

**TOWN OF VALDESE
TOWN COUNCIL MEETING
MARCH 6, 2017**

The Town of Valdese Town Council met on Monday, March 6, 2017, at 6:00 p.m., in the Town Council Chambers at Town Hall, 102 Massel Avenue, SW, Valdese, North Carolina. The following were present: Mayor John F. "Chip" Black, Jr., Councilman Keith Ogle, Councilwoman Frances Hildebran, Councilwoman Susan Stevenson, Councilman Gary L. Delp, and Councilman Roy F. Sweezy. Also present were Town Manager Seth Eckard, Town Attorney Marc Mitchell, Deputy Town Clerk Thelda B. Rhoney, and various department heads.

Absent: None.

A quorum was present.

Mayor Black called the meeting to order at 6:00 p.m. He offered the Invocation and led in the Pledge of Allegiance to the Flag.

OPEN FORUM/PUBLIC COMMENT:

FRIENDS OF THE VALDESE REC PRESIDENT BETH HEILE Ms. Heile offered a brief update on the Lakeside Park. She said Friends of the Valdese Rec began two years ago. Grants are being applied for the Lakeside Park. There is an option on the land at \$1.4 million. They hope to be awarded \$1 million in grants from the Clean Water Trust Fund and PARTF. The Rostan Family Foundation plans to donate \$300,000 and Kellex Seating donated \$100,000. Their goal is to raise \$150,000 for park amenities and have already received \$23,000. She said the Conservation Easement, when approved by Council, would offer more points on the grant applications. They hope to start building the park in January 2018.

She thanked Deputy Town Clerk Thelda Rhoney, Parks & Recreation Direction Doug Knight, Councilman Sweezy, Mayor Black, Former Town Manager Jeff Morse, Planning Director Larry Johnson, Public Works Director Bryan Duckworth, Fire Chief Charlie Watts, Town Attorney Marc Mitchell, and Town Manager Seth Eckard. She thanked Members of Council for contracting with Foothills Conservancy. She also thanked the Friends of the Valdese Rec Board and the community.

Town Manager Seth Eckard said it would be a long process and there would not be a final park for a long time but staff was working toward the project every day.

CONSENT AGENDA: (enacted by one motion)

APPROVED REGULAR AND CLOSED SESSION MINUTES – FEBRUARY 6, 2017

APPROVED ORDINANCE DECLARING ROAD CLOSURES FOR TOWN OF VALDESE SPECIAL EVENTS

**AN ORDINANCE DECLARING ROAD CLOSURE
FOR TOWN OF VALDESE SPECIAL EVENTS**

WHEREAS, the Town of Valdese desires to schedule an Independence Day Celebration, Annual Waldensian Festival; Treats in the Streets; and the Annual Valdese Christmas Parade; and

WHEREAS, part of US 70/Main Street in Valdese will need to be closed for each of these special events; and

WHEREAS, G.S. 20-169 provides that local authorities shall have power to provide by ordinance for the regulation of the use of highways by processions or assemblages;

NOW, THEREFORE, be it ordained by the Town Council of the Town of Valdese pursuant to G.S. 20-169 that the following portion of the State Highway System be closed during the times set forth below:

2017 Independence Day Celebration
Friday, June 30, 2017, 5:00 p.m. until 11:00 p.m.
(Description of Closure: 1.19 mi. US 70 Main St from Hoyle St to Eldred St)

2017 Waldensian Festival Kickoff Celebration

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Friday, August 11, 2017, 5:00 p.m., until 11:00 p.m.
(Description of Closure: 1.19 mi. US 70 Main St from Hoyle St to Eldred St)

2017 Waldensian Festival Celebration
Saturday, August 12, 2017, 5:30 a.m. until 11:00 p.m.
(Description of Closure: 1.19 mi. US 70 Main St from Hoyle St to Eldred St)

2017 Valdese Treats in the Streets
Tuesday, October 31, 2017, 3:30 p.m. until 6:30 p.m.
(Description of Closure: 1.19 mi. US 70 Main St from Hoyle St to Eldred St)

2017 Annual Valdese Christmas Parade
Saturday, December 2, 2017, 9:45 a.m. until 12 Noon
(Description of Closure: 1.19 mi. US 70 Main St from Hoyle St to Eldred St)

Signs shall be erected giving notice of the limits and times of these street closures as required by G.S. 20-169.

THIS, the 6th day of March, 2017.

/s/ John F. Black, Jr., Mayor

ATTEST: /s/ Town Clerk

APPROVED REQUEST FROM WALDENSIAN HERITAGE WINES TO SELL WINE AT THE ROCK SCHOOL ARTS FOUNDATION EVENTS, OLD ROCK SCHOOL ON MARCH 12, 2017 (2:00 – 4:00 P.M.); JUNE 8, 2017 (5:30 – 7:30 P.M.); AND OCTOBER 1, 2017 (2:00 – 4:00 P.M.)

APPROVED REQUEST FROM WALDENSIAN STYLE WINES TO SELL WINE AT THE APRIL CRAFT MARKET ON SATURDAY, APRIL 8, 2017, 9:00 A.M. – 4:00 P.M., OLD ROCK SCHOOL WALDENSIAN ROOM

APPROVED REVISED AMERICAN TOWER AGREEMENT Council approved the American Tower Agreement at its December 5, 2016 meeting. A revised Management and Marketing Agreement with American Tower for wireless communication with only minor wording changes in the agreement was proposed. The tower is located at 100 Whisnant Street at the Public Works facility

APPROVED CAROLINAS HEALTHCARE SYSTEM BLUE RIDGE VALDESE CAMPUS MASTER SIGNAGE PLAN Carolinas HealthCare System Blue Ridge requested replacing signage at the Valdese Hospital Campus and they offered a Master Signage Plan which was reviewed and approved by the Valdese Planning Board at its February 20, 2017 meeting.

APPROVED FRIDAY, APRIL 7, 2017 AS TAX LIEN ADVERTISING DATE FOR REAL & PERSONAL PROPERTY

APPROVED REAPPOINTMENT TO VALDESE ABC BOARD Town Manager Seth Eckard was reappointed to the Valdese ABC Board for a first, full three-year term which expires April 1, 2020.

Councilwoman Stevenson made a motion to approve all items on the Consent Agenda except the Arbor Day 2017 Proclamation moved to Items Removed from Consent Agenda, seconded by Councilman Ogle. The vote was unanimous.

End Consent Agenda

ITEMS REMOVED FROM CONSENT AGENDA:

ARBOR DAY 2017 PROCLAMATION Councilwoman Hildebran said the Town had received the Tree City USA award for 29 years. She was employed with the Town when the program began and Planning Director Larry Johnson and Fire Chief Charlie Watts worked with her to start the program in 1988. Dr. Ben Garrou and Mayor Jimmy Draughn initiated Tree City USA and the Town purchased dogwood trees and planted them all over town. She recommended additional trees be planted next year for the 30th anniversary of Tree City USA in the Town of Valdese. She thanked Public Works Director Bryan Duckworth for coordinating a program with Valdese Elementary School.

She said she was also proud of staff for participating in a Reading Program at Valdese Elementary School.

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Mr. Eckard said a ceremony would be conducted at Town Hall for the Fourth Grade Foresters at Valdese Elementary School (pending approval from Burke County Public Schools) on Friday, March 17, 2017, 1:15 p.m. Each student would be presented with a small tree.

ARBOR DAY 2017 PROCLAMATION

WHEREAS, in 1872, J. Sterling Morton proposed to the Nebraska Board of Agriculture that a special day be set aside for the planting of trees; and

WHEREAS, the holiday, called Arbor Day, was first observed with the planting of more than a million trees in Nebraska; and

WHEREAS, 2017 is the 145th Anniversary of the holiday and Arbor Day is now observed throughout the nation and the world; and

WHEREAS, trees can reduce the erosion of our precious topsoil by wind and water, cut our heating and cooling costs, moderate the temperature, clean the air, produce life-giving oxygen and provide habitat for wildlife; and

WHEREAS, trees are a renewable resource giving us paper, wood for our homes, fuel for our fires, and beautify our community; and

WHEREAS, trees, wherever they are planted, are a source of joy and spiritual renewal; and

WHEREAS, the Town of Valdese has received the prestigious Tree City USA award for the past 29 years.

NOW, THEREFORE, I, John F. Black, Jr., Mayor of the Town of Valdese, North Carolina, do hereby proclaim Friday, March 17, 2017, as the 145th Anniversary celebration of

“Arbor Day 2017”

in the Town of Valdese and the Town will hold an Arbor Day Event at Valdese Town Hall on Friday, March 17, 2017, 1:15 p.m., regarding tree planting and I urge all citizens to celebrate Arbor Day and to support efforts to protect our trees and woodlands; and

FURTHER, I urge all citizens to plant trees to gladden the heart and promote the well-being of this and future generations.

This 6th day of March, 2017.

/s/ John F. Black, Jr., Mayor

Councilwoman Hildebran made a motion to approve the Arbor Day Proclamation, seconded by Councilman Ogle. The vote was unanimous.

AMENDED VEDIC BYLAWS – PRESENTED BY VEDIC EXECUTIVE DIRECTOR KERRI POTEAT VEDIC Executive Director Kerri Poteat presented the following changes to the VEDIC Bylaws:

BYLAWS
OF
VALDESE ECONOMIC DEVELOPMENT
INVESTMENT CORPORATION

ARTICLE I
OFFICE

SECTION 1.1 PRINCIPAL OFFICE. The principal office of the Corporation shall be located at such place as the Board of Directors may fix from time to time.

SECTION 1.2 REGISTERED OFFICE. The registered office required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

SECTION 1.3 OTHER OFFICES. The Corporation may have offices at such other places as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II
MEMBERSHIP

SECTION 2.1 MEMBERS. The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

SECTION 3.1 MANAGEMENT OF THE CORPORATION. The property, affairs and business of the Corporation shall be managed by the Board of Directors.

SECTION 3.2 NUMBER AND TENURE. The Corporation shall be governed by a Board of Directors consisting of ~~eighteen (18) members~~ nineteen (19) members. ~~Burke Partnership for Economic Development, Inc. (BDI) shall appoint ten (10) of the directors, who shall represent the following nonprofit corporations and governmental entities:~~ The following nonprofit corporations and governmental entities shall appoint eleven (11) of the directors:

1. Town of Connelly Springs. The Connelly Springs Town Council shall ~~recommend to BDI~~ appoint a representative to represent the Town of Connelly Springs.
2. Town of Hildebran. The Hildebran Town Council shall ~~recommend to BDI~~ appoint a representative to represent the Town of Hildebran.
3. Burke County. The Burke County Commissioners shall ~~recommend to BDI~~ appoint two (2) representatives to represent Burke County.
4. ~~Burke County. The Burke County Commissioners shall recommend to BDI a second representative to represent Burke County.~~
5. City of Morganton. The Morganton City Council shall ~~recommend to BDI~~ appoint a representative to represent the City of Morganton.
6. Burke County Travel and Tourism Authority. The Burke County Travel and Tourism Authority shall ~~recommend to BDI~~ appoint a representative to represent the Burke County Travel and Tourism Authority.
7. Town of Rutherford College. The Rutherford College Town Council shall ~~recommend to BDI~~ appoint a representative to represent the Town of Rutherford College.
8. Town of Drexel. The Drexel Town Council shall ~~recommend to BDI~~ appoint a representative to represent the Town of Drexel.
9. Burke County Chamber of Commerce. The Burke County Chamber of Commerce shall ~~recommend to BDI~~ appoint a representative to represent the Burke County Chamber of Commerce.
10. An at large representative appointed by BDI.
11. An at large representative appointed by Western Piedmont Council of Governments.

Each of these ~~ten (10)~~ eleven (11) directors shall serve until such time as a replacement for that director is ~~recommended~~ appointed by the governmental entity or nonprofit corporation that director represents ~~appointed by BDI~~ and is qualified.

The Town Manager of the Town of Valdese shall be an ex-officio voting member of the Board of Directors. The other seven (7) directors shall be appointed by the Valdese Town Council, and they shall serve three-year staggered terms. The term of three (3) of these directors shall begin July 1, 2012; the term of three (3) of these directors shall begin July 1, 2013; and the term of two (2) of these directors shall begin July 1, 2014. Thereafter, prior to each July 1, the same number of directors whose terms are expiring shall be appointed by the Valdese Town Council. The seven (7) directors appointed by the Valdese Town Council may serve three (3) consecutive three-year terms, after which the director must be off of the board for at least one (1) year before being eligible to serve again.

~~The Valdese Town Council may also appoint two (2) nonvoting members to the Board of Directors who shall act in an advisory capacity to the board. The Valdese Town Council may be replace or remove these advisory directors at any time.~~

SECTION 3.3 RESIGNATION. Any director, other than the Town Manager, may resign at any time by giving notice thereof in writing to the Chairman or Secretary of the corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time such resignation is received by the Chairman or Secretary.

SECTION 3.4 VACANCIES. In the event of a vacancy in the members of the Board of Directors appointed by the Town Council, the remaining directors shall continue to act and such vacancy shall be filled by appointment of a successor by the Town Council of the Town of Valdese. In the event of a vacancy in the members of the Board of Directors appointed by ~~BDI~~ the nonprofit corporations and governmental entities, the remaining directors shall continue to act and such vacancy shall be filled by a successor appointed by ~~BDI~~ the nonprofit corporations and governmental entities as provided in Section 3.2. Any director appointed by the Town Council of the Town of Valdese for the unexpired three-year term of one of the directors the Town Council appoints shall hold office for the unexpired portion of the term of the person who the newly appointed director succeeds, or until he shall resign or shall become disqualified

SECTION 3.5 COMPENSATION. Directors and officers of the Corporation shall not receive any salary or fee for services rendered to the Corporation as a director or officer, but shall be entitled to reimbursement for reasonable expenses incurred by them on behalf of the Corporation subject to approval of the Chairman or of the Treasurer in the case of expenses incurred by the Chairman; but nothing herein shall be construed to preclude a director from serving the Corporation in any other capacity and receiving reasonable compensation therefore, subject to the approval of the Board of Directors.

SECTION 3.6 DUTIES. Each director shall discharge his duties as a director, including his duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interest of the Corporation.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

SECTION 4.1 PLACE. The Board of Directors may hold meetings, both regular and special, at such place as the Board of Directors shall determine.

SECTION 4.2 REGULAR MEETINGS. Regular meetings shall be conducted at prearranged times and places for the conducting of the business of the Corporation as established by the Board of Directors. The Board of Directors shall hold a regular meeting at least once each quarter.

SECTION 4.3 ANNUAL MEETING. The Board of Directors meeting for the election of officers and the transaction of any other business shall be held during the month of July.

SECTION 4.4 SPECIAL MEETINGS. Special meetings may be called by the Chairman on at least one days' notice to each director; and special meeting shall be called by the Chairman in like manner and on like notice if requested in writing by two or more directors.

SECTION 4.5 QUORUM AND VOTING. At all meetings of the Board of Directors, a majority of the entire board shall constitute a quorum for the transaction of the business, and a vote of the majority of the directors present and voting in person shall be the act of the Board of Directors, except where the Articles of Incorporation, these Bylaws or North Carolina law requires a greater vote. For all votes ~~of the Valdese Loan and Grant Advisory Committee from the Loan Review Committee~~ established under Section 6.4, a majority of that advisory committee shall constitute a quorum and a majority of the members of that committee present and voting in person or via email shall be the act of that advisory committee the Loan Review Committee.

SECTION 4.6 MEETING BY TELEPHONE. Any member of the Board of Directors or a committee may participate in a meeting of the Board of Directors or a committee meeting by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed to constitute presence in person at such meeting.

SECTION 4.7 CONSENT. Whenever a vote of directors is required or permitted to be taken in connection with any action, the meeting of directors may be dispensed with, but only if all of the directors consent in writing to such action being taken.

SECTION 4.8 REMOVAL. The Board of Directors may remove any director, other than the Town Manager of the Town of Valdese, who is absent from three (3) consecutive scheduled meetings or who is absent from more than ~~60%~~ 50% of the board meetings during any fiscal year.

ARTICLE V OFFICERS

SECTION 5.1 OFFICERS. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer. All of the officers shall be elected from the membership of the Board of Directors.

SECTION 5.2 ELECTION. Each officer shall be elected by the Board of Directors at its organizational meeting and thereafter at its annual meeting and shall hold office until the annual meeting of the Board of Directors held next after his election or until his death or until he shall resign or shall have been disqualified or shall have been removed from office.

SECTION 5.3 REMOVAL. Any officer may be removed by a majority vote of all directors at a special meeting called for that purpose whenever in their judgment the officer's removal will be in the best interest of the Corporation.

SECTION 5.4 ADDITIONAL OFFICERS. The Board of Directors may create and elect from time to time such additional officers as in its opinion are desirable for the conduct of the business of the Corporation.

SECTION 5.5 VACANCIES. If an office becomes vacant for any reason, the Board of Directors shall fill such vacancy. Any officer so elected by the Board of Directors shall fill the unexpired term of his predecessor.

SECTION 5.6 CHAIRMAN. ~~The Chairman shall be the Chief Executive Officer of the Corporation and, subject to the instructions of the Board of Directors, shall have general charge of the business, affairs, and property of the Corporation.~~ The Chairman shall preside at all meetings of the Board of Directors and the Executive Committee at which he may be present. The Chairman shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 5.7 VICE CHAIRMAN. At the request of the Chairman, or in his absence or disability, the Vice Chairman shall perform all of the duties of the Chairman and when so acting, shall have all powers of and be subject to all restrictions upon the Chairman. The Vice Chairman shall perform such other duties and have such authority as from time to time may be assigned to him by the Board of Directors.

SECTION 5.8 SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be the custodian of the records, books, reports, statements, and other documents of the Corporation and seal of the Corporation, and see that the seal is affixed to all documents requiring such seal. In general, the Secretary shall perform all duties and possess all authority incident to the office of secretary, and he shall perform such other duties and have such other authority as from time to time may be assigned to him by the Board of Directors.

SECTION 5.9 TREASURER. The Treasurer shall have supervision over the funds, securities, receipts, and disbursements of the Corporation. The Treasurer shall in general perform all duties and have all authority incident to the office of treasurer and shall perform such other duties and have such other authority as from time to time may be assigned or granted to him by the Board of Directors.

SECTION 5.10 EXECUTIVE DIRECTOR. The Executive Director will manage all day to day duties associated with VEDIC in accordance with the policies and procedures and bylaws, as approved by the VEDIC Board of Directors. He or she will perform a broad variety of tasks including, but not limited to, managing the process for all loan application requests, meeting with the borrower to analyze organization and proposed project and compilation of all needed loan documents, underwrite and present to the Loan Review Committee, coordinate legal services and attend loan closings, sign loan documents on behalf of the Board of Directors, provide and oversee technical assistance, board operations, maintain records and correspondence, fund development and management, marketing, grant applications, budget officer and manage other VEDIC employees. He or she will be responsible for representing the organization in its lending and helps to set strategic direction in lending based on overall loan portfolio. The Executive Director serves at

the pleasure of the Board of Directors. In the absence of the Executive Director, such duties will be given to the Chairman.

SECTION 5.11 DUTIES OF OFFICERS MAY BE DELEGATED. In the case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the power or duties of such officer to any other officer or to any director for such period of time as the Board of Directors may determine.

ARTICLE VI COMMITTEES

SECTION 6.1 STANDING COMMITTEES. The Board of Directors shall have the following standing committees: Executive Committee, Nominating Committee and ~~Valdese Loan and Grant Advisory Committee~~ the Loan Review Committee.

SECTION 6.2 COMPOSITION, DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE. The Chairman shall serve as the Chairman of the Executive Committee. The Executive Committee shall consist of the officers of the Corporation and such others as may be designated by the Chairman and approved by the Board of Directors. The duties of the Executive Committee are to advise the Chairman, Executive Director and the Board of Directors on Corporation business, review and recommend loan and grant applications and perform such other duties as may be assigned by the Board of Directors.

SECTION 6.3 COMPOSITION, DUTIES AND RESPONSIBILITIES OF THE NOMINATING COMMITTEE. The Nominating Committee shall consist of at least three (3) directors and such other persons, who need not be directors, appointed by the Chairman. The duties of the Nominating Committee are to seek out and recommend qualified individuals to serve as directors of the Corporation. The names of potential directors shall be submitted by the Nominating Committee to the Board of Directors, and the Board of Directors shall recommend individuals, who need not be persons nominated by the Nominating Committee, to the Town Council for its consideration and approval as directors of the Corporation.

SECTION 6.4 COMPOSITION, DUTIES AND RESPONSIBILITIES OF THE ~~VALDESE LOAN AND GRANT ADVISORY COMMITTEE~~ LOAN REVIEW COMMITTEE. ~~The Town Manager of the Town of Valdese, an ex-officio board member, and the seven (7) directors appointed by the Valdese Town Council shall serve as an advisory committee to the Board of Directors. This advisory committee shall make recommendations as to whether to deny or approve all applications for loans or grants for which only businesses or other entities or people located in the Town of Valdese are eligible. The Board of Directors shall honor and approve such recommendations made by this advisory board unless the Board of Directors determines that such action would be improper or otherwise constitute a breach of the directors' fiduciary duties.~~ The Loan Review Committee shall consist of at least five (5) members recommended by the Executive Director and appointed by the Board of Directors. The Loan Review Committee shall make recommendations as to whether to deny or approve all loan applications for which only businesses located within the VEDIC service area are eligible. See VEDIC work plan for service area details. The Board of Directors shall review and vote on such recommendations made by the Loan Review Committee.

SECTION 6.5 SPECIAL COMMITTEES. The Board of Directors may from time to time organize such other committees or advisory committees as it deems necessary to carry out the objectives of the Corporation.

SECTION 6.6 CHAIRMAN OF COMMITTEES. The Chairman shall act as Chairman of the Executive Committee. ~~The Valdese Loan and Grant Advisory Committee~~ The Loan Review Committee shall elect the chairman of that committee. The Chairman shall appoint all other committee chairmen.

ARTICLE VII NOTICES

SECTION 7.1 FORM/DELIVERY. Notices to directors shall be in writing and may be delivered personally or by mail or electronic media to the director's address appearing on the records of the corporation.

SECTION 7.2 WAIVER. Whenever a notice is required to be given by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

ARTICLE VIII

CONTRACTS, LOANS, CHECK, DRAFTS, ETC.

SECTION 8.1 CONTRACTS. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or to execute or deliver any instruments on behalf of the Corporation, and such authority may be general or confined to specific instances. Any contract or other action that will or may result in the expenditure of more than \$10,000 of Corporation funds must be approved by ~~at least eight (8) members of~~ the Board of Directors.

SECTION 8.2 LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any officer or agent of the Corporation so authorized may effect loans or advances for the Corporation and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation. Any such officer or agent, when thereunto so authorized, may mortgage, pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Corporation any real property and all stocks, bonds, other securities, and other personal property at any time held by the Corporation, and to that end, may endorse, assign, and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances. Any borrowing of an amount in excess of \$10,000 must be approved by ~~at least eight (8) members of~~ the Board of Directors.

SECTION 8.3 DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents of the Corporation to whom such power may from time to time be given by the Board of Directors.

SECTION 8.4 CHECKS, DRAFTS, ETC. All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the Chairman or a Vice Chairman and by the Secretary or the Treasurer, or in such other manner as the Board of Directors may from time to time determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories will be made by the Chairman or Treasurer or by any officer or agent who may be designated by resolution of the Board of Directors in such manner as such resolution may provide.

SECTION 8.5 GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

SECTION 8.6 CONFLICT OF INTEREST. No board member may vote or speak to an item that they or an immediate family member may financially benefit from. Immediate family member includes: spouse, children and parents.

ARTICLE IX
GENERAL PROVISIONS.

SECTION 9.1 PURPOSES. This Corporation is organized to assist the Town of Valdese in the promotion, stimulation, development and advancement of the business prosperity and economic welfare of the Town and its citizens; to encourage and assist in any lawful manner the location of new business and industry in the Town; to assist existing business and industry in the Town; and to cooperate and act in conjunction with other organizations, public and private, in the promotion and advancement of industrial, commercial, and recreational developments in the Town. Because a strong county-wide and regional economy is essential to the economic well-being of the citizens of Valdese and the surrounding counties, the Corporation is authorized to seek funding for and establish loan and grant programs to increase the business activity in the entirety of Burke County and the surrounding counties. The Corporation is also authorized to seek funding for and establish loan and grant programs serving such other North Carolina counties as the Board of Directors determines to be in the best interest of the Corporation.

SECTION 9.2 DISSOLUTION. The Corporation may be dissolved only by a two-thirds (2/3) vote of all of the members Board of Directors of the Corporation. Upon dissolution of the Corporation, the remainder of the Corporation's assets, after all liabilities and obligations of the Corporation have been paid and discharged, or adequate provisions made therefore, shall be distributed to the Town of Valdese.

SECTION 9.3 LIMITATION ON LIABILITY. No officers, director, or employee shall be liable for his actions acting in such capacity, which actions are taken in good faith, provided that such officers, directors, or employees, may be liable for gross negligence or willful misconduct. The Corporation agrees to indemnify its officers, directors, and employees for any expenses, claims, or liabilities, suffered by or against any of such persons acting in their respective capacities as officers, directors, or employees of the Corporation, to the extent permissible by law. Such indemnification shall not

apply to the extent that such actions of the officers, directors, or employees constitute gross negligence or willful misconduct.

SECTION 9.4 CORPORATE SEAL. The corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

SECTION 9.5 FISCAL YEAR. The fiscal year of the Corporation shall be from July 1 to June 30.

SECTION 9.6 AMENDMENT TO BYLAWS. These Bylaws may be amended or repealed and new bylaws may be adopted by affirmative vote of a majority of the directors then holding office at any meeting of the Board of Directors; however, notice of the proposed action and text of the proposed bylaw amendment must be provided to the directors at least five (5) days before the meeting at which action on the proposed amendment is to be taken or such notice must have been waived by all of the directors; and provided further that the bylaws relating to the appointment and tenure of the directors appointed by the Valdese Town Council and the bylaws relating to the composition, duties and responsibilities of the ~~Valdese Loan and Grant Advisory Committee~~ Loan Review Committee as provided in Section 6.4 shall not be amended without the prior written consent of the Valdese Town Council.

SECTION 9.7 GENDER. As used in these Bylaws, the masculine gender shall be deemed to include the feminine and feminine the masculine.

THIS THE 6th DAY OF MARCH, 2017.

/s/ John F. Black, Jr., Mayor

After a brief discussion, Councilman Ogle made a motion to approve the VEDIC amendments as written, seconded by Councilman Sweezy. The vote was unanimous.

MAIN STREET UPDATES - PRESENTED BY COMMUNITY AFFAIRS DIRECTOR MORRISSA ANGI Ms. Angi said a current list of projects could be found on the Main Street webpage and Town's Facebook page and meetings were held the first Thursday of the month at 5:30 p.m., Old Rock School. She shared the Main Street Vision Statement. She offered an update on the business opportunities webpage from the Economic Vitality Committee and the available resources. The Promotions Committee was working to create a Then and Now Walking Tour of Downtown Valdese and have compiled photographs from years ago and are working to gather more information of what Valdese looked like in yesteryear. The committee hosted a Community Sharing event at the Old Rock School on February 27, 2017. The Promotions Committee created flyers to solicit businesses to fill vacant storefronts. Staff coordinated a new event called the April Craft Market and proceeds from the event will be dedicated to the Movie Theater Project. She said the Design Committee works on projects to beautify the downtown district and recently met with the Valdese Planning Board to discuss the idea of setback requirements for future building in downtown and they are continuing with the Façade Grant Program.

Members of Council thanked Ms. Angi for her work on the Main Street Program.

FAÇADE GRANT REQUEST FROM LOS COMPADRES RESTAURANT Ms. Angi presented a request from Los Compadres Mexican Restaurant for a Façade Grant in the amount of \$2,500. The proposed costs of the façade improvements are \$5,200 for paint, inspect and repair underlying support system, and sign installation with elliptical lighting. The Design Committee recommended the grant.

Councilwoman Hildebran made a motion to approve the aforementioned Façade Grant in the amount of \$2,500, seconded by Councilman Sweezy. The vote was unanimous.

PROPOSAL FOR BEER & WINE GARDEN FOR SPECIAL EVENTS Ms. Angi said there was no manpower to move the beer and wine garden to and from the Wells Fargo parking lot to Main Street during special events. She said currently those that purchase beer or wine stay in a gated area. She meets with Main Street Directors and Downtown Development Coordinators and Lenoir has a similar program that she was proposing which has been very successful. She recommended that the beer and wine garden be set up in the Town's parking lot at Wells Fargo and have one or two food vendors in addition to the concession trailer manned by the Merchants Association for Independence Day. During last year's event, the restaurants could not keep up and there were long wait times. She recommended removing the beer and wine garden fencing and open up to several areas she reviewed on a map. There would be barricades at the intersections, patrons having beer and wine would receive identification checks and wristbands by the vendors and the alcohol would be served in a cup with the rules printed on the cup.

Councilman Ogle asked about soft drinks for the cups as well and Ms. Angi said that would be a big expense for the cups for soft drinks.

After a brief discussion, Councilman Ogle made a motion to approve the use of cups for beer and wine and the boundary limits as presented by Ms. Angi, seconded by Councilman Sweezy. The vote was unanimous.

AWARD OF BIDS FOR AMPHITHEATER TECH SHACK REPAIRS AND CONCRETE SEATING REPAIRS Ms. Angi presented bids for the Amphitheater Tech Shack Repairs with Brushy Mountain Builders in the amount of \$16,200. (Other bid: Conover Construction in the amount of \$17,490.) The bids for Concrete Seating Repairs with Steelcon in the amount of \$27,890 plus the cost for handrail creation and installation - \$3,435 for a total amount of \$31,325. (Other bid with Valdese Concrete - \$29,660 plus the cost for handrail creation and installation - \$3,435 for a total amount of \$33,095.)

Councilman Ogle said many years ago staff was directed to come up with a list of items that needed repair and Councilwoman Stevenson served on a committee. Councilwoman Stevenson said the committee voted to keep the theater in place and the list of repairs was massive.

After a brief discussion, Councilman Ogle made a motion to award the bid to repair the concrete seating to Steelcon - \$27,890, with the addition of handrail by Powell Welding in the amount of \$3,435 for a total amount of \$31,325. The motion was seconded by Councilwoman Hildebran and carried unanimously.

Councilman Sweezy made a motion to award the bid for the Tech Shack repairs to Brushy Mountain Builders in the amount of \$16,200 which includes a roof for the two lighting towers, seconded by Councilman Delp. The vote was unanimous.

AWARD OF BID FOR DOWNTOWN WIFI Town Manager Seth Eckard said the project had been redesigned and staff solicited new bids and two of the three company's submitted bids. He introduced Jim Ingram with Trificient Technologies.

Mr. Ingram said they first came to Valdese in 2004 when the former manager contacted them. He offered a brief overview about his company. He made recommendations of locations for WiFi for all downtown events. On a map he identified poles that would be installed. Mr. Eckerd said that was a natural solution on public spaces with no buildings. Mr. Ingram said the Town was working with Duke Energy to get power to the site and then they would make the installations. They would also make the installation on the tower located at the Police/Fire Complex and verified that the WiFi would not interfere with emergency services. He described how they would do a survey in the Town to determine the coverage and what they need to do to maximize everything. They provide data collection and monitoring as part of the contract. There would be time limits for free WiFi and he described how the system could be used.

Mr. Eckerd presented the following bids:

Bids for Downtown WiFi from Trificient:

Option 1:		
	Steel poles with no light fixtures	\$67,810
	One year of Charter Internet fiber service	5,400
	Electrical service to poles	<u>3,000</u>
	Total:	<u>\$76,210</u>
Option 2:		
	Steel poles with light fixtures	\$69,010
	One year of Charter Internet fiber service	5,400
	Electrical service to poles	<u>3,000</u>
	Total:	<u>\$77,410</u>

Staff recommends Option 2 in the amount of \$77,410.

Other Bids - Prodigy:

Option 1:		
	Steel/wooden poles with no light fixtures	\$106,739
	One year of Charter Internet fiber service	<u>5,400</u>
	Total:	<u>\$112,139</u>

Option 2:		
Steel poles with light fixtures		\$111,139
One year of Charter Internet fiber service		<u>5,400</u>
Total:		<u>\$116,539</u>

Katalyst did not submit a bid for the redesign.

Revenue Sources:		
ARC Grant		\$49,094
Rostan Family Foundation		\$15,000
Town Fund Balance		<u>\$13,316</u>
Total:		<u>\$77,410</u>

Councilwoman Hildebran asked if this would create a new budget item. Mr. Eckard said yes, an additional \$13,000 per year to maintain downtown WiFi.

Mayor Black said there may be some sources of revenue to underwrite if businesses could benefit from WiFi, and with the data we should know if there were some possibilities.

After a brief discussion, Councilman Ogle made a motion to award the bid for Downtown WiFi to Trificent (Option 2 with light fixtures) in the amount of \$77,410, seconded by Councilman Sweezy. The vote was unanimous.

DISCUSSION OF BRICK PAVER CROSSWALK AT INTERSECTION OF RODORET STREET/MAIN STREET

Public Works Director Bryan Duckworth presented a plan to expand asphalt that was being proposed at the intersection of Rodoret/Main. Several years ago there was a downtown streetscape study and stamped crosswalks were recommended in the study. NCDOT plans to resurface Main Street (Hwy 70) and the Town would like to partner with NCDOT to include the stamped crosswalk. The street could be resurfaced as early as March or as late as October this year. Mr. Eckard said staff spoke with the paving contractor and would like the paving done before the Independence Fireworks display if possible. Mr. Duckworth described the process for the brick paver. The estimated cost of the stamped, four-way crosswalk would be \$16,000. Mr. Duckworth said the second option would be to remove the bump-out on Main Street which was difficult to maintain and clean and was a safety issue for citizens, and with the bump-out removed there would be four or five parking spaces added to Main Street. West Consultants was procuring bids for the removal of the bump-out and it is estimated to cost \$31,000 to remove and patch then NCDOT would resurface during the street paving. Mr. Eckard offered proposals for funding for these two projects.

After a brief discussion, Councilman Sweezy made a motion to approve the stamped crosswalk with NCDOT in the amount of \$16,000 and \$31,000 for the removal of the bump-out and paving (total of \$47,000), seconded by Councilman Ogle. The vote was unanimous.

BUDGET AMENDMENT Finance Director Jerry LaMaster presented the following budget amendment:

Budget Amendment No. 17 - Amphitheatre Repairs

As per discussions held in previous council meetings pertaining to the subject, the following budget amendment is essential in order to appropriate the necessary funds.

BE IT ORDAINED by the Governing Board of the Town of Valdese, North Carolina that the following amendment is made to the annual budget ordinance for the fiscal year ending June 30, 2017:

Section 1. To amend the General Fund, the expenditures are to be changed as follows:

<u>Acct. No.</u>	<u>Debit</u>	<u>Credit</u>
10.6250.150 M&R Bldg & Grounds	<u>48,815</u>	
Total	<u>\$48,815</u>	<u>\$ 0</u>

This will result in a net increase of \$ 48,815 in the expenditures of the General Fund. To provide funding for the above, the following revenue budgets will be increased. These additional revenues have already been received.

10.3970.303 From Util - Econ	30,000
10.3990.000 Fund Balance	<u>18,815</u>

Total

\$ 0

\$48,815

Section 2. Copies of this budget amendment shall be furnished to the Clerk to the Governing Board, to the Budget Officer and the Finance Officer for their direction.

Councilman Ogle made a motion to approve the aforementioned budget amendment with the fact that funds will go back into fund balance at the beginning of next budget year, seconded by Councilwoman Hildebran. The vote was unanimous.

MAYOR AND COUNCIL COMMENTS:

STREET SIGN Councilman Delp requested that staff look at the possibility of a warning sign on Laurel Street prior to Bouchard Avenue NE, If you leave Bouchard and turn right on Laurel Street toward town someone is always on your bumper due to a blind curve. Mr. Eckard said staff would investigate.

TOURISM SIGN AT OLD ROCK SCHOOL Councilwoman Hildebran said the sign was beautiful and asked if that was part of the Main Street Program. Ms. Angi said the sign was designed in house and the logo and color palette was chosen by the Main Street committee.

FLAG – OLD ROCK SCHOOL Councilman Ogle reported that the flag was missing at the Old Rock School and he said he was made aware that it was damaged during the recent wind storm. Ms. Angi said the rope also broke and staff was working on repairs.

STREET LIGHT FIXTURE Councilman Ogle reported a street light fixture that was about to fall in the lower parking lot closest to Main Street at the Old Rock School.

NEW BUILDINGS IN VALDESE Councilman Delp said it was nice to see new buildings going up in Valdese – Meridian expansion and the Downtown Park.

MANAGER’S REPORT:

ANNUAL BUDGET RETREAT, OLD ROCK SCHOOL – WALDENSIAN ROOM, MONDAY, MARCH 20, 2017, 1:00 P.M. – 8:00 P.M.

At 7:48 p.m., there being no further business to come before Council, Councilman Ogle made a motion to adjourn, seconded by Councilwoman Stevenson. The vote was unanimous.

The next meeting is a regularly scheduled meeting on Monday, March 20, 2017, 1:00 p.m., Old Rock School, Waldensian Room - Annual Budget Retreat.

Town Clerk

Mayor

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