At a Regular Meeting of the Orange County Board of Supervisors held on Tuesday, August 8, 2023, beginning at 5:00 p.m., in the Meeting Room of the Public Safety Building, 11282 Government Center Drive, Orange, Virginia. Present: R. Mark Johnson, Chairman; Lee H. Frame, Vice Chairman; James K. White; and Keith F. Marshall. Absent: Crystal D. Hale. Also present: Theodore L. Voorhees, County Administrator; Thomas E. Lacheney, County Attorney; and Alyson A. Simpson, Chief Deputy Clerk.

RE: ADOPTION OF AGENDA

On the motion of Mr. Frame, seconded by Mr. White, which carried by a vote of 4-0, with Ms. Hale being absent, the Board adopted the agenda, as modified. Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

RE: SPECIAL PRESENTATIONS AND APPEARANCES

RE: VIRGINIA DEPARTMENT OF TRANSPORTATION QUARTERLY UPDATE

Willie Gordon, Assistant Residency Administrator, provided an update to the Board on VDOT activities. He reported on ongoing resurfacing and patching efforts; maintenance activities; and various construction and signage projects.

Discussion ensued among the Board regarding: resurfacing on Route 600 and Route 650 and whether the potholes would be remedied; installation of a missing speed limit sign on Indiantown Road; correction of the signal timing at the Route 522 and Route 20 intersection; timing of the roundabout project on Route 33; and addressing a large pothole on Route 657.

The Board thanked Mr. Gordon for his presentation.

RE: BUSINESS SPOTLIGHT

Shalese Higginbotham, Owner of Spoon & Spindle, appeared before the Board to spotlight her business.

The Board thanked Mrs. Higginbotham for her presentation.

RE: CONSENT AGENDA

On the motion of Mr. Frame, seconded by Mr. White, which carried by a vote of 4-0, with Ms. Hale being absent, the Board adopted the Consent Agenda, as presented.

Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

RE: FY23 BUDGET AMENDMENTS (SUPPLEMENTALS AND TRANSFERS)

As part of the Consent Agenda, the Board approved the following budget amendments, as presented:

ACCOUNT NUMBER	ACCOUNT DESCRIPTION	PREVIOUS BUDGET	BUDGET CHANGE	AMENDED BUDGET
41221501-43100	Litigation Expenses	$ 24,326.44	$ 16,570.00	$ 40,896.44
43320001-46910	Rapp. Juv. Detention Center	191,007.00	111,182.00	302,189.00
45351001-43270	Res. Congregate Care	252,932.00	25,000.00	277,932.00

45351001-43276	Congregate Care Ed. Serv.	375,020.00	50,000.00	425,020.00
45351001-43280	Comm. Based Services	666,766.00	(10,000.00)	656,766.00
30052001-39900	Appropriated Fund Balance	(7,408,960.29)	(192,752.00)	(7,601,712.29)
TOTALS		**$ (5,898,908.85)**	**$ 0.00**	**$ (5,898,908.85)**

RE: FY24 BUDGET AMENDMENTS (SUPPLEMENTALS AND TRANSFERS)

As part of the Consent Agenda, the Board approved the following budget amendments, as presented:

ACCOUNT NUMBER	ACCOUNT DESCRIPTION	PREVIOUS BUDGET	BUDGET CHANGE	AMENDED BUDGET
30030002-33625	Donations - Triad	$ 0.00	$ (3,000.00)	$ (3,000.00)
43177003-46800	Project Lifesaver Expenses	0.00	3,000.00	3,000.00
30026501-32425	Friends of the Lib. Donations	(121.12)	(5,000.00)	(5,121.12)
47311001-48140	Furniture & Fixtures	0.00	5,000.00	5,000.00
TOTALS		**$ (121.12)**	**$ 0.00**	**$ (121.12)**

RE: ADOPTION OF THE JULY 25, 2023 REGULAR MEETING MINUTES

As part of the Consent Agenda, the Board adopted the July 25, 2023 Regular Meeting minutes, as presented.

RE: ADOPTION OF THE JULY 27, 2023 SPECIAL MEETING MINUTES

As part of the Consent Agenda, the Board adopted the July 27, 2023 Special Meeting minutes, as presented.

RE: NEW BUSINESS

RE: PROPOSED REVISIONS TO THE EMERGENCY OPERATIONS PLAN (EOP)

Nathan Mort, Fire and EMS Chief, explained that the Orange County Emergency Operations Plan had been updated, as required by the Code of Virginia, indicating the process involved a detailed review of the existing Plan document. Chief Mort noted the review found the Plan to have been an accurate and appropriate reflection of how the County would address natural and man-made disasters and events.

Chief Mort stated that, while the document remained fundamentally intact, information was verified and some revisions were made. He summarized the key revisions presented for adoption. Chief Mort stated the Emergency Operations Plan would continue to serve as a standalone document and was considered confidential, pursuant to Section 2.2-3705.2 of the Code of Virginia.

Chief Mort presented a resolution to adopt the revised Emergency Operations Plan for the Board's consideration, stating the purpose of the Resolution was two-fold. First, it served as formal adoption of the Orange County Emergency Operations Plan. Second, it charged and authorized the Emergency Management Coordinator, or his designee, with the responsibility of maintaining and conducting a comprehensive review and revision of the Plan over the next four years, as required by Section 44-146.19.E of the Code of Virginia.

Discussion ensued among the Board regarding: concerns with some of the wording contained in the Plan; a list of desired changes or corrections to the Plan; and the need for an ad hoc committee to work with staff on updating the Plan before presenting the Plan for consideration to adopt at a future meeting.

On the motion of Mr. Frame, seconded by Mr. Marshall, which carried by a vote of 4-0, with Ms. Hale being absent, the Board tabled adoption of the revised Emergency Operations Plan.

Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

RE: AWARD OF A CONTRACT TO CAMPBELL OIL COMPANY FOR AVIATION FUEL PRODUCTS

Amanda Amos, Contract and Procurement Specialist, explained that the Orange County Airport was in need of a qualified vendor to provide Aviation Jet Fuel and Av Gas. She noted that after discussion and research, it was determined that Campbell Oil Company would be the most qualified vendor to provide these products.

Ms. Amos stated that the City of Suffolk had a Cooperative Contract (Contract # 23053) with Campbell Oil Company that Orange County could utilize. She added that the products would be purchased at wholesale prices and then marked up, according to Airport policy, for resale pricing to Airport consumers.

Discussion ensued among the Board regarding: issues with the current vendor, particularly when it came to servicing the fuel dispensing equipment; the location of the fuel source; and the fact that the proposed vendor would service its equipment and had a local presence.

On the motion of Mr. Marshall, seconded by Mr. White, which carried by a vote of 4-0, with Ms. Hale being absent, the Board authorized staff to enter into a contract with Campbell Oil Company (Cooperative Contract # 23053) for the purchase of aviation fuel products for resale at the Orange County Airport, as presented.

Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

RE: OLD BUSINESS

There were no matters for Old Business at this time.

RE: DEPARTMENT DIRECTOR / CONSTITUTIONAL OFFICER REPORTS

There were no Department Director or Constitutional Officer Reports at this time.

RE: COUNTY ATTORNEY'S REPORT

The County Attorney had nothing to report on at this time.

RE: COUNTY ADMINISTRATOR'S REPORT

The County Administrator had nothing to report on at this time.

RE: BOARD COMMENT

Supervisor Frame commented on the Planning Commission's recent request for discussions to begin concerning impoundment planning. He indicated future decisions would need to be made to either follow through with the development included in the Germanna-Wilderness Area Plan or to limit development to the Wilderness Crossing proposal. Mr. Frame stated that the source of funding for the water impoundment would also need to be considered. Collectively, the Board discussed the difference between a reservoir for emergency use versus a reservoir as an actual supply of water; future decisions to be made; and concerns from the public.

RE: INFORMATIONAL ITEMS

The Board received the following correspondence for its information:

- Emergency Communications Center Semi-Annual Report

RE: APPOINTMENTS TO BOARDS, COMMISSIONS, AND COMMITTEES

By consensus, the Board re-appointed Sunnie Capelle as a member of the Barboursville Village Overlay District Advisory Committee for a two-year term, with said term commencing October 1, 2023, and expiring on September 30, 2025.

By consensus, the Board re-appointed Mark Hoerath as a member of the Barboursville Village Overlay District Advisory Committee for a two-year term, with said term commencing October 1, 2023, and expiring on September 30, 2025.

RE: CALENDAR

The Board received copies of its calendar of meetings for the months of August 2023, September 2023, and October 2023.

RE: SCHEDULE A PUBLIC HEARING FOR SUP 23-02

By consensus, the Board authorized staff to advertise for and schedule a public hearing for SUP 23-02 on Tuesday, September 12, 2023, as presented.

RE: PUBLIC HEARING #1; LEASE PURCHASE FINANCING AGREEMENT

Theodore L. Voorhees, County Administrator, noted that a Public Hearing had been scheduled for the Board to consider Orange County Public Schools' Lease Purchase Financing Agreement, which was a requirement of the Virginia Public Finance Act and was requested by the Schools' bond counsel. He stated that the proceeds of the financing would be used to fund the acquisition and installation of energy efficiency equipment, including LED lighting upgrades, enhanced boiler controls, water conserving fixtures, and other cost savings measures, along with new HVAC upgrades at Gordon-Barbour Elementary. Mr. Voorhees explained that, related to this financing, the Board had adopted the FY24 Budget, which included funding for the debt service payable for the financing.

Discussion ensued among the Board regarding: whether this phase of energy efficiency equipment included solar panels; and analyzing the efficiency and cost-savings expected for this phase.

At 5:51 p.m., Chairman Johnson called the Public Hearing to order to receive comments on the following:

LEASE PURCHASE FINANCING AGREEMENT

The Board of Supervisors (the "Board") will consider adoption of a Resolution authorizing the Orange County School Board (the "School Board") to execute a Lease Purchase Financing Agreement (the "Lease") as lessee. The maximum principal amount of the Lease Payments payable by the School Board, as lessee of the assets financed, will not exceed $5,650,000. The proceeds payable to the School Board by Banc of America Public Capital Corp (the "Lessor") in consideration for the rental payments under the Lease will be used to finance the acquisition and installation of energy efficiency equipment, to include LED lighting upgrades, enhanced boiler controls, water conserving fixtures, and other cost savings measures, along with new Heating Ventilation and Air Conditioning (HVAC) upgrades at Gordon-Barbour Elementary School.

There being no speakers, Chairman Johnson closed the Public Hearing at 5:51 p.m.

Further discussion ensued among the Board regarding: the fact this was more of a true lease purchase than a performance contract, which had been used by the Schools in the past; recognition that the energy efficiency equipment may not break even on cost savings for this cycle; and that the majority of the cost was for the HVAC upgrades at Gordon-Barbour Elementary.

On the motion of Mr. White, seconded by Mr. Marshall, which carried by a roll call vote of 4-0, with Ms. Hale being absent, the Board adopted the following resolution, as presented:

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN EQUIPMENT LEASE/PURCHASE AGREEMENT BY THE ORANGE COUNTY SCHOOL BOARD IN CONNECTION WITH THE FINANCING OF THE ACQUISITION AND INSTALLATION OF CERTAIN ENERGY EFFICIENCY EQUIPMENT, THE DELIVERY OF DOCUMENTS REQUIRED IN CONNECTION THEREWITH, AND ALL OTHER ACTIONS NECESSARY FOR THE ORANGE COUNTY SCHOOL BOARD TO CONSUMMATE THE TRANSACTIONS CONTEMPLATED HEREBY

WHEREAS, Orange County, Virginia (the “County”) is a political subdivision of the Commonwealth of Virginia, and pursuant to the Public Finance Act of 1991 (Chapter 26, Title 15.2, Code of Virginia of 1950, as amended) (the “Act”), the Board of Supervisors of the County (the “Board of Supervisors”) is authorized to contract debts or other payment obligations for the benefit of the County; and

WHEREAS, the Orange County School Board (the “School Board” or “Lessee”) is a body corporate of the Commonwealth of Virginia (the “Commonwealth”) that has no taxing power and relies primarily upon the County for its funding needs; and

WHEREAS, the School Board, subject to the approval of the Board of Supervisors, is authorized by law to enter into equipment lease purchase financing agreements and related documents and would like to do so to finance the acquisition and installation of equipment to improve the energy efficiency of public school facilities and associated improvements to the Gordon-Barbour Elementary School and other public school facilities in a principal amount not to exceed $5,650,000 (the “Project”); and

WHEREAS, pursuant to the Constitution and the laws of the Commonwealth, including the Act, the County is empowered by law to appropriate funds for the School Board, including rental payments payable pursuant to lease purchase equipment financing agreements in its role as a lessee thereunder; and

WHEREAS, the Board of Supervisors has adopted the County’s FY2024 Budget and included within such Budget an amount no less than $401,953 for the annual School Board Budget for FY2024 in connection with the Project, which is at least equal to the amount of debt service payable with respect to the applicable debt service payments on the Project; and

WHEREAS, the County held a public hearing prior to the consideration of this Resolution on Tuesday, August 8, 2023, regarding the proposed lease purchase equipment financing arrangement; and

WHEREAS, such public hearing was duly noticed and published on July 27, 2023, and again on August 3, 2023, in the Orange County Review, a newspaper of general circulation in the County, and such notice was continuously posted electronically by such newspaper through August 8, 2023, and such public hearing notice disclosed the proposed financing of the Project by the School Board in a principal amount not to exceed $5,650,000 in accordance with the requirements of Section 15.2-2606 of the Act; and

WHEREAS, the Project was previously authorized and approved by the School Board on January 2, 2023, and the Equipment Lease/Purchase Agreement was thereafter approved by the School Board at a subsequent meeting on July 24, 2023, in its capacity as Lessee, subject to the final authorization and approval of the Board of Supervisors; and

WHEREAS, the Board of Supervisors has been asked to authorize the School Board, as Lessee, to enter (i) an Equipment Lease/Purchase Agreement with Banc of America Public Capital Corp as lessor (the "Lessor") dated as of August 11, 2023 (the "Lease"), a copy of which is incorporated herein by reference, (ii) an Escrow and Account Control Agreement by and among the Lessor, the Lessee, and BOKF, NA as Escrow Agent dated as of August 11, 2023 (the "Escrow Agreement"), a Federal Tax and Non-Arbitrage Certificate, IRS Form 8038G, and other miscellaneous closing papers, documents, and certificates related to this transaction (collectively, the "Financing Documents"); and

WHEREAS, the Board of Supervisors deems it efficient, effective, and beneficial for the County to delegate the management and administration of the Project to the School Board, including the acquisition, financing, leasing, and installation of the equipment and related improvements on the terms and conditions therein and herein provided;

NOW, THEREFORE, BE IT RESOLVED, on this 8th day of August, 2023, that the Orange County Board of Supervisors hereby resolves the following in its capacity as governing body of the County:

1. Approval of Financing Documents. It is hereby found and determined by the Board of Supervisors that the terms of the Lease and the Escrow Agreement, in the form presented to the Board of Supervisors at this meeting, that the Project and the execution and delivery of the other Financing Documents by the School Board in its capacity as Lessee are in the best interests of the County, and the County hereby approves the execution and delivery of all the Financing Documents by the School Board.

2. Rental Payments Under the Lease. The annual amounts payable by the School Board in accordance with the Lease shall be payable over the twenty (20) year term of the leasehold arrangement between the Lessor and the Lessee and shall consist of components of principal and interest (the "Rental Payments"). The maturity date when such Rental Payments are due cannot be extended beyond the original maturity date or prepaid without the consent of the County.

3. Ceiling on Rental Payments. The aggregate principal amount of the Rental Payments payable by the School Board with funds appropriated by the County for such purpose shall not exceed $5,650,000. The interest payable with respect to the portion of the Rental Payments designated as and constituting interest paid by the Lessee shall accrue and be due as set forth in the Payment Schedule, a copy of which is incorporated herein by reference, to the Lease at an interest rate equal to 4.167 percent per annum.

4. School Board Representatives Authorized to Execute Financing Documents. The Lease and the Exhibits referenced herein, together with other Financing Documents, may be approved by the School Board in substantially the forms presented at this meeting, with such insertions, omissions, and changes as shall be approved by the Superintendent of Schools and Chief Operating Officer of the Lessee, or other authorized representatives of the Lessee so designated by the School Board (the "Authorized Representatives"), with the execution of such documents being conclusive evidence of such approval.

5. No General Liability. Nothing contained in this Resolution, the Lease, the Escrow Agreement, or any other Financing Documents or other contracts related to the Project shall be interpreted or deemed to create liability of the County, nor shall the breach of the Lease, the Escrow Agreement, or any other Financing Document by the Lessee impose any pecuniary liability upon the County.

6. Subject to Appropriation Obligation. The County hereby expresses its intent, on a subject to appropriation basis, to designate and set aside funds annually for the budget it approves for the School Board in amounts sufficient, together with funds contributed by the School Board, if any, to satisfy the yearly Rental Payments. The County intends to identify and set aside such funds specifically for the Project in an amount sufficient to satisfy the debt service payments evidenced by the Rental Payments during each Fiscal Year of the County, at all times during which such Rental Payments are outstanding during the twenty (20) year term of the Lease, but the County has no legal obligation to do so. The expression of the County's intent to appropriate fuds to the Lessee for debt service on the Rental Payments for the Project is a non-binding obligation, and nothing herein contained can legally bind or obligate the Board of Supervisors to appropriate funds for the purposes described herein. The Rental Payments payable under the Agreement

are limited obligations of the Lessee, subject to the annual appropriation by the Board of Supervisors of the County of funds for such annual Rental Payments, as provided in the Lease.

7. Project Payments Not a General Obligation of the County. The debt service responsibilities with respect to the Rental Payments are not a general obligation of the County, and shall not constitute a pledge of the County's full faith and credit and taxing power.

8. Tax Covenants. The County hereby directs the School Board to comply with the provisions of Sections 103 and 141-150 of the Internal Revenue Code of 1986, as amended (the "Code") and the applicable Treasury Regulations promulgated thereunder at all times during which the Rental Payment obligations are outstanding.

9. Reimbursement Authorization. As previously declared in Section 11 of the Resolution of the Board of Supervisors adopting the Fiscal Year 2024 Capital Budgets on April 24, 2023, the County and the School Board intend that the adoption of this Resolution will be a reaffirmation and declaration of the County's and the School Board's official intent in accordance with U.S. Treasury Regulation Section 1.150-2 to obtain reimbursement from the proceeds payable by the Lessor pursuant to the Lease for certain qualified expenditures on the Project previously incurred and paid, if any, and respect to which Reimbursement Bond Resolutions have previously been adopted. The County intends for funds that have been previously advanced for costs of the Project, or which may be so advanced, be reimbursed to the County or the School Board, as applicable, from proceeds payable by the Lessor pursuant to the Lease, or any subsequent debt obligations.

10. Other Actions. All other actions of officers of the County taken heretofore or hereafter conforming with the purposes and intent of this Resolution are approved, ratified, and confirmed. The Board of Supervisors hereby approves and directs Williams Mullen, Bond Counsel to the School Board, to prepare and review the financing documents and take such actions as are necessary or appropriate in connection with the execution of the Lease, the Escrow Agreement, and the other Financing Documents.

11. Filing of Resolution. The Clerk or any Deputy Clerk of the Board of Supervisors or other agent or employee of the County, is hereby authorized and directed to cause a certified copy of this Resolution to be filed with the Circuit Court of Orange County, Virginia.

12. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

13. Effective Date. This Resolution shall be effective immediately upon its approval and adoption.

Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

RE: CLOSED MEETING

At 5:57 p.m., Mr. Lacheney read the following motion authorizing Closed Meeting:

WHEREAS, the Orange County Board of Supervisors desired to discuss in Closed Meeting the following matters:

- Consultation with legal counsel pertaining to actual or probable litigation, where such consultation in open meeting would adversely affect the negotiating or litigating posture of the public body concerning Route 522 development. *- §2.2-3711(A)(7) of the Code of Virginia*

- Consultation with legal counsel employed or retained by the public body regarding specific legal matters requiring the provision of legal advice by such counsel concerning employee political campaign issues and Rapidan Service Authority. *- §2.2-3711(A)(8) of the Code of Virginia*

WHEREAS, pursuant to §§2.2-3711 (A)(7) and (A)(8) of the Code of Virginia, such discussions may occur in Closed Meeting;

NOW, THEREFORE, BE IT RESOLVED, that the Orange County Board of Supervisors hereby authorized discussion of the aforestated matters in Closed Meeting.

On the motion of Mr. Frame, seconded by Mr. White, which carried by a vote of 4-0, with Ms. Hale being absent, the Board adopted the resolution authorizing Closed Meeting, as presented. Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

RE: CERTIFICATION OF CLOSED MEETING

At 6:54 p.m., Ms. Simpson read the following resolution certifying Closed Meeting:

WHEREAS, the Orange County Board of Supervisors has, this day, adjourned into Closed Meeting in accordance with a formal vote, and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, the Freedom of Information Act requires certification that such Closed Meeting was conducted in conformity with the law;

NOW, THEREFORE, BE IT RESOLVED, that the Orange County Board of Supervisors hereby certified that, to the best of each member's knowledge, i) only public business matters lawfully exempted from open meeting requirements under the Freedom of Information Act were discussed in the Closed Meeting to which this certification applied, and ii) only such public business matters as were identified in the motion by which the said Closed Meeting was convened were heard, discussed or considered by it.

Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

RE: NEW BUSINESS (Continued)

RE: APPROVAL OF THE FIRST AMENDMENT TO THE MEMORANDUM OF AGREEMENT FOR WITHDRAWAL OF GREENE COUNTY FROM RAPIDAN SERVICE AUTHORITY

On the motion of Mr. Frame, seconded by Mr. White, which carried by a vote of 4-0, with Ms. Hale being absent, the Board approved the First Amendment to the Memorandum of Agreement for the Withdrawal of Greene County from the Rapidan Service Authority, as presented.

Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

RE: ADJOURN

On the motion of Mr. Frame, seconded by Mr. White, which carried by a vote of 4-0, with Ms. Hale being absent, the Board adjourned the meeting at 6:54 p.m. Ayes: Johnson, White, Marshall, Frame. Nays: None. Absent: Hale.

R. Mark Johnson, Chairman

Theodore L. Voorhees, County Administrator