

**RESOLUTION AUTHORIZING DIRECTOR PARTICIPATION IN PUBLIC
MEETINGS BY ELECTRONIC COMMUNICATION MEANS**

WHEREAS, on March 12, 2020, Governor Ralph S. Northam issued Executive Order Fifty-One declaring a state of emergency for the Commonwealth of Virginia arising from the novel Coronavirus (COVID-19) pandemic (the “Emergency”); and

WHEREAS, Executive Order Fifty-One acknowledged the existence of a public health emergency which constitutes a disaster as defined by Virginia Code § 44-146.16 arising from the public health threat presented by a communicable disease anticipated to spread; and

WHEREAS, on April 24, 2020, Virginia Governor Northam signed amendments to the Code of Virginia which allowing public bodies to conduct electronic meetings without the necessity of a physical quorum during a declared emergency/disaster in order to transact business statutorily required or necessary to continue operations of the public body; and

WHEREAS, the Industrial Development Authority of the Town of Clifton, Virginia (the “Authority”) desires to continue its operations and protect the health and safety of the public, its directors and others who may participate in its meetings; and

WHEREAS, the Authority desires to avail itself of the ability to hold meetings through electronic communication means, as authorized by Virginia Code § 2.2-3708.2 A.3, and to permit one or more of its directors to participate in public meetings by electronic communication means as authorized by Virginia Code § 2.2-3708.2.C.

NOW THEREFORE, BE IT RESOLVED by the Authority that:

1 During the Emergency, the following procedures shall govern the meetings of the Authority:

- a. Any meeting or activities which require the physical presence of members of the Authority may be held through real time electronic means (including audio, telephonic, video or other practical electronic medium) without a quorum physically present in one location; and
- b. Prior to holding any such electronic meeting, the Authority shall provide public notice of the electronic meeting as required by law and identify how the public may participate in the meeting or otherwise offer comment; and
- c. At the beginning of each such meeting, the following shall be stated that:
 - i. the nature of the Emergency makes it impracticable or unsafe for the Authority to assemble in a single location; and

ii. the purpose of meeting is to discuss or transact business that is statutorily required or necessary to continue operations of the Authority and the discharge of its lawful purposes, duties, and responsibilities; and

iii. the Authority shall cause minutes of its meetings to be kept and made available in accordance with the timeframes established in §§ 2.2-3707 and 2.2-3707.1 of the Virginia Code.

- d. The Authority shall, with respect to any meeting by electronic means, (i) state at the beginning of such meeting that it is being held pursuant to and in compliance with this Resolution; (ii) identify directors who are physically and/or electronically present; and (iii) identify the method by which the public can have to access and participate in such electronic meeting; and
- e. Any such electronic meeting of the Authority shall be open to electronic participation by the public and closed to in-person participation by the public; and
- f. For any matters requiring a public hearing, public comment may be solicited by electronic means in advance and shall also be solicited through telephonic or other electronic means during the course of the electronic meeting. All such public comments will be provided to directors of the Authority at or before the electronic meeting and made part of the record for such meeting; and
- g. The minutes of all meetings by electronic communication means shall conform to the requirements of law, identify how the meeting was conducted, identify directors participating, and specify what actions were taken at the meeting. The Authority may approve minutes of an electronic meeting at a subsequent physical or electronic meeting.

2. During periods other than during the Emergency, the following procedures shall govern the meetings of the Authority for the purpose of complying with Virginia Code § 2.2-3708.2.C:

- a. Any director of the Authority who is unable to attend any public meeting of the Authority for the reasons contemplated by Virginia Code § 2.2-3708.2.A.1 a. or b. shall notify the Chair of the Authority on or before the date of any public meeting of such inability and request permission to attend the public meeting by electronic communication means; and
- b. The Authority may approve such attendance, in which case there shall be recorded in the minutes of the Authority the remote location from which the director participated in such meeting and the reason justifying such remote participation; and
- c. No director shall be permitted to participate in more than two meetings annually by electronic communication means; and

- d. At all meetings during which one or more directors participates by electronic communication means, a quorum of directors of the Authority must be present physically at one primary meeting location.

3. This resolution has been adopted by the Directors of the Authority, whose attendance and votes at the meeting of the Authority held on July 20, 2020 are recorded in the official minutes of the Authority, as follows:

<u>Name</u>	<u>In Attendance</u>	<u>Vote</u>
John Brantley Baber	yes	yes
Wayne Nickum	yes	yes
Stephen R. Effros	yes	yes
Jeffrey Stein	yes	yes
William J. Ridenour	yes	yes
Sarah Nitz	no	
James C. Chesley	yes	yes

4. This resolution shall take effect immediately upon its adoption.

CERTIFICATION

The foregoing is a true copy of the resolution duly adopted by the Directors of the Industrial Development Authority of the Town of Clifton, Virginia at a meeting duly called and held on July 20, 2020.

Stephen R. Effros

Name: Stephen R. Effros

Title: Secretary-Treasurer