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**BRIGHTER  
BOLDER  
BUSINESS**

**MINUTES  
BOARD OF DIRECTORS MEETING  
INDUSTRIAL DEVELOPMENT AUTHORITY OF HALIFAX COUNTY, VIRGINIA  
OCTOBER 21, 2022**

**RE: MEETING:** The Board of Directors of the Industrial Development Authority of Halifax County, Virginia (IDA) held a regular IDA Board meeting on Friday, October 21, 2022, at 8:30 A.M. in the IDA Conference Room.

**RE: MEMBERS PRESENT:** Those in attendance at the time the meeting was called to order include Mr. Rick Harrell, Mr. Jeremy Satterfield, Mr. Robert Bates and Mrs. Nancy Pool.

Dr. Nettie Simon-Owens stated that she was attending the meeting alone from her home due to feeling under the weather.

Mr. Ryland Clark stated that he was attending the meeting from the bus transporting him to a community college where he will go to a secluded location to listen to the meeting. He mentioned that he was listening via a mobile device with headphones. Mr. Clark stated that he could not attend the meeting due to a scheduling conflict with LEAD Virginia.

Mr. Jeremy Catron stated that he was attending the meeting alone at home due to feeling under the weather.

**RE: MEMBERS ABSENT:**  
None

**RE: OTHERS PRESENT:** Mrs. Kristy Johnson – IDA Executive Director and Ms. Blair Jeffress – IDA Operations Manager

**RE: MEETING CALLED TO ORDER:** Mr. Rick Harrell called the meeting to order at 8:32 a.m. It was determined that a quorum was present with seven members in attendance.

**RE: APPROVAL OF AGENDA:** Mr. Rick Harrell stated that there will be a slight change to the agenda to accommodate members who have time restrictions. Mr. Jeremy Satterfield made a motion to approve the updated agenda, seconded by Mr. Robert Bates, and duly carried by the Board.

**RE: READING AND APPROVAL OF MINUTES:** Mrs. Nancy Pool made a motion to approve the August 25, 2022 and September 16, 2022 meeting minutes, seconded by Mr. Jeremy Satterfield and duly carried by the Board.

**RE: Reports of Standing Committees and Officers**

**A. Finance Committee  
Current Financials**



Mrs. Pool presented the June 2022 and the September 2022 financials to the Board. She mentioned that there was not anything out the ordinary and everything seemed to be on track.

Mrs. Johnson stated that the September 2022 financial includes the \$30K moved from the reserve account for the site identification study. She stated that there will be several unexpected maintenance expenses in the coming months, she stated that she believed because of other savings they would balance out the report. She mentioned that the pass-through expense for the Longwood Business Development Center is not reflected in the report but will be reflected in the October 2022 financial report. She explained that the capital budget is on track and will be out of balance because of the timing of the project and the way it was budgeted for. However, all capital projects are within budget.

Mrs. Pool stated that the finance committee has reviewed the cost associated with several items in the strategic plan. She mentioned that the Committee recommended that the BRE responsibilities should be left to the Executive Director the committee recommended that Tactic 1.1.1 be removed from the strategic plan.

Mrs. Johnson stated that the IDA will continue to evaluate staffing from a budgeting and operational standpoint.

Dr. Simon-Owens suggested that instead of completely removing the tactic, the IDA could add a statement in the strategic plan stating that the Executive Director will continue to focus on BRE.

Mr. Harrell stated that the function of BRE is still stated in the strategic plan.

Dr. Simon-Owens stated that stating that the BRE responsibilities will be undertaken by the Executive Director will clarify that the IDA isn't removing the BRE function.

Mrs. Pool mentioned that tactic 1.1.2 states that the IDA will continue to develop an intentional annual plan for BRE which includes mass communication.

Dr. Simon-Owens stated that tactic 1.1.2 deals with operations instead of personnel.

Mrs. Johnson stated that the strategic plan would not be adopted until the P&P Committee had a chance to review. She stated that the IDA Board can continue these conversations as they move through the adoption process.

Mrs. Pool made a motion to approve the June 2022 and September 2022 financial reports, seconded by Mr. Satterfield, and duly carried by the Board.

## **B. Prospects & Properties Committee**

Mrs. Johnson presented the Tobacco Region Opportunity Fund Performance Agreement and the Commonwealth Opportunity Fund Grant Performance Agreement for the Hitachi Energy Expansion. She stated that the IDA's attorney, County's attorney, and Hitachi's legal team had reviewed the documents.

Mrs. Johnson mentioned that both agreements were paid out post performance and the funds will not be disbursed until all or a pro rata portion of the jobs creation and investment had been met. She stated that the TROF grant will be reviewed and

approved by the Board of Supervisors. She mentioned that the TROF grant is \$220K and the COF grant is \$511,500.

Dr. Simon-Owens made a motion to authorize the Executive Director to execute the Tobacco Region Opportunity Fund grant performance agreement and the Commonwealth Opportunity Fund grant performance agreement for the Hitachi Energy expansion, seconded by Mr. Bates and duly carried by the Board with the exception of Mr. Ryland Clark who abstained.

### **C. Executive Committee**

Mr. Harrell stated that the Executive Committee had reviewed the by-laws. He mentioned the Committee had one proposed revision in the by-laws related to attendance. He explained that the revision would reflect Chapter 49 Title 15.2-4904 of the Code of Virginia and its attendance requirements.

Mr. Harrell recited the revision which includes the verbiage from Chapter 49 Title 15.2-4904 of the Code of Virginia to the IDA Board and opened the floor to comments.

Dr. Simon-Owens inquired about the IDA Board member's notification of removal prior to notifying the Board of Supervisors.

Mrs. Johnson stated the IDA staff tracks attendance and notifies members when they are close to missing the number of meetings referred to in the by-laws that would possibly result in removal from the Board. She mentioned that there was no formal process in notifying the Board of Supervisors, but this process could be discussed with the IDA Board.

Mr. Clark inquired about the process of notifying Board members of their absence.

Mrs. Johnson stated that this would be the first step. She stated the IDA staff actively notifies the members if they are close the number of allowed missed meetings that is stated in the current by-laws.

Mr. Harrell stated that the by-laws were updated so it would not be in violation of the Code of Virginia. He stated that the IDA will continue to implement best practices in notifying individuals on their absences.

Mr. Harrell made a motion to request that the IDA Board of Directors amend section 7 in the by-laws to be in accordance with Chapter 49 Title 15.2-4904 of the Code of Virginia, seconded by Mr. Satterfield and duly carried by the Board.

Dr. Simon-Owens requested that the IDA staff work towards documenting the process that was discussed relating to the notification process.

Mr. Harrell stated that there are several proposed changes to the policies and procedures manual. He stated that the first revision would be to revise the holiday to reflect Martin Luther King Day.

Mrs. Pool stated that the holidays do not mirror the County's holidays or the Chamber's holidays. She suggested to expand the holidays for the IDA staff.



Dr. Simon-Owens suggested that Christmas Eve be added to the list of holidays.

Mr. Satterfield stated that it would make more sense for the IDA's holidays to mirror the County's holidays.

Dr. Simon-Owens requested to see the County's approved holidays before approving the IDA's holidays.

Mr. Rick Harrell stated that the approval of the policies and procedures manual to reflect the County's holidays will be moved to next Board meeting.

Mrs. Johnson stated that the provided revised policies and procedures manual for the remote participation and the electronic meetings policy reflects what is in Chapter 37 Title 2.2-3708.3 of the Code of Virginia.

Mrs. Pool inquired about the inclusion of two virtual meetings per year.

Mrs. Johnson stated that the revision does include verbiage related to virtual meetings per calendar year. She emphasized that there would have to be more detailed minutes if a virtual meeting were held.

Mr. Harrell stated that there is a lot more effort that goes into hosting a virtual meeting than with a meeting in person.

Dr. Simon-Owens inquired about the revisions to the Policies and Procedures Manual applying to the Committees long with the full Board.

Mr. Harrell stated that the revision would apply to the Committees.

Mr. Satterfield made a motion that the Board of Directors amend the IDA Policies and Procedures Manual to revise reasons for remote participation to reflect code allowances and add the electronic meetings policy to reflect code allowances stated in Chapter 37 Title 2.2-3708.3 of the Code of Virginia. This motion was seconded by Mrs. Pool and duly carried by the IDA Board.

Mrs. Johnson noted that the Executive Committee suggested that the Prospects and Properties Committee review the best practices policy in the IDA Policy and Procedures Manual. She mentioned that the Prospects and Properties Committee will be meet before the November Board meeting..

Mr. Harrell emphasized the importance of coming up with best practices related to private properties. He stated that dealing with private properties opens up more possibilities for the IDA and the County.

Mrs. Johnson stated that the Prospects and Properties Committee will meet soon to discuss the strategic plan tactics related to the P&P committee.

**RE: REQUEST TO ENTER INTO CLOSED SESSION:** Motion was made by Mrs. Nancy Pool seconded by Mr. Robert Bates, and duly carried by the Board that the Board go into closed session pursuant to Virginia Code Section 2.2-3711. That the purposes which are to be the subject of said executive or closed meeting shall be as follows:



- To discuss a prospective business or industry, or the expansion of an existing business or industry where no previous announcement has been made of the businesses or industry's interest in locating or expanding facilities in the community, pursuant to Virginia Code Section 2.2-3711.A.5.
- To discuss real estate matters, Virginia Code Section 2.2-3711.A.3.
- To discuss personnel matters, pursuant to Virginia Code Section 2.2-3711.A.1.
- To discuss the award of a public contract involving the expenditure of public funds, including interviews of bidder or offerors, and discussion of the terms or scope of such contract, where discussion in open session would adversely affect the bargaining position or negotiating strategy of the Board pursuant to Section 2.2-3711 A. 29. of the Code of Virginia (1950), as amended.

Mr. Ryland Clark left the meeting at 9:36 a.m.

Dr. Nettie Simon-Owens left the meeting at 9:43 a.m.

### **REQUEST TO RETURN TO REGULAR SESSION**

Upon motion by Mr. Jeremy Satterfield, seconded by Mrs. Nancy Pool then duly carried by the Board, that the body return to regular session.

### **CERTIFICATION**

Upon motion by Mr. Jeremy Satterfield and seconded by Mr. Robert Bates the Board voted to take a roll call certifying that to the best of the member's knowledge (i) only public business matters lawfully exempt from open meeting requirements under the Virginia Freedom of Information Act and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard discussed or considered in the meeting by the public.

Mr. Harrell, Yes

Dr. Simon-Owens, Yes

Mrs. Pool, Yes

Mr. Bates, Yes

Mr. Satterfield, Yes

Mr. Clark, Yes

Mr. Catron, Yes

### **RE: Action Taken on Items in Closed Meeting**

None

#### **D. Executive Director Report**

Mrs. Johnson noted that since the last Board meeting the IDA had held two economic development announcements. She thanked the IDA Board for their participation in those projects.

Mrs. Johnson updated the Board on monthly activities including Manufacturing Day, Coffee and Commerce, Empower Groundbreaking Ceremony, Chamber of Commerce Business After Hours hosted by Huber and NOVEC, the Live Here Work Here Campaign kickoff, and the Henrietta Lacks Commission Meeting.

Mrs. Johnson mentioned that Ms. Jeffress attended the Virginia Institute for Economic Development in Richmond, VA.



Ms. Jeffress stated that it gave her the opportunity to view economic development from a state level and provided an opportunity to network with other individuals from different parts of the State.

Mrs. Johnson stated that she will be attending a SVRA Board meeting and attending the welcome reception for the new DCC president. She mentioned that the community wide strategic plan implementation committee suggested that the steering committee host forums throughout the County to discuss the strategic plan. She expressed that this will begin with District 1.

Mrs. Johnson mentioned that she is continuing the childcare discussion throughout the region.

**RE: Old Business:**

None

**RE: New Business:**

**A. Open Comment Period**

- Mr. Robert Bates: None
- Mrs. Nancy Pool: None
- Mr. Satterfield: None
- Mr. Harrell: None

**RE: PUBLIC COMMENT:**

None

**RE: NEXT MEETING DATE:**

The IDA will hold a regular meeting on November 18, 2022, at 8:30 A.M. in the Halifax IDA conference room.

**RE: ADJOURNMENT:**

Motion to adjourn was made by Mr. Rick Harrell seconded by Mrs. Nancy Pool and then duly carried by the Board.

Respectfully Submitted:

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Mrs. Kristy Johnson, IDA Executive Director

Acknowledged:

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Mr. Rick Harrell, Chair