun County, and he is represented our interest with the board, and the community at large in a way in which ensures the county government that we aren't forgotten. I mean, a lot of the towns are small, but they're an integral part of what makes Loudoun County and western Loudoun County very, very special. And there's nobody who has exemplified that more and that sense of community than Tony. And we are going to deeply miss him on the board. We're going to deeply miss his advocacy as an elected official. I know he won't stop that advocacy once he's no longer, a member of the board. And I know you've got plans to do a lot of other great stuff to support the community, but truly, from the bottom of our heart, we are going to deeply miss you.

Tony Buffington: Thank you so much.

Bridge Littleton: Yeah. You bet. So, I don't know if anybody else from Council has any other input. Oh, Peter.

Peter Leonard-Morgan: I'd also like to mention that Tony, in addition to these responsibilities on the board, was, I believe, you are retired Capitol policeman. And what a servant and what a great friend to us. And you managed to come to so many events. I don't know how you do it, but we really appreciate you being in Middleburg to roll up your sleeves and enjoy the festivities with us and help us get along with some of the programs that we've done, and you've helped us with. So, thank you very much.

Tony Buffington: My pleasure.

Bridge Littleton: You know, I'm going to actually add one more thing. One of the other things I always thought was great about Tony was he picked amazing staff. And he picked staff who was from the county or from the area who really, truly cared about constituent services. You know, you don't see that a lot. That's like especially in Congress, that's a lost art. But any time we ever had anything of need, if Tony couldn't be there for it, you better believe that Robin or Christy or somebody else was there. We needed something. They were there immediately. They fought for us. It truly was, um, and truly is a great team. So, you can always tell the mark of a great leader by the team they have around them. And that just speaks volumes of Tony. So Tony, again, we really thank you. Thank you so much and give our appreciation to your team.

Tony Buffington: Can I get a picture with you guys.

Bridge Littleton: Yeah, absolutely.

Tony Buffington: Where at?

Bridge Littleton: Well, we got let's do the resolution first.

Tony Buffington: Oh, let's do it.

Bridge Littleton: I mean, it's not official till I sign it. Well, never mind.

Tony Buffington: I thought we were done.

Bridge Littleton: Yeah, exactly. So, let me. So, I'll take and read the resolution here, and, um. What's that? [off mic] While I usually read it first, then we do the motion. Or that's what we're going to do it now. Okay. So, resolution of appreciation for Tony Buffington, service to the Town of Middleburg as the Blue Ridge Little River District Supervisor. Whereas Tony Buffington will have served on the Loudoun County Board of Supervisors representing the Blue Ridge District, later redistricted as the Little River district from January 1st, 2016, through December 31st, 2023. And whereas the Blue Ridge Little River district, which is the fastest growing district in Loudoun County, includes the Town of Middleburg. And whereas during his tenure, Supervisor Buffington focused heavily on protecting and preserving rural Loudoun County played a key role in ensuring development did not encroach further west into rural Loudoun emphasize the importance of the rural economy and Loudoun specifically as it relates to open space, small farms, wineries, breweries, and passive recreation spaces, and promoted efforts at the county level to enhance and expand conservation easement programs in order to protect additional land from unwanted development. And Whereas Supervisor Buffington championed the towns in Loudoun County, recognizing their specific contributions to the overall quality of life in Loudoun, and was a proponent of the coalition of Loudoun towns. And Whereas Supervisor Buffington represented the interests of the Town of Middleburg in many ways, including in regards to the recent redistricting based on the 2020 census fighting the intensive proposed use at the Mickie Gordon Memorial Park. Participating in the Loudoun Together Summit held in April of 2023. Protecting the open space surrounding Middleburg, preserving the character of neighboring villages, including much hard work in the Village of Aldie and being present at countless towns, events and activities. And Whereas, Supervisor Buffington also played a key role in helping to procure a \$500,000 grant for the

town hall project, ensuring that voting in the Middleburg precinct will continue in a safe, accessible and appropriately sized location. And whereas Supervisor Buffington was always accessible and willing to receive input from the town and serve the citizens of the Blue Ridge Little River district with honesty, integrity and selflessness. And whereas the town council deemed it appropriate to express its gratitude to Supervisor Buffington for his personal dedication and exceptional service to our community over the past eight years. Now, therefore, be it resolved that the Mayor and Members of the Town Council of Middleburg, Virginia, recognize and express our sincere appreciation for the exemplary services of Supervisor Tony R. Buffington as the Blue Ridge Little River District Supervisor on the Loudoun County Board of Supervisors from January 1st, 2016, to December 31st, 2023. Be it further resolved that the Mayor and Members of the Town Council express our profound thanks to him and hope for his continued success in life.

Tony Buffington: Wow. [applause]

Bridge Littleton: Tony, if you'd like to say anything, you're more than welcome.

Tony Buffington: I just want to say, whoever wrote that, you made me sound really good. I don't know if I actually [off mic].

Bridge Littleton: Ms. Rhonda.

Tony Buffington: Well, I just have to say, it really has been [off mic] around you. It really has been an absolute pleasure working with Bridge and with the Council and with Betsy before Bridge. Peter and all of you. [off mic] And you guys are so lucky here in this beautiful, awesome town. I love Middleburg. And it's just been so easy to help you. Bridge why don't you guys call me, and you ask for something that makes sense and it's reasonable, and you give me enough time to work on it. It's not a last-minute request, and it's just been an honor. And we've been very successful in helping you. And so, I think that Laura is going to be the next supervisor will be the same. She loves rural Westmoreland County. Great. Don't worry. He's doing good, man. And I'll be around. Many of you have my cell phone number. [off mic] on January 1st, so I'll be learning something new. You're not going to bring in a public water out here? [off mic] We're not going to do it. The development that that that will bring. Right? Why don't we do that? That's the end of the game. I probably I'm going to be on the Morgan Park Board of Trustees. So, somebody could be volunteering. And the other thing I'm telling you now is I got my real estate license, and I'm hanging out with [off mic] Middleburg and the [off mic] [laughter].

Bridge Littleton: Is there a Middleburg discount? [off mic]

Tony Buffington: But honestly. Sincerely. Thank you all. And to whoever wrote that. Thank you so much.

Bridge Littleton: Miss North at the end of the table there.

Tony Buffington: And thank you.

Bridge Littleton: So Tony, the only other comment I'm going to make is, you know, now that you're not going to be behind the dais, if you ever want to address the Board of Supervisors, you're going to have to be in front of the dais. You only get 2.5 minutes.

Tony Buffington: That's right, that's right. [laughter]

Bridge Littleton: All right. So, would anybody like to make a motion?

Philip Miller: I move that Council adopt a resolution expressing its appreciation to Supervisor Tony R. Buffington for his service as the Blue Ridge Little River District Supervisor on the Loudoun County Board of Supervisors from January 1st, 2016, through December 31st, 2023.

J. Kevin Daly: Second.

Bridge Littleton: Thank you. [multiple speakers] We had that, rehearsed, I think that almost counted as [multiple speakers]. Yeah, exactly. All those in favor say aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions. Okay. Motion carries. Tony, congratulations. And again, thank you very much. So, do we all want to go up real quick for pictures?

Tony Buffington: That'd be awesome.

Bridge Littleton: Yeah. [off mic]

J. Kevin Daly: You should also be mentioned that Tony is a veteran thank you for your service.

Darlene Kirk: I love it, I love it. Okay.

Bridge Littleton: The next item we have on the agenda is another resolution, in memory of DeeDee Hubbard. So. [off mic]. One second here. I don't think there's a person in this room who doesn't, number one, know who DeeDee was and her family and didn't have an absolute love for her passion, dedication, friendliness and community spirit to everything she did and everyone she helped in Middleburg. I'm going to try to get this right Jay, you guys came here in 82. And from that day forward, Middleburg was never the same. [laughter] But, DeeDee had such an impact in this community. It will be something that is that is remembered forever. Not only was she instrumental in starting the Middleburg Eccentric with Jay, making it a community newspaper that everybody adored and loved. I mean, that was the most exciting part, of the month when the eccentric came out. And to see what editorials there were, you know, sort of that were there. But not only that. [off mic] What's that? And Dan Morrow. Yeah. Yeah, yeah. And. Yeah, exactly. But also, every cause in town that was in trouble at any point in its history, DeeDee was the first one there to help out. When the MBPA was struggling and basically dying, DeeDee jumped in, both feet, both hands, grabbed a hold of it, brought the community back together and revitalized it. And today it is probably one of the best organizations we have in town run by Punkin. Hundreds of members, for a town of 700 people, it's incredible. Always with a smile. Always with the compliment. Always with a comment. She never held back in telling you what she thought and what we need to be doing and what we're doing right, and what we could be doing better, but always did it in a thoughtful, dignified, and respectful manner. Being in the press is not easy, except for Norm but you know, she and Jay, you know, ran an incredible enterprise with the Eccentric, and it touched the lives of so many people here. The eccentric you know, it's a business. You guys had ads, but it wasn't about that. It was about capturing and reflecting the culture and the spirit of our community in such a way that you really it touched Middleburg. And I deeply miss it. So, Tim, we're looking forward to you resurrecting it. But DeeDee lived a long, exciting and incredible life with great children and great grandchildren. Excuse me? With great children and also great grandchildren, as in wonderful grandchildren, not great great grandchildren. And like I said, she's going to be incredibly missed. Before I read the resolution, does anybody have any other? Thoughts Peter?

Peter Leonard-Morgan: I'd like to add two things. She had a very dry sense of humor, which I really enjoyed, amongst other things, and she was always, as you were willing to immediately put an article in the paper about some community cleanup or event that we were doing, no questions asked. We really appreciate that, and we'll never forget that.

Bridge Littleton: I'm going to tell one quick story my first day on Council. This is going back a while. DeeDee was there taking notes to do the Town Council report in the Middleburg Eccentric. The meeting was over. I was walking out. She says I need to speak to you. And I thought, oh, God. So, I walk outside, I say, yeah, what's up? She says. And this was in July. I mean, you know, we got empaneled in July 1st. It was the first meeting in July. She goes, I want to talk to you about the Christmas signs. And I'm like, it's a little ways away. No, we need to talk about it right now. Those things were done by Em sharp. They're falling apart. You guys need to step up. You need to help the alumni association fix them. We can't let this happen. And I said, DeeDee, I you know, I've literally had one council meeting. I don't. I don't care. You went to Hill. You need to take responsibility for this, okay? Yes, ma'am. I will do it. Yes, ma'am. I will do it. [laughter] So and I mean, within a month or two, you know, we, I think, appropriated \$10,000 to get the first signs repaired. So, like I said, she never held back in telling you what she thought, so. All right, let me read the resolution. So,

resolution in memory of Deanne DeeDee Hubbard. Whereas Deanne D DeeDee Hubbard was an integral part of the Middleburg community for decades and made an indelible mark on the town through her work, service and civic accomplishments. And whereas for more than 17 years, Miss Hubbard and her son Jay operated the Middleburg Eccentric, a locally owned community print and online news organization that covered news and important events in and around Middleburg and served as an economic development asset for the community through their support of local businesses, nonprofits, events and activities featured in news articles and advertising, much of which they provided at no or reduced charge. And whereas, in addition to serving as the Editor-in-Chief of the Middleburg Eccentric, Miss Hubbard served on the Loudoun Laurels Advisory Committee and on the Board of Directors for the Middleburg Business and Professional Association, serving as its president for many years during her tenure on the MBPA. Miss Hubbard was instrumental in making many community events happen, including taking over the lead and organizing Christmas in Middleburg, when the previous organizers stepped down. She was also instrumental in the creation of the Middleburg Bucks program, for which MBPA won an award from Loudoun County. And whereas, in addition to serving on community committees, Miss Hubbard served on the Town's Main Street Committee during its entire existence, as well as on the Economic Development Advisory Committee for three years. And Whereas, Miss Hubbard was an avid photographer who often took pictures of community events, including one of the iconic Christmas in Middleburg snow scene photos, as well as photos of the town at no charge. And whereas Miss Hubbard was known as a doer who was the first person to offer to help make things happen in the community and was credited by those who knew her as helping to make the town a special place. And Whereas Miss Hubbard passed away suddenly in October of 2023, leaving her family and the community to grieve our great loss. And whereas the Middleburg Town Council deemed it appropriate to posthumously express its gratitude to Miss Hubbard for her personal dedication and exceptional service to the community. Now, therefore, be it resolved that the mayor and members of the Town Council of Middleburg, Virginia recognize and express our sincere appreciation to Deanne D. DeeDee Hubbard for her support to the Town of Middleburg, for enhancing the business climate, and for her service to the greater Middleburg community. Be it further resolved, the Mayor and Members of the Town Council express our deepest condolences to her family and friends. Would anyone like to make a motion?

Philip Miller: I move Council or Council is requested to adopt a resolution. Oh, sorry. I move that Council adopt a resolution expressing its appreciation to Deanne D. DeeDee Hubbard for her support of the Town of Middleburg and her service to the greater Middleburg community and expressing the town's deepest condolences to her family and friends.

Peter Leonard-Morgan: Second.

Bridge Littleton: Any other discussion? All those in favor say aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions? Okay. Jay from all of us for you. Your wife, Tim, also for Lisa and Tom, and, Remy, our deepest condolences to all of you all. We all loved and will miss DeeDee forever. So. Yeah. And the other thing I will say is, you know, DeeDee is one of those really special people who touched so many hearts and made an impression on people's, not only their lives, but their character. And that will be passed on generation to generation. So DeeDee will literally live forever. So.

Danny Davis: Mr. Mayor.

Bridge Littleton: Yes.

Danny Davis: Mr. Mayor, may I ask the Chief to make just a really quick, presentation?

Bridge Littleton: Sure.

Danny Davis: Great. Thank you.

Shaun Jones: [off mic] So our staff. This year is my first Christmas in Middleburg. And when we give out press passes, we make sure that [off mic] number one. [off mic] so everybody says [off mic] co-founder and editor of Middleburg Eccentric supported Middleburg Police department and this community for over 15 years [off mic]. This press pass for every Christmas parade while AJ was Chief. She loved AJ and he loved her. Our hearts are broken, because she's no longer with us. So, we would like to retire this number and Press vest and present it to you. Wow. Thank you. [applause]

Bridge Littleton: If you'd like to say anything?

Jay Hubbard: I've been thinking about this. [off mic] For a couple of days. Yeah. Oh. [off mic]

Ali MacIntyre: Go ahead.

Jay Hubbard: There's so much that's happened. Staying in this beautiful building is. It's one of the things that [off mic]. I mean, she and I talked about a lot about all the trials and tribulations to get to this building and where you guys came from and all this stuff. It's walk in and sit in for the first time and see this come to fruition and all the hard work and sweat pain and tears. And everything else that's been with us. Everything we've done, we poured. [off mic] She especially poured everything into this [off mic] best she could. Business association two nights ago really got me thinking about how much we had or she had, I basically helped, uh, she was really the driving force for it. It's unfortunate loss, but to see where you guys are [off mic]. Thank you. [applause]

Bridge Littleton: And I almost I do have to mention we also miss our partner in crime Dan. Yeah. Oh, yeah. When he always accused us of going to the secret meetings. [laughter]

Jay Hubbard: I was really pleased to walk in here and see that because I've totally seen those things, the diagrams of it. But the way you kept this is basically feels very much like the old building. [off mic] Yeah, exactly.

Bridge Littleton: Yeah. Okay. The next item on the agenda is one more resolution of appreciation, for someone who. This is their last Council meeting. Yeah. Alright. Sit back, boys, it's your turn. Yeah. Right. Exactly. So as probably everybody knows, Philip Miller, Councilman Miller did not seek reelection as he's coming to the end of his term, and tonight is literally his last meeting, on Town Council.

Philip Miller: Although I wouldn't put it past you to throw in an emergency meeting.

Bridge Littleton: Yeah, right.

Darlene Kirk: Yeah. That's true.

Bridge Littleton: I've had a couple days. So, Philip and I joined the Council together in 2016. I think there was three spots and four of us ran. Kevin was the third one. He beat the other guy by one vote. Who says one vote doesn't count. It always counts. [off mic] [laughter] Are you sure? Anyway, no. And Philip and I are neighbors, and I just will say, you know, really quickly, it has been an absolute honor to serve on this Council with Philip. He is a man of unquestionable integrity, thoughtfulness, hard work, dogged determination. I think that's fair to say. And someone you could always turn to chip in and help when the help is needed. He brought or brings and brought an incredible amount of expertise, especially around economic development, social media, as we were trying to understand what that actually meant. I mean, I couldn't spell it, much less knew what it was. But, you know, trying to get better at marketing and Philip, you know, brought all that together and really put us to where we are today. And he and his wife Jess moved here, 2012. So, 11 years ago, because they really loved the Middleburg community and being part of a small group of close-knit folks and immediately jumped right in. And, you know, they've made it their home. Their son, you know, now goes to Hill School and our lives and our community is richer and better for all that you've done. And I know you were doing it for the money, as a Member of the Council. So, we owe you a. What's that?

Philip Miller: Money? Yeah. [laughter]

Bridge Littleton: Right. Yeah. That \$50 gift card every year. So, you know, but we want to thank you, and we want to applaud you and, you know, show our appreciation for your tireless service to the Middleburg community. So, we have, obviously we have a resolution, but we also have a couple of parting gifts subject to taxes. The first one is. So, this is the last Council picture from the old town hall. But what we did was we took and got it framed, and everybody on the Council and the staff was signed. Welcome. You know, farewell wishes to you. So. And it has your name and your dates of service as a member of Council. So that's the first one. And then the second item we have here. And it's a paperweight. Yes. [laughter]

J. Kevin Daly: What an awesome gift. Yeah.

Bridge Littleton: We have paperweights and jelly bowls for distinguished guests. And Philip didn't rate a paperweight or a jelly bowl, but no, now we know that this will get an excessive amount of use. It is a.

Peter Leonard-Morgan: Wooden paperweight.

Bridge Littleton: Got to take this off now.

Bridge Littleton: Yes. It's a wooden paperweight. It is a cigar box. With your name, dates of service, and the town seal on it.

Philip Miller: Wow. [applause]

Bridge Littleton: And as with Tony's resolution, Rhonda got all that done, so, uh. But yeah. So, that is there as well. So, anybody like to add anything? Kevin.

J. Kevin Daly: We came on at the same time, and we've all lauded him for all the wonderful things he's done. But I also want to point out he had a great sense of humor from, we were sitting across from one another, and when a particular member of then the Town Council would start pontificating, going on and on and on, we would catch one another's eyes and roll our eyes and laugh. And I'm going to miss that. Not the pontification, but the [inaudible]. Because the pontification will remain.

Bridge Littleton: I was going to say we could step it up. [laughter]

Peter Leonard-Morgan: One word. Eloquence. I've so enjoyed your eloquence. To listen to someone be able to talk about a subject. And it's clear and concise and descriptive and to the point I'll miss that. Thank you.

Bridge Littleton: Darlene.

Darlene Kirk: Passionate is the word I would use for you. You really are very passionate about things that concern the town. He's trying to hit me with that, and I won't have anybody to help me push my buttons and remember that everybody knows that. [laughter] [inaudible] Yeah, but you and Jess and your little son, have been just such a wonderful addition to the town. And I'm going to miss you up here. Really, I really am. You're a great guy. Thank you.

Bridge Littleton: Okay. Anybody else? All right. Now. Oh, the font is bigger on this one. Don't laugh Cindy. All right, here we go. Resolution and appreciation. A resolution of appreciation. All right, Mr. service on Middleburg Town Council. Philip M. Miller. Whereas Philip M Miller was elected to the Middleburg Town Council on May 16th with a term beginning July 1st, 2016. And whereas during his tenure, Mr. Miller served as the Council's representative to the Economic Development Advisory Committee and led projects to develop Business Development Strategic Plan in 2018 and Economic Development Strategy in 2020, as well as being instrumental in the development of the Middleburg's branding, the hiring of a marketing firm, and the development of a comprehensive strategy related to Middleburg's social media efforts. And Whereas, Council Member Miller also served as the Council's representative on the Health Center Advisory Board beginning July 14th, 2016, serving until the board was disbanded in September. On September 28th, 2023. He was instrumental in the sale of the Health Center building. So, the building could be put into productive private

use, and so the proceeds from the sale could be used for the establishment of the Middleburg Charitable Foundation, a private nonprofit organization whose mission, whose mission is to make charitable donations in support of the Middleburg community. And whereas, Mr. Miller has continued his charitable work in the community by agreeing to serve on the Board of Directors of the Middleburg Charitable Foundation. And whereas, Mr. Miller has been a small business manager and owner for many years, has been very involved in the community at community activities throughout the town, and engages with citizens and businesses in order to enhance the Town of Middleburg. And whereas, in addition, Mr. Miller was elected and served as the Vice Mayor for the town of Middleburg from July 1st, 2020, through June 30th, 2022, representing the Mayor during his absence at Council meetings and during public events. And whereas, Mr. Miller declined to seek reelection in order to pursue outside interests and spend time with his family. And whereas, the Middleburg Town Council deems it appropriate to express its gratitude to Mr. Miller for his personal dedication and exceptional service to the community over the past eight years. Now, therefore, be it resolved that the Mayor and Members of the Town Council of Middleburg, Virginia, recognizing and express our sincere appreciation for the exemplary services of Philip M. Miller as a member of the Middleburg Town Council, including his time serving as Vice Mayor from July 1st, 2016, through July through December 31st, 2023. Be it further resolved that the Mayor and members of the Town Council express our profound thanks to him and hope for his continued success in life. [applause] Mr. Miller, would you like to say anything?

Philip Miller: Thank you. I'm very touched. Uh, and obviously Bridge you played a hand in that gift. Very, very nice. It will get a good bit of use. I would say that it's been eight long years, but it hasn't been. They've flown by and Middleburg has changed a lot in those eight years. A lot for the better. And I hope that that continues, and I hope that Council continues to remember those roots of where we came from. And to always think of the citizens and do the best thing for them, even if it's uncomfortable and hard at times, because God knows it is and it will be. I've enjoyed this tremendously, and it's been a great honor and privilege. And I'm very proud of the work we've all done. There's a lot more to do for you. [laughter] And I will say that I've had a good deal of fun. It's been we've had our good times, we've had our bad times, but we've had a lot more good times. And we've done a lot of good while having a good time. So. Thank you all very, very much.

Bridge Littleton: Philip, thank you.

Bridge Littleton: Yes. Someone like to make a motion? Yes.

Darlene Kirk: I move that council adopt a resolution expressing its appreciation to Philip M. Miller for his service as a member of the Middleburg Town Council from July 1st, 2016, through December 31st, 2023.

J. Kevin Daly: Second.

Bridge Littleton: I would just say, you know, Philip, you didn't second it. All right, all those in favor say aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions?

Philip Miller: Abstain.

Darlene Kirk: Good move.

Bridge Littleton: The motion actually carried. So again, Philip, thanks a lot. And you know, you're not going anywhere. So, we actually expect to see a lot more volunteerism on town committees.

Philip Miller: Think you'll be hearing about that later. They've got me working pretty hard as it is. Yeah.

Bridge Littleton: Okay. Great. All right. Do we want to?

Philip Miller: Sure.

Bridge Littleton: Yep.

Philip Miller: Or do you want to do that maybe with someone else? [laughter]

Bridge Littleton: Can do both. I don't think Ali. [multiple speakers] I know. Um, okay. Next item we're going to move to is public comment. So, just a quick reminder, everybody rules of the road public comment. Any member of the public can address the Town Council. If you choose to do so, come up to the podium. You'll have three minutes, remember that it is, public comment only. So, no questions for the Council. We can't engage in conversation back and forth. Speak on any topic that you wish, provide us your name and your address, and then the three minutes are yours. I have not yet learned the colors. So green means you're the clock has started. Rhonda, what is yellow?

Rhonda North: Yellow means you've got 30s left, and red is you're out of time. You'll hear a beep.

Bridge Littleton: Okay.

Rhonda North: But there's a timer on the other side so they can watch it count.

Bridge Littleton: Oh, okay perfect. So, for the rest of us, we get to guess. So, and is normally the case, we extend a courtesy to any elected official to allow them to go first. I see we have a member of the House of delegates here with us. So, sir, if you'd like, I believe you're here for public comment. Yes, yes. So, the floor is yours.

Senator-Elect Subramanyam: Absolutely. Great. Hi. I'm, Delegate currently Delegate Subramanyam and Senator-Elect Subramanyam, representing Eastern Loudoun County. I'm hearing a couple of capacities. I reached out to Council, a few Council Members and Council Member Jacobs, mentioned that I should come and introduce myself in person. So here I am. I currently will be entering the State Senate and representing Eastern Loudoun County, so not this part of the area, but I will be likely serving on the local government committee in the state Senate. And so, I will likely be Loudoun's only member on there. And so I look forward I've reviewed sort of the agenda that many of the towns have put together, and I look forward to receiving your feedback and acting upon it, just looking at it, I think we share a lot of the same values, and I want to make sure my family and I love Middleburg, we love coming out here and we love the people here, and we want to keep it great and continue the great progress that you all have made. So, I'm very proud. And the other thing is I'm running to be your Member of Congress next year. And so, you'll be hearing a lot about me seeing me on your YouTube and TV a little bit and, but as I go through this process, I look forward to hopefully learning more about how what I can do at the national level. I mentioned, I noticed how collegial this body is, and I wish that all our bodies in government were as collegial as you all are and as productive as you all are. But that's part of the reason why I wanted to do that. And in the meantime, though, I look forward to serving you in the State Senate. I'm very easy to get a hold of. My office number is my cell phone number, so you can text it or call it anytime. It goes straight to this phone right here. But it's great to be here. And thank you all for inviting me, I appreciate it.

Bridge Littleton: Thank you very much. Good luck. Anybody else in the community wish to address Town Council?

Deborah Gilmore: Members of the Town Council. Mayor Middleton. Mayor Littleton. My name is Deborah Gilmore. I'm the CEO of LAWS, Domestic Violence and Sexual Assault Services, located at 105 East Market Street in Leesburg, Virginia. We are here tonight to urge you to continue to fund the Middleburg Charitable Foundation, including tonight's one time request on the agenda. More than 42% of women and a quarter of men experience serious physical violence at some point in their lifetimes. As Loudoun county's designated provider of services to victims of domestic violence and sexual assault we offer safety, hope and empowerment to survivors of these most intimate forms of violence through emergency shelter, 24 seven hotline, legal consultation, representation, advocate, support and accompaniment, the Loudoun Child Advocacy Center and Therapy services. We serve more than 1100 survivors every year, and this includes Middleburg residents and local loved ones of Middleburg residents. As a nonprofit organization, we cannot offer these life sustaining activities and services without the support of the communities that we serve. During the Covid 19 pandemic, domestic violence spiked globally and locally. It remains high the number of adults and children in high

danger who stayed in our shelter last year was more than double the number pre-pandemic. We've seen a 65% increase in survivors experiencing homelessness due to domestic violence, and 155% increase in survivors reported suicidal ideation. And here's what that sounds like in our shoes. Through a standard survey, we asked survivors that we serve what would you have done if our services didn't exist? These are representative responses. I would be so depressed, and nothing would exist for me. Continue in the abuse and violence or may be dead. I think I wouldn't keep going with it because I would feel lonely. Slept in my car. Stayed with abuser or committed suicide. These survivors rely on our local communities and residents to come together and support safety, hope and empowerment for their futures. Thank you for caring, for giving and funding the Middleburg Charitable Foundation.

Bridge Littleton: Thank you. Yes, ma'am.

Carolyn Nash Helmlly: My name is Carolyn Nash Helmlly and I'm the President of Seven Loaves Services. We are right behind the Methodist Church in town, and I'm here to ask the Council to continue funding the Middleburg Charitable Foundation. They do wonderful work in this community. I was just in this room next door, this beautiful building, shortly, not too long ago, where they were asking me questions about what we do specifically for the Town of Middleburg. And we said, we actually have 100 residents in this town that we take care of, including all the other, people in Loudoun County and the counties around here. But we really do, do a lot of work in Middleburg, and they care about that. And so, we were really impressed with them, what they are trying to do for this community. And for those of you who don't know, Seven Loaves, some people don't know Seven Loaves. But we are located behind the Methodist Church in town. We are open for distributions three days a week. We serve the most vulnerable in our community, people that don't have enough food to eat, people that worry how they're going to feed their children, people that come in and have carloads of kids in the back and no place to live. And we work with, Windy Hill Foundation and a lot of things to [inaudible] is here. So anyway, we do a lot of work for the town as well as the community, but we need help from, those that, help us do our mission because it costs a lot to come up with the amount of food that we're especially this year. So, I want to congratulate the Middleburg Charitable Foundation for all the work they do. I want to congratulate you all for all the good work you do. And I do want to congratulate our officer here today. They did the stuff the cruiser event recently and filled the cruiser up twice. I understand 1,300 pounds of food out of Safeway. They brought over to Seven Loaves. So, thank you for that. Anyway, appreciate your time. And Merry Christmas.

Bridge Littleton: Thank you. And, Chief, that was just one afternoon, right?

Shaun Jones: Yes, sir four hours.

Bridge Littleton: Okay. Anybody else?

Gene LeCouteur: And pardon me, my name is Gene LeCouteur, and I'm the Vice President of the Middleburg Library Advisory Board. And I too, am here to encourage the Town Council to continue its support of the Middleburg Charitable Foundation. The Foundation has provided the Advisory Board with funds to help us create a website called Middleburg Reads. Also, to sponsor things for curious minds such as mad scientists and snakes and the petting zoo, as well as gifts of new books and media to residents at Levis Hill House and to our youngest library patrons. We just we have a just launched adult book club dedicated to nonfiction. We had a fiction one. Now we have nonfiction. We're trying to be equal in those. And of course, the important summer reading program, which keeps kids engaged with reading, in the off time of year. And then one of our most popular programs is the book Scholarship programs, which give books to young people who are moving on to college. And it gives them scholarships towards books for those one in memory of our honor of Yuri Lewis and another in memory of Charles Plant. And I'm looking at the numbers ticking down, and I'll just leave it at that. Thank you. [applause]

Bridge Littleton: Thank you.

Eloise Repezky: I'm wondering if I should be saying something now or not, but. Good evening. Middleburg Town Council, Mayor Littleton. I'm Eloise Repezky Middleburg resident and the Executive Director of Windy Hill Foundation. As Carolyn said when she was talking about Seven Loaves, it was a nonprofit mixer. When we were all outside waiting to present before the Middleburg Charitable Foundation and since joining and representing Windy Hill,

13 months ago, I have found that I cannot do what we do to serve our most vulnerable, um, residents here in Middleburg without all of these other nonprofits that are also being recognized and recipients of the Middleburg Charitable Foundation. From Seven Loaves to Tree of Life to, you know, all of the ones that are here and that are recipients. It's one network. And by funding the Middleburg Charitable Foundation, you allow us to take care of the most vulnerable populations that also exist here, that, you know, sometimes people here that we live in Middleburg and they only see the beautiful farms, the preserved landscape but there are people that really do need our support and our funding in a lot of different ways and all of these nonprofits that are funded by the charitable foundation touch on many different facets, from reading to food insecurity to housing. We all make up this one network, and it's incredibly important to continue to fund that so that we can do the work that is essential to making Middleburg home for everyone. So, thank you for all of your support and for continuing to hopefully fund the [inaudible] foundation.

Bridge Littleton: Thank you, Eloise.

Martha Cotter: Hi everyone. I'm Martha Cotter. I'm the President of Middleburg Fish. Is this Middleburg Fish? Asked the caller. I haven't been able to work for two months due to an injury. I have three children and I have a turn off notice from the electric company. Another call I am taking care of my elderly husband, and I don't have money to pay for his medications. Another call I have left my abusive husband and I'm waiting for space in a homeless shelter. Can you help me? This is a sample of the phone calls we get. And as Eloise and other folks have said in this beautiful area, there is poverty, there is serious poverty. And it's wonderful to have these organizations who work together to try to address that. I'm grateful to the Town of Middleburg for all of your support that you have given Middleburg Fish over the years, and I look forward to working with the Middleburg Charitable Foundation, and I appreciate your efforts to continue to support them and get them rolling. So that's all I have to say. Thank you guys so much.

Bridge Littleton: Thanks, Martha. [applause] Sandy.

Sandy Danielson: I'm Sandy Danielson and I'm the Executive Director of Artists in Middleburg. It's a 501C3 in Middleburg. And thank you, Middleburg Charitable Foundation for the support you've given us this year. I think many of you know that children are our future and education is of prime importance, including arts education. A lot of arts funding has been cut from school budgets. And yet art as we know, whether it's performing visual, the written word, it does develop an individual. It develops an individual to think, to solve problems, to think outside the box, to listen to various viewpoints. And so, with the monies that we've received from the charitable foundation will be working with the Middleburg Community Charter School and Banneker Elementary. There may be others also, but for these schools we will be working. Thank you very much. Thank you.

Bridge Littleton: Thanks Sandy. Would anybody else like to address Council? Yes, ma'am.

Matty Cockrell: Good evening. Nice to meet you. My name is Matty Cockrell, and I am here on behalf of Tree of Life Ministries. It's really wonderful to introduce myself and Tree of Life Ministries to you all. We've actually been serving the Middleburg area since 2008, and this is our first partnership with you all and with the Middleburg Charitable Foundation. So, thank you. Tree of Life was founded in 2008 with the simple purpose of meeting the needs of the poor and needy in our community with the love of Jesus Christ. That being said, we're a faith-based organization. We do not discriminate those that we serve, and we serve those of all faiths or no faith. In Middleburg, we have served 150 impacts in 2022, 150 people with our food delivery program. What makes us unique is we are delivering food to homes in Middleburg. So, we are taking away, you know, the inhibitions of transportation for the elderly or young mothers. We're preserving privacy by doing that. We're delivering 3 to 4 weeks of food with each delivery, so that can offset \$500 \$700 a month. And we are so thankful to have the opportunity to do that. The Middleburg Charitable Foundation has provided six months of rent this year for our food pantry that serves Middleburg, and that is a huge relief to us that we have that security going into this year. We want to thank you for your support. Thank you, and we're excited to partner with you in the future. Thank you.

Bridge Littleton: Thank you. Is there any? Oh. And ma'am, you are. [laughter] Oh, you're going to be sitting there next meeting.

Pam Curran: I don't know what to say right now about that. But okay. But anyway. Hello, Mayor Littleton and Council. I am Pam Curran, Council Elect. I live at 800 Blue Ridge Avenue? And I also serve on the Middleburg Charitable Foundation. And it's really hard to follow the individuals and organizations that receive the funding, but I'm going to try anyway. When we went about setting up the framework for the new foundation, we kept in front of us some guiding principles that came from the Council, which was to make sure that the foundation was a self-sustaining entity and that we don't touch the proceeds, and that the money that we do give away serves those in Middleburg. And last but not least, that. Let me see, what else do I want to say about that? I said it was separate from Council. So those have been our guiding principles. And some of us, in addition to being volunteers on the Council, also work for nonprofits you know, as a full-time job. I've been at the Y for 20 years, and we know there are certain metrics that donors look at. And one of the metrics that's really important is the spending ratio. And so, we really appreciate the consideration for us to be able to continue to have a lower spending rate so that when we go out in the future, we'll be, you know, really ready to go and continue to serve all these wonderful organizations. So, I really wanted to say thank you for that. And I also have the privilege of reading a statement from one of our other board members who works for a nonprofit. You probably know Jan Neuharth. She's a long-term Middleburg resident, and she couldn't be here tonight. But she's very passionate, as are all of the board members, about the work we're doing. So, Jan wanted me to share. The Middleburg Charitable Foundation Board understands the importance of setting a spending rate that adequately balances fluctuation of market performance with the preservation of capital in order to achieve the goal of investment portfolio preservation in perpetuity by exercising spending restraints, Middleburg charitable foundation will also increase the likelihood that its investment portfolio will grow over time, thus enabling MCF to increase the amount of funding it awards as grants to serve Middleburg's, disadvantaged and vulnerable in the areas of health, education, personal safety and food security. Thus, Middleburg Charitable Foundation has adopted the typical nonprofit spending ratio of less than 5%, which is widely considered to be a sustainable spending ratio to maintain an investment portfolio and allow for future growth. So, you'll hear more about that later with the presentation. But that's that. We thank you for your consideration. Thank you.

Bridge Littleton: Thanks. Would anybody else like.

Ray Morales: Good evening, I'm Ray Morales. I live on 12 Orange Drive. A couple of my neighbors are on the other side here, so I am humbled to serve on the Middleburg Charitable Foundation. I say I'm humbled because I have the honor and the privilege to engage with these individuals who have dedicated their time and their lives to serving the underprivileged in Middleburg. And I'm also honored to work with other board members on the foundation who have extensive experience as Pam was saying, with nonprofits and how to run nonprofits and keep them sustainable. We also have a financial advisor who you all are familiar with, Tom Wiseman, who has, looked at our numbers and also counseled us to stay within that 5%, spending rate. I'm approaching retirement age, so I understand the concept of you don't want to really spend more than you know, or you end up, you know, broke. So, what we want to ask for is, this one time, donation to the foundation that we can, establish ourselves independently as the Council, had prescribed. And then we can reach out to private donors and as we fundraise, and they do their due diligence, they will see that we have a spend rate that's unsustainable for an organization, a nonprofit organization.

Bridge Littleton: Thanks Ray. The Grinch is back. [laughter] Anybody else? Going once. Going twice. Okay. We will close the public comment. I notice we have a couple folks here since full Council's here. I'm going to move two agenda items up, so they don't have to sit here until the very, very end. And also, anybody who spoke at public comment but, you know, needs to leave. No worries. Not a problem at all. So, the first one I want to go with, Will, I'm going to bring the Hersh's up first. So, because I think that'll be a pretty quick item. Well, I didn't mean to actually come up, but Will, I know that's why you guys are here. So, Will can cover it. If we got any questions, we'll ask, but, Will, over to you.

Will Moore: Thank you, Mr. Mayor. Members of Council. And thanks to Danny for putting this memo together during my absence last week. Does a really good job of summarizing the request. I think, the plat attachment is very informative. So, this section of right of way was dedicated to the town, a few decades ago, in conjunction with the town vacating, a portion of Independent Street, which runs, which ran at that point in time, north south between East Washington and East Marshall streets and in conjunction with the vacation of that portion. The owner at that time dedicated this right of way. And again, on the plat, it's the section kind of highlighted in the pale-yellow color. And the thought, the best I can make out from our records from that time was that there was envisioned a potential in the future for East Marshall Street to continue through and actually connect in with route 50. In order for that to happen, it would

require additional right of way to be dedicated from the Town View Properties property. But even more, complicating is the fact that this runs through an area of floodplain, which makes the likelihood of a road construction in there, any time in the future to be a very low likelihood. So, the Hersh's presented this request to the town of about a year ago, to begin the process of consideration, the Ad Hoc Property Committee did review the request back in February and was in favor of the request generally, but we had to work out some things, in particular consultation with VDOT, because there are some storm drainage area that goes into that area that is currently right of way. The Town Manager and I did meet with VDOT officials, and they expressed no concerns over the vacation of the right of way. We in conjunction with the vacation, we might, obviously we have a sanitary sewer easement that shows on the plat, and that would continue to be maintained. We would, look for, kind of a blanket stormwater easement, over the right of way and one other thing that was not picked up on in the memo oftentimes with these requests, we would go through, an appraisal of the property and to potentially set a value. Staff is not recommending, a cost in this case. What we don't touch on in the memo here is that in conjunction with this request, the Hersh's are also willing to dedicate an easement for us for a sanitary sewer line that runs kind of north south, across the property. You may recall that, in the not-too-distant past, we did major work to replace that line, and they were kind enough, even though we didn't have an easement at that time to grant us the ability to come onto their property and do that work. So, kind of in conjunction with considering the vacation and conveyance of this right of way to them, they would be willing to actually dedicate an easement for that long standing existing line that crosses, their property. This is not ready for action yet, but we wanted to bring it to you for an initial discussion to see if you had any concerns this month. If not, we could advertise the hearing for one of your January meetings and potentially, complete the vacation.

Bridge Littleton: Anybody have any questions for Will? Anybody else?

Peter Leonard-Morgan: Will, could you just explain the license agreement? That's the only thing I'm.

Will Moore: Yes. So, if you look at the plat exhibit, you'll notice that, um, between the gray section, which is where the pavement, the currently improved portion of East Marshall Street ends and the, the pale-yellow section, there's kind of a section that still remains in there is white. And if you notice, just to the north of that, there is a pipe stem of a property. And that's part of the Town View Properties property where it comes down and meets with the right of way. So, in order to keep that property's frontage on the right of way, that little square that remains white in there, is would remain public right of way. But in order for the Hersh's to create a driveway connection that they would want, they would need to connect to the improved portion, and they would need to cross that portion that remains town right of way. So, in order to do that, we would work with the town attorney to fashion what's called a license agreement. We would not be opening that right of way. We would not take on any maintenance responsibility. We would just enter into an agreement that they could construct that private driveway across the right of way.

Bridge Littleton: Sort of like with Federal Street goes down to.

Will Moore: Very similar, yes.

Bridge Littleton: Okay. Uh, any other questions? So, Will, I only have one question. Yes. This is, you know, for me, it's kind of make or break. So, you're telling me we can't put a data center there?

Will Moore: Yes.

Bridge Littleton: Then I'm fine giving it away.

Will Moore: Yes.

Bridge Littleton: Well, that's right, they're all in Prince William town. Okay. So, anybody have any issues with moving this to a public hearing? Probably. I'd say the second meeting in January.

Will Moore: I think that would give us a little more time to make sure everything was in order. So, I think that would be good.

Danny Davis: Okay.

Bridge Littleton: Uh, all right, well, if you guys want to go ahead and do that, I don't think there's any objection here.

Will Moore: Yes, sir.

Bridge Littleton: All right. Thank you. All right. Next up is I'm going to move Middleburg Charitable Foundation. There we go. All right, I'll move that to the second in line. All right, Mr. Davis, over to you.

Danny Davis: It is. Yes. Thank you, Mr. Mayor and Council Members. I'm briefly introducing the item, and then we'll let you take the discussion on. And if at the pleasure of the Council would turn it over to Mr. Scheps and Mr. Armfield, from the foundation. But again, just to reiterate from the memo, very briefly, as you know, upon the establishment of the charitable foundation, the Town Council this year donated the corpus of the health center fund to the principle, the corpus, to the Middleburg Charitable Foundation. But with that, there were, conditions, upon that gift, primarily the intent to not touch the principle of the amount that was granted, but also to limit the amounts of the principle that could be used in any given year, should they need to tap into that with the goal to allow that principle to grow year after year. And so, there were some limitations on that gift as they were provided. The charitable foundation is continuing on what the Health Center Advisory Board had done for many years, soliciting needs in the community, reviewing those, and then, awarding grants to these various entities and organizations. They have spent and in my role as secretary to the charitable foundation, I'm just helping administratively support them. But they have spent many meetings establishing themselves, their procedures, their activities, and really working through many of these different details that for some of them, they've not seen or engaged with before. With that, as you're aware, the charitable foundation has approached the Town Council with the request for some additional funding. It's not my place to make their request for them, but just, pass that along to the Town Council. And so, as noted that the Chair and Vice Chair of the foundation are here. And, Mr. Mayor, if you're open to that, I know they might like to say a few words.

Bridge Littleton: If you gentlemen like.

Howard Armfield: I'm Howard Armfield and I'm the Vice Chair of the foundation. And just a brief history. When the Middleburg had a Loudoun Fauquier Health Center that was founded in the 30s, and it had a provision in it that if it never was allowed Fauquier Health Center in the future, that the funds from whatever happened to it because it was going to be turned over to the town, would be used for charitable purposes. And the town and this Council has been exceptional. But all Councils before now have really done a part of helping support the Health Center advisory Board. And that's when I got involved in 1979, and it's been just a wonderful experience for the town. You saw some of the people from the current days, but some of these people go back like Fish to the beginning. And anyhow, it's just a great thing that the town does to support this group. And we're here to encourage, what you have seen in your, agenda, the future of this, which will keep us financially sound and meeting the professional guidelines that we have from people like Tom Wiseman and others. So, anyway, thank you very much.

Bridge Littleton: Thanks Howard.

Erik Scheps: Good evening. My name is Erik Scheps and I am the Chair of the Middleburg Charitable Foundation. So, the proposal was sent and I'm sure everyone, I would hope everybody has looked at the proposal. We feel as though that \$300,000 in, donation into our foundation will really put us at a position that we can really start 2024 with just some serious vigor. I know that Ray and some individuals have talked a little bit about that this spend rate and the burn rate. I don't really want to get into the weeds with that. But, you know, we're looking for that sweet spot of less than 5%. And as you can see from the proposal, I don't know if you really want me to go through the proposal with you guys looking at it. I don't know how that really works up there, but anyway, that we spent a lot of time and effort with Tom Wasserman, our financial adviser, as well as Jan Neuharth and the illustrious Pam Curran, who are just intimately have so much knowledge relative to the success of a nonprofit. So, we really feel that that number makes sense. We feel as though it's reasonable. And that's basically what we have to say. We did speak with a few of you on Council over the past couple of,

days. Uh, if there are any questions myself or Howard or the two Council Members on the dais can speak to that, but, that's it. So thank you.

Bridge Littleton: Don't go anywhere. Okay, good. It's question time.

Erik Scheps: All right. Good.

Bridge Littleton: So, I look to Philip and Darlene and see if you guys want to add anything before, we open up the questions. Comments. Whatever.

Philip Miller: Sure. So, as you know from the last meeting, we had a very interesting discussion about the different funding ideas that we had, and I appreciate that discussion. We took it to heart. There was some really good ideas and motivations there, and I can appreciate everybody's position on that. And going back and looking through all of this and talking to our financial advisors and talking to the two board members with, deep, deep backgrounds in running 501C 3's and their ability to remain sustainable financially. This proposal, we feel, aligns the strategic interest of the Town Council to make sure that we are an independent or it is an independent organization and can go out and put its best foot forward to seek independent, outside funding, not reliant upon the Council anymore. And all of that has to do with the 5% spending ratio that donors look for and getting a good score on things like Charity Watch and other organizations like it. And, I think that what it's important to remember here is that your interests as Council, our interests, and the organization's interests are aligned completely. They don't want to work on this board. And do this for the short haul. This is the long haul. And this is the kind of funding request that will allow the organization to put its best foot forward to do this for the long term to go out and seek additional funding, do appropriate fundraising with a strategic focus. God knows we have a lot of charities that need in this community. We want to make sure that the board has a strategic focus on fundraising that does not dip too much into the same pot as everybody else in Middleburg. And this will put us in a step in the right direction towards getting that independent funding. So, if you have any questions.

Bridge Littleton: Okay. Darlene? Or did he say it all?

Darlene Kirk: He said a lot, but. [laughter] Sorry. It came out wrong.

Bridge Littleton: No, it didn't.

Darlene Kirk: Yeah. One of the things that, I'll be honest, when you first started talking about separating it from the Council, I wasn't exactly for it. But seeing these people and how hard and how dedicated they are to making this independent, but also focused on the area of Middleburg and greater Middleburg, has totally impressed me. They really, they have just busted their butt to get the numbers and everything to work out and one of the things I thought was most impressive, which we'd never done before, was you asked point blank. How many people do you serve in the Middleburg area? And I was surprised by some of the answers. You know, the one woman, 150 families and stuff. It was there is a great need, and they've done a great job of getting this together and looking at different ways to raise money as well as be independent. I think it's a good, good, solid team. And I think we should support. Should support it.

Bridge Littleton: Okay. Any questions? Whose first?

Peter Leonard-Morgan: Thank you very much. First of all, want to say exactly what everyone else has said, which is a fantastic foundation and such an important mission for Middleburg and people in and around Middleburg. And we're very fortunate to have some fantastic organizations and to have the foundation being able to be an umbrella, as it were, for a lot of these organizations, is wonderful. I guess where I struggle, first of all, I'm very supportive of a significant contribution of top up contribution. Where I struggle really is the number. You know, to me it's we're stewards of the Town's taxpayers, and we need to be fiscally really obviously very responsible and astute. And when I look at that number of 300,000, which to me equates to something close to well over 25%, really of the surplus we had last year and nearly 10% of the general fund. I'm struggling to come to an agreement on a number like that I would personally prefer something smaller with. And I know we talked about this in last time and we were thinking, well, you know, committing future Councils is not really what we want to do. But I seem to prefer something like that, though we have a top up on an

annual basis that is decided by each Council. So, we're not going to commit Councils to that. I don't know what the number is yet. I think we need to talk more about that, but that would be my personal feeling. And I think we all support everything that you do and are going to do and all of the other charities in Middleburg, we are so lucky to have them. And donate and contribute to our fellow human beings who are less fortunate.

Erik Scheps: Absolutely. You know, Peter, thank you for that. What I would say to that is that number, that specific number really came from the applicants that suggested or requested money. You know, on page three. Again, I don't know if I'm supposed to be like going through this. We've got it. We've got it. Yeah. Yeah. So that's exactly.

Bridge Littleton: Do whatever you want to.

Erik Scheps: That's exactly where that number came from. So, this was a very structured, focused strategic number that we actually modeled, as you can see from the presentation of the proposal, getting us below that five, less than 5% spend rate. That's really what we're focusing on. And that's just something that these larger, private and public, organizations are going to look at for us. And we will be, in a situation where we can when they look at our books, they can see this organization knows what they're doing. They're strategically focused, and we would be more than happy to support them. So, it took a lot of time and effort to do different models, but that, the basis of it all were the 13 applicants that submitted their applications for us. You know, we already had to drop. We already had to. We couldn't fund everybody because that burn rate would have just been pretty detrimental for the first go around. So, we took a lot of time and effort to figure out exactly what we wanted to do. We cut a significant amount. I'm sorry.

Philip Miller: We cut from the requested funds by one third.

Erik Scheps: Right? So, I just don't want you to think that that was some willy nilly number that we just grabbed out of the ethereal. Okay.

Peter Leonard-Morgan: Absolutely not. And it sort of assumes there's no additional funds coming in as well.

Erik Scheps: Absolutely.

Peter Leonard-Morgan: From other sources of fundraising.

Erik Scheps: As of right now. Right. Getting us in a foothold ready for 2024. And I want to make this clear. This is a one stop shop. You know, we want this separation between the Council and the foundation. This is a one time, influx of cash that, is not going to be, I'm not going to be standing here or Howard is going to.

Howard Armfield: One time Contribution to two charitable foundation to get us on the foot to continue forward. And we're not going back. Right.

Erik Scheps: Yeah.

Philip Miller: Well, and I would also say that. From the time that Howard has been serving, forever. [laughter] This is the highest number in terms of requests grant requests that we've ever seen, right? By a large margin. The needs in town are not getting smaller. Right. They are growing. And we all know 2023 and 2022 and 2021 and 2020 have all been tough years. So, we want to make sure that we've only had this money for seven months in the market, correct?

Erik Scheps: Correct.

Philip Miller: So, we wanted to make sure that we could make as much of a direct impact on the community directly back into Middleburg as was needed and as was proportionally responsible to the fund. But we also know that moving forward, to go out and seek independent funding, that we need to be at a certain point with our spend ratio, as our subject matter experts have told you. So that's how that number came about. We want to make sure that when we close our books this year, we have our best foot forward going into our strategy in 2024 and beyond for fundraising so that people look at

us and say they have their act together, they are buttoned up. This looks right. They are sustainable, they are responsible. So.

Bridge Littleton: Yeah Bud. Sorry.

Bud Jacobs: I want to thank you for coming in and making your presentation tonight. Peter, I also choked a little bit when I saw the \$300,000 figure. But I realized as I went through the material that the foundation has provided that, they have brought a high degree of rigor to the process that is unfolding. From their own experts and from my own experience, I can assure you that the larger donor community places a great deal of importance on an institution's spend rate. Fairly or not, it's one of the metrics that's applied to evaluate not just the longevity or staying power of a foundation, but their seriousness and the seriousness of their intent. There's no question at all of any Member of this Council about the needs in our community, and we have a pretty solid record, I believe, of doing what we can to address those needs. However, I think we also agree that the correct next step is to sever the financial relationship between the town and government and the foundation and the good work it does. To that end, for the foundation to be or to have the prospects of success, it's going to cost us more money because of the spent rate issue that everybody has been talking about. I don't want to see a situation where we end up every year, topping the foundation off. I'd much prefer that they undertake their own fundraising. And that fundraising will be best or most successful if they are equipped with the kinds of metrics and proofs that the donor community is going to look at. And if I may, let me add that. The donor community we're talking about here is the professional or foundation community. We're not asking or looking to the foundation to approach, wealthy heiresses or, I want to say this without getting in trouble. [laughter] Probably they're going they're going to be approaching foundations who do this on a nationwide basis. And for them to be successful, they have got to look like a professional organization. They are, in fact, a professional organization. And I would urge everybody, please, to consider positively supporting the full amount of their request to us this evening.

Darlene Kirk: I just wanted to add something after Philip's comment.

Bridge Littleton: But let's give everybody else a chance. Okay. Then we can come back.

Darlene Kirk: Well, I just want to say something about what he said.

Bridge Littleton: Give everybody a chance.

Darlene Kirk: But it goes with his. It's not going to go with his so well. Let me just say, in the 22 years that I've been in charge of Health Center Advisory Fund, we have never seen this amount of a request ever. And people are really direly in need. That's all I was going to say.

Bridge Littleton: Okay. Does anybody have any other input? Cindy go ahead.

Cindy Pearson: I think you all have an outstanding group on this committee. Warms your heart. And it also warms your heart to see those organizations come in. I think you should really have some sort of video of that to help promote what you're doing, because that touches you, what they're doing. I also am part of the Committee that is writing the guidelines. But, anyway, we had a discussed, you know, that only for three years you can come back and ask for funds that we would. I'm saying this, probably not as exact as it is, but that you then wouldn't come back and ask for other funds after three years, I believe. I hear what you're saying on how you need these funds, to go ahead. And I do appreciate that, that you can have it now. I think the suggestion would be to go ahead and, put the \$300,000 in. We're in a good condition now for the town. Don't know how that's going to change in years to come. So, to support you and let you get this going now and not have to wait for a little bits for the three years. And I wish you all great success.

Erik Scheps: Thank you.

Bridge Littleton: Anybody else? Chris.

Chris Bernard: So, I'll, I guess, start by echoing everyone else is, you know, you guys are off to a great start. I mean, getting this all organized and up and with your bylaws and guidelines and all that stuff is a monumental undertaking, so. Thank you. Like Peter and Bud and probably everyone else, the 300 came a little out of left field. I think in our November meeting, it was 100 and then 50 and then 25, and I completely understand. Your metrics and the rationale. And in a perfect world. You know. Yes. You come out of the gate fully loaded, ready to go. As a percentage of the budget and our available funds. I mean, I realize that we have a lot of money in the bank, and that's a good thing. I struggle with that amount. I guess maybe on a procedural level it just it feels very fast. And normally with an expenditure of this level, we have a lot more time to look at it and talk about it and wrap our heads around it. And I'm not saying that I wouldn't get there, but it just feels like a lot at the moment. So, I'm all in favor of figuring out a number, and if there's some smaller number that needs that, we need to get to true up this year. That gets you guys on the positive side. Uh, great. And then we continue the conversation about maybe what that long term thing looks like. But that's kind of where my head is right now. And I spent a bunch I probably spent 3 or 4 hours just today on it, going back and looking at your presentation minutes, but yeah.

Bridge Littleton: John Kevin Daly.

J. Kevin Daly: Well, I won't reiterate what everyone else has said, but while Bud was speaking, I'm looking up at the seal and it's, uh, Latin [inaudible] at Semper once and always. After reading through the proposal. Yeah, \$300,000 is a little bit mind staggering. But it's for once and always and having that separation from the town with your organization not coming back again to ask for additional funds at some future date, I think puts us all in a much better position. It allows you to support all the wonderful organizations that have come out here and to make it personal. When I first came to Middleburg, it was shortly after I had worn a blue UN beret. And I was dealing with refugees. And I saw what the world did to help those refugees. And when I came to Middleburg and the what drew me to stay in Middleburg was what I felt. The sense of neighbors taking care of neighbors. People talk to me with pride about Seven. Loaves, Windy Hill, Fish, and many of the other organizations neighbors looking after neighbors and \$300,000 once and always, and you carry on the organization, you're now able to better expose yourself to those big organizations that can give you the funding to make you self-sustaining and no longer dependent on coming here year after year after year to ask for an incremental increase. So, I'm actually all for and I'm all in to giving the \$300,000.

Erik Scheps: Thank you.

Bridge Littleton: Any other questions? I got a couple questions. So, one thing I would like for absolute clarity is where are you going? We're not. You're not done. Oh, you got long time left.

Erik Scheps: No, no. Okay. No, I didn't, I didn't yeah.

Bridge Littleton: No, no, it's all Erik it's all it's. Yeah, exactly. It's all good. [multiple speakers] We need to figure out like a table or something. But anyway. No, no, no, no bar stool. So again, I want to make sure because I know when you and Howard and I met, you know, it actually wasn't never, never come back. But what Members of Council said now and I it's now that the position is never, ever in perpetuity. I want to get from you guys that that is and maybe you need to put it in your bylaws that it will never come back to the town for more money.

Howard Armfield: We're never coming back.

Bridge Littleton: Okay? All right. Here. I got, I got, but. Yeah. Yeah, yeah. Sorry. Yeah.

Howard Armfield: I'm Howard Armfield I've been involved with this since 1979. And the Council has been so generous every year because we have this funding, we can't meet it. And you've given sometimes a packet, all of it, sometimes not, depending on how the health center rent went. But this is one time ask to put us where we need to be for the professionals that will help us. And get donations from meeting what professionals look for when they are reviewing our procedures and our method of operation.

Bridge Littleton: Okay, no. And the reason I ask the question is because, I mean, Kevin said it explicitly. Bud said explicitly that in perpetuity, which means long after we're all gone, if something's going wrong with the foundation and they need an emergency whatever. That emergency request never comes to the town.

Howard Armfield: It's not coming back.

Bridge Littleton: Okay? No, I get it. And if the answer was, well, maybe then that's okay. But we just need to understand. That's what the clarity is. So. [multiple speakers] Well, no. I mean, look, it's look, I mean, I just, I want to make sure that everybody's on the same page and it's you know, 100% crystal clear that that's what the ask is, is it? Hang on that, you know, it's \$300,000 bucks. Got it. But never means never. Because I know that's what you're feeling is. I know Bud was thinking, we'll do this. We'll do it once and we'll never come again, no matter who's in these chairs. So, I just, like I said, I wanted that to be clear. Okay? Okay. Second question. And not for you, Howard or whoever. Second question, was and I appreciate all the folks in the community coming and speaking. That was great. I know we talked about this. I also want to make sure that there's a well understood framework that this is about the town establishing the charitable foundation, setting it up the right way, making sure that as the town hands it off to become its independent running organization, that this is a once in a lifetime, very unique circumstance. And I want to make sure the Council understands that. Right. And really, we need to be fair to the public, right. Because let's be fair, this is creating a public, potentially creating a public expectation. That other charitable organizations come in next year, and there are hundreds of thousands of dollars from the town, you know, and by all means, those folks should ask for it. Right. But we all need to be responsible and thoughtful that, um. [off mic] Well, boy, your timing was perfect. [laughter] But know that we just. We all need to be thoughtful and considerate. That, you know, if we're creating that expectation, I'm not going to say shame on anybody. It is what it is. But we're going to have to address those other organizations who are just as needy or not more than needy of this level of funding to do the great work that they do, and that we're going to have to say no. So, hold on. I just I want to see nods from everybody's head that we all understand that because, you know, we need to be as government as fair to everybody as possible. So, I totally respect this is a unique situation. Other organizations have been around for a long time. All that kind of good stuff, right? You guys are getting going and we created this organization.

Howard Armfield: Absolutely. So that's special relationship.

Bridge Littleton: I get it. Like I said, I get it, I get it, but you know, on the less it is a lot of money and we've never done anything like this before. So, I just want to make it's really not a question for you guys. It's for us, you know, we're owning this, so let's make sure we own it appropriately and thoughtfully.

Peter Leonard-Morgan: Well, you know, if we're going to consider this level of funding, top up funding, it really is a case of any requests in the future, at any time, for charitable contributions will be directed to the foundation. And that has to be a given. And I need to also ask.

Erik Scheps: That aligns with our mission. Right. So, infrastructure as you know, with our proposal, you know, our mission and vision, if absolutely that application, that application, if you guys are going to forward that to this organization, we have no problems with that. And they will be put in the pot, so to speak, just like any other applicant. And if they meet the criteria, that's.

Peter Leonard-Morgan: That's the foundation's decision.

Erik Scheps: Absolutely.

Peter Leonard-Morgan: And I did want to just ask you if I may. Danny at this level, are there other things we have to do? I mean, we don't need a public hearing, but are there other elements we need to consider?

Danny Davis: So, at this point, with the dollar amount you have, as noted, unallocated revenues, contingencies that are part of the, I'm sorry, unallocated revenues and set aside. It's called a couple of different things, but it is appropriated funds already. However, we have done in the past, after about half a year of budget amendment, public hearing, so I don't see that it's required at this point, just based on the fact that the dollars are appropriated in the budget. They are just

appropriated in a kind of placeholder line item, but just for clarity's sake. In fact, in speaking with the finance director, we do intend to have a public hearing in January to do some of the cleanup from some amendments we've had for the first six months of the fiscal year. But in terms of this particular item, I don't see any public hearing necessary. And I would note as well to your first comment in question, in the discussion with Council, that the conversation or the agenda item on the grants and events, grants and other grant policies, I think, addresses some of the questions that you've raised at this point about, what direction we send people when they have a request for the town. If they are charitable services or charitable activities the council's policy, as proposed, would direct all of those to the charitable foundation. If they are infrastructure or event related, they would come to the Town Council. And so, I think some of that as noted here is we'll discuss those when the item comes up, but is actually, memorialized in council policy.

Bridge Littleton: Any other questions from folks? I had one more, but I've already forgotten them. Nothing new. Yeah, exactly. Oh, good.

Chris Bernard: As far as this, you know, severing the two organizations, I think we all set out with a mission to establish this foundation so that they had the flexibility and maybe less handcuffs on them about how you can invest the money and fundraise and do all that stuff. I don't know that the intent was to ever completely sever it. And maybe this is a terrible analogy, but it's almost like, you know, your kids growing up and he's leaving the house and he says, Mom and dad, I want to be very I want to go out and I want to be independent and I would like \$300,000 to go do that. And that's not really the analogy. The real analogy I was going for was, man, if something bad happens and the market crashes and God forbid, the money goes away. It's like having a child out there. It was of course, the town is always going to want to support that. And I don't know, a relationship where the charitable foundation will never come back and can never come back, and we can never get like that. Feels weird to me. I don't know, I just don't like it, so I get what we're trying to do, but maybe we don't go that far, and maybe we don't look at that as an end all goal.

Erik Scheps: At least not putting it in the bylaws.

Chris Bernard: Yeah.

Darlene Kirk: Darlene, I don't think I misunderstood when this the talk on this first started because you were one of the ones that pushed for a complete severing of it. No, like no in-law or anything like that, but completely severing it from so that we could do no completely so that we could the fund could do what it needed to do. There were certain organizations the town couldn't give to, but there were others that, you know, that we felt that they still deserved it. And so, my understanding from you and everybody was that it was a complete severing. That's what we've been going on.

Bridge Littleton: I think where what Chris is saying is it's a completely separate organization charting its own destiny. But anybody can come and ask for money.

Darlene Kirk: Right.

Bridge Littleton: I mean, you know, I mean. [off mic] Right, especially.

Erik Scheps: If you're right. Right? Right. And you'll be directing applicants to us anyway.

Chris Bernard: Council will always have two. [off mic] Members on the board. I mean, they're intertwined.

Bridge Littleton: Yeah, yeah, yeah.

Erik Scheps: That's a good point Chris.

Philip Miller: And in terms of fairness, what could be more fair than saying that you created an organization to handle the charitable needs of the community? You created and funded an organization that could meet the needs of the community, that that's what it does. It serves that need full stop. That's its only mission. So.

Cindy Pearson: Just quickly. I, agree with what Chris said that I don't think we should use the word never, but some unusual circumstance could happen in five years ten years. And that maybe it. Unusual circumstances that they could come back.

Philip Miller: And we were kind of hoping that this was going to come after the audit, so that you all knew the fund balances a little bit more in depth and top of mind, but I noticed that Bridge you kind of skipped this ahead a little bit.

Chris Bernard: So, my hope is that people wouldn't be learning about the fund balances at the meeting. [multiple speakers]

Erik Scheps: So later in the night for the fund balance is a lot better.

Bridge Littleton: Philip fine. We will pause this conversation. We will do the full. [multiple speakers]

Erik Scheps: No no.

Bridge Littleton: Then we'll come back to this item.

Erik Scheps: Philip.

Bridge Littleton: Yeah, exactly. Punkin, were you speaking on this?

Punkin Lee: No.

Bridge Littleton: Oh, okay. Okay. Oh, God. I'm sorry.

Erik Scheps: She's supporting it, but she's not speaking.

Bridge Littleton: No, I understood, so. Okay. No. Well, because, I mean, I want to. I'd like to make sure that everybody feels comfortable where we're standing. What we're being asked, what we're thinking about Short Term and Long Term. This well, but okay. There have been a lot of activities where we have spent multiple meetings discussing it, and it's over \$15,000. This is \$300,000 and we've had the packet for four days. So, I mean, I'm not saying that we can't vote on it tonight, but I just want to make sure everybody feels comfortable that they fully understand it, fully know what we're doing. Do I mean we don't have to vote tonight? We can absolutely vote tonight. But if anybody has a, you know, as a reservation or. And it's not like one person decides any of this, but I just, I really because, I mean, I have a little reluctance, so. Well, you can't do that. You can't do straw votes. So, can't you? I thought you couldn't do straw votes. Yeah, well, I mean. [off mic] So, so let me ask this question. Well. That's right. Yeah. Well, he was saying show of hands. Yeah. Can't do a show of hands.

J. Kevin Daly: I'm comfortable moving ahead.

Bridge Littleton: Gotcha. No. Understood. Understood.

J. Kevin Daly: You want everybody to say it.

Bridge Littleton: Yeah. No. All right. Is everybody is there anybody who would like more time? Or want to talk to Howard or Erik more or Philip more. I mean, because, you know.

Peter Leonard-Morgan: I do have a question.

Bridge Littleton: Yeah.

Peter Leonard-Morgan: With this level of expenditure and where it's going. Should we be seeking any public input, any thoughts from the public, rather than just pass something so big so quickly?

Erik Scheps: You're asking for my?

Peter Leonard-Morgan: Well, no, I'm asking really from my colleagues here who are wiser and older than me. Okay. Maybe wiser.

Erik Scheps: I was about to say maybe wiser. But the age wise.

Philip Miller: Watch it, Peter.

Peter Leonard-Morgan: You know, we make these big decisions. These are big decisions. And, um, I don't want to go away after making a decision like that and going, oh my goodness, you know other people should have had a say in whether they think this is a, you know, the right way to go or not, the right way to go. We make the decision, but it's do we need other input.

Bridge Littleton: On the amount.

Peter Leonard-Morgan: Or the amount?

Erik Scheps: But it's going right back into the listen, I'm not going to readdress everything in the proposal, but this is just I feel so strongly, and I know everyone on the foundation does. And he's sitting over there, and he should be sitting closer. But, you know, this is just something we're very passionate about. And we do have a special relationship with the town. You know, we're trying to sever it, and we're trying to be two coexisting entities. But there sort of is a special relationship. I mean, this relationship has been going on since, as Howard said, 1979 with Paul Mellon. So, you know, if someone were really to push back or really think about what's going on here. Well, sure, there's a special this is a special exception. And the data points and metrics to support it are just are out there. And I would have no problem trying to explain to somebody, why this passed so to speak. And I feel as though with Town Council, if people in the public or the constituents that you are governing, if they ask questions, you really could, you know, explain specifically as to why that motion in favor of this proposal, achieved a success.

Bud Jacobs: Peter, I share your pain. The fact is, we did hear from the public tonight about this request. The agenda is public. Anyone who felt strongly, one way or the other certainly had the opportunity to come speak before Council. And I think the members of the public who did speak tonight made it pretty clear that this is the right decision, even respecting all of our legitimate concerns about the amount of money and all of the rest. Maybe I don't spend enough time reviewing the \$15,000 grants requests, but I sure as hell spent a lot of time looking at this one. And I'm extremely comfortable with the decision to fund the full request. With all of the caveats and all the discussion that my colleagues have raised this evening.

Bridge Littleton: Okay. Well, is there anybody who does not want to act on this tonight?

Peter Leonard-Morgan: I feel I'm in that situation where I want to sleep it over, and that's probably not the right way to put it.

Bridge Littleton: But well, you sleep on it, I get it.

Chris Bernard: To echo Peter, sorry to echo what Peter was saying before. I haven't talked to anyone in the public about it like I haven't, you know, and I think, you know, maybe 1 or 2 people I may have mentioned it to were like, what are you talking about? So maybe that's why I feel a little torn on it. And similar to Peter is that, you know, I wonder what people around would say if this was a more advertised. Not that it wasn't, it was hidden or anything, but and usually there's scuttlebutt and people are talking about things. You can hear conversations. And I guess I'm just a little in the dark on that. So that's all. So, I get what you're saying.

Peter Leonard-Morgan: And to Bud's point, I mean, I fully respect every single person who came here to speak tonight, but. And it's not. I'm not having a contrary comment about it, but everyone was involved with one of the charities and that is outstanding. I'm really talking about people who are maybe not involved in the charities, who are just the general taxpayers and down the street. I just want to make sure we think about all of those completely before we make a decision like this.

Howard Armfield: May I speak again?

Bridge Littleton: Sure.

Howard Armfield: You couldn't possibly explain this to somebody on the street. It is much too complicated. And we have been dealing with this for years. And the town has been supportive of all this. Because all the funding goes back to people that live in around the area of Middleburg and to think that you can explain this to somebody. What do you think? The town's going to give \$300,000 to this charity fund? What's that about? That you can't do that. It's just nobody would understand it. Just like you all are having trouble too. And I understand why you do. I get that, but. Well, okay. But you're on the Council. That's your job. And even if a couple of you vote against it, it's still the right thing to do. And you. Right, and you can have the positions that you want to take. I would buy that. But to think that you could wait and explain it to someone else, you can't. It's just very complicated. And you've done a lot to get the charitable foundation to this point for sure. You have. And maybe before the charitable foundation when it was the health center advisory board. I mean, the town has always been supportive of its citizens. And that's what we're talking about tonight. But I thank you for your consideration.

Bridge Littleton: Okay.

Speaker7: Bridge do you mind.

Bridge Littleton: Oh. I'm sorry. [multiple speakers] Go ahead.

Ray Morales: So, if you do go talk to some of the other citizens in Middleburg, I would urge you not to just talk to your neighbors in Orange Drive and Fox Run. But, you know, talk to some of these 150 families that received services from Tree of Life and Fish, who are living in Windy Hill and ask what they think about, you know, establishing us, as an ongoing concern.

Philip Miller: And the reason why those people aren't here tonight to speak on their own behalf, is because of the good work that these organizations do to preserve their anonymity.

Bridge Littleton: Yeah.

J. Kevin Daly: Also feel that we've been elected to do the deep thinking, to do the deep reading. Uh, there's a lot of people have, you know, jokingly say are hard of reading because they don't spend the time to go into the depth of detail that we were elected to do. And as you know, leadership is not to push people forward. It's to bring them forward. I think we have read. I understand the nervousness, but I think this should come to a vote. That's our job is to make decisions.

Bridge Littleton: Yep. No, I hear you. Okay, well, I'll tell you what then, I think. [off mic] Yeah. No, I agree. So, I mean, Kevin, the only comment I would ask, I would add to that is thoughtfully informed decisions. And sometimes you can't do that in four days would be my feedback. So. But no, I get it. So, what we're saying here is the motion is for \$300,000. I know I raised this with Howard, and I raised it with Erik. And I mentioned it to you earlier, too. I really do think this should be spread over two fiscal years. So that's my feeling an my opinion. So, just because you know, as Peter mentioned, this is 25% of our of the potential over of the potential surplus that we have. It's a lot. I know that when we get into budget season, we're talking about utility rates. We're talking about property taxes. And I know we've been thinking about changes to those to make it easier on citizens in town. That affects everybody. That much less money in the reserve takes away those decision spaces and those options. So, hold on, I'm not finished. So, I just I throw it out

there as a consideration because it certainly makes it easier, right? To have it in two different fiscal years. So anyway, I don't I'm not sure if that's something you guys would consider, but.

Erik Scheps: Listen, of course we would appreciate anything from the town. And let me first start that, you know. This proposal was based upon that \$300,000 number relative to our financial advisor and for Jan Neuharth and Pam. So, I respectfully, would like to stick to our guns. If that's one shot, \$300,000, spread out over again. I don't want you to have to go looking through your iPads, but, you know, the spend rate and the pie charts would be totally different. And we would not be in the position that we need to be in in order to go out into the open market, public and private, to get funding that, it wouldn't be beneficial.

Bridge Littleton: No, I know so, Erik, I totally get it that it wouldn't be ideal for the foundation. But from a Council perspective, it takes away decision space for us. So, we have more than one priority. Right. We've got competing priorities.

Erik Scheps: Okay.

Bridge Littleton: So, you know that there that's the balance here, right? \$150,000 in one fiscal year, \$150,000 in another fiscal year allows us to have different decision points in this fiscal year or next fiscal year, as opposed to it all up front right now, as an example, we've always got additional infrastructure projects that we want to do that we use fiscal reserves to fund. If we use more of it, that's something we may need to delay. If we wanted to give citizens a tax break on their real estate taxes or their water bills, we might have to now delay that because we've used more. You see what I'm saying?

Erik Scheps: Absolutely.

Bridge Littleton: So, and that's the only thing I'm saying here. I'm not saying that it's about the \$300,000. Right. I mean, but and again, that's why I think to Chris's point. It's much more complex than just \$300,000. One shot. It's easy. It is easy for the foundation. It takes away decision space for us. So, and I don't know what all that decision space is. We haven't even seen the budget for this coming year. So that's the thing. So anyway, I'll leave it there. Yeah. Bud I'm sorry.

Bud Jacobs: I don't know if this will ease people's minds a little bit, but let me remind everybody we're halfway through the fiscal year already. This might be an entirely different discussion if we were having it at the beginning of the fiscal year. And I think I take your comment about our decisions based being somewhat reduced if we approve this, but only for the next six months.

Bridge Littleton: No like I said, I totally get it, I just. Well, it's not that. I have not been able to do the deep dive and understand what choices we won't have on the table for the rest of the fiscal year if we fund the 300,000. Right. That's what I don't know. Right. And it's not your job to figure that out. It's our job and Danny's job and Tina's job to figure out, okay, if we're going to allocate \$300,000, these other things we were planning to do, we can't do it this year. So, I and that you know. So yeah. And that just sort of hit me like literally a few minutes ago. Yeah.

Chris Bernard: You know, I don't think anyone's arguing right or wrong. Right. If we could give you guys \$50 million, that'd be great. We just the digestion is.

Howard Armfield: And if you wait to do this, you would be having this twice again. What we're doing now, and these comments would still be applicable. Your concerns would not change in six months. So, I think now would be the time and it will be more than six months behind. If we do half now and half next year, we will be a year behind and being able to get out to the marketplace like we need to do, so we can meet these professional requirements of spend rates and other technical things that some people make [multiple speakers].

Bridge Littleton: Sure.

Howard Armfield: You understand those. [multiple speakers].

Bridge Littleton: No, I totally get it. No, I'm just saying, for all of us recognize, you know, that as we get towards the end of June. And we have or don't have as much of a surplus we thought, or we didn't thought or think or whatever the word right word is where might be put into a situation. We've got to make some tougher choices on things we thought we were going to do, i.e., South Madison Street. Asbury Church. I mean, we just have to think about these things, right? So anyway.

Howard Armfield: It'll always be something.

Bridge Littleton: No, I got it.

Howard Armfield: [multiple speakers]. There'll be something. Sure. Six months from now, a year from now, and two years from now.

Bridge Littleton: Yep. So, no, I totally understand.

Howard Armfield: Now's the time for this. I know, I understand some people are more concerned than others, but. And I get that and that's fine for sure. Okay.

J. Kevin Daly: But we all share concerns.

Bridge Littleton: Yeah. Well hold on Philip has it. And these are the last two. Okay. And then we'll decide if somebody wants to make a motion. We can make a motion. And if anybody wants, let's do it. That way. If someone wants to make a motion, we can make a motion. If someone wants to make a friendly amendment, we can do that and discuss it. We'll just follow Robert's Rules.

Philip Miller: So, in terms of decision space, the audit document that we'll be discussing later shows that the unrestricted uncommitted fund balance is at over 9 million. That's plenty of decision space without the \$300,000. So, I really don't see that that argument has that much weight for me from a Council perspective, because there's plenty of decision space there for any and potentially maybe all the projects that could be up. Strategic priorities is going to be the thing that guides what investments are made in the future based on that fund. But there's plenty of decision space between the surplus and the unrestricted funds.

Bridge Littleton: Darlene, you got the last one.

Darlene Kirk: Okay, what I was going to say is we don't know what's coming in the future, but we know that it's not going to be easy for the citizens of Middleburg. And Fish does help with a lot of different things. We're going to we're planning on helping as many people as we can. And I think this organization is going to do that. I've just been really impressed with them. It's a good group and I think this is something we should do. And I'll make a motion. I move that the Town Council authorize a charitable donation to the Middleburg Charitable Foundation in the amount of \$300,000. I further move that these funds be taken from the appropriated contingency unallocated revenues line item in the FY 24 budget.

J. Kevin Daly: Second.

Bud Jacobs: Second.

Bridge Littleton: Any discussion or amendments? Nope. All right, Rhonda, I think you have to call the roll.

Rhonda North: I do. Vice Mayor Leonard-Morgan.

Peter Leonard-Morgan: Aye.

Rhonda North: Council Member Bernard.

Chris Bernard: Aye.

Rhonda North: Council Member Daly.

J. Kevin Daly: Aye.

Rhonda North: Council Member Jacobs.

Bud Jacobs: Aye.

Rhonda North: Council Member Kirk.

Darlene Kirk: Aye.

Rhonda North: Council Member Miller.

Philip Miller: Aye.

Rhonda North: Council Member Pearson.

Cindy Pearson: Aye.

Bridge Littleton: All right. Thank you.

Chris Bernard: There she goes.

Erik Scheps: Thank you. Thank you very much everyone.

Chris Bernard: Thanks, guys. Appreciate it.

Bridge Littleton: Sure, sure. Absolutely.

Philip Miller: Hey Erik. Don't go. [multiple speakers]

Bridge Littleton: All right. What is the item of dealing with streetscape? I totally lost it. Because Punkin's still here.

Danny Davis: 12 C.

Bridge Littleton: 12 C. Okay. Punkin all right. All right, Cindy, you're up.

Cindy Pearson: I really don't like to bring this up at this point because we're going to ask for some funds. [laughter] Sorry. But it's. Yeah.

Bridge Littleton: Go to the Foundation.

Cindy Pearson: Exactly. All right. [laughter] I'm going to read this, and hopefully this will be quick. Streetscape committee all agreed to recommend to the town to make a once-a-year donation to Middleburg beautification for the streetscape care. The town has sufficient funds budgeted to cover the installation of a new plantings, but additional funds would be necessary for the ongoing maintenance. Since we are halfway through the 2024 fiscal year, they are hoping to be able to have some of the maintenance funds donated to Middleburg beautification to cover the cost to get the bump out care for in 2024. Then ask for the 2025 budget to include a donation to fund the maintenance for the next fiscal year.

They understand that Council cannot make long term commitments for future councils, but it's clear that there are more funds needed in the budget to properly care for the streetscape, plantings and care. Council's consideration to fund maintenance for 2024 in the amount of \$18,250. The contract includes for phase one to prepare all plantings, remove unhealthy and undesirable plants, remove the mulch and excess or impoverished soil, purchase, deliver and incorporate organic soil amendments. Relocate plants as specified. New plant installation and bulbs are specified and purchased by streetscape. Purchase and installation of mulch and water as required. The amount of that is, \$15,500. The amount needed to purchase the plantings for this year is already in the budget for 2024. Phase two is providing ongoing maintenance for stated planning areas. In March, performing spring cleanup, cut back plants as necessary. Purchase, deliver and install a layer of leaf growth compost and mulch for the balance of the growing season. Weekly inspections to perform weeding, fertilizing, watering, additional mulching, pruning, pest management as deemed necessary in consultation with streetscape. Late November December to perform the end of season cutbacks and prepare the beds for winter. That amount is \$3,650. The contract was proposed by Paradise Gardening and Landscaping in Linden, Virginia, by Oscar Carino. Yeah. So, and it was also stated by streetscape that our town and our bump outs look sad, and they just need, you know, our town has been voted best different things. But when you come and look at it, it's the it doesn't look very happy when you look at it. [laughter] So that is the request from the Streetscape Committee.

Bridge Littleton: So, what was the end number?

Cindy Pearson: \$18,250 for this year.

Danny Davis: For this fiscal year.

Cindy Pearson: Yes.

Danny Davis: Mr. Mayor, if I can just wrap this kind of in a little bow and Mr. Moore can clarify as needed. There's one time funding, which we have in our budget to cover the cost of the plantings. Part of this request is for the ongoing maintenance of this, and that's what Council Member Pearson described. Well. As soon as we start down this pathway, it's likely that's a recurring cost. We are not contracting directly with this person. This would be Beautification committee, doing that and, you know, it really ends up being a Council conversation. And we don't oppose the idea at all, but we want to make sure that Council is fully aware that this is a recurring cost that would likely come to be part of our base budget year after year.

Bridge Littleton: So, I mean, then the appropriate way to do this is for you to bring it forward in the budget, not as a single thing that we vote on tonight. I mean, if there's a one-time money needed, absolutely, totally understand that. And if it's going to be something that's going to be an ongoing, you know, budget item, then you need to put it in the budget and bring it forward in March when we do a budget review.

Danny Davis: Well, and the reason it's coming to Council right now is the desire to get this planted before the next budget cycle. Well, that's a one-time maintenance for half the year between now and June 30th. Um, and yes, absolutely correct. The ongoing amounts would be at that point likely in the budget as a proposal and up to Council to determine whether you wish to fund or not. Okay.

Bridge Littleton: So, for sake of efficiency and making sure we keep budgeting with budgeting. Then if there is a recurring line item that a organization is looking for, great. No problem. Totally understand. Just put it in the budget. We discuss it then. So, if there's a one-time funding needed right now, totally got it. Right. I have no problem with it, but. I have a concern about having conversations around annual budget line items on one item now and then, another item the next meeting and another item. And all of a sudden, we've lost the bubble on what we're actually when we want to do it all at once and see the totality of what the puts and takes are. And so, I mean, look, this is just about procedure. It's about process.

Danny Davis: It is. But my only reason of bringing this up is if Council decides not to fund it on July 1st, the maintenance of these plantings will cease.

Bridge Littleton: And that will be a conversation that we have in March when we do budget. Totally fine.

Danny Davis: Just wanting to make sure there's a full understanding before you make the one time decision.

Bridge Littleton: Yeah, no, I get that, so. All right. Anybody have any questions for Cindy or Danny or Punkin? Yeah. Peter.

Peter Leonard-Morgan: I was just wondering why it didn't come as a proper action item. Because we didn't get a chance to read it. I mean, it's great that you did. Thank you for that. And I fully support. That would be nice to be able to read it up front.

Will Moore: I can attempt to help answer that question. So, the streetscape committee has been investigating ways to spruce up our planting areas for going on two years. The crew that we have now that does the maintenance does what we tell them to do. But there has been a lot of, uncertainty or just back and forth and trying to develop a planting plan. So, I can't tell Jesus to go plant X, Y, and Z unless I know what x, y, and z are. So, over the last couple of months, the committee made great strides in developing these plans. They had a couple of the volunteer members go out and just map out everything that they want to do. It would be greatly enhanced over what we have, today. So, with that the Beautification Committee. The beautification nonprofit, the separate nonprofit, went out and purchased a number of these plantings. And they're kind of being held right now. So, there was a sense of urgency that, okay, we need to get these in the ground. So, we did not have time to develop a good action item for you, for your consideration. But I did let the committee, the streetscape committee, who just met this morning, to make this recommendation to you know that this was, uh, you know, it is a request out of the blue. I kind of set the stage that you may or may not be prepared to act on it tonight, but we wanted to at least start the discussion. And just kind of a quick background, again, we're very happy with the services that, our day to day landscaper provides. The specialty area, there is more in mowing and trimming. Uh, the idea of what streetscape really wants to accomplish here is to have much more decorative you know, enhanced plantings. And this gentleman, I guess he does all the maintenance at Red Fox. So, he developed this proposal for beautification, but because of the dollar amount and because it's not gone through a procurement process, we can't honor that directly. So that was where the discussion came of that. The committee felt so strongly that it's important to enhance these plantings and to have the proper team care for them, that the way to best do that would be to fund beautification toward their efforts, and then they can contract with whoever they want.

Will Moore: So hopefully that's helpful.

Peter Leonard-Morgan: Thank you for that. And I think this is great. I mean, we all walk around town all the time. And we've had people commenting about how miserable some of the areas look. And now, thanks to a group of great people, it looks like we can get on that road to really make it look colorful and pretty. Thank you.

Bridge Littleton: Any other questions? Does anybody have a concern with moving forward with funding, beautification? Someone gets to make a motion. Yeah. Cindy, it's yours. Okay. You got to make a motion to make a motion first.

Cindy Pearson: I'd like to make a motion that the Council funds Middleburg beautification for the one fund maintenance for 2024 in the amount of \$18,250. And that, streetscape committee comes back, for the additional amount. No no, no. Skip that. Okay. Just that [multiple speakers]. Yeah. Okay. Drop that. Period. Okay.

Bridge Littleton: Any other discussion? All right, Rhonda.

Rhonda North: Vice Mayor Leonard-Morgan.

Peter Leonard-Morgan: Aye.

Rhonda North: Council Member Bernard.

Chris Bernard: Aye.

Rhonda North: Council Member Daly.

J. Kevin Daly: Aye.

Rhonda North: Council Member Jacobs.

Bud Jacobs: Aye.

Rhonda North: Council Member Kirk.

Darlene Kirk: Yes.

Rhonda North: Council Member Miller.

Philip Miller: Aye.

Rhonda North: Council Member Pearson.

Cindy Pearson: Aye.

Bridge Littleton: Okay. Punkin, thank you.

Punkin Lee: Thank you all.

Cindy Pearson: Thank you Punkin. Sorry we kept you.

Bridge Littleton: No no. You can if you want. [multiple speakers].

Punkin Lee: Yeah. Thank you all. Yeah. Thanks, Cindy.

Darlene Kirk: Thank you. Bye.

Bridge Littleton: All right. Let's see here. Public presentation. Comprehensive financial audit report. You're not even halfway there.

Darlene Kirk: I know.

Danny Davis: Thank you. Thank you, Mr. Mayor. Oh. All right.

Bridge Littleton: I tell you what let's take a five-minute break.

Darlene Kirk: Poor little guys, coming up to the counter.

Bridge Littleton: Come back in five minutes.

Darlene Kirk: These are good, too I like this.

Bridge Littleton: [off mic] All right, we're back in session. Tina you're up. Uh, yeah.

Danny Davis: I'll introduce it.

Bridge Littleton: No, no. Okay.

Bridge Littleton: Tina you're up. Come on up.

Tina Staples: Oh, me?

Bridge Littleton: Yes. This is your presentation.

Tina Staples: It's not my presentation. It's the team.

Bridge Littleton: Well, you're a team.

Tina Staples: Okay, I will come up with you.

Darlene Kirk: He finally got to come up and nobody chased him back.

Bud Jacobs: Sorry you had to watch it.

That's okay. That's. Yeah. I'm glad I'm on this side.

Tina Staples: We don't want to go down that path again. So, the finance committee reviewed the um. Oh, I'm so sorry. Should I hit a button here to go? Okay. Yeah. That's right. Three minutes. I don't know if that works. Rhonda has to hit it for me. The finance committee reviewed the. I can hear my own echo, uh, reviewed the draft audit report in some detail with the auditors. And went through the numbers and were comfortable with everything and reviewed the report from front to back. And he is here to answer any questions that you have and go over some of the highlights.

Bridge Littleton: Who is he?

Tina Staples: This is David, Robinson, Farmer Cox. Great. Thank you.

Bridge Littleton: Welcome.

David Foley: Good evening. Thank you all for having me here this evening. I'm glad to be here. Again, my name is David Foley. I'm a partner with Robinson, Farmer Cox Associates. And we have performed the audit for the town's, fiscal year ended June 30th, 2023. And we've completed that audit. So here to present the results of that to you all. As Tina had stated, we did meet with a finance committee, last week and went through the report in detail. So, I'll, try and be brief and hit the highlights, here this evening. Before I get into the audit report and the audit results, just would like to give a brief overview of the audit that we do for the town. Really, there's three main pieces, to the audit that we do for the town when we're doing the audit of the financial statements. One, of course, is we audit the town's financial statements to make sure that the town's financial statements have been prepared in accordance with generally accepted accounting principles, to make sure that the town's financial statements are accurate. The other two pieces of the audit that we do, we do in accordance with, government auditing standards, one of which is in addition to when we're auditing the numbers, in addition to just looking at the numbers themselves, um, as part of the audit, we, gained an understanding of the town's internal controls that it has over its financial reporting. So as part of the audit, we gain that understanding and kind of walk through the controls that the town has, in order to design our audit test of the financial statements. And, you know, in certain cases, if we will look at those internal controls and test those to see if they're operating as they were designed. And then the third and piece of the audit is the uniform guidance, the federal compliance audit. And whenever an organization or a locality expands over 750,000 in federal grant funds during one fiscal year, you're required to undergo what's called a single audit, which is basically the federal compliance. And so as part of the audit, when we're out doing the audit field work, for each of the major federal programs that the town has, OMB has a compliance supplement that has a basically a list of all the compliance requirements that the town has to comply with when it's expanding its federal grant programs. So, we go through that to make sure that the town, is complying with those requirements. So, as we get into the, audited financial report, there's actually three different reports included in the audited financial statements that

communicate the results of the audit, as there were those three main pieces to the audit. The first report from us is kind of in the beginning of the document on numbered page one, which is our independent auditors report. And in this report is where we state we did perform an audit of the town's financial statements and is where we issue our opinion on the town's financial statements, which we have issued, an unmodified opinion on the town's financial statements which is the cleanest opinion an auditor can give on a set of financial statements. Basically, an unmodified opinion means that the town's financial statements have been prepared in accordance with generally accepted accounting principles. The other two reports from us are in the back of the report, so starting on number page 69, is our report over the town's internal control over financial reporting? This report was clean as well. We noted no significant deficiencies or material weaknesses in the town's, internal controls that it has over its financial reporting. We feel that the town has strong internal controls in place and also, there were no other instances that we noted, as part of the audit that need to be communicated, any other concerns that we had and that needed to be communicated in a separate management letter? And then the third and final report that's included in the audited financial statements is two pages over on page 71. And this is our report over the town's compliance with its major federal grant program. So, again, that federal, compliance audit. This report was clean as well. No significant deficiencies or material weaknesses were noted in the town's compliance with its major federal grant programs. And also, no other items of noncompliance were noted as part of the audit. So, all three reports from us were clean. So, it's a very clean audit for the town, for the fiscal year. Just briefly, we'd like to just highlight, point out a few financial statements that's included in the audit document. Over on page 13 starts the governmental fund financial statement. So, exhibit three is the balance sheet for the town's governmental funds. And the balance sheet shows, reports the assets, liabilities and fund balance of the governmental funds for the town, which the town has two, uh, governmental funds, the general fund, which is the main operating fund, and then the Capital Projects fund, and then the next page over page 14, exhibit four. This exhibit is a statement of revenues, expenditures and changes in fund balance. So, this statement shows the revenues, the expenditures, and then the change in the town's governmental fund balances. Again, there's a column for the different governmental funds that the town has. So, the general fund and capital projects, just a couple other exhibits. I've just like to point out, a few pages over on numbered page 17, which is exhibit seven. These are the start the financial statements for the town's water and sewer fund. So, the water and sewer fund accounts for the water and sewer operations of the town. So, exhibit seven is the statement in that position for the water and sewer fund. So again, the statement shows the assets, liabilities and net position of the town's, water and sewer fund at the end of the fiscal year. And then just over on the next page, page 18 is exhibit eight. This is the statement of revenues, expenditures and changes in net position of the water and sewer fund. So, this shows the revenues, expenses, and again, the change in that position during the fiscal year for the town's water and sewer fund. But those are the main highlights, to the audit and to the report. Just would like to conclude by thanking, Tina and, you know, the town staff for all their help. This was our first year, working with the town on the audit. And, you know, first year audits can sometimes be a little tricky. We're getting to know the town and the town's, getting to know us. So sometimes those audits can be a little tricky. But Tina did an excellent job of working with us and having documents ready for us when we showed up on site as well, as she did an excellent job of answering any questions that we had. And she had three auditors walking in and out of her office while we were here on site, and then she got a lot of emails from us as we were wrapping up the audit as well. But she did an excellent job of working with us and getting us the information that we need. So just would like to thank Tina for her hard work. But that's all I had. But be happy to answer any questions you may have.

Bridge Littleton: Questions.

J. Kevin Daly: Did we pass?

David Foley: Yes, sir you did.

Bridge Littleton: You did? Yeah.

Cindy Pearson: And the audit took place while we were still in the old building. Correct?

David Foley: That's correct yeah.

Cindy Pearson: Thank you. [laughter]

Bridge Littleton: Any other questions? Tina any?

Peter Leonard-Morgan: Just a comment. Thank you very much. It's great to meet you. We really appreciate you taking this on and doing this. And I know it took a little longer than we had hoped, but I appreciate you saying that and about Tina because we didn't know she was that good. [laughter]

Bud Jacobs: Your comments about Tina's responsiveness and attentiveness. She pretty much ignores us. So. [laughter]

David Foley: I feel honored then.

Bridge Littleton: Yeah. You get a check? Uh, yeah. Chris.

Chris Bernard: So, thank you. I had a opportunity to sit in the finance committee meeting the other day. It feels like it was like three weeks ago. It was not, and a lot of good questions from the group. So just for you guys, in case you haven't seen the minutes or anything. Um. You know, good questions. Nothing they couldn't answer. Everything looked clean. So, thumbs up from everyone in that group.

Bridge Littleton: Anything? Great job. All right. Thank you very much.

David Foley: Thank you. It was a pleasure. A pleasure being here. Thank you.

Cindy Pearson: And thanks for sitting through our meeting.

David Foley: Yeah. Glad to. I've sat through all kinds, so I'm used to it.

Bridge Littleton: Yeah. [multiple speakers]

David Foley: Thank you all very much.

Bridge Littleton: Yeah. We should form an audit committee. Okay. I'm assuming we don't have Stuart in line, and we don't need him.

Danny Davis: We don't. I would like to give a couple quick updates, if that's okay.

Bridge Littleton: Where's my clock?

Danny Davis: You have his report. Do you have any questions? No. [laughter].

Bridge Littleton: All right, Rhonda.

Mr. Mayor. Just two quick updates. It might turn into four. We have removed all the old media from the, well four treatment plant filters. Mark and Bowden got in there, cleaned it all out, removed the old nozzles, inserted the new nozzles and packed the new sand in. And we have the manufacturer coming up first week of January to condition the new media. And we are preparing the well now so that once the media is conditioned, we can return it to service. So, we are excited about getting, well four back online. I'd really hope to have that back on before Mr. Miller left his seat on Council, but it'll be within a few days.

Bridge Littleton: Failure.

Danny Davis: I will note on the wastewater side, if you do look at some of the trend lines on the flow of wastewater, it's pretty interesting to look at how much we have decreased our wastewater flows due to the drought, which indicates that we are continuing to see issues with INI in our sewer system. So I've asked Stuart to provide us the best information he

has at a variety of different data points in our system and then we can collate that along with rainfall data and help us to understand how we're seeing these flows, very specifically on the west end of town, where we know many of the mains are older but we know the issues pervade the system. So, we're going to continue to look at additional improvements to our sewer lines and fixes to try to reduce the amount of water that comes in from groundwater. So, on kind of an odd standpoint, we actually have a positive result of the drought that we're seeing right now, which is groundwater levels on the surface have decreased, which is creating less flow in our wastewater system. The remainder of our system is running fine. Our wells supply continues to be strong. We are not seeing any significant impacts of the drought on our water supply. And we're continuing to log the water levels, but not seeing any concerning trends at this time. So, with that, if there are any questions on the utility side, I'll answer what I'm able to.

Bridge Littleton: Any questions for Danny? Found out last night.

Philip Miller: I appreciate the valiant effort.

Danny Davis: Yes, I tried to.

Bridge Littleton: No way. Yeah, I found out last night that Round Hill has 13 wells. Shocking. [inaudible] What's that? Neither do we. Um, and they're small to us. They're 600 people. Um. All right, moving on, Rhonda.

Rhonda North: Thank you, Mr. Mayor. Have been working this week to establish our 2024 meeting calendars. We do have three meeting rooms here in the building now, so it has been a bit of a challenge, getting folks into the into the meeting room schedule particularly with the presidential elections and the primaries and things like that. We've had to juggle folks around a little bit leap year kind of threw the schedule off a bit as well, so I think I finally have everyone, in a meeting room for 2024. We are advertising some vacancies that we have on some of our town committees, starting to accept applications for those. And we'll be bringing those forth to you all next month. We just finished today our contract renewal with CivicPlus. They host our town website. Provide support for that. We are seeing a 5% increase in that. And, we're generally receiving notifications from our software providers that looks like 5% increases in 2024 are what we can expect. Seeing that number from I think about three of them now. So, it looks like 5% is going to be the favorite number next year. And that's all I have.

Bridge Littleton: Any questions for Rhonda? Okay. Ali.

Ali McIntyre: Hello. You guys have my report. I just wanted to, hit on a few points. On Tuesday, we had our December Biz Buzz, and they gave out annual awards. And for those of you that weren't there, I just wanted to acknowledge that Rhonda was recognized for all of her efforts on town hall. Yeah, it was wonderful. In addition to Rhonda, some other folks that, you know in town, Mike, the UPS driver, Mike Elliott, for those who don't know his last name. Two L's, two T, so don't spell it wrong, as well as Buck, who does our trash for all the events. He's wonderful. Who actually be here this Saturday for Dickens. Which brings me to my next point. We do have our last Dickens event on Saturday. Dickens of a Christmas, our third year doing it with MBPA. And sorry, I forgot Lincoln wasn't sitting right there, and she's always. She's nearby somewhere. That'll be 10 to 4. So, we're going to have dancers. We're going to have A Christmas Carol, Care drives [multiple speakers].

When is a Christmas carol?

That is at 12 and two, and then the dancers are at 11, one and three. We're supposed to have Saint George and the Dragon at one and three as well. I think those are the times. But there's a stomach plague hitting as why I was not there for the Friday last Friday. So, Saint George and the Dragon may or may not happen. So, Aaron's working on that from the Hill School. And then.

Cindy Pearson: Bridge should be able to fill in for that.

Ali McIntyre: I think so that sounds great.

Bridge Littleton: One and done. [laughter]

Ali McIntyre: And yeah. That's it. Any questions?

Bridge Littleton: Any questions for Ali? Yeah.

Peter Leonard-Morgan: The farmers market progress. Have you heard any comments from people about location for next year?

Ali McIntyre: So yes, I have.

Peter Leonard-Morgan: I don't want to upset the apple cart, but I don't want to upset the apple cart. But you know, obviously a lot of people are saying, oh, it's great, the charter school. And I'm like, no, it's going to be at the town hall parking lot.

Ali McIntyre: Yes. So, at the Cultural and Community Events Committee meeting next Tuesday, December 19th, we are going to be bringing that up. I've heard both sides, keeping it at the charter school, but also the benefits of having, you know, the main thing is it moving locations again I think that there's some frustration around that. But prior to having it there, you know, they were gracious enough to let us host it there with the town hall building being a bit delayed. But, now that, you know, we do have the space, we, you know, we'd like to weigh both options. You know, some of the things we do have a bathroom here that's accessible space. You know, the plan was to have it here, so we'll take it to the committee and share our intention.

Peter Leonard-Morgan: And I think, you know, come May when it starts, the views of all the greenery, it's going to be a phenomenal place to have it.

Ali McIntyre: Absolutely. And it would be visible to some of the resort guests as well, you know, on the weekends. So, we'll see.

J. Kevin Daly: As a follow up, are you already approaching potential vendors to come in?

Ali McIntyre: Yes. So, at the last market, I did go around to each of the vendors and, you know, obviously thank them for their participation, you know, getting it back on its feet. It was Kim did I've said it so many times, she did such a fabulous job because it was definitely a labor of love. Kevin as well. I know he was, she slowed down to 25 and, you know, kicked Kevin out to put the signs. But yes. So, I've been approaching vendors. I actually have posted on Facebook, there's a Facebook group for food trucks. So, we have a few sign ups already per a recommendation of one of our local wineries, they said, you know, have to sign up. If one doesn't show you, at least have the other one. And then we're working on entertainment as well. And I actually contacted Deborah and Kim both today to set up future meetings going into the season, and we'll bring it back to the children's entrepreneur's market. So, the location pending. Sorry. I definitely just won't. Yeah.

Bridge Littleton: Any other questions for Ali?

Chris Bernard: More of a comment.

Bridge Littleton: Yes, Peter. I mean, Chris.

Chris Bernard: Chris, I should point out to Tina where Ali's standing to speak into the microphone. [laughter]

Philip Miller: Let me get some tape.

Tina Staples: I'm loud anyway.

Bridge Littleton: Things on the list of things we already knew. Okay. Any other questions? All right. Ali, thank you.

Ali McIntyre: Thank you.

Ali McIntyre: Next is Tina.

Tina Staples: Now you're going to complain that I'm too loud. What? See, I want you all to know that you give me heart palpitations when you make the auditor wait for hours to give his report. You're going to kill me one day doing that? I just putting it out there. So, if I fall, I warned you. She said it five years ago and it finally came to fruition.

Bridge Littleton: Guess what?

Tina Staples: You don't care. [inaudible] Stop it!

Danny Davis: Did she just re-up for at least another five years? [laughter]

Tina Staples: You obviously have my report. I'm happy to answer any questions that you have or any questions about the audit.

Bridge Littleton: Questions for Tina?

Tina Staples: Yes, ma'am.

Darlene Kirk: Thank you. You're going to do it for me. Oh, look, you took your place. Was he as good to work for as our other ones? I mean, because last year we had different people, I just wanted to make sure it was a smooth transition.

Tina Staples: I think that obviously we had some scheduling differences, and I know they're very, uh, more engaged and busy than the last auditing group, I think, with the governments in general. But they really knew, all of the way government financing works. So, I think it kind of went really smooth from that aspect. And there wasn't really a lot of, running up against any walls or any problems because it everything just I, because it got delayed to begin with, I prepared as much as I could in advance. So, when I finally got the list of what they wanted, I was able to get it to them really quickly. And I think that kind of helped move things along. Well, they were actually really a great group of people, very nice, easy to work with. So, and we'll work on the scheduling a little faster next year.

Bridge Littleton: Awesome. Thank you, Tina.

Tina Staples: Okay. Thank you.

Bridge Littleton: All right. Next is Deputy Town Manager Will Moore.

Will Moore: Thank you, Mr. Mayor. You have my report. Just a couple of things to highlight. One under the Planning Commission, something that may be coming forward to you in the somewhat near future. There's a vacant property on South Pendleton Street in the first block. So, it's, on the west side, in between the [inaudible] and Barber offices and Nature Composed. Right now, Nature Composed is leasing the lot to have some additional plantings. But the owner of that property, through an LLC, is Steve Simons of Veritas Contracting, if you're familiar with him. So, he approached the Commission. He has a concept for a small infill building on that lot, which would be 800 between 800 and 900 square foot commercial space on the ground floor with an apartment above. So, a small infill building. He presented that concept to the Commission at their work session last month. If the concept were to proceed, it would require a few waivers of certain standards. So, he wanted to present that just to kind of feel out the Commission. The Commission would act in a recommending authority on any waivers. The Council would be the ultimate, approving authority for those. So, I think the proposal was generally well received, but he's going to take, some comments from the Commission and kind of work on that proposal. But something that you could be seeing in the coming calendar year at least. otherwise, just want to give credit to our staff. Tim, with all his work supporting police and the event of Christmas in

Middleburg did a great job, as always. And then Estee has done a bang-up job, kind of acting as a liaison between the residents and the contractor on our septic conversion project, so, you know, arranging for the electrician to go do the installation at one home or, just getting access for the contractor, those kind of things. So, appreciate them, as always, but happy to answer any questions you might have. Thank you.

Bridge Littleton: Any questions for Will? Will, I meant to tell you this the other day, but now that I've remembered. Just as a note, we really do need to work on the sandwich board regulations. In front of King Street, the other day there was four in a row, and it basically blocked the whole street. So, [off mic] What's that? [off mic] Well, I mean, they have a regulation on them. So, they're, you know, but we got to fix that. It's dangerous. Understood. Okay. Who's next?

Shaun Jones: Good evening, everyone. You have my report before you. A few things is I just wanted to thank all of the town staff for their help and support for Christmas in Middleburg. It's my first one. So, we're already looking at ways that we can improve things for next year. Secondly, just thank everyone for their support with the food drive for Seven Loaves last Friday. We gave Safeway a list of items that we needed for Seven Loaves, and we completely wiped their shelves of the items within four hours. We collected over 1,279 pounds of food, to be exact. Any questions?

Bridge Littleton: Any questions for Shaun? All right. Shaun.

Shaun Jones: Sir.

Bridge Littleton: You guys did a great job for Christmas in Middleburg.

Shaun Jones: Thank you.

Bridge Littleton: Thank you, guys, very much. And also, please extend our thanks to all the extra officers who show I mean, your team as well. But, I mean, all the extra officers who showed up and helped out.

Shaun Jones: Yes, sir.

Bridge Littleton: Really appreciate it.

Shaun Jones: Thank you, sir.

Bridge Littleton: Yep. [multiple speakers] Okay next is Martin.

Martin Crim: Thank you Mayor. To add to my report, two things about the upcoming General Assembly. There are not a lot of bills that have been pre-filed yet that are shown on the General Assembly's website, 60 some it's a kind of a low number, I think. And none of them deal with issues that are particularly relevant to the town, but we are monitoring some efforts to address two issues of concern to the town. One is making some kind of rational sense of all the notification provisions in the Code of Virginia, grouping those into three categories as a proposal that's coming forward through the Virginia Municipal League. And so there would be ones that require three advertisements. And those would all be consistent in the terms of the number of times. That's a fairly small category. Then most of them fall into the two advertisements. The problem with the bill that was approved last year was the wording was very confusing. Talking about, you know, so many days before the intended adoption when a lot of places don't adopt on the same night they held their public hearing, and then the shortest category would be one advertisement, which would just be seven days ahead, which is a smaller category, again, of things that currently require one advertisement. But they're not consistent from one statute to another. So, we're hopeful that Bill comes forward, and, you know, gets through the General Assembly so we can have some sense brought to that. Now, of course, the press doesn't necessarily like those bills because their, business model relies on forced payment to them from local governments. So that's a downside. On the other issue that we're following closely is dealing with the Freedom of Information Act. The General Assembly may be addressing a couple of problems that were created by the Virginia Supreme Court in the Berry decision, out of Fairfax and in the Wheeler decision out of Prince William County. So, I have proposed some language that went to the FOIA Advisory Council. It was then modified there, and I'm hopeful that it will be introduced, this year. And then there's some other provisions,

other proposals to deal with other particular issues dealing with FOIA. So, we will continue to monitor that. And as soon as we have something concrete, we'll let you know. Stand ready to answer any questions.

Bridge Littleton: Any questions for Martin? Martin. Thanks. All right, next we're going to town hall project.

Rhonda North: Thank you, Mr. Mayor. The staff, I think, is settling in nicely, to our new town hall building the contractor continues to address both punch list items and deficiency list items. They have started phase two. That appears to be going well. Obviously, the old town hall building is down. The excavation and the grading is pretty much complete. They've been pouring curb and gutter the last couple of days, and today even laid the gravel base, for the driveway. They'll be doing the asphalt soon and working to extend the arcade a little further down. At this point, they do anticipate completing phase two, in January or February. One item that we're still working on, the lease on the former police department office space expires the end of this month, hopefully by the middle of next week, the police department will have the items that they need out of the building. We will have some surplus furniture remaining. We did donate some of that to, the Hunting and Hounds Museum, our new museum here in town earlier today. There will be other furniture, surplus furniture that remains so, because it would cost us more to auction or sell that than we would recoup in revenue. We will once again do a giveaway on a first come, first serve basis for that. That will take place on Thursday, December the 21st, from 9 to 2, at the former police department space. And then once that's done and everything's cleaned out, we'll get the space cleaned up and turn it back over to the landlord by the end of the month. So that's pretty much it on the town hall project.

Bridge Littleton: Questions for Rhonda? I have a question. How can they be done in January when they won't be able to do the plantings?

Rhonda North: I'm sorry.

Bridge Littleton: How can they be done with phase two in January if they won't have been able to complete the plantings? You can't roll sod in January.

Rhonda North: There is, we've been discussing that with our construction management team, and there is some thought that the sod could be rolled. It just would need to be watered very well, in the spring. So, we're I think we still need to work on some of the planting schedule a little bit.

Danny Davis: We've had conversations with them. I mean, there's an expectation that if, well, first of all, sod is generally dormant in the wintertime. So, to Miss North's point, why the extra watering in the spring would be necessary. But regardless, there is one year warranty on all planting. So, if they roll sod and it does not take or it fails, they're on the hook to replace it. So, it does seem odd, and we are having those conversations. Our landscape architect, of course, will be very much involved in those conversations. So, it's likely unusual, but I think the contractor's goal is to try to get it stabilized, and I think we would want it stabilized as soon as possible, but they're doing it at their own risk.

Bridge Littleton: Okay. I just, I mean, where I would say then is. We need to be careful that we don't sign off if phase two is complete until we're happy that the plantings have taken, and if that means it doesn't happen till May, doesn't happen till May.

Danny Davis: Well and so that will be a conversation we continue both with our construction management firm, our architect, but also in the confines of the contract of what we do and don't have ability to either require or, hold them to again, a standard of warranty period, whatever it might be.

Bridge Littleton: Yeah. No, I just I was I could just see it, you know, they roll it in the third week of January and say rolled done. We're out of here. And then by the time spring come all is dead. You know, we had a freeze or whatever, right? Yeah. The other question is, if Council is okay with this, I would recommend we go to town hall project update once a month, not twice a month. Okay. And just do it. Alternate to your special project update since that's once a month.

J. Kevin Daly: Works for me.

Bridge Littleton: Yeah. No one asked you.

Rhonda North: They just got rolled together this month because we only had [multiple speakers].

Bridge Littleton: No, no, I understand what we were doing at everyone. So. Okay, Danny.

Danny Davis: Thank you, Mr. Mayor. Mr. Moore gave a brief update on the septic conversion project. We are very happy with how that's going. We do have a couple quirks, as it were, when you start working on older properties. So, we are working to get those resolved through some RFI's and clarifications on proper abandonment procedures. Well four as noted, the fixes to the current plant are underway. Clear Well project is going very well and thanks to our contractor as well as our engineer seems to be going smoothly as of this time. The big update is in the South Madison report. If you had a chance to review this, the bad news is that we heard from VDOT that we will not qualify for grant funding for the South Madison Street Safe Routes to Schools grant that we had applied for. With that in mind, our intention is to focus our efforts on the block between Washington Street and Federal Street, which was the initial, intent or goal of Council focusing on that particular block to start with. As such, we intend to keep working with Kimley-Horn on refining the concepts that were developed for that northern block of the project, and then begin looking at other alternatives for. Well, really, the next step in the conversation is when Council has its strategic retreat and discussions about priorities for the upcoming year. There are a number of things on our plate. We have everything from Asbury, which is hopefully going to be kicking off soon-ish, in terms of the public outreach effort. But also, are there other public improvements, streetscape projects that we want to start putting some effort into? As we're continuing on the first part of South Madison Street. So, I think really the point of this update is to tell you that that grant process is kind of stopped, since we are not qualifying for that. We are going to keep working on the section between Washington and Federal Street and then to tee up the conversation that I would recommend and think we should have ongoing conversations as we look at our strategic initiatives for the next two years about other areas to start putting some effort on potential town wide improvements, infrastructure improvements whether it's large scale projects or whether it's small repair projects throughout the town. So that's kind of our update on Madison Street. You probably don't want too many details, but I'm happy to answer questions if you have any, about the VDOT response. And then as noted on Asbury, we do have one proposal, for some public outreach but we have done some communication with National Trust, and they've given us some, guidance on other potential consultants and groups to speak with. So, over the next few weeks before probably after the holidays, we're going to make some additional outreach for proposals from other groups so we can have some comparisons on opportunities there for that, public outreach process. So.

Bridge Littleton: Any questions for Danny? Yeah, Bud.

Bud Jacobs: It's not actually a strategic priority question. But you remind me, where are we on the Berkley Group report for the R-2 zoning?

Danny Davis: Yes, sir. We have that draft report in hand. Mr. Moore and I have not had a chance to really dive into it in detail, but we plan to review that individually and then together and then, set up a meeting with Berkley in the next. Do we have one set up for next week? I think we told them we were going to meet, but we haven't had a chance to review it yet. So, we do have the report in hand. And then intending to meet with the Council and Planning Commission hopefully in January.

Bud Jacobs: Okay, so we won't see this on December 18th or 19th in the Planning Commission?

Will Moore: Uh, no.

Bud Jacobs: Good.

Will Moore: In fact, I've been communicating with the chair during this meeting. We'll be canceling the Planning Commission this month.

Bud Jacobs: Okay. Oh, we're going to cancel it?

Will Moore: Yes, sir.

Bud Jacobs: Thank you. Very much. [off mic]

Bridge Littleton: But wait, Bud, you wanted homework? [laughter] Any other questions? Okay. One thing I wanted to ask everybody, and Dan, I talked about this about a week ago. So, I think we just want to have a clarification of priority. Well, not priorities all this stuff is important. Asbury Church. So, you know, that was on our list of very, very high-level important things that we wanted to focus on. We've reserved in our, you know, a threshold of money that we can spend up to, we committed to ourselves. We committed to the public that once we got moved in and the building was basically squared away, we would pivot and immediately focus on that. Well, Madison Street is like, you know, I would argue anyway. Just want to look across the room that where the focus and priority is, is Asbury because it's been waiting for years, you know, we had a lot of volunteers, spent a lot of work trying to find alternate ways, and they really put their heart and blood and tears and sweat into it. And I want to honor that, you know, effort not to say that Madison is unimportant, but if we have to choose between resourcing one or the other with staff time is limited as it is, you know, is that where we all still are?

Bud Jacobs: That's where I am.

Bridge Littleton: Okay.

Danny Davis: And what I would like, if I may add, is. I see them as priority one and priority two, and my job is to resource our team as best as possible to hopefully be able to tackle both at the same time. I believe we have that ability based on the parties that we would have working on one versus the other, and we can continue that conversation, you know, whenever you'd like. But I think they're not mutually exclusive at this time. However, understanding the point that if there is a competition for resources that the priority goes to Asbury, I fully hear Council in that manner, but I believe we can keep them both progressing.

Bridge Littleton: Yeah, I guess my point is, or the question I've got is and maybe what you guys got to do is you got to come back with a work plan because we don't actually have a work plan. All we have is in January here's the next item. Well, what are all the items after that that we think we might need to do? My question is it's not, you know, do we get them both done at the same time two years from now, or do we get Asbury done in the next ten months? And then we get, you know, Madison Street done ten months after that. That's you know, it's not that you couldn't do two things at the same time. You totally could, but you could make them both take two years. So, the question is, is that do you apply all the resources into one kick start and get it going fast to try to get to a resolution?

Danny Davis: And I hear you, I hear you, but what I believe is I don't think we're at that competition of resources that will put us in that boat.

Bridge Littleton: I got it, I got it.

Danny Davis: But I will meet again with Mr. Moore. [multiple speakers]

Bridge Littleton: I think a work plan will help us understand.

Danny Davis: Sure. Understood. And again, we've not been ready for that.

Bridge Littleton: No, no, but like I said, we're now moved in. Well, so, you know, we've got [inaudible] Okay. Any other questions on projects. Okay. Next item is consent agenda. Would anyone like to make a motion?

Peter Leonard-Morgan: I move that council adopt the consent agenda as presented.

J. Kevin Daly: Second.

Bridge Littleton: Any discussion? All in favor, say aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions. Okay. Next items here. We've got town grants and scholarships or sponsorships? [off mic] No.

Rhonda North: Thank you, Mr. Mayor. So, this has been before Council during a couple of meetings. Just a quick recap, the subcommittee, who's reviewing the current, policy has recommended that it be divided into four policies, one on special and community events grants, one on infrastructure grants, one on special event sponsorships, and one on charitable donations. And the Middleburg Charitable Foundation. The Council did have a good discussion at the November 9th meeting, raised a couple of questions related to the charitable donations policy and the infrastructure grant policy. The committee did meet again, and they have recommended on the infrastructure grant policy that as opposed to limiting infrastructure grants to three during the lifetime of an organization, that it be changed to three during any ten-year period. And to clarify also that if you cannot receive an events grant and an infrastructure grant during the same fiscal year. Along that same lines, we're also recommending in the Events Grants Policy Pro clarifying prohibition on getting the two grants in the same fiscal year. Then as far as the charitable donations policy, the proposal, is sort of in line as you all discussed earlier this evening of stating that any requests for charitable donations would be directed to the Middleburg Charitable Foundation. And also stating that the Council may provide charitable donations to the foundation. We did delete the recommend the deletion of the special circumstances, since that provision would allow Council to provide donations to the foundation at any time. So those are the changes that are being, recommended by the subcommittee.

Bridge Littleton: Cindy.

Cindy Pearson: I believe after the discussion tonight with the charitable foundation we need to go back on this one, because we have the proposed donation amounts for the next three years. So that'll be.

Danny Davis: That was actually in the memo, but not in the policy itself. It was a holdover from the original memo. And so, the policy itself actually is the more streamlined version that we took out any dollar amounts and just simply stating that the town council would direct request for charitable donations, all to the charitable foundation.

Bridge Littleton: Any questions?

Bud Jacobs: I do want to thank. I can't remember if it was the Mayor or the Vice Mayor for pointing out the potential problem with the lifetime ban. We agreed when we met that you were right. Was painful to agree that. But we did.

Bridge Littleton: Get used to it. [laughter]

Bud Jacobs: And we came up with ten years. But if that's not the number, please speak up.

Bridge Littleton: I mean, I think ten years is fine. A lot happens in ten years especially in this world. So, a quick question then, on the charitable foundation. I think we went all in on the, you know, we want \$300,000 and never come back ever again. And we said, well, let's not preclude ourselves from ever again. But I would say, I think everybody is in agreement that not for any time in the foreseeable future.

Darlene Kirk: Right.

Bridge Littleton: So I'm not saying we set a specific window to that, but I think we do need to reflect in this policy that in fiscal year, whatever it is, the town gave \$300,000 with the expectation that for the, yeah, you know, for, you know.

Chris Bernard: The expectation is that they're fine in perpetuity. If an emergency happens then. [off mic]

Bridge Littleton: That's probably way better said. Yeah. [off mic] The door is always open. Right, right. Yeah. There you go. That this would be the last request.

Philip Miller: [off mic] Separate from the town, not seek funding. Except for special circumstances or unforeseen events.

Bridge Littleton: Yeah. Well, no, I mean, but [off mic]. What's that? Yeah. So, I mean, I think this whole thing needs to be rewritten.

Bud Jacobs: Yeah, yeah.

Bridge Littleton: Yeah. Yeah, I mean, but I think the way Christian's expressed it is how we have to reflect it in the wording.

Rhonda North: So, Mr. Mayor, if you'd like, we can have the subcommittee meet again to work on that.

Bridge Littleton: Sure. Yeah. I mean, yeah.

Rhonda North: To continue to work on some revisions to this language.

J. Kevin Daly: To make it go faster.

Bridge Littleton: Yeah, well, and I mean, well, yeah, I was gonna say, you know, somebody drafted email it out, everybody's fine with it and we'll put it on the next agenda.

Bud Jacobs: My somebody is Rhonda. [laughter]

Bridge Littleton: Bud that's everybody's somebody. [laughter] Okay. So, anybody have any issues or concerns with moving forward on this? I would say if with the motion with that one caveat. You know, the charitable foundation one needs to be rewritten to reflect the \$300,000 grant and what the long-term expectation is. Other than that, everything else seems fine to me unless anybody has any questions.

Chris Bernard: So do we. Question. Just a point of order. Like do we? Are we approving them all with that idea that they're going to modify it, or we're approving all of them except that one? And then.

Bridge Littleton: Well, yeah, do that. Approve them all except that one. Norm take care.

Bud Jacobs: Bye Norm.

Bridge Littleton: Yeah. I mean, we can do it either way, right?

Danny Davis: It's up to Council. There's no urgency to get them all approved. You can just wait.

Bridge Littleton: Wait till next week.

Danny Davis: Just do them one lump sum.

Bridge Littleton: You guys. Yeah. Figure it out for next meeting. We'll do it then.

Danny Davis: That's fine.

Bridge Littleton: Okay. All right. And then. And, Peter, I'm sorry no scholarship for you. Council approval, bond release and reductions. The Residents at Salamander. Who's taking this one? Mr. Moore.

Will Moore: That would be. Yes, sir. So, you have the memo and background materials on this just a little information on process. It's normal during the process of a large development project during the duration of it, to have requests for periodic reductions of bonded amounts. In this case, this is the first request that has been submitted by the developer. It's a little bit unique in the way that we structured the performance agreements and associated bonds originally, and that there were three separate agreements, covering different categories of improvements, not unheard of, but a little bit unique. So, in this case, we have three separate performance agreements, one for water and sewer improvements, one for what are generally categorized as private improvements, and the last for what are generally categorized as public improvements. The developer's original request was for full release of the water and sewer improvements, bond and then, reductions of both the private and public, bonded amounts. On the private and public on one of those, and I apologize. I'm having technology issues here, but I think I have it now. So, on the private improvement bond request, staff is, uh, as well as the engineer is in concurrence with their request to reduce it to 15.9% of its original amount based on the improvements that have been constructed and are in place at this point. On the public improvements bond, which is generally going to be the items that are intended for VDOT acceptance in the future. So, streets, curb and gutter, sidewalks, those types. They are finished. The vast majority of those improvements, which is more than 99% of those improvements, but the big remaining thing is the VDOT acceptance package. And there may be remedial work that has to occur to some of those improvements. It's not odd for concrete a section of concrete to crack in between, but their request to reduce that to more than 99% or by more than 99% is not in concurrence with our ordinance, which, allows for a maximum reduction of 90%. So, our recommendation is on that item that we would still hold 10% of the bond. Where it got a little more complicated was on the water and sewer improvements. So, this is the one where these are in particular the improvements that the town will be taking over. In conjunction with a release or reduction request they have to submit as built plans video inspections of the sanitary sewer system and a number of different reports, inspection results, pressure testing, bacteriological, those kinds of things. Where we found an issue, um, and it's not known the degree of the issue at this point, is in the sewer inspection. So, we found several sections of line that appear to be sagging a little bit and holding some water. Now, the extent of it, it may be a half inch in certain places. But it was enough of concern that the engineer needs to our engineer needs to do a little more investigative work. And the way he put it is if it's holding a half inch water, but it's in a section of a long section of pipe that has a 5% grade on it, that's probably okay. But if it's in a shorter section or one that has less grade than that, that is a problem because that won't get moved along at some point. So, at this point in time, we're recommending a reduction, but holding the full amount of the bonded sewer section of improvements. So, we're not going line by line and saying we'll, accept the manhole, but we won't accept this section of pipe. Because it's a lot more complicated than that. If they have to do work, it may involve removing pavement, asphalt that has to be. And that those improvements are not covered in that bond. So, we feel it's better to hold the full sewer side amount in that case. So, I have recommendations based on again, our ordinance requirements as well as the engineer's recommendation. Three separate motions because there are three separate bonds, but I have the associated amounts that we're recommending to reduce to within those motions. And, happy to answer any questions, technical or otherwise, that you might have on these requests.

Bridge Littleton: Any questions? Okay, Peter.

Peter Leonard-Morgan: I move that Council approve reduction of the original \$2,306,047 bond associated with the Physical Improvements Performance Agreement for Water and Sewer Improvements dated April 13th, 2022, by and between Middleburg Residential LLC and the town, to a new amount of \$971,298.

J. Kevin Daly: Second.

Bridge Littleton: Any discussion? All those in favor say aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions? Okay. Next motion.

Philip Miller: I move the Council approve reduction of the original \$3,449,157.77 bond associated with the Physical Improvements Performance Agreement for Private Improvements dated April 13th, 2022, by and between Middleburg Residential LLC and the town, to a new amount of \$547,294.

J. Kevin Daly: Second.

Bridge Littleton: Any discussion? All in favor say Aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions? All right. And the last one?

Chris Bernard: I move that the Council approve reduction of the original \$2,250,915 bond associated with the Physical Improvements Performance Agreement for Public Improvements dated April 13th, 2022, by and between Middleburg Residential LLC and the town, to a new amount of \$225,092.

Bud Jacobs: Second.

Bridge Littleton: Any discussion? All in favor, say aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions? Okay. Thank you. Last item here is me. Question. The resumption of annual reports by town committees. So, if you guys remember, we used to do that. Each town committee would come in, you know, and they were spaced throughout the year so that everybody hit at the same time and give a report just on what's going on with the committee, what they needed, what they accomplished and stuff like that. Excuse me. I mean, I was always absolutely riveted when we had the Wellhead Protection Committee and the chairman would come in and sit down and say, good evening, Council over to Jillian. It worked. And again, it could be as short as ten minutes, but I think it's good to get back in that habit. Now that COVID's over, you know, there is that one true up, you know, yearly. So, unless there's any objections or concerns, we'll work start working in January with getting everybody on a, you know, cycle. And, you know, they'll probably be like one a month. So, okay. That's it on that. Any information items. What's that?

Cindy Pearson: What's your last name?

Bridge Littleton: Yeah. Okay. Philip, do you want to read the motion?

Philip Miller: For the last time.

Bridge Littleton: Sure.

Philip Miller: I move that Council go into closed session as authorized under section 2.2-3711 of the Code of Virginia for one consultation with legal counsel employed by the public body regarding specific legal matters requiring the legal advice of such counsel related to the Town Hall project contract as allowed under subsection A8. Two the appointments to the Planning Commission HDRC, BZA Strategic Finance Committee, Cultural and Community Events Committee and EDAC. Three for the performance review of the Town Manager, the last two items of which are as allowed under subsection A1. I further move that Council thereafter reconvene in open session for action as appropriate.

Peter Leonard-Morgan: Second.

Bridge Littleton: Any discussion? All those in favor say aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions? Okay. We are in Closed Session. All right. We're back in session. Peter [off mic]

Peter Leonard-Morgan: Yes, I move Council.

Rhonda North: [off mic] Certify.

Bridge Littleton: Here we go. I ask that Council certify that in the closed session just concluded, to the best of each members knowledge, nothing was discussed except the matter or matters. One specifically identified in the motion to convene in closed session, and two lawfully permitted to be discussed in a closed session under the provisions of the Virginia Freedom of Information Act, as cited in the motion. I would like to remind those present for the closed session that any discussion that occurred within it should be treated as confidential.

Chris Bernard: Yes.

Bud Jacobs: Yes.

Darlene Kirk: Yes.

Bridge Littleton: Yes.

Peter Leonard-Morgan: Yes.

Cindy Pearson: Yes.

J. Kevin Daly: Yes.

Philip Miller: Yes. For the final time.

Bridge Littleton: Unless we invite you back. That is the most awkwardly worded.

Darlene Kirk: It is.

Bridge Littleton: That is okay anyway. Is there a motion?

Peter Leonard-Morgan: Yes. I move that Council reappoint Don Woodruff and Mimi Dale Stein to the Middleburg Planning Commission for a four-year term. Said term to expire December 31st, 2027. I further move that Council reappoint Tim Clites, Bill Anderson, Virginia Jenkins, and Margaret Littleton to the Historic District Review Committee for three-year terms. Said terms to expire December 31st, 2026. I further move that Council reappoint Jim Herbert, Stephanie Burget and Lori Salami. [laughter] Salama to the Cultural and Community Events Committee for two-year terms. Said terms to expire December 31st.

Speaker16: What year? [laughter]

Peter Leonard-Morgan: 2025.

Rhonda North: One more.

Peter Leonard-Morgan: I further move that Council. I'm so sorry. [laughter]

Bridge Littleton: He's crying.

Peter Leonard-Morgan: I further move that Council appoints Sid Abrams and Will Heron to two-year terms on the Middleburg Strategic Finance Committee. Said terms to expire December 31st, 2025. My apologies.

J. Kevin Daly: Second.

Bridge Littleton: Any discussion? All those in favor say aye.

All of Council: Aye.

Bridge Littleton: Opposed? Abstentions? [multiple speakers] All right. Meeting adjourned.