



CITY COUNCIL WORK SESSION

Wednesday, November 12, 2025 | 4:00 PM
2nd Floor Training Room- City Hall
900 Church Street
Lynchburg, VA 24504

AGENDA

- I. **Welcome** *Larry Taylor, Mayor*
- II. **Work Session Agenda Overview** *Wynter C. Benda, City Manager*
- III. **Business Item Briefing(s)**
 - III.1. Boards & Commissions Quarterly Reporting - Q4
- IV. **Work Session Agenda Items**
 - IV.2. Downtown Lynchburg Association: Downtown Improvement District and Review Memorandum of Understanding
 - IV.3. Lynchburg Redevelopment Housing Authority Revenue Bond issuance for 1300 Campbell Avenue
 - IV.4. Lynchburg City Council Rules of Procedure Discussion
- V. **Roll Call**
 - V.5. Vice Mayor Diemer: *Adopt a written policy delineating the respective roles of the Clerk's Office and the City Attorney's Office in the preparation, review, and amendment of minutes.*
- VI. **Closed Session**

AGENDA ITEM SUMMARY**MEETING DATE**

November 12, 2025

PRESENTED BY

Alicia Finney, Clerk of Council

AGENDA ITEM # III.1

Boards & Commissions Quarterly Reporting - Q4

RECOMMENDATION

Review upcoming December appointments to Council-appointed boards and commissions.

SUMMARY

The following volunteer opportunities are upcoming:

- Community Development Advisory Committee
- Horizon Behavioral Health Board of Directors
- Lynchburg Regional Airport Commission
- Planning Commission

Interested candidates are encouraged to apply by completing our online application at <https://www.lynchburgva.gov/570/Boards-Commissions>. Applications will be taken through Monday, November 24th, and will be kept on file for one year for any future Council consideration unless advised otherwise by the applicant.

PRIOR ACTION(S)

N/A

FISCAL IMPACT

N/A

CONTACT(S)

Alicia Finney, Clerk of Council

ATTACHMENT(S)

1. Boards and Commssions_BIB_Q4_2025

REVIEWED BY

Alicia L. Finney

Alicia Finney, Clerk of Council

Date: November 06, 2025

BOARDS AND COMMISSIONS QUARTERLY REPORTING

November 12, 2025



VOLUNTEER OPPORTUNITIES

1. Community Development Advisory Committee

- Four (4) reappointments
- Three (3) upcoming vacancies

2. Horizon Behavioral Health

- One (1) upcoming vacancy

3. Airport Commission

- Three (3) reappointments
- Two (2) current vacancies

4. Planning Commission

- One (1) current vacancy
- One (1) reappointment

COMMUNITY DEVELOPMENT ADVISORY COMMITTEE

- As needed
- Makes recommendations to the City Council regarding plans and projects for the Community Development Block Grant and HOME programs.
- Can serve up to four (4) consecutive 1-year terms
- Opportunities:
 - Four (4) reappointments
 - Three (3) upcoming vacancies



HORIZON BEHAVIORAL HEALTH BOARD OF DIRECTORS

- Meets the 4th Wednesday of the month except March and August at 4:00 p.m. at HBH, 2241 Langhorne Road
- Provides mental health, disability, and substance abuse services, acting as advisor, provider, and advocate.
- Can serve up to three (3) consecutive 3-year terms
- Opportunities:
 - One (1) upcoming vacancy

Name	No. of Terms Served	Term Expiration Date
Betty Brickhouse (Ward 4)	4	12/31/2025
Chris Faraldi	2	12/31/2026
Sonya Baker (Ward 2)	3	12/31/2027

LYNCHBURG REGIONAL AIRPORT COMMISSION

- Meets 5 times a year at 4:00 p.m. at the Lynchburg Regional Airport Passenger Terminal Conference Room, 350 Terminal Drive
- To assist the city in planning, organization, direction and administration of the Lynchburg Regional Airport.
- Can serve up to three (3) consecutive 3-year terms
- Opportunities:
 - Three (3) reappointments
 - Two (2) current vacancies



PLANNING COMMISSION

- Meets the second and fourth Wednesday of each month at 4:00pm at City Hall, Council Chamber
- Acts in an advisory capacity to City Council in planning the development of the City (subdivisions, rezoning, parks, etc.).
- Can serve up to three (3) consecutive 3-year terms
- Opportunities:
 - One (1) current vacancy
 - One (1) reappointment



Name	No. of Terms Served	Term Expiration Date
David Perault (Ward 4)	3	12/31/2022
Tom Rogers (Ward 2)	3	12/31/2024
Charles Gammon (Ward 3)	1	12/31/2025
Dave Henderson (Ward 2)	2	12/31/2027
Mark Cox (Ward 1)	1	12/31/2027
Gary Woodson (Ward 3)	1	12/31/2027
VACANT		

NEXT STEPS

Closed Session Scheduled – Tuesday, December 9, 2025

Collecting applications and resumes through Monday, November 24, 2025



Alicia L. Finney

CLERK OF COUNCIL

O 434.455.3981

F 434.847.1536

alicia.finney@lynchburgva.gov



AGENDA ITEM SUMMARY

MEETING DATE

November 12, 2025

PRESENTED BY

Stacy Garrett, Executive Director

AGENDA ITEM # IV.2

Downtown Lynchburg Association: Downtown Improvement District and Review Memorandum of Understanding

RECOMMENDATION

N/A - Worksession Item

SUMMARY

Stacey Garrett, Executive Director of the Downtown Lynchburg Association (DLA), will present an overview of a Downtown Improvement District (DID) and a review of the Memorandum of Understanding between the City and DLA.

PRIOR ACTION(S)

FISCAL IMPACT

CONTACT(S)

Stacy Garrett, Executive Director

ATTACHMENT(S)

1. 2025 DLA DID - MOU presentation - final

REVIEWED BY

Gregory Patrick, Deputy City Manager

Date: November 06, 2025

Alicia Finney, Clerk of Council

Date: November 06, 2025

Downtown Improvement Districts (DID) Overview

City Council Work Session
November 12, 2025



WHAT IS A DID?

- Public-private partnership where property owners invest in the area's vitality and economic success
- Operates by collecting assessment revenues from property owners within the district
- Enhances but does not replace regular city services
- Funds are used for marketing, maintenance, beautification, public safety enhancements, business support, etc.
- Must be approved by local governments and/or property owners
- Typically requires enabling legislation at the state or local level



WHERE ARE DIDS USED?

DIDs exist in diverse settings, including:

- Urban Downtowns – Supporting business districts and economic growth.
- Commercial Corridors – Enhancing shopping and dining hubs.
- Tourism Areas – Creating inviting destinations for visitors.
- Historic Districts – Maintaining cultural landmarks while supporting local businesses.
- Suburban Retail Centers – Competing with newer developments through revitalization.



WHAT ARE DIDS NOT USED FOR?

- General Government Services – DIDs supplement, not replace, municipal services like police, fire, and public schools.
- Zoning and Land Use Regulation – DIDs advocate for policies but do not control zoning, permitting, or land use decisions.
- Large-Scale Public Works Projects – Major infrastructure like bridges, highways, and sewer systems fall outside DID funding.
- Law Enforcement & Arrest Powers – DIDs may fund security programs, but they do not replace police or enforce laws directly.



HOW ARE DIDS ESTABLISHED?

- City Council goes holds a public hearing and then votes to establish a DID
- The ordinance establishing the DID:
 - Defines the boundaries
 - Sets the incremental tax rate
 - Establishes the governance structure



PUBLIC ENGAGEMENT

Before a Downtown Improvement District (DID) is established, public engagement ensures that property owners, businesses, and city officials assess feasibility and align on priorities.

- 1. Planning & Feasibility:** Stakeholders evaluate the costs, benefits, and impact of a DID, including financial feasibility, service needs, and how it complements city services.
- 2. Stakeholder Engagement:** Property and business owners participate in discussions, surveys, and meetings to define priorities, desired services, and governance structures.



WHAT ACTIVITIES DOES A DID FUND?





PUBLIC SPACE ENHANCEMENTS

- **Sidewalk Improvements:** Decorative paving, widening, and ADA accessibility.
- **Street Furniture:** Benches, trash cans, and bike racks
- **Wayfinding & Navigation:** Coordinated signage, maps, and kiosks to help pedestrians locate key destinations.
- **Lighting Upgrades:** LED streetlights, decorative lighting, parking lot lighting.
- **Green Spaces:** Planters, trees, parks, parklets, and mini plazas.



BEAUTIFICATION & MAINTENANCE

- **Street Cleaning & Waste Removal:** Daily sidewalk sweeping and trash collection.
- **Graffiti Mitigation:** Prompt removal and protective coatings.
- **Seasonal Décor & Landscaping:** Hanging baskets, holiday lights, and tree wells.
- **Public Art & Murals:** Investing in creative visual enhancements.
- **Facade Improvement Grants:** Supporting storefront renovations and signage upgrades.



PUBLIC EXPERIENCE & SAFETY ENHANCEMENTS

- **Ambassador Programs:** Providing visitor assistance and reporting maintenance needs.
- **Parking & Access:** Improving signage and coordination to make parking easier and support district access.
- **Security & Law Enforcement Partnerships:** DID-funded patrols and coordination with police.
- **Homeless Outreach & Social Services:** Connecting individuals to resources.
- **Crime Prevention:** Neighborhood watch, business safety training, and deterrence programs.



BUSINESS SUPPORT & MARKETING

- **Event Programming:** Festivals, markets, concerts, and parades.
- **Destination Branding:** Identity-building campaigns and marketing materials.
- **Digital & Social Media Marketing:** Online promotion for district businesses.
- **Collaborative Advertising & Promotions:** Joint marketing initiatives among local businesses.
- **Retail & Business Attraction:** Technical assistance and market analysis.



ECONOMIC DEVELOPMENT & GROWTH

- **Business Retention & Recruitment:** Supporting startups, entrepreneurs, and leasing efforts.
- **Workforce Development:** Partnering with training programs and incubators.
- **Real Estate & Development Advocacy:** Encouraging mixed-use spaces and adaptive reuse.
- **Market Research & Data Analytics:** Using foot traffic data and economic trends to guide decisions.

DID GOVERNANCE & PUBLIC-PRIVATE PARTNERSHIPS

Most cities partner with nonprofit organizations to manage DIDs, ensuring efficient operations and stakeholder-driven decision-making.

How the Partnership Works:

1. City establishes priorities for the DID.
2. City selects non-profit management partner to administer the DID.
3. Non-profit partner engages stakeholders and implements programs.
4. City ensures DID funds are allocated properly, requiring annual reports, budgets, and performance assessments.



EXAMPLE DIDS IN VA

- **Roanoke (Downtown Roanoke, Inc.)** – Provides business support, marketing, event management, public space beautification, and advocacy for economic development.
- **Richmond (Venture Richmond)** – Provides cleaning services, public space improvements, and business support.
- **Staunton (Staunton Downtown Development Association)** – Focuses on beautification, events, and public space management.
- **Norfolk (Downtown Norfolk Council)** Enhances safety, cleanliness, and overall vitality through public safety ambassadors, sidewalk cleaning, graffiti removal, and marketing strategies.
- **Winchester (Old Town Winchester)** – Provides public space management of pedestrian mall, infrastructure enhancement and maintenance, beautification events, promotion, and design services.



MEASURING SUCCESS & SUSTAINABILITY

To ensure long-term impact, DIDs track performance using key metrics:

- **Foot Traffic & Business Growth** – Tracking increased visitors and retail activity.
- **Crime Reduction & Safety Perception** – Measuring the effect of security programs.
- **Property Value Increases** – Assessing the DID's role in economic uplift.
- **Stakeholder Satisfaction** – Gathering feedback from businesses and property owners.



RENEWING & ADAPTING THE DID

- Most DIDs operate on multi-year terms (typically five years) and require renewal.
- The renewal process includes assessing past impact, refining services, and securing stakeholder support.
- A well-managed DID evolves to meet changing community needs, ensuring continued success.



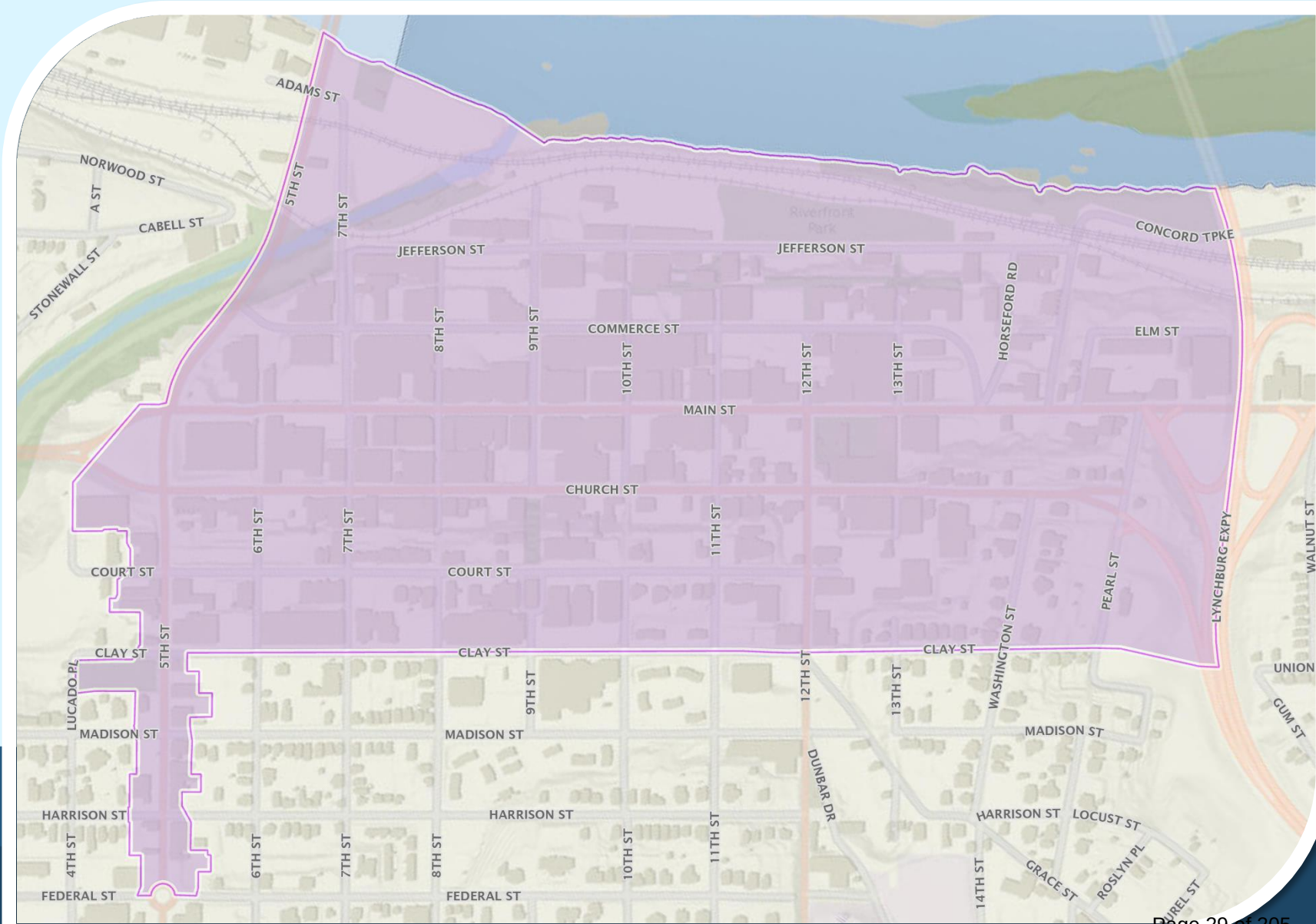
AREA OVERVIEW

674
Parcels

\$272,522,400
Taxable
Value

202.5

Category	% Assessed Value*
Single-Family Residential	11.38
Multi-Family Residential	14.20
Commercial	41.93
Industrial	1.32
Exempt	31.17



POTENTIAL REVENUE



Owner	Assessed Value w/ Rehab	One Cent
VIRGINIAN HOTEL LLC	\$20,293,000	\$2,029
BLUFFWALK CENTER LP	\$10,047,600	\$1,004
CITY MARKET LOFTS LLC	\$9,402,500	\$940
JAMESVIEW INVESTMENTS LLC	\$7,551,900	\$755
LYNCHBURG GRAND HOTEL, LLC	\$7,500,000	\$750
WEST ON MAIN LLC	\$6,268,200	\$626
AC CAPITAL LLC	\$6,203,500	\$620
GISH HOLDINGS LLC	\$5,257,500	\$525
700 MAIN ST LLC	\$4,752,000	\$475
ROSENBERG FAMILY FUND	\$4,400,000	\$440





UNIQUE CONSIDERATIONS IN LYNCHBURG

- DLA has existed for 30 years, providing many of the services that a DID would provide.
- Many DLA existing donors and sponsors are Downtown property owners.
- DIDs cannot replace existing City services.



Downtown Lynchburg Association





Purpose & Action

Purpose

- Review the Memorandum of Understanding (MOU) between the City of Lynchburg and the Downtown Lynchburg Association (DLA).

Why

- The MOU allows DLA to implement its executive transition, explore establishing a Downtown Improvement District, and continue to support and promote businesses in downtown Lynchburg.





History

- 1995:** Lynch's Landing founded
 - Articles of Incorporation

- 2006:** Virginia Main Street Accreditation
 - Memorandum of Understanding

- 2006:** Great American Main Street Award Winner
 - National Main Street Program

- 2017:** Renamed from Lynch's Landing to Downtown Lynchburg Association

- 2025:** New Executive Director
 - Celebrating thirty years of supporting downtown revitalization



DLA's 2025 Budget



Total Budget: **\$812,895**

Grants/Giving/Events \$642,000

City Support (In-Kind) \$170,895

In-Kind Support Detail **\$170,895**

Executive Director Salary/Benefits \$111,927

Rent \$37,564

Event Support \$19,000

Staff Parking \$2,400

***City In-Kind Support totals 21% of total Budget**



DLA Has Three Agreements involving the City

- Virginia Main Street – Three-party Agreement
- Lease Agreement
- Memorandum of Understanding (MOU)



Virginia Main Street – Three-party Agreement

- An agreement between Virginia Main Street (VMS), a division of the Virginia Department of Housing & Community Development (DHCD)
- Main Street District, defined by Virginia Main Street
- VMS requires:
 - Independent 501(c)3 organization with active, volunteer Board of Directors
 - Employ a full-time Executive Director
 - Active partnership with local government
 - Maintain accreditation as a National Main Street Community
- \$562,000 grants given to support projects within district, since 2014 (most funding came during COVID period)
- \$290,000 Launch LYH, adding 15 businesses to downtown, 2022-2025



Lease Agreement

- In-kind office space in the Monument Terrace Building
- Utilities and Maintenance Included
- DLA Funded Interior Improvements





Memorandum of Understanding

- **Agreement with the City of Lynchburg to:**
 - Collaborate with Masterplan
 - Employ Full-time Executive Director
 - Work on projects related to economic vitality and sustainability
 - Provide in-kind parking to staff
 - Provide access to IT
 - Provide information of planned City activities, initiatives and policies
- **MOU expires on December 31, 2025**
- **Typically renewed for three year terms**
- **City's fiscal responsibilities are subject to City Council appropriating adequate funds to fulfill those responsibilities**

Planning and Next Steps



- Renew the MOU Agreement with DLA for standard three-year term
- Establish a “Mayor’s Committee for a Stronger Downtown” consisting of:
 - Members of City Council
 - Downtown stakeholders
 - DLA Board Members and Executive Director
 - City Staff
- Visit, study, and benchmark successful downtowns in Virginia and neighboring states
 - Meet with city officials, downtown organizations, and local business leaders in those communities
 - Identify best practices for clean & safe, economic development, public spaces, and community engagement
- Develop recommendations for services, amenities, initiatives, and funding models to strengthen Downtown Lynchburg

AGENDA ITEM SUMMARY**MEETING DATE**

November 12, 2025

PRESENTED BYWilliam Martin, Community Development
Director**AGENDA ITEM # IV.3**

Lynchburg Redevelopment Housing Authority Revenue Bond issuance for 1300 Campbell Avenue

RECOMMENDATION

Approval of the resolution allowing the bond issuance by the Lynchburg Redevelopment Housing Authority (LRHA).

SUMMARY

Astoria Housing Partners has requested the Lynchburg Redevelopment Housing Authority (LRHA) to issue \$30,000,000 of its revenue bonds. The revenue bonds would be used to finance one hundred twenty-five (125) apartment units at 1300 Campbell Avenue (former Barker Jennings Building).

The project is a qualified rental project under the Internal Revenue Code and would be owned by Astoria Housing Partners. The issuance of the revenue bonds will not result in any financial obligation to LRHA or the City of Lynchburg. Although the bonds will be issued through LRHA, State Code requires the City Council adopt a resolution supporting the transaction.

During City Council's October 28 meeting, this item was tabled to the November 12, 2025 work session to allow for additional review time and for the petitioner to provide more information about this and other similar developments. The information provided by the petitioner is attached.

PRIOR ACTION(S)

October 28, 2025: Finance Committee recommended approval 2-0

October 28, 2025: City Council placed the item on the November 12, 2025 Work Session Agenda.

FISCAL IMPACT

N/A

CONTACT(S)

William Martin, Community Development Director
Matthew Freedman, City Attorney

ATTACHMENT(S)

1. Resolution
2. Petitioner's Project Overview - 1300 Campbell Avenue
3. Petitioner's Supporting Documents - Firm Overview, Lien & Litigation Report, Experience and Projects
4. Staff Presentation - October 28, 2025
5. LRHA Resolution - 1300 Campbell Avenue
6. Narrative
7. Notice

REVIEWED BY



Date: November 05, 2025

Kent White, Assistant City Manager



Date: November 06, 2025

Alicia Finney, Clerk of Council

RESOLUTION:

#R-25-__

**RESOLUTION APPROVING THE ISSUANCE BY THE
LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY OF ITS UP
TO \$30,000,000 MULTIFAMILY TAX-EXEMPT
REVENUE BONDS (1300 CAMPBELL AVENUE PROJECT) SERIES 2025**

WHEREAS, the Lynchburg Redevelopment and Housing Authority (the “Authority”) is authorized to advertise and hold public hearings relative to the issuance of private activity bonds; and

WHEREAS, the Authority has considered the application of Astoria Housing Partners LLC (or any affiliate thereof, the "Applicant") requesting that the Authority issue up to \$30,000,000 of its revenue bonds (the “Bonds”) to assist the Borrower in financing or refinancing a portion of the costs of acquiring, constructing, rehabilitating and equipping a multifamily residential rental housing project to consist of approximately 125 apartment units in a five-story historic building located at 1300 Campbell Avenue, Lynchburg, Virginia (the “Project”). The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”). The Project will be owned by the Applicant or an entity affiliated with and controlled by or under common ownership with the Applicant; and

WHEREAS, Section 147(f) of the Code provides that the applicable elected representatives of the governmental unit having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of private activity bonds is located must approve the issuance of such bonds; and

WHEREAS, the Authority issues its bonds on behalf of the City of Lynchburg and the facilities related to the Project to be financed or refinanced with the Bonds are located in the City of Lynchburg; and

WHEREAS, the Authority, as the issuing governmental unit with respect to the Bonds, has no applicable elected representative, the City of Lynchburg constitutes the next highest governmental unit with such a representative, and the members of the City Council of the City of Lynchburg (the “Council”) constitute the applicable elected representatives of the City of Lynchburg; and

WHEREAS, the Authority has recommended that the Council approve the issuance of the Bonds; and

WHEREAS, a copy of the Authority’s resolution authorizing the issuance of the Bonds and a certificate of the public hearing (including a summary of statements expressed at the hearing) have been filed with the Council.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LYNCHBURG, VIRGINIA:

1. The Council approves the issuance of the Bonds by the Authority for the benefit of the Applicant, as required by Section 147(f) of the Code and Section 15.2-4906 of the Code of Virginia of 1950, as amended, as applicable to local Virginia redevelopment and housing authorities, to permit the Authority to assist in the financing of the Project.

2. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Project or the Borrower.

3. The Bonds shall provide that neither the City of Lynchburg nor the Authority shall be obligated to pay the Bonds or the interest thereon or other costs incident thereto except from the funds provided therefor by the Borrower and the Project and that neither the faith and credit nor the taxing power of the City of Lynchburg or the Authority is pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto.

4. In adopting this resolution, the City of Lynchburg, including its elected City Council members, representatives, officers, employees and agents, shall not be liable for, and hereby disclaim all liability for, any damages to any person, direct, indirect, special, incidental, or consequential, resulting from the Authority's failure to issue the Bonds for any reason. The Bonds shall be payable solely from funds provided therefor by the Borrower and the Project, and the City of Lynchburg shall not be obligated to pay the Bonds or the interest thereon or any costs incident thereto.

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

Adopted: _____

Certified: _____
Clerk of Council

CERTIFICATE

Record of roll-call vote by the City Council of the City of Lynchburg, Virginia, upon consideration of a resolution titled “RESOLUTION APPROVING THE ISSUANCE BY THE LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY OF ITS UP TO \$30,000,000 MULTIFAMILY TAX-EXEMPT REVENUE BONDS (1300 CAMPBELL AVENUE PROJECT) SERIES 2025,” taken at a meeting of the City Council held on November 12, 2025:

AYE NAY ABSTAIN ABSENT

Larry Taylor, Mayor
Curt Diemer, Vice Mayor
Sterling A. Wilder
Chris Faraldi
Stephanie Reed
Marty Misjuns
Jacqueline Timmer

Dated: November 12, 2025

(SEAL)

Mayor, City of Lynchburg, Virginia

ATTEST: _____
Alicia L. Finney, Clerk of Council for the
Council of the City of Lynchburg, Virginia

The undersigned Clerk of Council for the Council of the City of Lynchburg, Virginia (the “City Council”) hereby certifies that the foregoing is a true, correct and complete copy of a resolution that was adopted by the City Council at its meeting duly called and held on November 12, 2025, in accordance with applicable law, and that such resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect as of the date hereof.

WITNESS my hand and the seal of the City of Lynchburg, Virginia, this _____ day of November, 2025.

Alicia L. Finney, Clerk of Council for the
Council of the City of Lynchburg, Virginia

[SEAL]

210703030.1

MULTIFAMILY DEVELOPMENT OPPORTUNITY

\$43.0MM HTC & LIHTC TAX CREDIT Investment

FORMER WEARHOUSE TO MULTIFAMILY APARTMENTS

1300 Campbell Ave Lynchburg VA





SUMMARY

To complete the capital stack for the revitalization of 1300 Campbell Ave we are seeking a sale of SHTC, FHTC and LIHTC tax credit in the amount of \$45,539,306.

Tax Credit break down:

- \$9,134,393 gross Federal Historic Tax Credits
- \$11,355,491 gross State Historic Tax Credits
- \$25,049,422 gross Section 42 LIHTC Tax Credits

The sale of these credits will provide the funding to begin an extensive gut renovation of 1300 Campbell Ave into 120 high-quality, mid-rise apartment units in the shell of a historic property. These new units will be for the benefit of the Lynchburg community and offer hard working families a high-quality apartment option.



PROJECT BACKGROUND

1300 Campbell Ave Lynchburg VA is a 5-story warehouse building on 2.2 acres. The property was originally constructed between 1918 and 1920 by the Jobbers Overall Company to serve as dormitory housing for cotton plant workers. Jobbers Overalls Co. filed for bankruptcy in 1921 and over the next century the property was utilized by a variety of companies for textile manufacturing and most recently warehousing for a construction supply company.

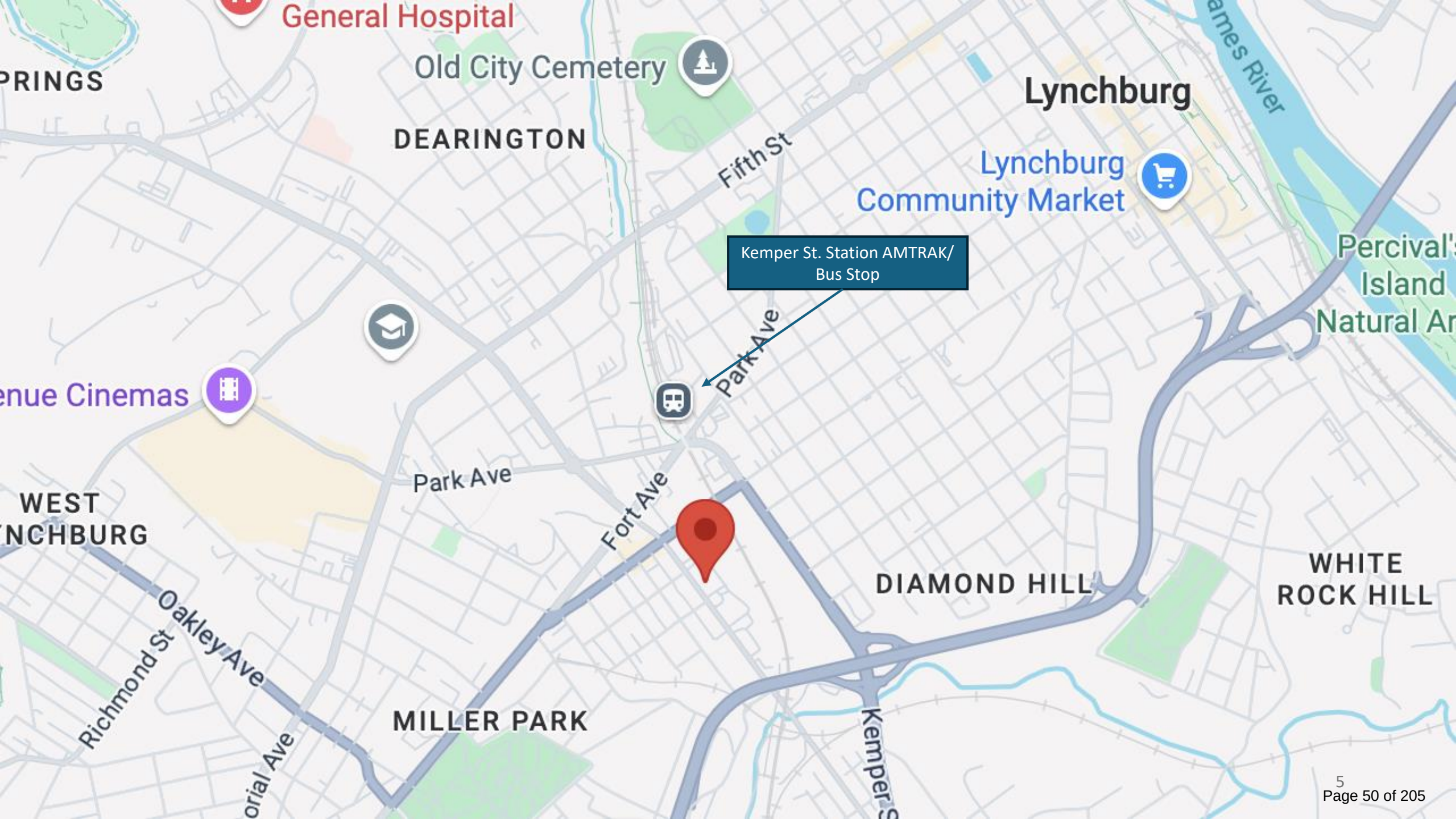
The Sponsor will undertake a full gut-rehab to convert the property to 120 affordable apartments rented at 60% of AMI with high quality amenities and green energy components. The conversion project will include top of market finishes and will provide Lynchburg residents an outstanding place to call home.

-
- 5 levels of brand-new affordable apartments with 101 surface level parking spots covered by a solar array providing enough energy generation to off set the building load.
 - Well located site in close proximity to downtown Lynchburg and other neighborhood amenities.
 - The property is well located to transit access. Tenants will have access to numerous bus routes linking them to downtown Lynchburg and the Amtrak Northeast regional train station located 0.5 miles away.



PROJECT BACKGROUND

- 120 units of high-quality apartments with rented at 60% of median income serving as work force housing.
- Proposed floorplans show market sized units with a central landscaped courtyard providing ample light and air to all units. Apartments will feature fully equipped kitchens with refrigerator, range, dishwasher, and garbage disposal. Each unit includes full bathrooms and is equipped with in-unit washers and dryers. All units will feature luxury vinyl plank and/or tile flooring throughout.
- The apartments, common areas and amenities are essentially new construction within the existing building shell, and they will be in brand new condition. Amenities will include community room, high quality gym, library and workspaces.
- In addition to the extensive planned amenities, bike storage and EV charging will be provided for tenant use along with protected parking under extensive actuating solar panels.
- The project will participate in several green initiatives including rooftop solar, and highly efficient HVAC system to reduce power load and subsequent carbon emissions.



General Hospital

PRINGS

Old City Cemetery

DEARINGTON

Lynchburg

Lynchburg
Community Market

Kemper St. Station AMTRAK/
Bus Stop

venue Cinemas

WEST
NCHBURG

Park Ave

Fort Ave

DIAMOND HILL

WHITE
ROCK HILL

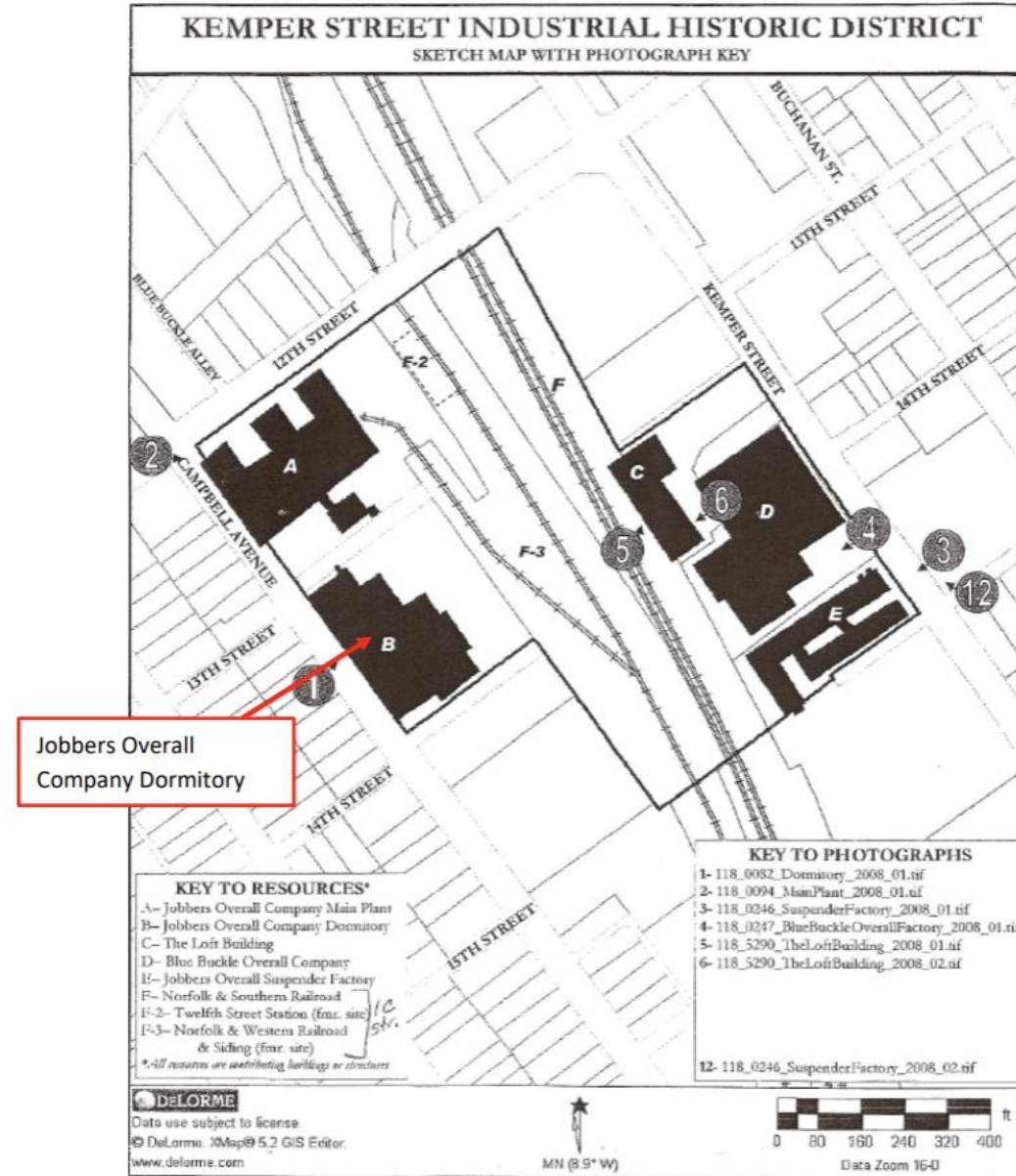
MILLER PARK

Richmond St
Oakley Ave
orial Ave

Floor Plans



Kemper Street Industrial Historic District Boundary Map (NR 2008)



Jobbers Overall
Company Dormitory



Financing

Construction

Total Renovation budget	\$52,039,665
Boston Capital Construction Loan	\$33,800,000
Section 42 LIHTC First and Second Instalment	\$4,836,399
HTC Bridge at 90% of net equity	\$13,403,266

Permanent Loan

Total Renovation budget	\$52,047,165
Boston Capital Perm loan	\$9,019,596
LIHTC, SHTC & FHTC	\$42,955,569

SPONSOR TEAM



The three principals in Astoria Housing Partners have a combined 84+ years of experience in the commercial real estate and have been involved in over \$15B in capital-based transactions. Their extensive background and experience in commercial real estate includes site acquisition, pre-development design, construction, property management across different product types including multifamily, office, student housing, REITs, industrial, retail, hospitality and mixed-use projects.

The principals have faced and solved every imagined form of private and public capital structure in the commercial real estate space and bring that experience to your commercial real estate capital needs.



Mark Hall
Principal

MARK HALL | PRINCIPAL

- 40 years in real estate industry
- Hall has experience in the multifamily housing industry with overseeing site acquisition, pre-development design, construction, and property management nationwide.
- Extensive experience in structuring affordable housing transactions where he has financed and acted as a lender, utilizing various government subsidy programs.
- Previously at GE Real Estate, Hall led numerous value-add investments and development projects while also originating billions in CRE loans.



Alan Michaels
Principal

ALAN MICHAELS | PRINCIPAL

- Michaels has extensive experience in hotel operations, historic adaptive reuse, and asset management services.
- Michaels spearheaded the repurposing of multiple historic single-family homes to multifamily use in the Logan Circle neighborhood of Washington, DC in accordance with the National Park Service.
- Michaels has simultaneously managed over 500 hotel rooms across five full-service, select and premium hotel properties.
- Majored in Electronic Engineering and Business Administrations at the City University of New York.



Ben Edson
Principal

BEN EDSON | PRINCIPAL

- Ben Edson is a serial entrepreneur with over 25 years of experience within real estate. Edson Holdings invests in real estate, private equity, and clean energy projects.
- Ben's experience includes construction, management and finance within multi-family and single-family real estate assets.
- Ben currently serves on several boards of directors.
- Ben earned a bachelor's degree in Business Administration from the University of Phoenix, and an MBA and Master of Science in Information Technology from the Carey Business School of Johns Hopkins University.

Budget

ACQUISITION SOURCES AND USES		
SOURCES		
Seller Bridge Loan		\$1,500,000
CYWP Mezz Loan		\$1,700,000
Goldstein Mezz Loan		\$1,900,000
Sponsor Equity		\$170,000
TOTAL SOURCES		\$5,270,000
USES		
Acquisition Price		\$2,500,000
Interest Reserve		\$175,000
Acquisition Fee Payable to Goldstein		\$30,000
Acquisition Fee Payable to ABC Merit		\$250,000
Legal, Title & Closing		\$25,000
Third-Party reports		\$62,500
Survey		\$6,000
NovaGradac Market Study		\$10,000
Architect, MEP & Ci	6,598	\$791,700
VHDA/LIHTC and other app fees		\$213,750
Tax Credit package prep costs, scoring & fees		\$94,000
Legal for PILOT and misc.		\$50,000
Carry through Construction Recap		\$1,567,400
18-month Pref payments		\$810,000
Delayed closing contingency		\$172,700
TOTAL USES		\$6,758,050
Total Mezz Loan required		\$3,770,000

Construction Recap Sources & Uses			
SOURCES			
Berkadia Construction Loan	58%		30,000,000
Portion of Tax Credits (LIHTC) & HTC 1&2 I	40%		\$20,903,266
Solar ITC			\$852,300
Solar Bonus ITC for Affordable			\$284,099
TOTAL SOURCES	98%		\$52,039,665
USES			
		Per DU	
Hard Costs		\$205,000	\$24,600,000
Architect			\$700,000
Solar Construction			\$1,420,497
Misc contingency			\$2,460,000
Construction Period Interest	6.50%		\$1,813,500
Construction Contingency	10%		\$2,400,000
Parking rehab			\$800,000
Taxes, Insurance, Title\Rec, Financing			\$280,907
Legal, Org., Audit,			\$100,000
Developer Fee			\$4,840,487
Operating Deficit (LOC or Cash)			\$407,934
Working Capital (LOC or Cash)			\$400,000
Total Acquisition Costs			\$4,258,050
Repayment of investor mezz loan plus pref			\$4,618,290
Repayment of Seller bridge loan			\$1,500,000
Non-QRE Costs - Note 1	12,000		\$1,440,000
TOTAL USES			\$52,039,665

Note 1: Allowance for non-Qualified Rehabilitations Expenses (QREs)

Permanant Loan Sources & Uses			
SOURCES			
Perm Loan	15%		\$7,955,196
LIHTC, fed HTCs and State HTC	83%		\$42,955,569
	2%		\$852,300
	1%		\$284,099
TOTAL SOURCES	100%		\$52,047,165
USES			
Hard Costs			\$24,600,000
Architect			\$700,000
Solar Construction			\$1,420,497
Misc contingency	10%		\$2,460,000
Construction Period Interest			\$1,813,500
Project Contingency and working capital			\$2,400,000
Retaining wall and parking lot extension			\$800,000
Taxes, Insurance, Title\Rec, Financing			\$280,907
Legal, Org., Audit,			\$100,000
Developer Fee			\$4,840,487
Operating Deficit (LOC or Cash)			\$407,934
Working Capital (LOC or Cash)			\$400,000
Total Acquisition Costs			\$4,258,050
Repayment of investor mezz loan			\$4,618,290
Repayment of Seller bridge loan + ext fee			\$1,507,500
Non-QRE Costs - Note 1			\$1,440,000
TOTAL USES			\$52,047,165

7-YR Proforma

UPON OCCUPANCY AND STABILIZATION								
Construction interest within the S&U								
Relative Year Year Ending	Acquisition	Construction	Stablized —>>>>>					
	Year 1	18-months 12/25 - 2/27	Year 2 May-27	Year 3 Mar-28	Year 4 Mar-29	Year 5 Mar-30	Year 6 Mar-31	Year 7 Mar-32
Gross Potential Rent					1.03	1.03	1.03	1.03
Occupancy	0%	0%	50%	100%	100%	100%	100%	100%
Multifamily	120		841,124	1,682,247	1,732,715	1,784,696	1,838,237	1,893,384
Parking	\$40			31,752	32,705	33,686	34,696	35,737
Total Gross Potential Rent			\$841,124	\$1,713,999	\$1,765,419	\$1,818,382	\$1,872,933	\$1,929,121
Expense Reimbursement Income	2%		16,822	34,280	35,308	36,368	37,459	38,582
Other Income			0	0	0	0	0	0
Potential Gross Income			\$857,946	\$1,748,279	\$1,800,727	\$1,854,749	\$1,910,392	\$1,967,703
Loss to Lease	5%		42,897	87,414	90,036	92,737	95,520	98,385
Effective Gross Income			\$815,049	\$1,660,865	\$1,710,691	\$1,762,012	\$1,814,872	\$1,869,318
Operating Expenses								
Operating Expenses	45.0%		\$366,772	\$747,389	\$769,811	\$792,905	\$816,692	\$841,193
Management Fee	3.0%		\$24,451	\$49,826	\$51,321	\$52,860	\$54,446	\$56,080
Total Operating Expenses			\$391,223	\$797,215	\$821,132	\$845,766	\$871,139	\$897,273
Net Operating Income			\$423,825	\$863,650	\$889,559	\$916,246	\$943,734	\$972,046
Total Reserves	3%		25,234	50,467	51,981	53,541	55,147	56,802
NOI after Reserves			\$398,592	\$813,182	\$837,578	\$862,705	\$888,586	\$915,244
Net Cash Flow			\$398,592	\$813,182	\$837,578	\$862,705	\$888,586	\$915,244
Projected mortgage payments		Construction Period						
Perm Loan	5.75%							
Servicing Fees	0.35%							
MIP	0.25%							
	6.35%	\$7,955,196	40	\$252,577	\$505,155	\$505,155	\$505,155	\$505,155
DSCR			1.58	1.61	1.66	1.71	1.76	1.81
Net Cash Flow			\$146,014	\$308,028	\$332,423	\$357,550	\$383,431	\$410,089

Unit mix

1. Unit Matrix																																							
1300 Campbell Ave , Lynchburg VA Gross Unit Matrix																																							
Date 7/14/2025																																							
LEVEL	01	02	03	04	05	06	07	08	09	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25		Unit Net (Area)	# of units	Amenity	Mail	Utility	Bike Room	Total Net (Area)	Floor Area (Gross)	Efficiency %	Bay (NON FAR)	FAR (AREA)	Other (NON FAR)	
SUBBASEMENT UNIT TYPE	A1	A2	A2	A2	A3	B1																					4,812	6	1,294	0	1,491	609	8,206	11,923	69%	0	0	0	
SUBBASEMENT AREA	854	726	716	716	822	978																																	
BASMENT UNIT TYPE	S5	S3	B5a	S2	A10a	A6	A7	A8	A6s	A5b	A9b	S3a	B5	S7	A10sa	A6sa	A7		A6a	A5							27,364	36	0	355	376	0	28,095	35,735	79%	0	0	0	
BASMENT AREA	472	527	873	511	688	631	541	642	637	731	723	530	1078	469	688	599	547		577	716																			
BASMENT UNIT TYPE	A5a	A4	B4a	B4	S1	B1a	A3a	A3c	A2	A2	A2	A3	B1	B3	B2	A2	S6																						
BASMENT(CONT.)	749	813	1074	998	532	943	961	921	713	716	716	820	976	1551	1457	725	519																						
LEVEL 01 UNIT TYPE		A11s	B5a	B7	A10h	A6	A7h	A8s	A6s		A9	A11	B5	S8	A10s	A6s	A7		A6s			L1	L1	A12	S4														
LEVEL 01 AREA		595	856	918	708	626	542	644	622			861	642	1047	466	696	624	537		625			1213	1213	755	436		14,626	20	1,189	0	0	0	15,815	21,531	73%	0	0	0
LEVEL 02 UNIT TYPE	A9a	A11s	B5	S8	A10	A6	A7	A8s	B6		A9	A11	B5	S8	A10s	A6s	A7	A8	A6s					A12	S4														
LEVEL 02 AREA	915	595	1034	448	700	626	534	650	993		860	637	1046	467	696	626	532	744	623						757	432	13,915	20	1,659	0	0	0	0	15,574	20,371	76%	0	0	0
LEVEL 03 UNIT TYPE	A9a	A11s	B5	S8	A10	A6	A7	A8s	A6s	A13	A9	A11	B5	S8	A10s	A6s	A7	A8	A6sb																				
LEVEL 03 AREA	915	595	1034	448	700	626	534	650	623	644	860	637	1046	467	696	626	532	744	698								13,075	19	0	0	0	0	0	13,075	16,340	80%	0	0	0
LEVEL 04 UNIT TYPE	A9a	A11s	B5	S8	A10	A6	A7	A8s	A6s	A13	A9	A11	B5	S8	A10s	A6s	A7	A8	A6sa																				
LEVEL 04 AREA	915	595	1034	448	700	626	534	650	623	644	860	637	1046	467	696	626	532	744	698								13,075	19	0	0	0	0	0	13,075	16,340	80%	0	0	0
																											86,867	120	4,142	355	1,867	609	93,840	122,240	77%	0	0	0	
																											AVG /Unit	724											

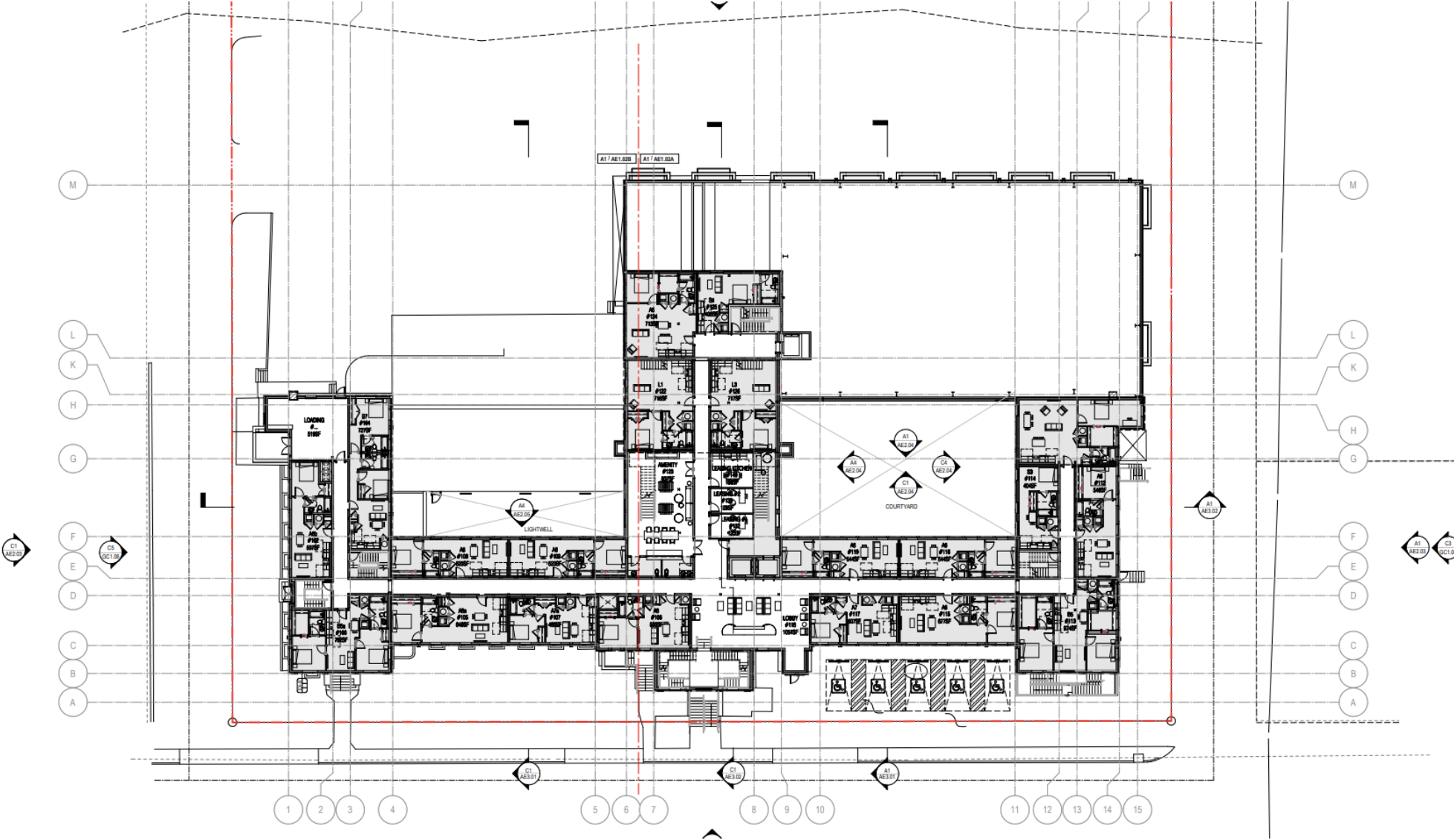
Unit Types	STUDIO	1BD	2BD	TOTAL
# of Units	15	86	19	120
Total Unit	7,120	60,065	19,982	87,167
Avg Unit	475	698	1,052	724
Ratio	13%	72%	16%	100%

UNIT TYPE COUNTS											
STUDIO	AVG. SF	BATHS	#	1 BD	AVG. SF	BATHS	#	2 BD	AVG. SF	BATHS	#
S1	532	1	1	A1	854	1	1	B1	977	2	3
S2	511	1	1	A2	718.29	1	6	B1a	943	2	1
S3	527	1	10	A3	821	1	4	B2	1457	2	1
S3a	530	1	2	A3a	961	1	2	B3	1551	2	2
S4	434	1	1	A3c	921	1	1	B4	998	2	8
S5	472	1	1	A4	813	1	5	B4a	1074	2	2
S6	519	1	1	A5	716	1	1	B5a	1045.6	2	1
S7	469	1	1	A5a	749	1	23	B5a	864.5	2	1
S8	458.71	1	1	A5b	731	1	10	B6	993	2	
				A6	627.25	1	4	B7	918	2	
				A6a	577	1					
				A6s	625.5	1					
				A6sa	599	1					
				A6sb	698	1					
				A7	595.22	1					
				A8	744	1	8				
				A8s	648.5	1	1				
				A9	860.25	1	5				
				A9a	915	1	3				
				A9b	723	1	8				
				A10	700	1	2				
				A10a	688	1					
				A10s	696	1	2				
				A10sa	688	1					
				A11	638.25	1					
				A11s	595	1					
				A12	756	1					
				A13	644	1					
				L1	1213	1					
TOTAL	4452.7		15		21515		86		10821		19
120 Units Total											
*UFAS											
Unit Types		Unit #					Total				
B5	#B13, #113, #203, #213, #303, #313, #403, #413						8				
B4	#B24,						1				
B2	#B35						1				
B1	#B05						1				
A3	#B32						1				
							12	(10% of Building Total)			

Floor Plans



Floor Plans detailed section



Why Invest with Astoria Housing Partners

September 30, 2025

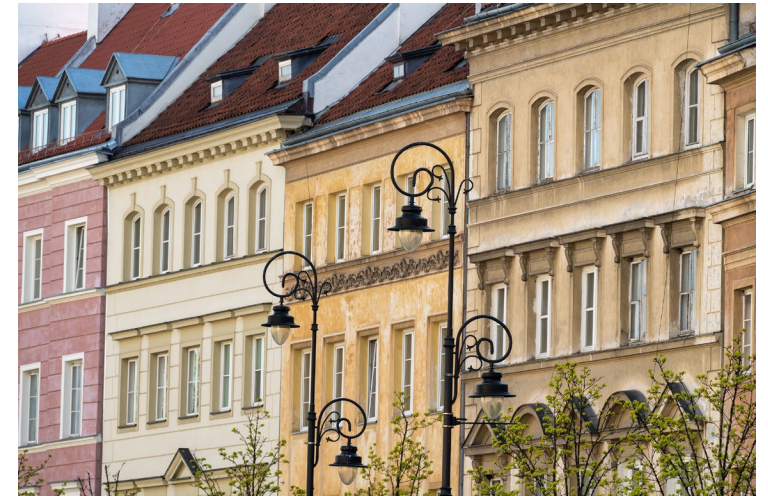


Our Social Mission

- Everyone deserve safe and affordable housing.
- Those with limited means have limited options.
- We develop premium housing (think granite counters, best appliances and cabinets)
- And we will be providing safe common space for latch-key kids for homework, tutors and other social service-related visits.
- We are developing superior housing stock by qualifying and being awarded Low Income Housing Tax Credits.

Adaptive Reuse - Social Benefits

- **Preservation of Cultural Heritage:**
 - Restoring historic buildings helps to preserve the architectural and cultural heritage of a community, fostering a sense of identity and continuity .
- **Community Revitalization:**
 - Adaptive reuse projects can serve as a catalyst for the revitalization of neighborhoods, attracting new residents, businesses, and tourism, and promoting economic development .
- **Improved Quality of Life:**
 - These projects can transform underutilized or abandoned buildings into vibrant living spaces, contributing to the improvement of the overall quality of life for residents and enhancing the aesthetic appeal of the area .



Adaptive reuse of historic buildings for multi-family use not only preserves the past but also offers practical solutions for sustainable and economically viable urban re-development. Integrating these historic structures into modern life, communities generate a blend of old and new, enriching the cultural and architectural landscapes.

Adaptive Reuse

- **Sustainability:**
 - Reusing existing structures reduces the need for new materials, thus conserving natural resources and minimizing the environmental impact
- **Reduced Waste:**
 - Adaptive reuse helps to reduce construction waste that would otherwise end up in landfills
- **Energy Efficiency:**
 - Older buildings can be retrofitted with the most modern energy-efficient systems

Plus:

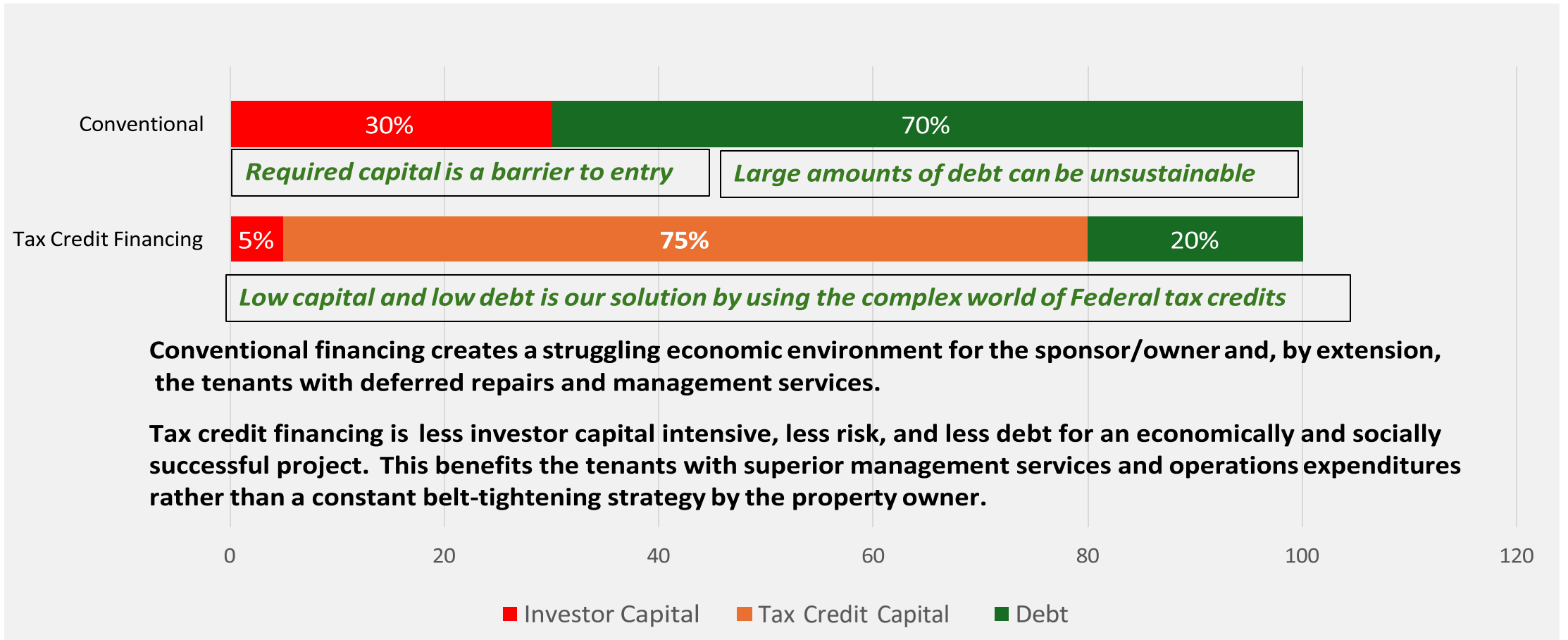
- **Cost Savings:** Adaptive reuse can be more cost-effective than new construction.
- **Increased Property Value:** Restoring a property adds new, higher tax revenue to the local jurisdiction which, in turn, is fed back into the community.
- **Tax Incentives:** Federal Historic Preservation Tax Incentives significantly offset renovation costs.

Huge Demand

- The national LIHTC rental vacancy rate remains below 3.0%. This rate is extremely low, indicating a tight rental market with high demand for this affordable rental housing.
- Historically, these national rental vacancy rates continue to decline since 2007. The low vacancy rate suggests that there is a very limited availability of rental units, which drive up rental prices and make it challenging for renters to find housing ([Dept of Numbers](#)).
- Given these insights, there is a clear need for more rental housing to accommodate the demand. At its affordable rates, for a qualifying person or household, this offers a substantial discount to market rate housing. This aligns with the rising rents and high occupancy rates, further emphasizing the demand for additional rental units. ([RentData](#)) ([Zumper - Apartments for Rent & Houses](#))

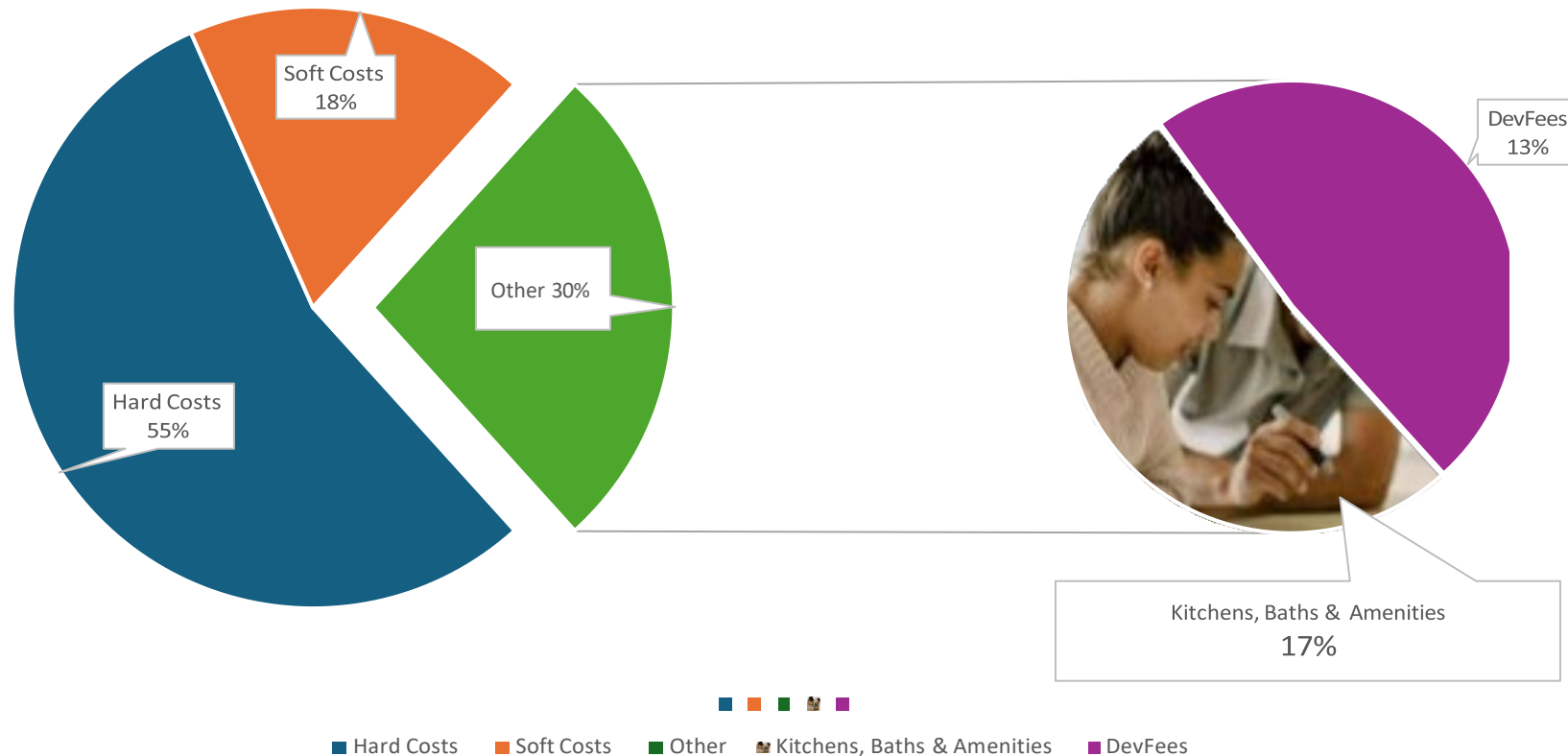
Tax Credit vs. Conventional Financing

Superior cash flow creates a superior tenant experience



Astoria Housing Partners Adds Amenities to Foster Safe and Progressive Communities

Mid-Range Condo Construction
We Build Condo Quality Apartments
with great amenities



Tax Credit vs. Conventional Financing

Conventional financing creates a struggling economic environment for the sponsor/owner and, by extension, the tenants with deferred repairs and minimal management services.

Tax credit financing is less investor capital intensive, less risk, and less debt for an economically and socially beneficial project. This benefits the tenants with superior management services and operations expenditures rather than a constant belt-tightening strategy by the property owner.

New multi-family development caters to the high-end of the rental market due to the high costs of capital, construction and debt. LIHTC financing creates the pathway to new affordable housing stock which is superior to the much older, existing affordable housing inventory.

**We help those who are struggling with
new high-quality affordable housing!**

Lynchburg VA – June 2024 Acquisition



Trenton NJ – August 2023 Acquisition

Construction starts October 2024



(left) 2024 photograph of historic Holiday Inn at 240 West State Street and (right) c. 1969 photograph of the Holiday Inn

Springfield MA – Under contract

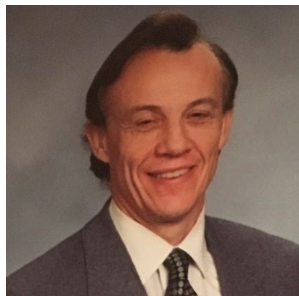


To be converted to 180 affordable housing apartments

Astoria Housing Partners LLC

Mark Hall

**Co-Managing Principal/Partner ABC–Merit Partners LLC and
Astoria Housing Partners LLC**



Responsible for sourcing and equity placements, Mr. Hall's extensive experience in the multifamily housing industry goes all the way back to 1984. During that time, he has overseen site acquisition, pre-development design, construction, and property management nationwide including having supervised the development of thousands of apartment units with "Affordable SetAsides". As a founder and Co-CIO at Allagash Opportunity Zone Partners, Mr. Hall has used his extensive experience in structuring affordable housing transactions (currently closing Woodlands Apartments – 151 DUs of LIHTC). He has financed, arranged financing for third-party borrowers, and acted as a lender, utilizing various government subsidy programs for many of these projects.

He has wide experience in the tax-exempt bonds structures within such financings including: GNMA Securities, FNMA forward commitments, Commercial HUD loans, Letters-of Credit, and Unrated Bonds. Mr. Hall most recently served as an advisor for a fully integrated hotel owner/operator with over 4,000 full-service rooms under management across the U.S., as well as a consultant to a Chicago-based SEC registered investment adviser with \$3 billion in a variety of CRE property types under management.

In these roles, Mr. Hall has consulted on investment, development, and operational activities. He was responsible for arranging acquisition financing for and leading the acquisition of the majority of the hotel owner/operator's current portfolio of older, full-service mid-market hotels. Post-acquisition, Mr. Hall conceptualized the repositioning of these properties by converting upper floors to apartments, upgrading lower floors to a boutique higher-end hotel product, and renting ground floor as niche retail. As a result, these projects eliminated the issue of high vacancy for underperforming, aging properties in order to maximize asset values and achieve significant success for investors. From 2010-2017, Mr. Hall was a Managing Director and the Senior Investment Banker for Private Equity Commercial Real Estate transactions for Brean Capital LLC.

In addition to banking private equity and private debt transactions, he supported the trading floor on any purchases of CMBS or whole loan participations. From 1996 to 2009, Mr. Hall worked for GE Real Estate as a Senior Director in the Strategic Accounts Group. In this role, he had responsibility for equity investments in and co-investing with US-based opportunity funds and public REITs/Companies. Mr. Hall led investments in numerous CRE value-add and development projects alongside GE's premier clients and counterparties, including Carlyle, Starwood, Apollo, and Colony Capital. Additionally, he bought billions worth of properties for GE in secondary markets, while also having responsibilities for general commercial real estate lending and originating billions in CRE loans. In 2008, Mr. Hall was selected for and successfully completed the rigorous and highly acclaimed Crotonville, NY Senior Management Training program for GE's Senior Management personnel.

Mr. Hall started at GE as a Senior Banker in the Commercial Mortgage-Backed Securities Large Loan Group where in his four years, he generated 90% of the net income for the entire group. Prior to joining GE, Mr. Hall was Director of Originations and a member of the Board of Directors of

Wingate Capital (now CW Capital) from 1991-1997. He headed up national production for Continental Wingate's retail commercial mortgage group focusing on FHA/GNMA Project Loan transactions. In this role, Mr. Hall oversaw the originations, underwriting, and closing of billions of affordable multi-housing rental properties nationwide under HUD Full Insurance programs. In doing so, Mr. Hall processed the very first 241F done in the country as part of the Emergency Low-Income Housing Preservation Act. He also supervised the Firm's process of obtaining their FNMA DUS license.

From 1988-1991, Mr. Hall was Head of Acquisitions for the Kidder/Wingate Funds I & II, which managed over \$100 million to acquire equity interests in multifamily rental housing nationwide. During his tenure these funds outperformed all contemporary listed GNMA/Affordable Housing funds.

Mr. Hall is very active in the affordable housing space with recent acquisitions which include substantial MF projects in Saint Louis, Newport News VA, Cincinnati OH and Trenton NJ.

.

Alan J. Michaels

**Co-Managing Principal/Partner ABC–Merit Partners LLC and
Astoria Housing Partners LLC**



Alan Michaels, through Merit Hotel Group, has owned and operated Marriott, Best Western, Starwood and multiple independent hotels and resorts. Mr. Michaels currently owns and operates the SpringHill Suites by Marriott, Bel Air, Maryland. Mr. Michaels also provides a role as a senior advisor for Global Lodging Advisors which included lender evaluation of a 900-room convention hotel in Washington, D.C. and a ten-hotel, full-service chain in Kuwait and the United Arab Emirates. Further engagements have included oversight of several Washington area full-service hotels such as Sheratons and Hyatts as well as the development of a land valuation model for an affiliate of Morgan Stanley Real Estate Services.

Merit Hotel Group has simultaneously managed 514 rooms across five properties. These included Marriott, Starwood, Best Western and independent properties. These included full-service, select-and premium select service hotels. One independent property was a waterfront full-service, new-build hotel with Merit providing pre-construction concepts, coordination, evaluation, pre-opening and ongoing management for the first several years of operations for its third-party owner.

Merit has always had the experience as an owner/operator and approaches hotel management from the prospective of maximizing investors' returns while providing a complete guest experience through a warm and friendly hotel environment.

Alan Michaels has significant experience in all aspects of marketing and media having spent the earlier part of his career managing multi-million-dollar media budgets from creation through implementation.

Most recently, Mr. Michaels has pivoted to the multifamily market segment with a focus Section 42 LIHTC to assist in converting existing hotels and office space to affordable housing. He is the managing member of the purchase of 240 West State Street, Trenton NJ which will be converted into 170 affordable housing units.

Mr. Michaels has also successfully arranged debt, equity, and construction financing for a variety of real estate developments throughout the Washington, D.C and Baltimore marketplaces. Mr. Michaels majored in Electronic Engineering and Business Administration at the City University of New York. He has also attended numerous managerial technical and behavioral seminars.

Mr. Michaels is an active member of the board of directors of Constellation Music in Washington DC, a 501(c)(3).

Alan Michaels
alan@astoriahlp.com
301.802.1250

Ben Edson

Edson Holdings

Co-Managing Principal



Ben Edson is a serial entrepreneur with over 25 years of experience within real estate. He is the manager of Edson Holdings which invests in real estate, private equity, and clean energy projects. His experience includes construction, management and finance within multi-family, single family and hotel real estate assets.

During 2021, Mr. Edson completed a nine-figure sale of his technology company to a Fortune 500 company while simultaneously building and selling over \$20M of luxury houses and managing investments in student housing, apartment complexes, and REITs. His award-winning business provided highly technical expertise to U.S. Government agencies.

Mr. Edson is very active in the affordable housing space with the acquisition of a 240,000 SF office building in Trenton NJ to be converted to 170 affordable housing units through the Section 42 LIHTC program along with 1300 Campbell Avenue, Lynchburg VA and additional Astoria Housing Partners projects.

Ben Edson currently serves on several boards of directors and is a key investor in multiple real estate projects. He has served on the board of directors for the Small and Emerging Contractors Advisory Forum (SECAF) since 2015, and WorkSource Montgomery from 2015-2019. He was awarded the Washington GovCon Executive of the Year award in 2015, and Montgomery County Chamber of Commerce's Small Business Leader of the Year and Washington SmartCEO's Family Business Legacy awards in 2016. His company VariQ, was named Cybersecurity Company of the Year by Montgomery County in 2015 and received the ACG Capital's Growth Company of the Year award in 2017.

Ben earned a bachelor's degree in business administration from the University of Phoenix, and an MBA and Master of Science in Information Technology from the Carey Business School of Johns Hopkins University.

Jack Reed

Senior Analyst

www.astoriahp.com



Jack began his career with an institutional capital markets and investment sales team in New York City, where he specialized in brokering office-to-residential conversion projects and conducting in-depth analyses of complex conversion opportunities. His expertise extends beyond office-to-residential conversions, encompassing intricate real estate transactions that go beyond traditional fee-simple sales.

Jack has structured innovative solutions for clients, including 99-year ground leases, joint ventures, and recapitalizations. His ability to navigate these multifaceted deals highlights his strategic approach to addressing client needs in a dynamic real estate market.

During the FDIC's takeover of Signature Bank, Jack was pivotal in the analysis and valuation of over 500 commercial properties in Manhattan for Rialto Capital. His efforts contributed to the successful acquisition of a substantial portfolio of Signature Bank loans by Rialto Capital and Blackstone.

Jack's career reflects a profound understanding of the complexities of real estate transactions, market dynamics, and strategic execution. His experience positions him as a trusted advisor in navigating the challenges and opportunities of the evolving real estate landscape.

Jack holds a degree from Fordham University.

ASTORIA

H O U S I N G P A R T N E R S

Mark Hall

703.431.9931

mhall@abcmah.com

LIEN AND LITIGATION REPORT SUMMARY:

<u>Entity</u>	<u>Lien Search</u>	<u>Litigation Search</u>	<u>Issues Identified</u>	<u>Status</u>
ABC Realty Advisors LLC	None	None	None	Cleared
Saul Urban, LLC	None	None	None	Cleared
310 Race Street Partners LLC	None	None	None	Cleared
L2L Cincinnati LLC	None	None	None	Cleared
Saul Urban Lodging to Living Fund LP	None	None	None	Cleared
Saul Urban Services, LLC	None	None	None	Cleared

Jurisdictions Searched

Ohio	Other States?
• SOS • US District & Bankruptcy, Northern & Southern Districts • Hamilton County Recorder • Hamilton County Clerk • OFAC	•



2025 Development Team Experience and Capacity

Minimum Experience and Capacity Qualification

Basic Entity Information

Entity Name: ABC Realty Advisors, LLC
State: VA
Contact: Mr. Mark Hall

Parent Organization:
State:
Contact:

Experience and Capacity Minimum Qualifications

In accordance with LIHTC Qualified Allocation Plan and Experience and Capacity Standards, the lead developer or co-developer as represented in the Affordable Housing Funding Application (AHFA) must have successful experience with the LIHTC program to participate in the LIHTC program as demonstrated by one of the following minimum standards:

IRS Form(s) 8609 Experience	IRS Form(s) 8609 Experience		Outcome		Choose the option(s) this entity will utilizing this calendar year.	Approval Status
	Issued in Ohio in the last 10 years	Issued in another State in the last 10 years	LIHTC Application Reservations	Additional Requirements		
Non-Capacity Building Track						
General Partner or Member	None	None	N/A	None	Yes	Approved
1. An entity without IRS Form(s) 8609; non-capacity building	None	None	May act as a co-developer only with an entity meeting minimum requirements.	None	N/A	N/A
Capacity Building Track						
2. New Entities without IRS Form(s) 8609; Capacity Building	None	None	1 annually with an OHFA Experienced Mentor Developer ²	See Item #2 in E/C for additional information.	N/A	N/A
3. New to OHFA Entities with 8609s in Other States (1-3)	None	1 to 3	1 annually	N/A	Yes	Approved
4. New to OHFA Entities with 8609s in Other States (4+)	None	4+	3 annually	See Item #4 in E/C about sequence of submission.	N/A	N/A
5. OHFA Experienced Entity	1+	N/A	Unlimited*	N/A	N/A	N/A
6. OHFA Experienced Mentor Developer	2+	N/A	Unlimited*	See Item #6 in E/C for additional information.	N/A	N/A

**See Experience and Capacity Standards for more information*

AAL Operator	2+	Unlimited*	See AAL Guidelines	N/A	N/A
--------------	----	------------	--------------------	-----	-----

Review Comments

This confirms Experience and Capacity approval for ABC Realty Advisors, LLC as a Lead Developer and General Partner/Managing Member in accordance with the minimum qualification standards #3. New to OHFA Entity.

While ABC Realty Advisors, LLC has experience in applying for and receiving a reservation under the LIHTC Program, it has not yet completed a LIHTC development as an entity. However, OHFA does believe ABC Realty Advisors, LLC has demonstrated experience and capacity to qualify to act as a lead developer with L2L Cincinnati LLC as a co-developer on one application. A second application will not be considered until the first application has received its 42(m) letter and has demonstrated compliance with the 4% Qualified Allocation Plan.

Lien and Litigation - Although Lien & Litigation reports are not due with the Experience and Capacity Submission, they were submitted. OHFA's Legal Office evaluated the reports and provided L&L Clearance on 9/30/25. Submit a copy of the L&L clearance notification with the project application.

Underwriter Name: Virgie Crist
Date Completed: October 1, 2025

ABC Realty Advisors, LLC “ABC”

2015-Present

Mark A. Hall

CEO/100% owner

ABC DEVELOPEMENT EXPERIENCE

ABC is currently developer/co-developer/co-GP on 1,163 DUs in 6 projects:

Mansion House – 29 Story Hi-rise with 6 levels/550 stalls of subterranean parking in St Louis (415 DUs)

**ABC exclusively handled the acquisition process from LOI to PSA to closing and arrangement of acquisition financing with Delaware Life (\$28MM acquisition bridge loan) in October 2021.

**ABC Participated in all aspects of Pre-Development – this is a gut renovation - all tenants needed to be emptied out, with complete demolition of all floors and complete redesign of new units/plans/MEP – total redevelopment budget for the project is \$130MM

**All Partners were involved in contractor bid-out and selection of the winning contractor and drafting of the GMP

**All Partners Successfully processed and were allocated FED and MO State Historic Tax Credits and placed such tax credits with Foss/Chase Bank.

** Partners are now closing a \$78MM HUD 221D4 Renovation/Construction loan with HUD Firm Commitment now in hand and executed– projected closing date is 8/31/2025.

**Partners in this venture include Catalyst Opportunity Zone Fund, Lawrence Group – architect/operator/property manager, Pritzker sub-fund out of Chicago and ABC.



Waverly Place – 151 garden style apartment (8 buildings) in Newport News, VA (ABC is co-manager of an Opportunity Zone Fund that owns this property)

**Acquired property in 2019 – ABC participated in all aspects of LOI to PSA to closing – assumed an existing Freddie-Mac loan.

**this was a gut-renovation – all tenants were vacated prior to construction start

**Successfully processed for Section 42 4% LIHTC Credits through VHDA with all projected tenants at 60% AMI

**Successfully induced tax-exempt bonds through Newport News Housing Authority

**Structured the first combination of Opportunity Zone Regs (this property is owned in a single-property Opportunity Fund that ABC Co-manages) and Section 42 Regs

**ABC was involved in all aspects of pre-development – architecture/engineering/contractor bid-out and selection and construction supervision – including VHDA monthly inspections

**We successfully closed the sale of the 4% credits and construction/perm financing.

**We supervised gut-renovation which was finished on-time on-budget (\$10MM renovation budget).

** Cost Certification is complete – applied for and awaiting our 8609 from VHDA

** Property is in lease-up at 70%+ occupancy with projected stabilization in Oct,2025.



2000 N Broadway, St Louis – 185DU 5-story mid-rise re-adaptive use (building is 167,000 SF and on the national registry- built in 1918) to 100% at 60% of AMI Historic renovation combined with Section 42

** ABC exclusively handled acquisition from LOI to closing – all cash acquisition in 8/2023

** ABC Oversaw the emptying out of 30% occupied commercial tenants

** ABC Oversaw the applications for FED and MO State Historic Credits and Section 42 4% credits (from MHDC)

** ABC was involved in all aspects of pre-development – architecture/engineering/MEP/unit design/hallway design and lighting, location of elevators, location of amenities,

applied for and obtained a parking variance from the City of St Louis, the building required immediate shoring, as there was a partial collapse of the 5th floor roof on the northwest wing – retained the structural engineer and involved in supervising the shoring plan – co-supervised shoring.

** Partners took a “Value Engineering” approach to the redesign of the building involving our projected contractor – Greythorn, in the entire architectural and engineering of the building to ensure accuracy and completeness of budget/GMP.

** ABC induced the project through SLDC-IDA in St Louis who is “Issuer” for the tax-exempt bonds

** We successfully processed a Building Permit through the City of St Louis Building dept

** ABC sold the State HTC to Commerce Bank of St Louis, sold the FED HTC to Americo Life, sold the LIHTC 4% credits to PNC – who is also construction lender and take-out lender/seller-servicer (Freddie Mac forward MBS)

** ABC is 50/50 partner with Saul Urban on this project – same partner structure as 310 Race St Cincinnati.

** We Project closing of construction/tax-credit sale is 11/2025

**Saul Urban is ABC’s 50/50 partner on this building.



240 W State St Trenton NJ – 240,000 SF 16-story hi-rise re-adaptive use from hotel-office to 170 DUs of Affordable Housing under Section 42 @ 100% tenancy at 60% of AMI or less

** ABC was exclusively involved in acquiring the building in 8/2023 from LOI to PSA to closing

** ABC co-supervised the exit of remaining commercial tenants in the building – building is now vacant

** ABC presented the project plan to convert the building to 170 DUs of Affordable Housing more than once to Trenton City Counsel to obtain a successful “Resolution of Need” as required by NJHMFA for the 4% LIHTC application.

** ABC-Merit successfully processed the project for “NJ Site Plan Approval” which required the approval of six agencies who are in various ways connected to the location of 240 W State St – the process took 15 months and included presentations to all agencies for approval by me personally.

** ABC-SU successfully processed for Section 42 4% credits through NJHMFA and obtained special permission to allocate tax-exempt bonds to Trenton Housing Authority to act as issuer. We received the NJHMFA 42M in February 2024.

** ABC co-supervised the building design/MEP with architect/engineer (AEPMI) and Saul Urban

** Partners are currently filing for Building Permits – projected closing of construction loan-perm loan forward (Berkadia) in the first quarter of 2026

** The Partnership includes Saul Urban, Edson Holdings and ABC-Merit LLC



310 Race Street Cincinnati – 140,000 SF 12-story hi-rise re-adaptive use to 122 Affordable Housing units under Section 42 in combination with FED Historic Tax Credits

- ** ABC managed with Saul Urban the LOI to close in 12/2023
- ** ABC personally, pitched the conversion of the building to “local Historic Designation” to the Cincinnati Planning Commission and City Council – unanimously approved by both.
- ** Partners retained Heritage Consultants who have successfully processed the building through its Tier #1 and #2 applications with SHPO and the National Park Service.
- ** ABC retained with Saul Urban all architectural/engineering professionals through completion of building pre-development – personally involved in all unit designs/hallway designs and negotiations with SHPO on exterior alterations to especially ensure adequate exterior windows per DU.
- ** Partners are retaining Cincinnati Port Authority to act as Issuer on the tax-exempt bonds.
- **Saul Urban is ABC’s 50/50 partner on this building.



1300 Campbell St Lynchburg VA – 137,000 SF 90-year-old 5-story re-adaptive use Certified Historic building to 120 DUs of Affordable Housing under Section 42 @ 100% of future tenancy at 60% or less AMI.

- **Co-managed the acquisition from LOI to closing in June 2024
- **Retained with ABC-Merit Heritage Consultants to process through Tier#2 with VA SHPO and the National Park Service (building was already on the National Registry)
- **Successfully processed and obtained a 4% LIHTC Credit award from VHDA in 1st Quarter 2025
- **Retained Michael Graves to handle Architectural and Engineering and to process building alterations through VA SHPO
- **Successfully got an allocation of bonds from VHDA to Lynchburg Housing Authority to act as issuer
- ** Project is expected to close on construction/forward perm-loan/tax credit sale in 2nd Q 2026
- **Partners on this project are Edson Holdings, ABC-Merit LLC



MARK HALL COMPLETED PROJECTS WHERE HE PLAYED A MATERIAL DEVELOPMENT ROLL AS EMPLOYEE

2015-2019 ABC was Advisor to a Florida based Hotel Operator:

Hartford Ramada Inn – 380 Key 18-story hotel in North Hartford CT – converted top floors (8-18) to 100 apartments reducing the hotel room count to match the hotel’s position in the marketplace. The hotel also had over 200 subterranean parking spaces.

- **ABC Oversaw the refinance of the convoluted capital stack – my client took this asset over on behalf/at the invitation of Access Point – lender to the previous defaulted operator.
- **ABC arranged a \$6.5MM loan with the Connecticut Redevelopment Agency (CRDA) to convert upper floors to apartments, right-size the hotel and turn the asset into an economic piece of real estate
- **Partners retained AEPMI as Architect/Engineer and managed the unit lay-out and design for the apartments on the upper floors
- **Partners Retained property manager for lease-up

Axelrod Company Seattle Washington- Sr VP Development/Finance
Materially participated in all aspects of development – on the following projects – pointing out unique aspects of each.

Lake Meridian Shores – bought REO project from FADA for \$99,000. 70 Partially completed luxury condos on Lake Meridian.

****Personally, manage the dissolution of the condo regime.**

****Personally Arranged \$1.6MM in construction financing to complete the units as rentals– arranged contractor GMP and oversaw construction**

****Project sold a year after completion for \$4.5MM to Boston based investor.**

Gilman Meadows – 200 DUs in Issaquah Washington

****Personally, induced the project with remarketed non-AMT tax-exempt Bonds under an 80/20 Affordable Housing structure – WA State Housing Authority as issuer**

****Arranged an unrated bond placement with Shelter-Merrill Lynch**

****Supervised all aspects of pre-acquisition Due Diligence**

Mallard Cove I & II in Everett WA– 300+ units of new construction under Affordable Housing under 80/20 rule with WA State Housing Authority as issuer.

****Personally, induced the project with remarketed non-AMT tax-exempt Bonds under an 80/20 Affordable Housing structure – WA State Housing Authority as issuer**

****Arranged an unrated bond placement with Shelter-Merrill Lynch**

****Participated in all aspects of pre-development**

Hanover Companies Salt Lake City – Sr VP/Head of Real Estate Development

Willow Cove, two phased 300+ DUs in Jordan Utah

****Personally, arranged the Joint Venture with the ground owner**

****Oversaw all pre-development activities**

****Personally, arranged a forward FNMA and construction financing**

****Hired Sterling Brimley as contractor who mastered “fast-track” construction – completed the first phase in 9 months**

Queen Esther Village, Deer Valley Utah – 200 luxury resort condos

**** Oversaw all aspects of development – assisted in implementing the first “Cold-Roof” approach in Deer Valley to eliminate the damage caused to roofs in severe cold through the expansion of joints and shingles when moisture freezes. Cold Roof design entailed a double roof with a 9-inch breezeway to allow moisture to accumulate on the first roof and cold between the two roofs to act as a barrier and protect the second shingled roof from moisture expansion.**

MARK A. HALL – ABC CEO

EXPERIENCE ON THE CAPITAL SIDE OF COMMERCIAL REAL ESTATE

GE CAPITAL

2001- 2009

Managing Director/Regional Manager

Senior Banker in GE Capital Real Estate's (GECC) Strategic Capital Group for seven years, closing/participating in over \$3B of real estate transactions in all product types. Responsibilities included structuring debt/CMBS transactions at asset and entity level for GECC's top public and private clients. Originated and closed \$1.2B in 2007 alone, in a variety of structured debt and equity transactions. Managed several direct and indirect reports. Completed GE's 7-day Advance Manager Course in Crotonville NY on 11/08. Completed several other GECC management and training classes. Extensive multifamily loan origination, processing, underwriting and closing experience.

1997 - 2000

Managing Director

Senior Banker in GECC's "Large Loan" Structured Finance Group specializing in CMBS transactions over \$35 Million. Responsibilities included originations and supervision of underwriting, closing, servicing and asset management coordination. Products included equity, secured and unsecured lines of credit, fixed and floating rate CMBS loans, bridge loans, mezz loans, and acquisition loans. Clients included REITS, opportunity funds, publicly traded c-corps, limited partnerships, REOCs, etc. Was GECC's top producer in terms of volume and profitability 1997-2000, originating and closing over \$2.0 Billion of product and generating in excess of \$15 Million of net income – which exceeded the profitability for the rest of GECC's Large Loan Group on a combined basis. Led GECC's capital markets in the buy out of Met-life Capital, a \$7 Billion GECC acquisition completed in 1998 and received GECC's Presidential Award for team leadership. Involved in an array of other GECC management, organizational responsibilities, and projects. Also involved in rating agency and bond investor presentations.

CONTINENTAL WINGATE COMPANIES (CW Capital), Boston, MA

1988 - 1997

Director of Originations

Member of the Board of Directors for Wingate Financial Service Corp (WFSC) now known as CW Capital: Wrote and executed a business plan for the first commercial lending franchise ever filed with the FTC and grew annual FHA commercial loan production from \$25MM to over \$500MM per annum (1991-97). Negotiated agreements with and supervised a twenty-four-member national correspondent/franchise network which closed over \$2.0 Billion in commercial, FNMA DUS, FHA and other negotiated transactions. Managed the underwriting on large CMBS transactions on behalf of several Wall Street Firms. Responsible for training of originators and underwriters for all commercial programs – especially FHA commercial project loan programs (i.e. 221D4, 223F, 232, 242, 241F). Headed promotional activities including speaking engagements, writing articles, etc., with all major national real estate organizations.

Senior Vice President of Acquisitions

Responsible for equity placement and joint venture production on a national basis. Assisted in the management of a \$100 Million multifamily fund(s) with Kidder Peabody as a co-general partner, for financing of FHA insured multi-family properties (the majority of which were wrapped in GNMA Securities). Conducted first site visits for initial screening of proposed projects. Coordinated and supervised the subsequent underwriting and structured and negotiated with counsel the corresponding business deal. Coordinated/supervised closings. Made presentations to brokerage firms and regional directors of Kidder. Member of the loan committee for approval of all proposed ventures.

MULTIFAMILY DEVELOPMENT OPPORTUNITY

\$32 MM CONSTRUCTION LOAN FINANCING

FORMER HOLIDAY INN TO MULTIFAMILY APARTMENTS

240 W STATE STREET | TRENTON, NJ



DISCLAIMER

This is a confidential Memorandum intended solely for your limited use and benefit in determining whether you have any interest in providing financing with respect to the project being developed at 240 West State Street Trenton, NJ 08608 (the “Project”). The project is owned by Trenton West Garden State Growth Zone LLC (the “Owner”). This Memorandum contains certain information pertaining to the Project believed to be reliable by the Owner, but it does not purport to be all-inclusive or to contain all information that prospective lenders may desire. It should be noted that all financial projections are provided for general reference purposes only, and that they are based on assumptions regarding the general economy, competition, and other factors beyond the control of the Owner and, therefore, are subject to material variation. Additional information and an opportunity to inspect the Project will be made available to interested lenders. Neither the Owner nor any of its officers, employees, or representatives have made any representation or warranty, expressed or implied, as to the accuracy or completeness of this Memorandum or any of its contents, and no legal commitments or obligations shall arise by reason of this Memorandum.

The Owner expressly reserves the right, in its sole discretion, to reject any offers to finance the Project and to terminate discussions with any lender at any time with or without notice. The Owner shall have no legal commitment or obligation to any entity reviewing this Memorandum or making an offer to finance the Project unless and until a written agreement satisfactory to the Owner has been fully executed, delivered, and approved by the Owner, and any conditions to the Owner’s obligations thereunder have been satisfied or waived.

By receipt of the Memorandum, you agree that this Memorandum and its contents are of a confidential nature, that you will hold and treat it in the strictest confidence, and that you will not disclose this Memorandum or any of its contents to any other entity without the prior written authorization of the Owner, nor will you use this memorandum or any of its contents in any fashion or manner detrimental to the interest of the Owner.

TABLE OF CONTENTS

1. Executive Summary
2. Sponsor Team
3. Property Overview
4. Financial Overview
5. Appendix



EXECUTIVE SUMMARY

The Owner is pleased to present the opportunity to finance \$32MM for the construction of 240 West State Street in Trenton, New Jersey. The 16-story, 240k SF office building was acquired to convert into a multifamily residential property. The building is in excellent condition featuring ground floor retail, four floors of an enclosed above grade parking garage with about 192 spaces, and the rest of the floors containing vacant office space.

The property is in the Central West sub-market of Downtown Trenton situated directly across the street from New Jersey State Museum. The property is 1.5 blocks away from the New Jersey State House, and approximately 1.5 miles from Trenton Transit Center Commuter Rail. The property has unobstructed views of the Delaware River and Pennsylvania.

Advantages

- **Site acquired at significantly below replacement cost.** Opportunity to reposition the building to its highest and best use significantly increasing the value of the asset with full support of the City of Trenton.
- **240 W State Street lies in a Qualified Census Tract** which gives it a 30% increase from normal LIHTC credit allowances. The project has received approval for the allocation of Federal Low Income Housing Tax Credits from the New Jersey Housing and Mortgage Finance Agency.
- **Additional Income** will be maximized by offering parking garage spaces to be rented daily by local downtown Trenton guests and State workers during peak hours.



EXECUTIVE SUMMARY

FINACING HIGHLIGHTS

LOAN REQUEST

Loan Amount	\$32,000,000
Loan to Cost	73.00%
Loan Term	36 months, plus one (1) 6-month ext.
Interest Only	Yes
Anticipated Close Date	Q1 – Q2 2025

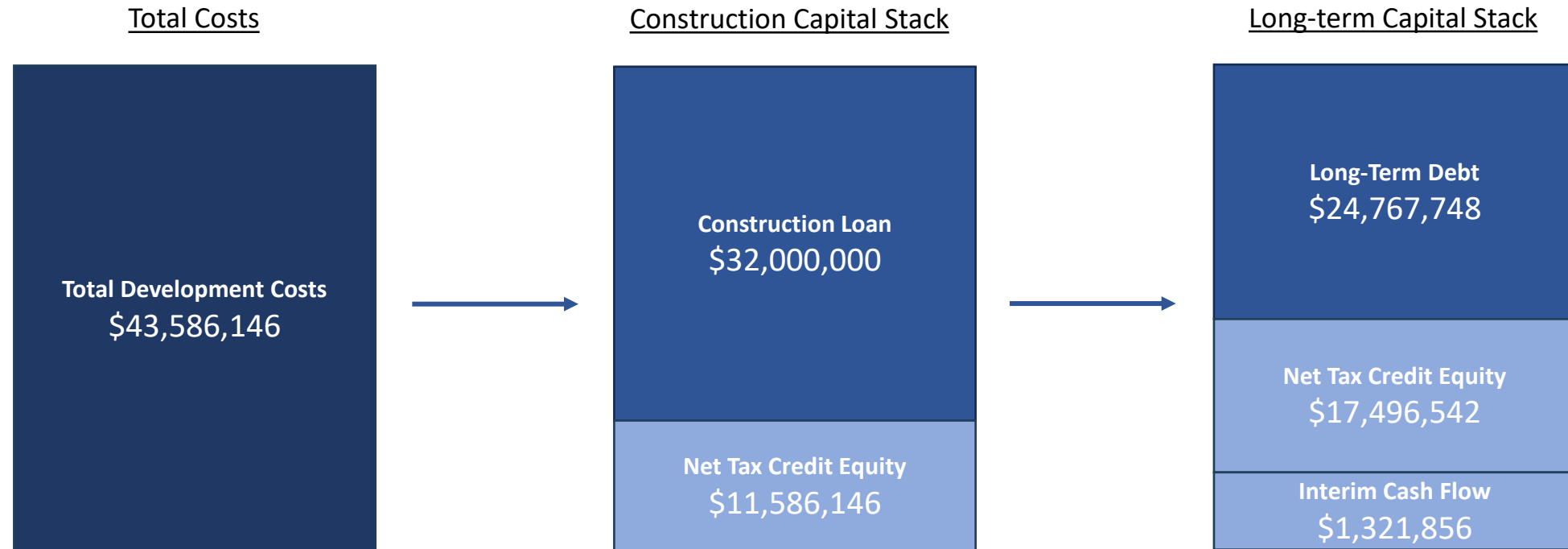
SOURCES AND USES

USES		SOURCES	
Purchase Price	\$5,500,000	Loan Amount	\$32,000,000
Hard Costs	\$20,690,932	Tax Credit Equity	\$11,586,146
Soft & Financing Costs	\$17,395,214		
Total Uses	\$43,586,146	Total Sources	\$43,586,146

EXECUTIVE SUMMARY

CAPITAL STACK

Sponsor will use tax credits received during project construction and upon project completion to take out Construction Loan.



SPONSOR TEAM

OVERVIEW

General Partner
ABC-Merit Partners LLC



Limited Partner Investor
Saul Urban LLC



SPONSOR TEAM

ABC-Merit Partners LLC

The three principals in ABC-Merit Partners LLC have a combined 84+ years of experience in the commercial real estate and have been involved in over \$15B in capital-based transactions. Their extensive background and experience in commercial real estate includes site acquisition, pre-development design, construction, property management across different product types including multifamily, office, student housing, REITs, industrial, retail, hospitality and mixed-use projects.

The principals have faced and solved every imagined form of private and public capital structure in the commercial real estate space and bring that experience to your commercial real estate capital needs.



Mark Hall
Principal

MARK HALL | PRINCIPAL

- 40 years in real estate industry
- Hall has experience in the multifamily housing industry with overseeing site acquisition, pre-development design, construction, and property management nationwide.
- Extensive experience in structuring affordable housing transactions where he has financed and acted as a lender, utilizing various government subsidy programs.
- Previously at GE Real Estate, Hall led numerous value-add investments and development projects while also originating billions in CRE loans.



Alan Michaels
Principal

ALAN MICHAELS | PRINCIPAL

- Michaels has extensive experience in hotel operations, historic adaptive reuse, and asset management services.
- Michaels spearheaded the repurposing of multiple historic single-family homes to multifamily use in the Logan Circle neighborhood of Washington, DC in accordance with the National Park Service.
- Michaels has simultaneously managed over 500 hotel rooms across five full-service, select and premium hotel properties.
- Majored in Electronic Engineering and Business Administrations at the City University of New York.

SPONSOR TEAM

ABC-Merit Partners LLC

As a fully integrated real estate development and construction management firm, Saul Urban excels in the acquisition, development and transformation of obsolete or distressed buildings into workforce rental apartments. Saul Urban's Lodging to Living Fund is a value-add real estate fund dedicated to addressing the systemic shortage of middle-income housing by converting distressed commercial assets into rental apartments.

Over the past 30+ years, the principals of Saul Urban have sponsored hundreds of millions of dollars in new construction, historic preservation, and adaptive reuse projects.



Frank Saul
Founder & CEO

FRANK SAUL | Founder & CEO

- 40 years in real estate industry
- Comprehensive background in development, management, and financing (residential, office, retail, hotel)
- Member of leading real estate families in US, B.F. Saul real estate organization
- Served as President of Saul Centers, Inc. (NYSE: BFS) and President B.F. Saul Company, formerly at First National Bank of Chicago
- Notable projects: mixed-use Clarendon Center and Park Place II office building in Tysons Corner



Sam DiFrank
EVP & CIO

SAM DIFRANK | EVP & CIO

- 40 years in real estate industry
- Expertise in acquisitions, construction lending, asset management and corporate finance
- Completed billions of dollars in acquisition and loan transactions across a diverse portfolio of properties, spanning multi-family, hotel, mixed-use, office, retail, and industrial sectors
- Previously at Wells Fargo, Washington Real Estate Investment Trust (NYSE: WRE), established REO corporate finance group for First American Bank managing accounting for over \$1 billion in non-performing loans and real estate assets

PROPERTY OVERVIEW

PROPERTY

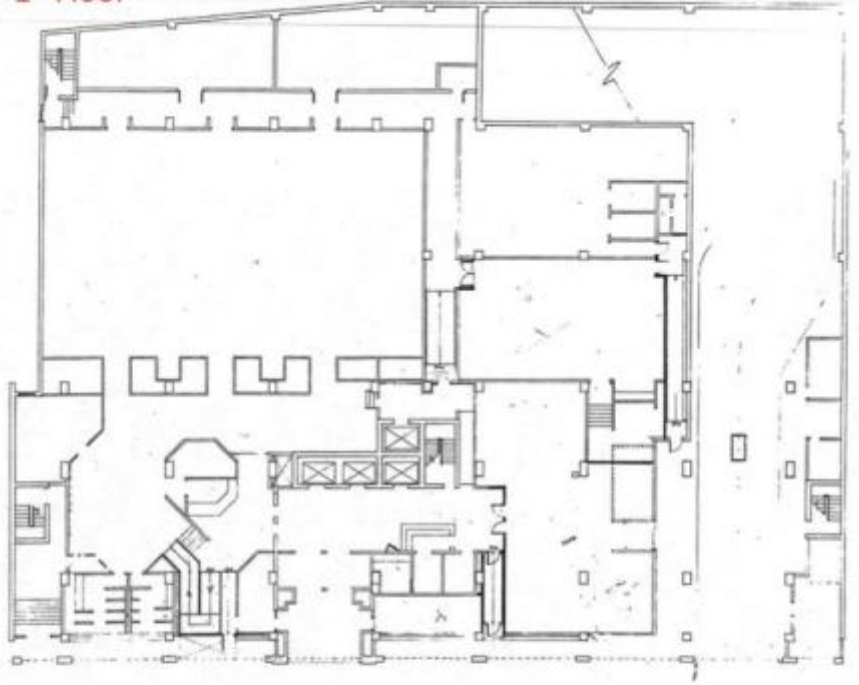


- 143,000 SF on 0.82 acres
- 16-Stories built in 1969
- Zoned by-right multifamily
- Excellent location across the street from the New Jersey State Capital government office and administrative building complex
- Located on Amtrak's Northeast Corridor Line within commuting distance between two major economic hubs, New York City and Philadelphia
- Excellent views of Delaware River and State Capital

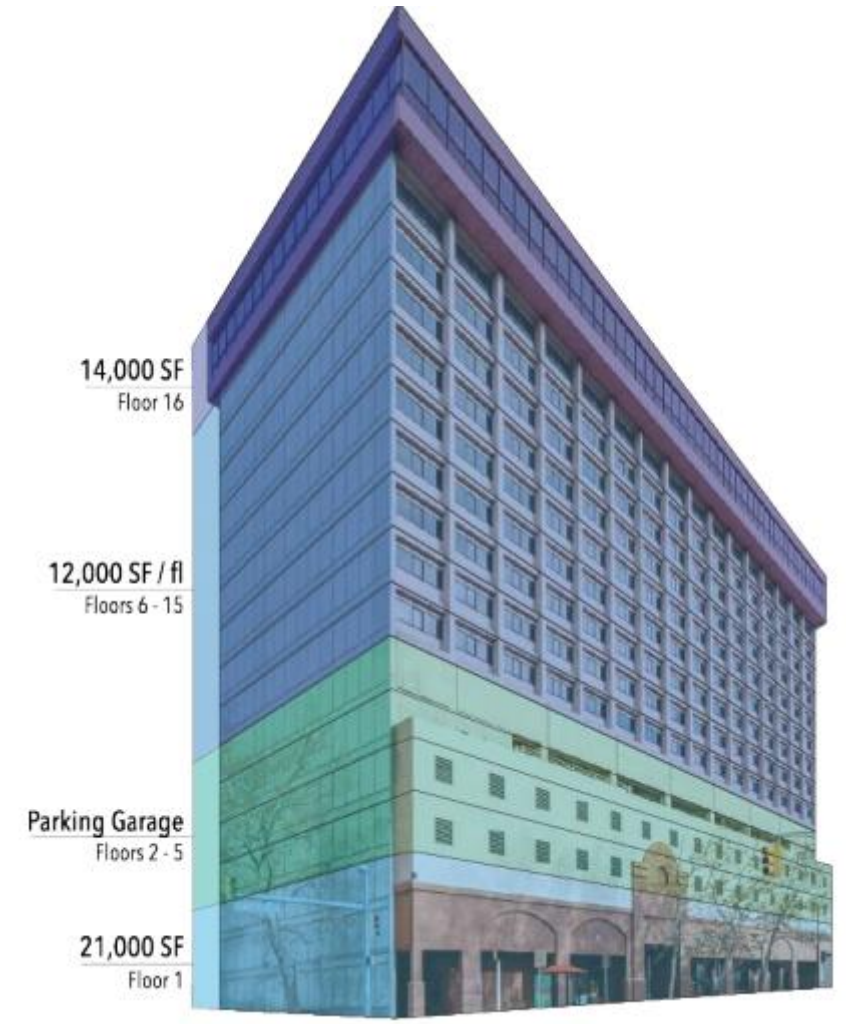
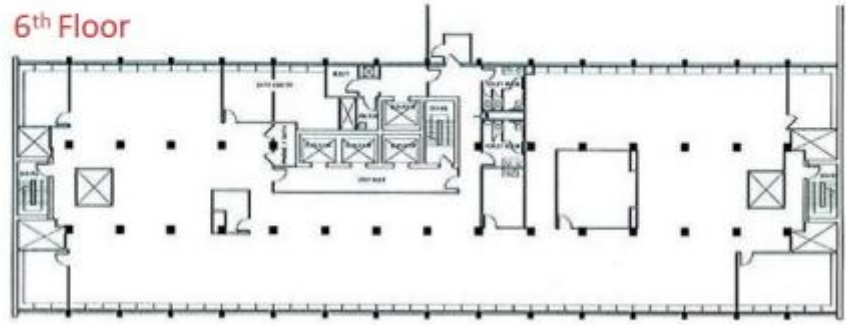
PROPERTY OVERVIEW

EXISTING FLOOR PLAN

1st Floor



6th Floor



14,000 SF
Floor 16

12,000 SF / fl
Floors 6 - 15

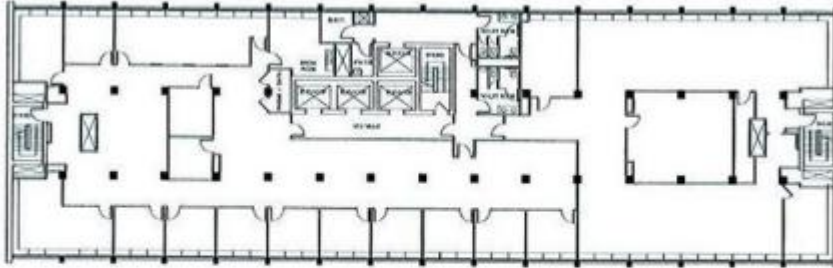
Parking Garage
Floors 2 - 5

21,000 SF
Floor 1

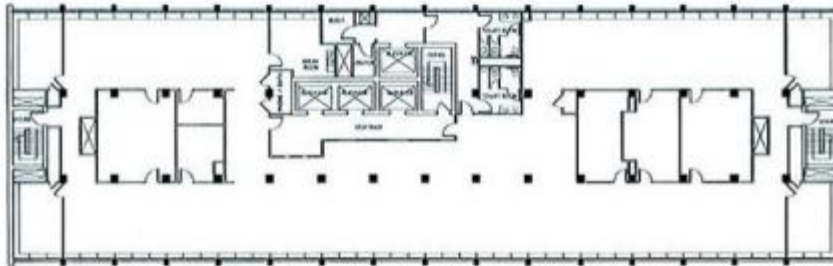
PROPERTY OVERVIEW

EXISTING FLOOR PLAN

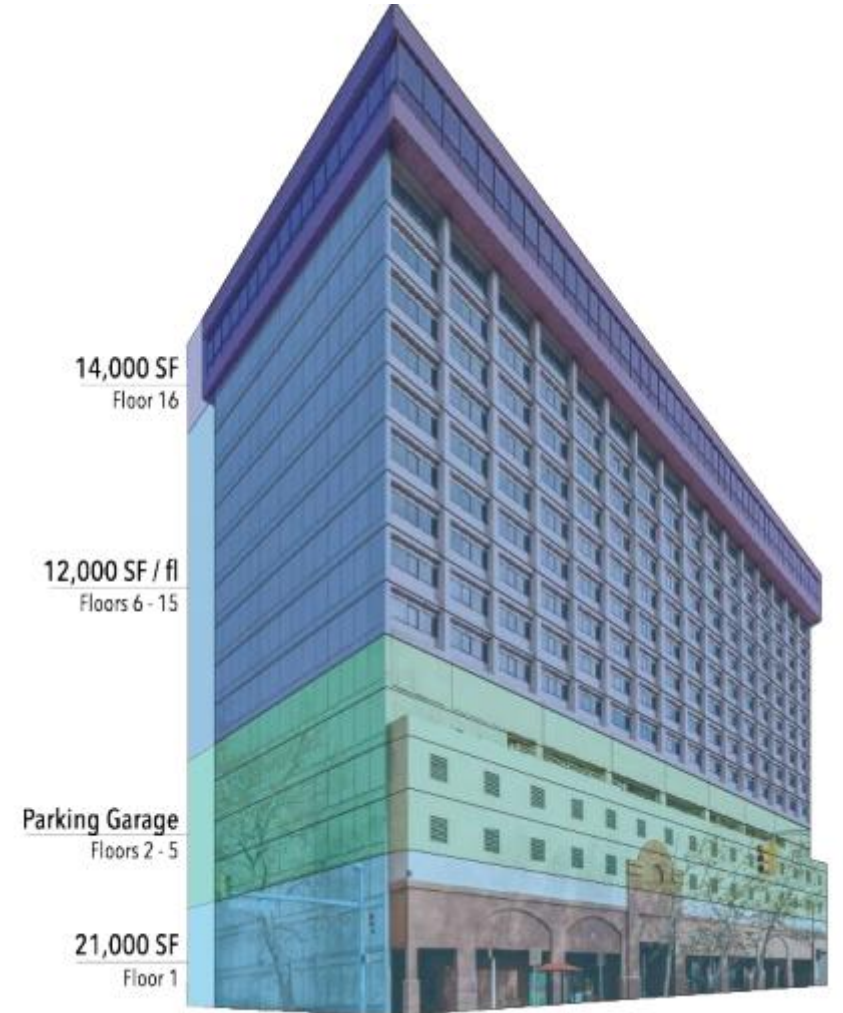
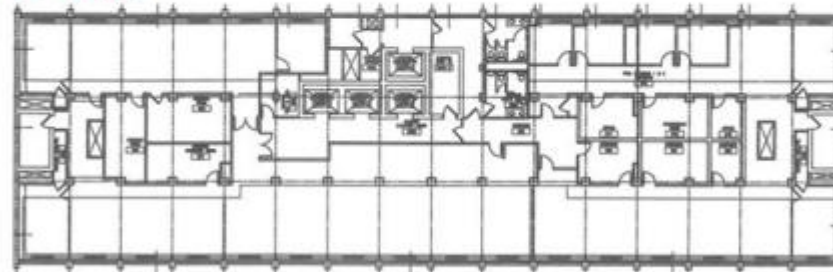
7th Floor



8th Floor



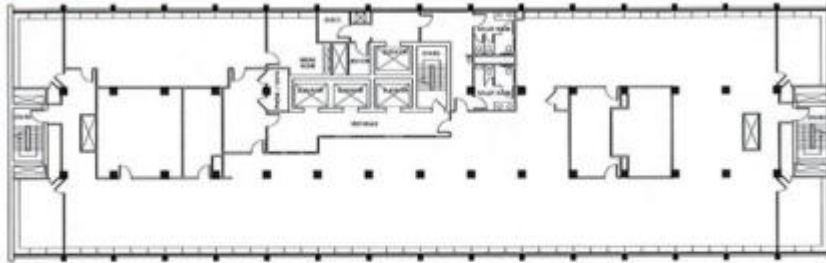
9th Floor



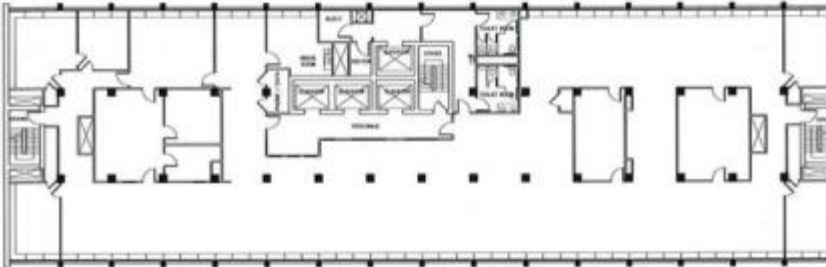
PROPERTY OVERVIEW

EXISTING FLOOR PLAN

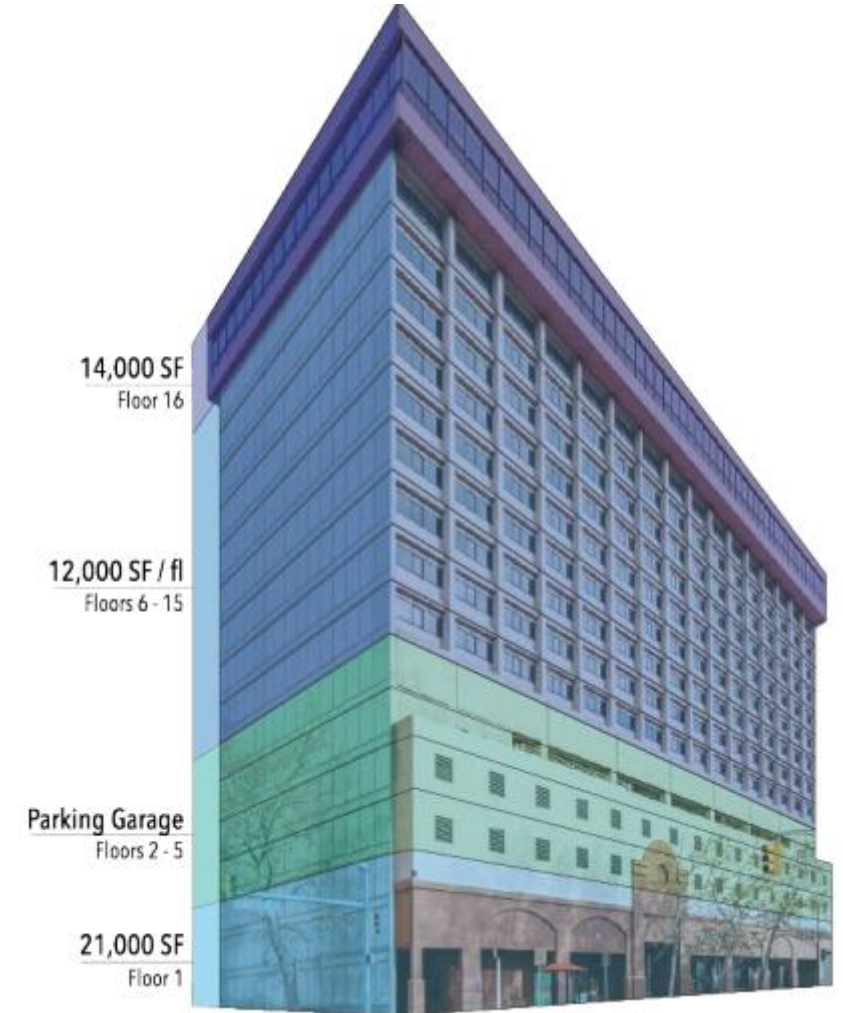
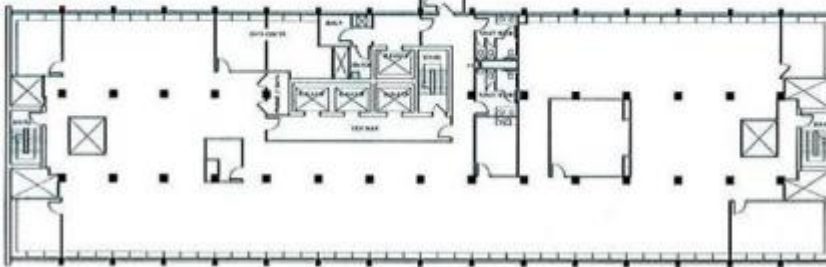
10th Floor



11th Floor



12th Floor



14,000 SF
Floor 16

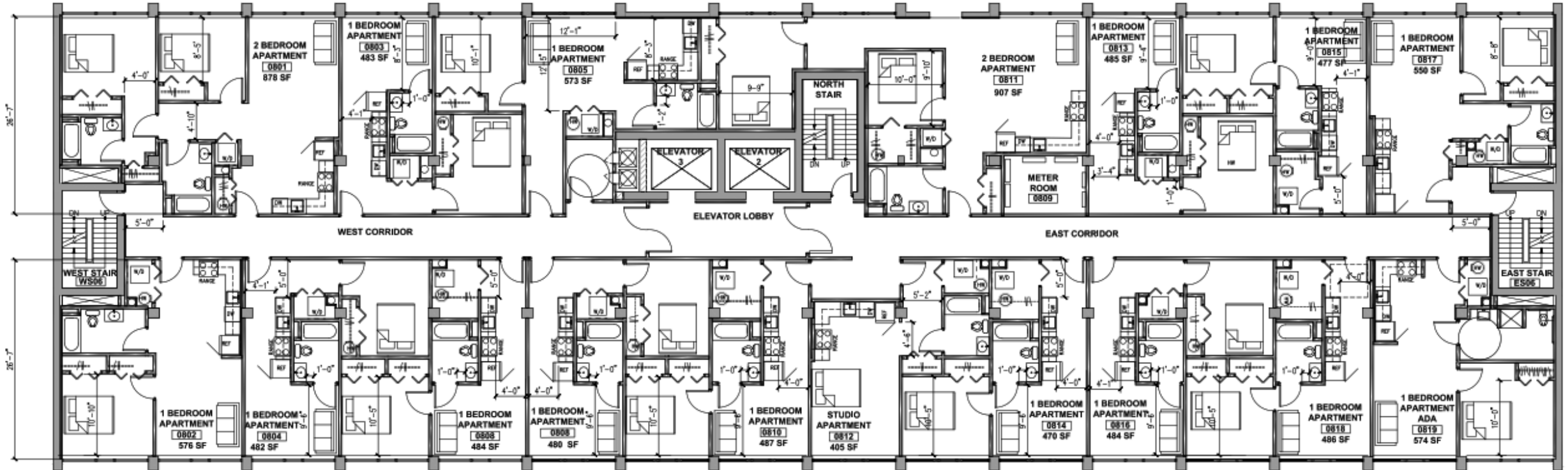
12,000 SF / fl
Floors 6 - 15

Parking Garage
Floors 2 - 5

21,000 SF
Floor 1

PROPERTY OVERVIEW

POTENTIAL MULTIFAMILY FLOOR PLAN



FINANCIAL OVERVIEW

DEVELOPMENT BUDGET



240 W State Street Renovation Budget	Total	Per Apt
Acquisition Costs		
Land & Improvements	\$ 5,500,000	\$ 32,353
Acquisitions Costs Subtotal	\$ 5,500,000	\$ 32,353
Hard Costs		
Hard Costs Residential	\$ 18,809,938	\$ 110,647
Hard Costs Contingency	\$ 1,880,994	\$ 11,065
Hard Costs Subtotal	\$ 20,690,932	\$ 121,711
Soft Costs		
Architectural and Engineering	\$ 495,150	\$ 2,913
Construction Management	\$ 630,000	\$ 3,706
Testing and Inspections	\$ 45,000	\$ 265
Property Insurance	\$ 344,927	\$ 2,029
Accounting	\$ 315,000	\$ 1,853
Site Plan	\$ 28,344	\$ 167
Building Carry/Utilities	\$ 343,012	\$ 2,018
Marketing	\$ 100,000	\$ 588
Building Permit	\$ 413,819	\$ 2,434
Legal	\$ 246,855	\$ 1,452
Real Estate Taxes	\$ 650,296	\$ 3,825
Soft Cost Contingency	\$ 1,000,000	\$ 5,882
Developers Fee	\$ 4,575,000	\$ 26,912
Closing/Title Costs	\$ 93,784	\$ 552
Acquisition Fees	\$ 360,000	\$ 2,118
Tax Credit Consulting	\$ 19,500	\$ 115
Soft Costs Subtotal	\$ 9,660,687	\$ 56,828
Financing Costs		
Loan Fees	\$ 336,500	\$ 1,979
Bridge Loan Interest Reserve	\$ 750,000	\$ 4,412
NJHFMA Allocation Fee	\$ 204,045	\$ 1,200
Construction Interest	\$ 4,611,674	\$ 27,127
Operating Deficits Reserve	\$ 200,000	\$ 1,176
Perm Loan Financing Options	\$ 200,000	\$ 1,176
LHTC Allocation Fee	\$ 157,000	\$ 924
Trenton Housing Authority Issuance Fees	\$ 540,000	\$ 3,176
Greater Trenton Placement Fee	\$ 150,000	\$ 882
Construction and Perm Finance Fees	\$ 585,308	\$ 3,443
Financing Costs Subtotal	\$ 7,734,527	\$ 45,497
TOTAL	\$ 43,586,146	\$ 256,389

FINANCIAL OVERVIEW

SOURCES AND USES

CONSTRUCTION PERIOD SOURCES AND USES

USES		SOURCES	
Purchase Price	\$5,500,000	Loan Amount	\$32,000,000
Hard Costs	\$20,690,932	Tax Credit Equity	\$11,586,146
Soft & Financing Costs	\$17,395,214		
Total Uses	\$43,586,146	Total Sources	\$43,586,146

FINANCIAL OVERVIEW

DRAW SCHEDULE

		Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Month 13	Month 14	
Cumulative Draw on construction Loan		13,486,582	14,948,695	16,421,774	17,905,902	19,401,160	20,852,616	22,314,958	22,314,958	22,314,958	23,235,579	23,235,579	23,235,579	25,454,077	27,979,985	28,238,737
		Closing	50% Completion					75% Completion					Construction End			
Description	Total	Apr-25	May-25	Jun-25	Jul-25	Aug-25	Sep-25	Oct-25	Nov-25	Dec-25	Jan-26	Feb-26	Mar-26	Apr-26	May-26	Jun-26
Surplus From Prior Period		-	-	-	-	-	-	-	-	2,025,999	552,689	-	1,969,094	430,546	-	
Federal LIHTC Investor Member	17,496,542	3,499,308	-	-	-	-	-	-	3,499,308	-	-	3,499,308	-	-	-	
First Mortgage	24,767,748															
Managing Member	1,000	1,000														
Other Source 3	45,856	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash Flow from Operations	1,275,000									0			0			
Construction Loan	32,000,000	13,486,582	1,462,113	1,473,079	1,484,127	1,495,258	1,451,456	1,462,342	-	-	920,621	-	-	2,248,498	2,495,908	258,751
Construction Loan Repayment/Conversion	(32,000,000)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Sources	43,566,146	16,986,890	1,462,113	1,473,079	1,484,127	1,495,258	1,451,456	1,462,342	3,499,308	2,025,999	1,473,310	3,499,308	1,969,094	2,679,045	2,495,908	258,751
Hard Cost Residential	18,809,938	5,224,983	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	1,044,997	-
Parking	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hard Costs - Contingency	1,880,994	-	-	-	-	-	-	-	-	-	-	-	-	940,497	940,497	-
Architectural & Engineering	495,150	275,083	55,017	55,017	55,017	55,017	-	-	-	-	-	-	-	-	-	-
Construction Management	630,000	210,000	26,250	26,250	26,250	26,250	26,250	26,250	26,250	26,250	26,250	26,250	26,250	26,250	26,250	26,250
Construction Interest	4,611,674	-	101,149	112,115	123,163	134,294	145,509	156,395	167,362	167,362	167,362	174,267	174,267	174,267	191,131	209,650
Testing & Inspections	45,000	12,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	-
Property Insurance	344,927	95,613	19,163	19,163	19,163	19,163	19,163	19,163	19,163	19,163	19,163	19,163	19,163	19,163	19,163	-
Accounting - \$15k/mo	315,000	85,909	14,318	14,318	14,318	14,318	14,318	14,318	14,318	14,318	14,318	14,318	14,318	14,318	14,318	14,318
Operating Deficits (Escrow) Reserve	200,000											50,000	50,000	50,000	50,000	-
Utilities during Renovation	343,012	95,261	19,056	19,056	19,056	19,056	19,056	19,056	19,056	19,056	19,056	19,056	19,056	19,056	19,056	-
Marketing	100,000	-	-	-	-	-	-	-	-	-	-	-	8,333	8,333	8,333	8,333
Permanent Loan Financing Costs	200,000	-	-	-	-	-	-	-	-	-	-	-	-	200,000	-	-
LIHTC Allocation Fee	157,000	157,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Trenton Housing Authority Issuance Fees	540,000	540,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Greater Trenton Placement Fee	150,000	150,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Building Permit	413,819	413,819	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Construction & Permanent Finance Fees	585,308	585,308	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Finance Closing Costs - Legal	246,855	246,855	-	-	-	-	-	-	-	-	-	-	-	-	-	-
RE Taxes during development	650,296	180,638	36,128	36,128	36,128	36,128	36,128	36,128	36,128	36,128	36,128	36,128	36,128	36,128	36,128	-
Soft Cost Contingency	1,000,000	277,778	55,556	55,556	55,556	55,556	55,556	55,556	55,556	55,556	55,556	55,556	55,556	55,556	55,556	-
Developers Fee	4,575,000	1,143,750	87,981	87,981	87,981	87,981	87,981	87,981	87,981	87,981	87,981	87,981	87,981	87,981	87,981	-
Land	5,500,000	5,500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing/Title Costs	93,784	93,784	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition Fee	360,000	360,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loan Fees	336,500	336,500	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Bridge Loan Interest Reserve	750,000	750,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-
NJHFMA - Other Closing Costs	204,045	204,045	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tax Credit (Consulting, Apps)	19,500	19,500	-	-	-	-	-	-	-	-	-	-	-	-	-	-
0	0															
0	0															
0	0	-														
Total Uses	43,566,146	16,986,890	1,462,113	1,473,079	1,484,127	1,495,258	1,451,456	1,462,342	1,473,310	1,473,310	1,473,310	1,530,214	1,538,548	2,679,045	2,495,908	258,751

FINANCIAL OVERVIEW

DRAW SCHEDULE

	Month 15	Month 16	Month 17	Month 18	Month 19	Month 20	Month 21	Month 22	Month 23	Month 24	Month 25	Month 26	Month 27	Month 28		
Cumulative Draw on construction Loan	28,499,429	28,762,076	28,966,125	29,211,854	29,211,854	29,211,854	29,211,854	29,211,854	29,211,854	32,000,000	0	0	0	0		
	Completion & Cost Cert										Stabilization		6609			
Description	Jul-26	Aug-26	Sep-26	Oct-26	Nov-26	Dec-26	Jan-27	Feb-27	Mar-27	Apr-27	May-27	Jun-27	Jul-27	Aug-27	Thereafter	Total
Surplus From Prior Period	-	-	-	-	-	3,484,386	3,469,464	2,310,792	2,295,869	2,269,261	5,070,837	0	0	0	-	-
Federal LIHTC Investor Member	-	-	-	-	3,499,308	-	-	-	-	-	2,624,481	-	-	874,827	-	17,496,542
First Mortgage	-	-	-	-	-	-	-	-	-	-	24,767,748	-	-	-	-	24,767,748
Managing Member	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,000
Other Source 3	-	-	-	-	-	-	-	-	-	-	(223,067)	-	-	266,923	-	45,856
Cash Flow from Operations	-	-	-	-	212,500	212,500	212,500	212,500	212,500	212,500	-	-	-	-	-	1,275,000
Construction Loan	260,692	262,647	224,049	225,729	-	-	-	-	-	-	2,788,146	-	-	-	-	32,000,000
Construction Loan Repayment/Conversion	-	-	-	-	-	-	-	-	-	-	(32,000,000)	-	-	-	-	(32,000,000)
Total Sources	260,692	262,647	224,049	225,729	3,711,808	3,696,866	3,681,964	2,523,292	2,508,369	5,269,926	240,000	0	0	1,143,750	-	43,566,146
Hard Cost Residential	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	18,609,938
Parking	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hard Costs - Contingency	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,680,994
Architectural & Engineering	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	495,150
Construction Management	26,250	26,250	-	-	-	-	-	-	-	-	-	-	-	-	-	630,000
Construction Interest	211,791	213,746	215,716	217,396	219,089	219,089	219,089	219,089	219,089	219,089	240,000	-	-	-	-	4,611,674
Testing & Inspections	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	45,000
Property Insurance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	344,927
Accounting -\$15k/mo	14,318	14,318	-	-	-	-	-	-	-	-	-	-	-	-	-	315,000
Operating Deficits (Escrow) Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	200,000
Utilities during Renovation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	343,012
Marketing	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	-	-	-	-	-	-	-	100,000
Permanent Loan Financing Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	200,000
LIHTC Allocation Fee	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	157,000
Trenton Housing Authority Issuance Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	540,000
Greater Trenton Placement Fee	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	150,000
Building Permit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	413,819
Construction & Permanent Finance Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	585,308
Finance Closing Costs - Legal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	246,855
RE Taxes during development	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	650,296
Soft Cost Contingency	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,000,000
Developers Fee	-	-	-	-	-	-	1,143,750	-	-	-	-	-	-	1,143,750	-	4,575,000
Land	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5,500,000
Closing/Title Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	93,784
Acquisition Fee	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	360,000
Loan Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	336,500
Bridge Loan Interest Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	750,000
NJHFMA - Other Closing Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	204,045
Tax Credit (Consulting, Apps)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	19,500
0																-
0																-
0																-
Total Uses	260,692	262,647	224,049	225,729	227,422	227,422	1,371,172	227,422	219,089	219,089	240,000	-	-	1,143,750	-	43,566,146

FINANCIAL OVERVIEW

OPERATING ASSUMPTIONS

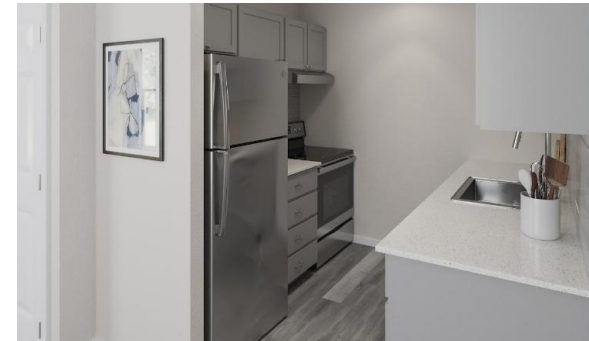
	OPERATING ASSUMPTIONS									
	Landlord									
	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Market Rent	\$2,244,770	\$2,915,549	\$3,003,015	\$3,093,106	\$3,185,899	\$3,281,476	\$3,379,920	\$3,481,318	\$3,585,757	\$3,693,330
Pet Rent	11,939	15,744	16,172	16,601	17,029	17,457	17,886	18,314	18,863.52	19,429.43
Retail Income (Coffee Shop & Gym)	192,504	192,504	192,504	192,504	196,515	202,129	202,129	202,129	202,129	202,129
Other Income	19,063	25,137	25,821	26,505	27,189	27,873	28,557	29,241	30,118.23	31,021.78
Parking Res & Commercial	88,691	116,953	120,136	123,318	126,500	129,683	132,865	136,048	140,129.03	144,332.90
Total Revenue	\$2,556,967	\$3,265,887	\$3,357,648	\$3,452,033	\$3,553,131	\$3,658,618	\$3,761,357	\$3,867,049	\$3,836,868	\$3,945,910
Residential Vacancy	(83,288)	(145,777)	(150,151)	(154,655)	(159,295)	(164,074)	(168,996)	(174,066)	(179,288)	(184,666)
Retail Vacancy	(110,690)	(28,876)	(28,876)	(28,876)	(29,477)	(30,319)	(30,319)	(30,319)	(30,319)	(30,319)
Bad Debt	(7,164)	(14,578)	(15,015)	(15,466)	(15,929)	(16,407)	(16,900)	(17,407)	(17,929)	(18,467)
Utility Reimbursement	58,789	80,407	82,819	85,303	87,862	90,498	93,213	96,010	98,890	101,857
Total Operating Income	\$2,414,614	\$3,157,062	\$3,246,425	\$3,338,340	\$3,436,292	\$3,538,316	\$3,638,355	\$3,741,267	\$3,708,222	\$3,814,314
Expenses										
G&A	35,595	47,021	48,432	49,885	51,382	52,923	54,511	56,146	57,830	59,565
Payroll	305,867	315,043	324,495	334,230	344,256	354,584	365,222	376,178	387,464	399,088
Advertising	45,652	47,021	48,432	49,885	51,382	52,923	54,511	56,146	57,830	59,565
Service Contracts	132,984	142,005	146,265	150,653	155,172	159,827	164,622	169,561	174,648	179,887
Repairs & Maintenance	49,613	80,736	83,158	85,653	88,223	90,869	93,596	96,403	99,295	102,274
Utilities	138,252	155,171	159,826	164,621	169,559	174,646	179,885	185,282	190,840	196,566
Management	81,558	94,712	97,393	100,150	103,089	106,149	109,151	112,238	115,413	118,677
Taxes	194,428	200,261	206,269	212,457	218,831	225,395	232,157	239,122	246,296	253,685
Insurance	59,347	61,128	62,962	64,851	66,796	68,800	70,864	72,990	75,180	77,435
Total Operating Expenses	1,043,298	1,143,099	1,177,231	1,212,384	1,248,689	1,286,118	1,324,518	1,364,067	1,404,796	1,446,742
Net Operating Income	1,371,317	2,013,964	2,069,194	2,125,956	2,187,603	2,252,198	2,313,837	2,377,201	2,303,426	2,367,572

APPENDIX

ABC-Merit LLC – NOTABLE PROJECTS



Mansion House
St. Louis, Missouri
415 Units Multifamily
Renovation



Waverly at Oyster Point
Newport News, Virginia
152 Units Multifamily
Renovation

APPENDIX

SAUL URBAN – NOTABLE PROJECTS



The Heights at Gateway Park

Roanoke, Virginia
88 Units Multifamily
Adaptive Reuse of Hotel
Saul Urban



Ampeer Residences

Washington, DC
92 Units Multifamily
Adaptive Reuse of Historical Mansion
Saul Urban



The Kennedy-Warren

Washington, DC
425 Units Multifamily
Historical Renovation and Expansion
* B.F. Saul Co.



Milestone Garden

Williamsport, Maryland
168 Unit Multifamily
Renovation
Saul Urban



The Ora Apartments

Washington, DC
113 Units Multifamily
Renovation
Saul Urban



Lyon Place

Arlington, Virginia
220 Units Multifamily
Ground-Up Development
* Saul Centers

* This project is not part of the Saul Urban portfolio but was developed or renovated by a Saul Urban team member(s) prior to joining Saul Urban.

APPENDIX

SAUL URBAN – NOTABLE PROJECTS



Broadlands Village Center

Broadlands, Virginia
174,000 SF Retail
Renovation
* Saul Centers



Hilton Worldwide Headquarters

McLean, Virginia
320,000 SF Office
Ground-Up Development
* B.F. Saul Co.



Courtyard Marriott McLean

McLean, Virginia
229 Room Hotel
Ground-Up Development
* B.F. Saul Co.



Hay Adams Hotel

Washington, DC
165 Room Hotel
Renovation
* B.F. Saul Co.



Lansdowne Town Center

Lansdowne, Virginia
150,000 SF Retail / 40,000 SF Office
Ground-Up Development
* Saul Centers



SpringHill Suites Dulles Airport

Sterling, Virginia
158 Room Hotel
Ground-Up Development
* B.F. Saul Co.

* This project is not part of the Saul Urban portfolio but was developed or renovated by a Saul Urban team member(s) prior to joining Saul Urban.

LYNCHBURG REDEVELOPMENT HOUSING AUTHORITY REVENUE BONDS

OCTOBER 28, 2025



PURPOSE & ACTION

Purpose:

Astoria Housing Partners has requested the Lynchburg Redevelopment Housing Authority (LRHA) to issue \$30 Million of its Revenue Bonds to finance the redevelopment of 1300 Campbell Avenue into 125 apartment units.

Action:

State Code requires the City Council approve the transaction.

1300 CAMPBELL AVENUE

- Former Barker Jennings Building
- Constructed in 1919 as Martha Washington Dormitory for Jobbers Overall Company
- Zoned B-4, Urban Commercial
- Vacant since 2009.



1300 CAMPBELL AVENUE

- Renovated into 120 -125 affordable workforce housing units adhering to 60 – 80% AMI
 - Studio - \$930
 - 1 Bedroom - \$996
 - 2 Bedroom - \$1195
- Full time General Manager
- Security personnel
- On site amenities – Wi-Fi, Fitness Center, Playground, Solar
- Property Management by S.L. Nausbaum Realty Co. – 29,000 units. Virginia, Maryland, D.C. & Carolinas



ISSUANCE OF BONDS

- LRHA Board has approved the issuance of the Bonds
- No Financial Obligation to the City of Lynchburg
- No Financial Obligation to LRHA
- LRHA would receive administrative fee
- Project would meet the requirements of a qualified residential rental project



RESOLUTION NO. 1304

RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY AUTHORIZING AND APPROVING THE ISSUANCE OF UP TO \$30,000,000 MULTIFAMILY TAX-EXEMPT REVENUE BONDS (1300 CAMPBELL AVENUE PROJECT) SERIES 2025

RECITALS

A. The Lynchburg Redevelopment and Housing Authority (the "Authority") is a public body corporate and a political subdivision of the Commonwealth of Virginia (the "Commonwealth") duly created pursuant to the Housing Authorities Law, Title 36, Chapter 1 of the Code of Virginia of 1950, as amended (the "Act"). The Act authorizes the Authority: to issue its revenue bonds for, among other purposes, the financing of facilities for use primarily as single or multifamily residences; to assist in the acquisition, construction, equipping, expansion, enlargement and improvement of such facilities to the end that the Authority may promote safe and affordable housing in the Commonwealth and benefit thereby the safety, health, welfare, convenience and prosperity of the inhabitants of the Commonwealth; and to make and execute indentures of trust, security documents and other contracts and instruments necessary or convenient in the exercise of such powers.

B. To further the Act's purposes, at the request of Astoria Housing Partners LLC (the "Applicant"), the Authority has determined to issue and sell its Multifamily Tax-Exempt Revenue Bonds (1300 Campbell Avenue Project) Series 2025 in a principal amount not in excess of \$30,000,000 (the "Bonds"), pursuant to the Act, for the purpose of assisting the Applicant or an affiliate thereof (the "Borrower") in financing or refinancing a portion of the costs of acquiring, constructing, rehabilitating and equipping a multifamily residential rental housing project to consist of approximately 125 apartment units in a five-story historic building located at 1300 Campbell Avenue, Lynchburg, Virginia (the "Project"). The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended. The Project will be owned by the Borrower or an entity affiliated with and controlled by or under common ownership with the Borrower.

C. The issuance and sale of the Bonds will benefit the inhabitants of the City of Lynchburg and the Commonwealth by promoting their health, welfare, convenience and prosperity.

D. The Project has been described to the Authority and a public hearing has been held as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 15.2-4906 of the Industrial Development and Revenue Bond Act, as applicable to Virginia local redevelopment and housing authorities.

NOW, THEREFORE, BE IT RESOLVED BY THE LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY THAT:



Marc Schewel
Chairman



Mary E. Mayrose
Secretary

COMMISSIONER	AYES	NAYS
Ms. Cox	X	
Ms. Dupuy	X	
Ms. Eubanks	Absent	
Ms. Wills	X	
Mr. Booth	X	
Dr. Wilder	X	
Mr. Schewel	X	

ASTORIA

HOUSING PARTNERS

Tom Martin
City of Lynchburg
RE: 1300 Campbell Avenue

The City's support of conversion of 1300 Campbell Avenue into 120 workforce housing apartments is a necessity for this project's success and we look forward to working with the City to bring this important project to fruition.

At Astoria Housing partners we strive to create vibrant apartment communities for the hard-working residents of every community in which we operate. With that said, we strongly value the thoughts and opinions of the community stakeholders. Our Lynchburg project will be the conversion of a historic warehouse into a class-leading affordable community for the benefit of Lynchburg residents.

Benefits to the City of Lynchburg:

- The redevelopment of 1300 Campbell Ave into 120 new units works to address the national affordable housing shortage documented by HUD
- This project will eliminate a major local vacant property. Doing so will not only increase the tax base provide improve the immediate neighborhood
- Based on a 3rd party market feasibility study, peer LIHTC properties have few to no vacancies with long wait lists or closed waitlists. This indicates a strong need for additional 60% AMI units in Lynchburg in order to supplement the constrained affordable housing supply
- For comparable class A rental communities, our value proposition represents a strong advantage to the market and its residents. The HUD rent restriction represents an 11%-25% discount to market for comparable rental communities

- **Projected Impacts:**

Benefit	Outcome	City Value
Housing	120 units (300+ residents)	Fills waitlists at peer LIHTC properties
Economy	150 jobs; \$2.5M annual taxes	+\$5M GDP boost (IMPLAN est.)
Revitalization	Eliminates vacant blight	Improves neighborhood safety/tax base

Benefit	Outcome	City Value
Sustainability	Solar offsets 20% electric	Supports Green Lynchburg goals
Affordability	11-25% below market rents	Serves teachers, nurses, families

Sincerely,

/s/

Mark Hall
Co-Managing Principal/Partner Astoria Housing Partners LLC

ASTORIA

HOUSING PARTNERS

1300 Campbell Ave Lynchburg 120 Unit Revitalization Project



Project Description:

1300 Campbell Ave is a five-story warehouse building on 2.2 acres in downtown Lynchburg. The property was originally constructed between 1918 and 1920 by the Jobbers Overall Company to serve as dormitory housing for cotton plant workers. Jobbers Overalls Co. Over the next century the property was utilized by a variety of companies for textile manufacturing and most recently warehousing for a construction supply company.

Astoria Housing Partners will undertake a 100% rehab to convert this beautiful historic building to 120 affordable apartments rented at 60% of area median income with the highest quality amenities including computer-controlled entry with security cameras inside and out, a fitness center, a community center for homework and other family activities, EV charging, live security personnel and green energy components. The conversion project will include top of market finishes and will provide its residents with an outstanding place to call home.

- Five levels of affordable apartments with 94 surface and accessible level parking spots with professional and highly experienced management.
- Indoor community space for homework and other activities.
- Free common area Wi-Fi.
- Fitness Center
- Secure computer-controlled entry with activity tracking
- Security cameras inside and out.
- A leasing office
- A full-time general manager
- Dusk to dawn security personnel
- Playground
- Solar panels to assist in offsetting the tenants' electrical bills and as a method of providing covered parking
- Well located site in close proximity to downtown Lynchburg and other neighborhood amenities.
- The property is well located just 0.5 miles from the Kemper Station Transit Center. Tenants will have access to numerous bus routes linking them to downtown Lynchburg as well as the Amtrak Northeast regional train



1 1300 Campbell Ave

Astoria Housing Partners

Astoria Housing Partners LLC emerged in response to the growing need for affordable workforce housing amid a national shortage of affordable housing. Astoria Housing Partners focuses on transforming underutilized spaces into very high quality modern, eco-friendly residential developments that prioritize the needs of diverse populations, including middle-income families, seniors, and young professionals. By blending innovative design with community input, the firm ensures that its projects reflect the cultural and historical richness of urban areas while fostering a sense of belonging for all residents.

Astoria Housing Partners focuses on adaptive reuse, transforming historic buildings into modern workforce housing through the use of Section 42 housing tax credits through Virginia Housing.

We assist in solving the national affordable housing crises.

The mission of Astoria Housing Partners is to address housing inequity by developing projects that balance affordability with quality and sustainability. The firm collaborates closely with government agencies, nonprofit organizations, and private investors to secure funding and resources for its developments. Each project is designed with energy-efficient materials, green spaces, and amenities that promote healthy living and shared recreational areas. Additionally, Astoria Housing Partners actively engages with residents through town halls and workshops to ensure that developments align with the community's needs and values, preserving Astoria's unique identity as a melting pot of cultures and traditions.

By maintaining a focus on long-term community benefits over short-term profits, Astoria Housing Partners will be a model for sustainable urban development.

Other Astoria Housing Partners projects include:



2: 240 West State Street Trenton

240 West State Street is a 170 unit affordable housing conversion of a former hotel. The 240 West is currently vacant and going through the permitting process as we have already been awarded our tax credits and bonds with the necessary approvals by Trenton City Council.

Through the AHP development process, 240 W will undergo a total transformation into a vibrant, affordable community for Trenton residents. The property will feature professional management, security, Fitness center, community space and EV charging for the benefit of future tenants. This multifamily project has commanding views of the Delaware River.

240 West has received its full entitlements, and construction is scheduled to commence Q2-2026.



Figure 3 2000 N. Broadway St Louis MO

2000 N Broadway in St. Louis, Missouri has been acquired to convert this historic structure into an affordable multifamily residential property. The building is a five-story industrial warehouse formerly known as the Standard Stamping Company Factory. The property is near downtown St. Louis located just north of the Arch of St. Louis, the Downtown Central Business District, and the Stan Musial Veterans Memorial Bridge across the Mississippi River.

The existing structure will be completely converted to five levels of affordable apartments equipped with professional management, a full security package, on-site parking, roof-top sundeck, community room, fitness center, and expansive views of the Mississippi River, Gateway Arch, and the Veterans Memorial Bridge.

2000 N Broadway has received its full entitlements with a construction start scheduled for Q1-2027.

Professional Management

Our property management will be the multifamily management division of S.L. Nusbaum Realty Co. (SLN), which currently manages over 29,000 units throughout Virginia, Maryland, Washington D.C., and the Carolinas. SLN provides high quality property management services in affordable as well as market rate housing communities in each market that it serves.

S.L. Nusbaum has extensive experience in LIHTC property management and has a deep track record of maintaining safe, clean and productive apartment communities.

SLN has extensive experience managing properties under each financing/product type including conventional, market rate, HUD Insured, LIHTC, mixed use and mixed income. They have a thorough working knowledge of the Virginia Housing programs and its intricacies.

A sample of Nusbaum managed properties include:

APARTMENT COMMUNITY	LOCATION	UNITS	PROGRAM	LEASEUP and/or REHAB	OWN	3 rd Party Manage
ARBELO	Alexandria, VA	34	LIHTC			X
ELLSWORTH	Alexandria, VA	20	Market Rate			X
LACY COURT	Alexandria, VA	44	HOME			X
LAFAYETTE APARTMENTS	Alexandria, VA	340	LIHTC	X		X
LONGVIEW TERRACE	Alexandria, VA	41	LIHTC			X
OAKWOOD MEADOWS NORTH	Alexandria, VA	71	LIHTC			X
OAKWOOD MEADOWS SOUTH	Alexandria, VA	79	LIHTC			X
PARKSTONE ALEXANDRIA	Alexandria, VA	326	NOAH			X
THE NEXUS AT WEST ALEX	Alexandria, VA	74	LIHTC			X
THE SQUARE AT 511	Alexandria, VA	196	NOAH			X
ARNA MARBELLA I	Arlington, VA	62	LIHTC			X
ARNA MARBELLA II	Arlington, VA	101	LIHTC			X
BARKALOW	Arlington, VA	15	Owner Restrictions Only			X
BUCHANAN GARDENS	Arlington, VA	111	LIHTC			X
CALVERT MANOR	Arlington, VA	23	LIHTC/Home			X
CAMERON COMMONS	Arlington, VA	16	Home			X
COLONIAL VILLAGE	Arlington, VA	162	LIHTC/Market			X
COLUMBIA GROVE	Arlington, VA	208	LIHTC/Home/Market Rate			X
COLUMBIA HILLS EAST	Arlington, VA	97	LIHTC/DD			X
COLUMBIA HILLS WEST	Arlington, VA	132	LIHTC			X
COURTHOUSE CROSSINGS	Arlington, VA	112	LIHTC			X
ILDA'S OVERLOOK FOUR	Arlington, VA	44	LIHTC			X
ILDA'S OVERLOOK NINE	Arlington, VA	36	LIHTC			X
LECKEY GARDENS	Arlington, VA	40	LIHTC/Market Rate			X
MARBELLA	Arlington, VA	41	LIHTC/Market Rate/Home			X

APARTMENT COMMUNITY	LOCATION	UNITS	PROGRAM	LEASEUP and/or REHAB	OWN	3rd Party Manage
PARC ROSSLYN	Arlington, VA	238	LIHTC/Market Rate			X
QUEENS COURT NORTH	Arlington, VA	159	LIHTC			X
QUEENS COURT SOUTH	Arlington, VA	90	LIHTC/DD			X
TERWILLIGER EAST	Arlington, VA	80	LIHTC/Home/VHDA Bond/City Loan Aff			X
TERWILLIGER WEST	Arlington, VA	80	LIHTC/City Loan Affordable			X
THE SPRINGS	Arlington, VA	104	LIHTC/VHDA Bond Program			X
UNITY HOMES AT BALLSTON	Arlington, VA	144	LIHTC			X
VPOINT	Arlington, VA	116	LIHTC/Market			X
COOPER'S POINTE	Burgaw, NC	64	LIHTC			X
*ANITA STROUD	Charlotte, NC	83	HUD (202 Prac)/Senior/Section 8			X
ASCENT PINEVILLE	Charlotte, NC	240	NOAH			X
*BRIGHTON PLACE	Charlotte, NC	49	Market Rate/HUD			X
CHAMBERS POINT @ AYRSLEY	Charlotte, NC	86	LIHTC/Key/Senior			X
CHARLOTTE WOODS	Charlotte, NC	260	NOAH			X
CROWN COURT	Charlotte, NC	103	LIHTC/Market Rate/Senior			X
EVOKE LIVING AT ARROWOOD	Charlotte, NC	168	Key/City Loan Affordable			X
EVOKE LIVING AT EASTLAND YARDS	Charlotte, NC	70	LIHTC	X		X
*EVOKE LIVING AT MORRIS FIELD	Charlotte, NC	132	LIHTC/HUD	X		X
EVOKE LIVING AT SUGAR CREEK	Charlotte, NC	180	LIHTC/Key			X
EVOKE LIVING AT WESTERLY HILLS	Charlotte, NC	156	LIHTC			X
GABLES AT DRUID HILLS	Charlotte, NC	63	LIHTC/Senior			X
GABLES II	Charlotte, NC	72	LIHTC/Key/Senior			X
HAWKS POINTE	Charlotte, NC	14	City Loan Affordable			X
HILL ROCK ESTATES	Charlotte, NC	341	NOAH			X
HP HOMES	Charlotte, NC	61	Market Rate/Home			X
LAKE MIST	Charlotte, NC	144	NOAH			X
LEGACY AT CARR HEIGHTS	Charlotte, NC	120	LIHTC			X
MAPLE WAY	Charlotte, NC	60	NOAH			X
PEPPERTREE	Charlotte, NC	292	NOAH			X
PINES AT WENDOVER	Charlotte, NC	44	NOAH			X
RAIL SOUTH	Charlotte, NC	82	LIHTC	X		X
*RIVERMERE	Charlotte, NC	192	Market Rate/ LIHTC/Section 8/HUD			X
ROCKWELL PLACE	Charlotte, NC	140	LIHTC			X
SANCTUARY GARDENS	Charlotte, NC	78	LIHTC			X
SHAMROCK GARDENS	Charlotte, NC	265	NOAH			X
SHARON OAKS	Charlotte, NC	97	Market Rate/City Loan Affordable			X
SHARON POINTE	Charlotte, NC	190	NOAH			X
*SHELTON KNOLL	Charlotte, NC	48	Market Rate/HUD			X
SOUTH OAK CROSSING	Charlotte, NC	192	Market Rate/LIHTC/Section 8			X
SPRINGCROFT AT ASHLEY PARK	Charlotte, NC	50	LIHTC/Key/Senior			X
SUGAREE PLACE	Charlotte, NC	51	LIHTC/HOME			X
SWAN'S RUN	Charlotte, NC	92	NOAH			X

Rents and Income Levels for the Apartments:

As a LIHTC/workforce project, this project will adhere to a 60% of AMI standard for tenant eligibility and strict creditworthiness.

This project will reflect rent levels consistent with local HUD LIHTC rents which are, typically, 15% below market value rents providing tenants with an affordable alternative.

Maximum allowable rents will be:

- Studios will be rented at \$930/ month
- 1 Beds will be rented at \$996/ month

- 2 Beds will be rented at \$1,195/ month

Will there be a local/on site property manager?

Yes! And live security guard(s) from dusk to dawn.

Please see the section on SL Nusbaum property management

ASTORIA

HOUSING PARTNERS

Astoria Housing Partners LLC – Team Biographies

Mark Hall

Co-Managing Principal/Partner, Astoria Housing Partners



As Co-Managing Principal/Partner at Astoria Housing Partners LLC, Mark Hall is responsible for sourcing and equity placements. With a career in the multifamily housing industry since 1984, he has overseen site acquisition, pre-development design, construction, and property management nationwide, including supervising the development of thousands of apartment units with affordable set-asides. As a founder and Co-CIO at Allagash Opportunity Zone Partners, Mr. Hall leverages his expertise in structuring affordable housing transactions, currently closing the Woodlands Apartments project, comprising 151 dwelling units (DUs) under the Low-Income Housing Tax Credit (LIHTC) program.

Mr. Hall has extensive experience in tax-exempt bond structures, including GNMA Securities, FNMA forward commitments, commercial HUD loans, letters of credit, and unrated bonds. He recently served as an advisor for a fully integrated hotel owner/operator managing over 4,000 full-service rooms across the U.S. and as a consultant to a Chicago-based SEC-registered investment adviser with \$3 billion in commercial real estate (CRE) assets under management.

In these roles, Mr. Hall advised on investment, development, and operational activities. He arranged acquisition financing and led the acquisition of the majority of the hotel owner/operators portfolio of older, full-service mid-market hotels. Post-acquisition, he conceptualized the repositioning of these properties by converting upper floors to apartments, upgrading lower floors to boutique higher-end hotel products, and leasing ground floors for niche retail. This strategy addressed high vacancy rates in underperforming, aging properties, maximizing asset values and achieving significant investor success.

From 2010 to 2017, Mr. Hall was a Managing Director and Senior Investment Banker for Private Equity Commercial Real Estate transactions at Brean Capital LLC, supporting private equity and debt transactions and trading floor activities involving CMBS and whole loan participations. From 1996 to 2009, he served as a Senior Director in GE Real Estates Strategic Accounts Group, managing equity investments and co-investing with U.S.-based opportunity funds and public REITs/companies, including Carlyle, Starwood, Apollo, and Colony Capital. He led investments in numerous CRE value-add and development projects, purchased billions in properties for GE in secondary markets, and originated billions in CRE loans. In 2008, Mr. Hall completed GEs

prestigious Crotonville Senior Management Training program.

Earlier, at GEs Commercial Mortgage-Backed Securities Large Loan Group, Mr. Hall generated 90% of the groups net income over four years. From 1991 to 1997, he was Director of Originations and a Board Member at Wingate Capital (now CW Capital), overseeing national production for Continental Wingates retail commercial mortgage group, focusing on FHA/GNMA Project Loan transactions. He processed the first \$24 million transaction under the Emergency Low-Income Housing Preservation Act and supervised the firms acquisition of an FNMA DUS license.

From 1988 to 1991, Mr. Hall served as Head of Acquisitions for the Kidder Wingate Funds I & II, managing over \$100 million to acquire equity interests in multifamily rental housing nationwide. These funds outperformed all contemporary GNMA/Affordable Housing funds. Mr. Hall remains active in the affordable housing sector, with recent acquisitions including significant multifamily projects in St. Louis, MO; Newport News, VA; Cincinnati, OH; and Trenton, NJ.

Ben Edison

Manager, Edison Holdings and Astoria Housing Partners



Ben Edison, a serial entrepreneur with over 25 years of experience in real estate, manages Edison Holdings, which invests in real estate, private equity, and clean energy projects. His expertise spans construction, management, and finance across multifamily, single-family, and hotel real estate assets.

In 2021, Mr. Edison sold his technology business to a Fortune 500 company while simultaneously building and selling over \$20 million in luxury houses and managing investments in student housing, apartment complexes, and REITs. His award-winning technology business provided specialized expertise to U.S. government agencies.

Mr. Edison is actively involved in affordable housing, including the acquisition of a 240,000-square-foot office building in Trenton, NJ, for conversion into 170 affordable housing units under the Section 42 LIHTC program, as well as projects at 1300 Campbell Avenue, Lynchburg, VA, and other Astoria Housing Partners initiatives.

He serves on several boards of directors and is a key investor in multiple real estate projects. Since 2015, he has been a board member of the Small and Emerging Contractors Advisory Forum (SECAF) and served on the WorkSource Montgomery board from 2015 to 2019. Mr. Edison received the Washington GovCon Executive of the Year award in 2015, Montgomery County Chamber of Commerces Small Business Leader of the Year award in 2016, and Washington SmartCEOs Family Business Legacy award in 2016. His company, VariQ, was named Cybersecurity Company of the Year by Montgomery County in 2015 and received the ACG Capitals Growth Company of the Year award in 2017.

Mr. Edison holds a Bachelors Degree in Business Administration from the University of Phoenix

and an MBA and Master of Science in Information Technology from the Carey Business School of Johns Hopkins University.

Alan J. Michaels

Co-Managing Principal/Partner, Astoria Housing Partners



Alan Michaels, through Merit Hotel Group, has owned and operated Marriott, Best Western, Starwood and multiple independent hotels and resorts. Mr. Michaels currently owns and operates the SpringHill Suites by Marriott, Bel Air, Maryland. Mr. Michaels also provides a role as a senior advisor for Global Lodging Advisors which included lender evaluation of a 900-room convention hotel in Washington, D.C. and a ten-hotel, full-service chain in Kuwait and the United Arab Emirates. Further engagements have included oversight of several Washington area full-service hotels such as Sheratons and Hyatts as well as the development of a land valuation model for an affiliate of Morgan Stanley Real Estate Services.

Merit Hotel Group has simultaneously managed 514 rooms across five properties. These included Marriott, Starwood, Best Western and independent properties. These included full-service, select-and premium select service hotels. One independent property was a waterfront full-service, new-build hotel with Merit providing pre-construction concepts, coordination, evaluation, pre-opening and ongoing management for the first several years of operations for its third-party owner.

Merit has always had the experience as an owner/operator and approaches hotel management from the prospective of maximizing investors' returns while providing a complete guest experience through a warm and friendly hotel environment.

Alan Michaels has significant experience in all aspects of marketing and media having spent the earlier part of his career managing multi-million-dollar media budgets from creation through implementation.

Most recently, Mr. Michaels has pivoted to the multifamily market segment with a focus Section 42 LIHTC to assist in converting existing hotels and office space to affordable housing. He is the managing member of the purchase of 240 West State Street, Trenton NJ and 1300 Campbell Avenue, Lynchburg VA which will be converted into 170 and 120 affordable housing units, respectfully.

Mr. Michaels has also successfully arranged debt, equity, and construction financing for a variety of real estate developments throughout the Washington, D.C and Baltimore marketplaces. Mr. Michaels majored in Electronic Engineering and Business Administration at the City University of New York. He has also attended numerous managerial technical and behavioral seminars.

Mr. Michaels is an active member of the board of directors of Constellation Music in Washington DC, a 501(c)(3).

Jack Reed

Senior Analyst



Jack Reed serves as an Analyst at Astoria Housing Partners, contributing across the full life cycle of the firms affordable and mixed-income housing investments. He began his career with an institutional capital markets and investment sales team in New York City, specializing in brokering office-to-residential conversion projects and conducting in-depth analyses of complex conversion opportunities. His expertise extends to intricate real estate transactions, including 99-year ground leases, joint ventures, and recapitalizations, demonstrating a strategic approach to meeting client needs in a dynamic market.

At Astoria, Jack sources acquisitions aligned with the firms ESG-driven investment thesis and leads in-depth analysis of every opportunity building detailed underwriting models, coordinating third-party due diligence teams, and conducting risk assessments that inform go/no-go decisions. Jack structures investor presentations and marketing collateral, translating complex

capital stacks, Low-Income Housing Tax Credit (LIHTC) allocations, and impact metrics into compelling, investor-friendly narratives. On the entitlement front, he prepares zoning and land-use analyses, manages variance requests, and interfaces with planning boards and state housing agencies to secure critical approvals. During project execution, he collaborates with legal counsel on loan documentation, tracks construction draws and compliance reporting, and keeps stakeholders aligned through detailed project-management dashboards.

During the FDICs takeover of Signature Bank, Jack played a pivotal role in analyzing and valuing over 500 commercial properties in Manhattan for Rialto Capital, contributing to the successful acquisition of a substantial portfolio of Signature Bank loans by Rialto Capital and Blackstone. Through this multidisciplinary role, planning market research, financial engineering, public-sector coordination, and stakeholder communications. Jack serves as a key link in Astoria's development operations. His ability to seamlessly shift from analysis to high-level strategic presentations, combined with his deep understanding of real estate transaction complexities, market dynamics, and strategic execution, makes him an indispensable contributor to Astoria Housing Partners' growth and impact. Jack holds a degree from Fordham University.

**NOTICE OF PUBLIC HEARING ON PROPOSED
REVENUE BOND FINANCING BY
LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY**

Notice is hereby given that the Lynchburg Redevelopment and Housing Authority (the "Authority"), whose mailing address is 1948 Thomson Drive, Lynchburg, Virginia 24501, will hold a public hearing on the application of Astoria Housing Partners LLC (the "Applicant"). The Applicant has requested the Authority to issue up to \$30,000,000 of its revenue bonds, in one or more series of qualified residential rental bonds, at one time or from time to time pursuant to a plan of finance, to assist the Applicant in financing or refinancing a portion of the costs of acquiring, constructing, rehabilitating and equipping a multifamily residential rental housing project to consist of approximately 125 apartment units in a five-story historic building located at 1300 Campbell Avenue in the City of Lynchburg, Virginia (the "Project"). The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"). The Project will be owned by the Applicant or an entity affiliated with and controlled by or under common ownership with the Applicant.

The issuance of revenue bonds as requested by the Applicant will not constitute a debt or pledge of the faith and credit of the Commonwealth of Virginia, the City of Lynchburg or the Authority, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any political subdivision thereof, including the City of Lynchburg and the Authority, will be pledged to the payment of such bonds. The Authority has no taxing power.

The public hearing, which may be continued or adjourned, will be held at a meeting of the Authority commencing at 9:45 a.m. on Thursday, August 21, 2025 at the Authority's administration offices, 1948 Thomson Drive, Lynchburg, Virginia 24501.

Any person interested in the issuance of the revenue bonds or the proposed financing may provide public comment during the hearing.

This notice is published, and the public hearing is being held by or on behalf of the Authority as issuer of the proposed revenue bonds, as required by Section 147(f) of the Code and the regulations promulgated thereunder.

Lynchburg Redevelopment and Housing
Authority

Advertised: August 14, 2025

RESOLUTION OF THE LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY
AUTHORIZING AND APPROVING THE ISSUANCE OF UP TO \$30,000,000
MULTIFAMILY TAX-EXEMPT
REVENUE BONDS (1300 CAMPBELL AVENUE PROJECT) SERIES 2025

RECITALS

A. The Lynchburg Redevelopment and Housing Authority (the "Authority") is a public body corporate and a political subdivision of the Commonwealth of Virginia (the "Commonwealth") duly created pursuant to the Housing Authorities Law, Title 36, Chapter 1 of the Code of Virginia of 1950, as amended (the "Act"). The Act authorizes the Authority: to issue its revenue bonds for, among other purposes, the financing of facilities for use primarily as single or multifamily residences; to assist in the acquisition, construction, equipping, expansion, enlargement and improvement of such facilities to the end that the Authority may promote safe and affordable housing in the Commonwealth and benefit thereby the safety, health, welfare, convenience and prosperity of the inhabitants of the Commonwealth; and to make and execute indentures of trust, security documents and other contracts and instruments necessary or convenient in the exercise of such powers.

B. To further the Act's purposes, at the request of Astoria Housing Partners LLC (the "Applicant"), the Authority has determined to issue and sell its Multifamily Tax-Exempt Revenue Bonds (1300 Campbell Avenue Project) Series 2025 in a principal amount not in excess of \$30,000,000 (the "Bonds"), pursuant to the Act, for the purpose of assisting the Applicant or an affiliate thereof (the "Borrower") in financing or refinancing a portion of the costs of acquiring, constructing, rehabilitating and equipping a multifamily residential rental housing project to consist of approximately 125 apartment units in a five-story historic building located at 1300 Campbell Avenue, Lynchburg, Virginia (the "Project"). The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended. The Project will be owned by the Borrower or an entity affiliated with and controlled by or under common ownership with the Borrower.

C. The issuance and sale of the Bonds will benefit the inhabitants of the City of Lynchburg and the Commonwealth by promoting their health, welfare, convenience and prosperity.

D. The Project has been described to the Authority and a public hearing has been held as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 15.2-4906 of the Industrial Development and Revenue Bond Act, as applicable to Virginia local redevelopment and housing authorities.

NOW, THEREFORE, BE IT RESOLVED BY THE LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY THAT:

1. The foregoing recitals are approved by the Authority and are incorporated in, and deemed a part of, this resolution.

2. It is hereby found and determined that the Project will further the public purposes of the Act by promoting the health and welfare of the Commonwealth, the City of Lynchburg and their citizens.

3. It is hereby found and determined that the facilities which are the subject of the Project will constitute facilities for use primarily as safe and affordable single or multifamily residences, as described in the Act.

4. To induce the Borrower to acquire, construct, rehabilitate and equip the facilities which are the subject of the Project as safe and affordable single or multifamily residences within the meaning of the Act, the Authority hereby agrees, subject to approvals required by applicable law, to assist the Borrower in financing the Project by undertaking the issuance of (and hereby declares its official intent to issue) the Bonds upon the terms and conditions set forth in this resolution.

5. It having been represented to the Authority that it is necessary to proceed with the financing of the Project, the Authority hereby agrees that the Borrower may proceed with the plans for the Project, enter into contracts related to the financing of the Project and take such other steps as it may deem appropriate in connection therewith, provided that nothing herein shall be deemed to authorize the Borrower to obligate the Authority without its consent in each instance to the payment of any moneys or the performance of any acts in connection with the Project or any portion thereof. The Authority agrees that the Borrower may be reimbursed from the proceeds of the Bonds for all expenditures and costs so incurred by it, provided such expenditures and costs are properly reimbursable under the Act and applicable federal laws.

6. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, to serve as bond counsel and hereby appoints such firm to supervise the proceedings and approve the issuance of the Bonds.

7. As a condition of the issuance of the Bonds by the Authority, the Borrower shall agree in the Bond Documents to indemnify and save harmless the Authority, its commissioners, officers, directors, employees and agents from and against all liabilities, obligations, claims, damages, penalties, losses, costs and expenses in any way connected with the issuance and sale of the Bonds.

8. All costs and expenses in connection with the financing of the Project, including the fees and expenses of the Authority (including, without limitation, any application fee and origination fee or annual fee, as applicable), bond counsel, counsel for the Authority, the Bond Purchaser and the Bond Purchaser's counsel shall be paid from the proceeds of the Bonds (but only to the extent permitted by applicable law) or from moneys provided by the Borrower. If for any reason the Bonds are not issued, it is understood that all such fees and expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

9. In adopting this resolution the Authority intends to evidence its "official intent" to reimburse Project expenditures with proceeds from the issuance of the Bonds within the meaning of Treasury Regulations Section 1.150-2.

10. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the commissioners, directors, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth or any political subdivision thereof, including the Authority or the City of Lynchburg (and the Bonds shall so state on their face), and neither the Commonwealth nor any such political subdivision thereof shall be generally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth, or any political subdivision thereof, shall be pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

11. The Authority (including its commissioners, officers, directors, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the Bonds or failure of the Authority to issue the Bonds for any reason. The Authority's agreement to exercise its powers to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue Bonds for the Project for any reason, including but not limited to, the failure of the City Council of the City of Lynchburg (the "City Council") to approve the issuance of the Bonds.

12. The Authority recommends that the City Council approve the issuance of the Bonds.

13. The Chairman or Vice Chairman of the Authority, or the designee of either of them, is hereby authorized to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Code of Virginia of 1950, as amended) in accordance with the applicable provisions of the Code of Virginia of 1950, as amended, and any regulations or executive orders issued thereunder.

14. No Bonds may be issued under this Resolution until such time as (a) the issuance of the Bonds has been approved by the City Council, (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Code of Virginia of 1950, as amended, and any regulations or executive orders issued thereunder and (c) a final resolution is approved by the Authority.

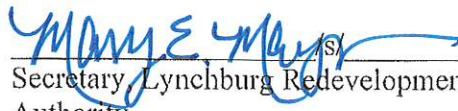
Adopted: August 21, 2025

CERTIFICATE

The undersigned Secretary or Assistant Secretary of the Lynchburg Redevelopment and Housing Authority (the "Authority") certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the Commissioners of the Authority present and voting at a meeting duly called and held on August 21, 2025, in accordance with law, and that such resolution has not been repealed, revoked, rescinded or amended but is in full force and effect on this date.

WITNESS the following signature and seal of the Authority, this 21st day of August, 2025.

[SEAL]


Secretary, Lynchburg Redevelopment and Housing
Authority

August 21, 2025

City Council
Lynchburg, Virginia

**Lynchburg Redevelopment and Housing Authority
Proposed Financing for 1300 Campbell Avenue**

Astoria Housing Partners LLC (including any affiliate thereof, the "Borrower") has requested that the Lynchburg Redevelopment and Housing Authority (the "Authority") issue up to \$30,000,000 of its revenue bonds (the "Bonds") to assist the Borrower in financing or refinancing a portion of the costs of acquiring, constructing, rehabilitating and equipping a multifamily residential rental housing project to consist of approximately 125 apartment units in a five-story historic building located at 1300 Campbell Avenue, Lynchburg, Virginia (the "Project"). The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended. The Project will be owned by the Borrower or an entity affiliated with and controlled by or under common ownership with the Borrower.

As set forth in the resolution of the Authority attached as Exhibit C to the certificate described below (the "Authority Resolution"), the Authority has agreed to issue the Bonds as requested. The Authority has conducted a public hearing (the "Public Hearing") on the proposed financing of the Project and has recommended that you approve the issuance of the Bonds as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code"), as applicable to local Virginia redevelopment and housing authorities.

Attached hereto is (1) a certificate evidencing the conduct of the Public Hearing and adoption of the Authority Resolution, (2) a summary of the comments expressed at the Public Hearing and (3) the form of resolution suggested by counsel to evidence your approval.



Secretary, Lynchburg Redevelopment and
Housing Authority

CERTIFICATE

The undersigned Secretary of the Lynchburg Redevelopment and Housing Authority (the "Authority") certifies as follows:

1. A meeting of the Authority was duly called and held at 9:45 a.m. on August 21, 2025 pursuant to proper notice given to each Commissioner of the Authority before such meeting. The meeting was open to the public. The time and location of the meeting provided a reasonable opportunity for persons of differing views to participate and be heard.

2. The Chairman announced the commencement of a public hearing on the application of Astoria Housing Partners LLC and that a notice of the hearing was published in a newspaper having general circulation in the City of Lynchburg, Virginia (the "Notice") seven days prior to the hearing date. A copy of the Notice has been filed with the records of the Authority and is attached as Exhibit A.

3. A summary of the statements made at the public hearing is attached as Exhibit B.

4. Attached as Exhibit C is a true, correct and complete copy of a resolution ("Resolution") adopted at such meeting of the Authority by a majority of the Commissioners present at such meeting. The Resolution constitutes all formal action taken by the Authority at such meeting relating to matters referred to in the Resolution. The Resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on this date.

WITNESS my hand and the seal of the Authority, this 21st day of August, 2025.


Secretary, Lynchburg Redevelopment and Housing
Authority

[SEAL]

Exhibits:

A - Copy of Certified Notice

B - Summary of Statements

C - Resolution

EXHIBIT A

NOTICE OF PUBLIC HEARING

[See Attached]

AFFIDAVIT OF PUBLICATION

State of Florida, County of Broward, ss:

Anjana Bhadoriya, being first duly sworn, deposes and says: That (s)he is a duly authorized signatory of Column Software, PBC, duly authorized agent of Lynchburg News & Advance, a newspaper printed and published in the City of Lynchburg, County of Campbell, State of Virginia, and that this affidavit is Page 1 of 2 with the full text of the sworn-to notice set forth on the pages that follow, and the hereto attached:

PUBLICATION DATES:

Aug. 14, 2025

NOTICE ID: JszyU8arzOEMj5sgLHtc

PUBLISHER ID: COL-4401007

NOTICE NAME: Lynchburg RHA Notice

Publication Fee: 481.55

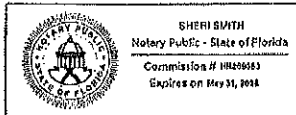
Ad Size: 2 X 45 L

Category: General Legal Notice

Under penalty of perjury, I, the undersigned affiant swear or affirm that the statements above are true and accurate to the best of my knowledge and belief.

Anjana Bhadoriya

(Signed) _____



VERIFICATION

State of Florida
County of Broward

Subscribed in my presence and sworn to before me on this: 08/15/2025

S. Smith

Notary Public

Notarized remotely online using communication technology via Proof.

**NOTICE OF PUBLIC HEARING ON
PROPOSED REVENUE BOND FINANCING
BY LYNCHBURG REDEVELOPMENT AND
HOUSING AUTHORITY**

Notice is hereby given that the Lynchburg Redevelopment and Housing Authority (the "Authority"), whose mailing address is 1948 Thomson Drive, Lynchburg, Virginia 24501, will hold a public hearing on the application of Astoria Housing Partners LLC (the "Applicant"). The Applicant has requested the Authority to issue up to \$30,000,000 of its revenue bonds, in one or more series of qualified residential rental bonds, at one time or from time to time pursuant to a plan of finance, to assist the Applicant in financing or refinancing a portion of the costs of acquiring, constructing, rehabilitating and equipping a multifamily residential rental housing project to consist of approximately 125 apartment units in a five-story historic building located at 1300 Campbell Avenue in the City of Lynchburg, Virginia (the "Project"). The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"). The Project will be owned by the Applicant or an entity affiliated with and controlled by or under common ownership with the Applicant.

The issuance of revenue bonds as requested by the Applicant will not constitute a debt or pledge of the faith and credit of the Commonwealth of Virginia, the City of Lynchburg or the Authority, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any political subdivision thereof, including the City of Lynchburg and the Authority, will be pledged to the payment of such bonds. The Authority has no taxing power.

The public hearing, which may be continued or adjourned, will be held at a meeting of the Authority commencing at 9:45 a.m. on Thursday, August 21, 2025 at the Authority's administration offices, 1948 Thomson Drive, Lynchburg, Virginia 24501.

Any person interested in the issuance of the revenue bonds or the proposed financing may provide public comment during the hearing.

This notice is published, and the public hearing is being held by or on behalf of the Authority as issuer of the proposed revenue bonds, as required by Section 147(f) of the Code and the regulations promulgated thereunder.

Lynchburg Redevelopment and Housing Authority

COL-4401007

EXHIBIT B

SUMMARY OF STATEMENTS

Astoria Housing Partners LLC and McGuireWoods LLP, bond counsel, participated in the public hearing to explain the proposed plan of financing. No one from the public who participated in the public hearing expressed opposition to the proposed bond issue.

EXHIBIT C
RESOLUTION
[See Attached]

RESOLUTION:

#R-25-__

**RESOLUTION APPROVING THE ISSUANCE BY THE
LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY OF ITS UP
TO \$30,000,000 MULTIFAMILY TAX-EXEMPT
REVENUE BONDS (1300 CAMPBELL AVENUE PROJECT) SERIES 2025**

WHEREAS, the Lynchburg Redevelopment and Housing Authority (the "Authority") is authorized to advertise and hold public hearings relative to the issuance of private activity bonds; and

WHEREAS, the Authority has considered the application of Astoria Housing Partners LLC (or any affiliate thereof, the "Applicant") requesting that the Authority issue up to \$30,000,000 of its revenue bonds (the "Bonds") to assist the Borrower in financing or refinancing a portion of the costs of acquiring, constructing, rehabilitating and equipping a multifamily residential rental housing project to consist of approximately 125 apartment units in a five-story historic building located at 1300 Campbell Avenue, Lynchburg, Virginia (the "Project"). The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"). The Project will be owned by the Applicant or an entity affiliated with and controlled by or under common ownership with the Applicant; and

WHEREAS, Section 147(f) of the Code provides that the applicable elected representatives of the governmental unit having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of private activity bonds is located must approve the issuance of such bonds; and

WHEREAS, the Authority issues its bonds on behalf of the City of Lynchburg and the facilities related to the Project to be financed or refinanced with the Bonds are located in the City of Lynchburg; and

WHEREAS, the Authority, as the issuing governmental unit with respect to the Bonds, has no applicable elected representative, the City of Lynchburg constitutes the next highest governmental unit with such a representative, and the members of the City Council of the City of Lynchburg (the "Council") constitute the applicable elected representatives of the City of Lynchburg; and

WHEREAS, the Authority has recommended that the Council approve the issuance of the Bonds; and

WHEREAS, a copy of the Authority's resolution authorizing the issuance of the Bonds and a certificate of the public hearing (including a summary of statements expressed at the hearing) have been filed with the Council.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LYNCHBURG, VIRGINIA:

1. The Council approves the issuance of the Bonds by the Authority for the benefit of the Applicant, as required by Section 147(f) of the Code and Section 15.2-4906 of the Code of Virginia of 1950, as amended, as applicable to local Virginia redevelopment and housing authorities, to permit the Authority to assist in the financing of the Project.

2. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Project or the Borrower.

3. The Bonds shall provide that neither the City of Lynchburg nor the Authority shall be obligated to pay the Bonds or the interest thereon or other costs incident thereto except from the funds provided therefor by the Borrower and the Project and that neither the faith and credit nor the taxing power of the City of Lynchburg or the Authority is pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto.

4. In adopting this resolution, the City of Lynchburg, including its elected City Council members, representatives, officers, employees and agents, shall not be liable for, and hereby disclaim all liability for, any damages to any person, direct, indirect, special, incidental, or consequential, resulting from the Authority's failure to issue the Bonds for any reason. The Bonds shall be payable solely from funds provided therefor by the Borrower and the Project, and the City of Lynchburg shall not be obligated to pay the Bonds or the interest thereon or any costs incident thereto.

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

Adopted: _____

Certified: _____
Clerk of Council

CERTIFICATE

Record of roll-call vote by the City Council of the City of Lynchburg, Virginia, upon consideration of a resolution titled "RESOLUTION APPROVING THE ISSUANCE BY THE LYNCHBURG REDEVELOPMENT AND HOUSING AUTHORITY OF ITS UP TO \$30,000,000 MULTIFAMILY TAX-EXEMPT REVENUE BONDS (1300 CAMPBELL AVENUE PROJECT) SERIES 2025," taken at a meeting of the City Council held on October 14, 2025:

AYE NAY ABSTAIN ABSENT

Larry Taylor, Mayor
Curt Diemer, Vice Mayor
Sterling A. Wilder
Chris Faraldi
Stephanie Reed
Marty Misjuns
Jacqueline Timmer

Dated: October 14, 2025

(SEAL)

Mayor, City of Lynchburg, Virginia

ATTEST:

Alicia L. Finney, Clerk of Council for the
Council of the City of Lynchburg, Virginia

The undersigned Clerk of Council for the Council of the City of Lynchburg, Virginia (the "City Council") hereby certifies that the foregoing is a true, correct and complete copy of a resolution that was adopted by the City Council at its meeting duly called and held on October 14, 2025, in accordance with applicable law, and that such resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect as of the date hereof.

WITNESS my hand and the seal of the City of Lynchburg, Virginia, this _____ day of October, 2025.

Alicia L. Finney, Clerk of Council for the
Council of the City of Lynchburg, Virginia

[SEAL]

210703030.1

AGENDA ITEM SUMMARY**MEETING DATE**

November 12, 2025

PRESENTED BYMatthew Freedman, City Attorney, Alicia
Finney, Clerk of Council**AGENDA ITEM # IV.4**

Lynchburg City Council Rules of Procedure Discussion

RECOMMENDATION

Receive Information Regarding Possible Updates to the Lynchburg City Council Rules of Procedure.

SUMMARY

Attached to this agenda item is a draft resolution outlining proposed updates to the Lynchburg City Council Rules of Procedure. The red and yellow highlighted items are staff-recommended changes and the remaining red changes are various Councilmember-recommended changes.

Councilmember Timmer may independently present proposed changes as well.

PRIOR ACTION(S)

Last Update to the Lynchburg City Council Rules of Procedure - July 9, 2024

FISCAL IMPACT

N/A

CONTACT(S)Matthew Freedman, City Attorney
Alicia Finney, Clerk of Council**ATTACHMENT(S)**

1. Draft Resolution - LCC RoP Amendments (11-3-25 Draft)
2. LCC Rules of Procedure
3. Timmer Proposed Ordinance to Change Rules

REVIEWED BY

Date: November 06, 2025

RESOLUTION:

#R-25-__

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF LYNCHBURG, VIRGINIA:

1. That the Lynchburg City Council Rules of Procedure ("RoP") are hereby amended, reenacted, and readopted with the following changes to the Introduction:

INTRODUCTION

These rules of procedure were designed and adopted for the benefit and convenience of the Lynchburg City Council (hereafter "the Council"). Their purpose is to help the Council conduct its affairs in a timely and efficient manner as well as promote transparency, free speech, and robust debate. They incorporate the general principles of parliamentary procedure found in Robert's Rules of Order Newly Revised and applicable Virginia laws. These rules of procedure do not create substantive rights for third parties or participants in proceedings before the Council. Further, the Council reserves the right to suspend or amend these rules of procedure whenever a majority of the Council ~~decides to do so~~ directs. When the Council's rules of procedure do not address a procedural issue, the Council may consider the most recent edition of Robert's Rules of Order Newly Revised for guidance. The failure of the Council to strictly comply with these rules of procedure shall not invalidate any action of the Council.

2. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 1-1:

Section 1-1. Purpose of the Rules of Procedure

- A. To enable the Council to transact business fully, expeditiously, and efficiently while affording every opportunity to citizens to witness the operations of government;
- B. To protect the rights of each individual Councilmember;
- C. To preserve a spirit of cooperation among Councilmembers while also ensuring each Councilmember's ability to discuss and debate matters before the Council; and
- D. To determine the will of the Council on any matter.

3. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 1-2:

Section 1-2. Basic Principles Underlying the Rules of Procedure

- A. The business of the Council should ~~proceed~~ be transparent, encourage accountability, and proceed in the most efficient manner possible;
- B. The Council's rules of procedure must be followed and applied consistently;
- C. The Council's actions should be the result of a decision on the merits and not a manipulation of the procedural rules;

D. Only one (1) subject may claim the attention of the Council at a time;

E. Each item presented for consideration is entitled to full and free discussion, and the freedom to express ideas and engage in robust debate will be encouraged;

F. Every Councilmember shall have equal rights to participate and vote on all issues;

G. Every Councilmember must have an equal opportunity to participate;

H. The will of the majority must be carried out, and the rights of the minority must be preserved; *and*

I. The Council must act as a body.

4. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 2-1:

Section 2-1. When and Where Regular Meetings are to be Held

The time and place of regular meetings of the Council shall be established at each organizational meeting. Meetings shall be held in the City Hall, 900 Church Street, Lynchburg, VA 24504 ~~Council Chamber, on the first floor,~~ as follows:

Second and fourth Tuesday of the month, at 4:00 p.m. and 7:00 p.m.; except, (i) there will be no regular meeting on the fourth Tuesdays during the months of July and December, and (ii) there will be no regular meeting on the second Tuesday during the month of August. ~~However, on the fourth Tuesday of February and during the months of March and April, the~~ The Council Work Session portion of the Council's regular meetings will be held in the training room of the second floor of the City Hall, 900 Church Street, Lynchburg, VA 24504. Except as previously noted, all regular meetings of the Council shall be held in the Council Chamber of the City Hall, 900 Church Street, Lynchburg, VA 24504.

The Council may hold additional meetings at other locations and times, and may change the locations and times of its regular meetings as it deems appropriate to do so. Notice of such additional meetings or changes to the location or time of regular meetings shall be provided to the public and the press as required by the Code of Virginia. Additional meetings shall be referred to as "additional scheduled meetings" and shall be approved by the Council during a regular meeting.

5. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 2-1.1:

Section 2-1.1. Continued Meetings

A regular meeting shall be continued to the immediately following Thursday of that week, or to the next regularly scheduled meeting, at the same time and place as the regular meeting

if the Mayor, or Vice Mayor if the Mayor is unable to act, finds and declares that weather or other conditions are such that it is hazardous for the Councilmembers to attend the regular meeting. Such finding shall be communicated to the Councilmembers and the press as promptly as possible.

Additionally, if the time surpasses 11:59 p.m. during a regular meeting, the Council, by majority vote, may continue such meeting to the immediately following Thursday of that week, or to the next regularly scheduled meeting, at the same time and place as the regular meeting, so long as such continuance will not interrupt an ongoing matter or public hearing. In the event of an ongoing matter or public hearing, a motion to effectuate the continuance may be taken up immediately upon the conclusion of the same.

All hearings and other matters previously advertised shall be conducted at the continued meeting and no further advertisement is required.

6. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 2-2:

Section 2-2. Special Meetings

The Council may hold such special meetings as it deems necessary at such times and places as it may find convenient; and it may adjourn from time to time. A special meeting of the Council shall be called pursuant to Sections 15.2-1417 and 2.2-3707(D) of the Code of Virginia, 1950, as amended.

A. Special meetings may be called by the Mayor, the City Manager, or any two (2) Councilmembers in writing to the Clerk of Council for the purpose stated in the notice of the special meeting. The Clerk of Council shall forthwith notify the Councilmembers of the time and place designated and the purpose of the special meeting. Notice of the special meeting shall be provided to each Councilmember by written notice, telephone, or electronic means. The Clerk of Council will attempt to give each Councilmember at least twelve (12) hours' notice before the time scheduled for the special meeting, as provided by the Virginia Freedom of Information Act and the City's Charter, and that notice shall be "reasonable under the circumstances". In order to hold a special meeting, a majority of the Councilmembers who are physically present at the special meeting must agree that uncommon or unexpected conditions justify holding a special meeting without at least twelve (12) hours' notice, and the minutes of the special meeting must identify the uncommon or unexpected conditions that justify the holding of the special meeting.

B. Notice to the public of any special meeting shall be given contemporaneously with the notice provided to the Councilmembers, the City Attorney, and the City Manager.

C. Absent an emergency, as determined by the City Manager after consulting with the Mayor, once a special meeting has been called, no other special meeting(s) may be called on the same day unless the first called special meeting has been cancelled or adjourned.

7. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 3-2:

Section 3-2. Clerk of Council

The Clerk of Council shall be appointed by the Council. He or she shall prepare the agenda for the Council meetings, shall attend all of the Council meetings, and shall keep an accurate record of the Council's proceedings, shall afford all Councilmembers the opportunity to request items be placed on a Council meeting agenda, and shall provide all Councilmembers with notice of items that are to be placed on a Council meeting agenda.

8. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 3-4:

Section 3-4. Preservation of Order

A. At meetings of the Council, the presiding officer shall preserve order and decorum, encourage the expression of ideas, and also encourage robust debate between Councilmembers. The presiding officer shall have the following powers:

1. To rule motions in or out of order, including any motion not germane to the subject under discussion or patently offered for obstructive or dilatory purposes;
2. To determine whether a speaker has gone beyond reasonable standards of courtesy in his or her remarks, and to entertain and rule on objections from other Councilmembers on this ground violated these rules;
3. To entertain and answer questions of parliamentary law or procedure, including addressing points of order raised by Councilmembers;
4. To call a brief recess at any time; *and*
5. To adjourn in an emergency.

B. A decision by the presiding officer under any of the first three (3) powers listed above may be appealed to the Council upon motion of any Councilmember. Such a motion is in order immediately after a decision under those powers is announced and at no other time. The Councilmember making the motion need not be recognized by the presiding officer, the motion does not require a second, and the motion, if timely made, may not be ruled out of order. There are two (2) exceptions to this right of appeal. In the event the presiding officer refuses or fails to acknowledge a Councilmember seeking an appeal under the first three (3) powers listed above, then the appellant may appeal to the Parliamentarian who will make efforts to gain the attention of the presiding officer for purposes of addressing the appeal being sought.

C. The presiding officer may adjourn without the Council's vote or appeal in an emergency, and he or she may also call a brief recess without a vote at any time, when necessary to "clear the air" and thus reduce friction among the Councilmembers.

D. While a meeting of the Council is in session, all Councilmembers will treat one another with respect, courtesy, and exhibit appropriate decorum. Councilmembers shall not insult, demean, interrupt, or belittle one another or the City's staff while a meeting of the Council is in session.

9. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 4-1:

Section 4-1. Preparation

A. The Clerk of Council shall prepare an agenda for the Council's regular meetings conforming to the order of business specified in Section 5-1 entitled "Order of Business".

B. Any Councilmember may request that ~~an~~ items be placed on the agenda by contacting the Clerk of Council by 5:00 p.m. at least seven (7) calendar days prior to the date of the meeting for which the Councilmember wishes the item scheduled. The Clerk of Council shall then place the requested items under Roll Call for an introduction by the Councilmember on the agenda for at the next regular meeting following the request. Such items ~~requested to be placed on the agenda shall first will then~~ appear before the Council during a Council Work Session for discussion. However, if an item has already been discussed by a Councilmember under Roll Call, then it need not be placed under another Roll Call, but set for discussion under a Council Work Session.

C. All items which are requested to be placed on the agenda and which have not been submitted within the prescribed deadline shall be placed on the agenda for consideration at the following regular meeting.

D. Nothing herein prohibits the Council from adding items to the agenda, provided that such a request is in the form of a motion at a regular meeting, and voted upon by a majority of the Council. ~~Council members must use discretion in requesting the addition of items to an agenda. It is considered desirable to have items listed on a published agenda the addition is approved by a two-thirds majority vote of the Council, and has been reviewed by the Council at a Council Work Session or is a pressing matter that requires immediate consideration. The addition of speakers under the Public Comment section of an agenda are excluded from the aforesaid requirements. Councilmembers are to use discretion in requesting items be added to an agenda. It is desirable to have items listed on a published agenda.~~

E. Unless required by law, no item will be scheduled for a public hearing unless by unanimous consent or the vote of a majority of the Council to hold a public hearing.

F. Any individual or group who wishes to address the Council during a regular meeting on any item of City business shall submit a written request to be on the agenda to the Clerk of Council by noon on the Friday preceding the regular meeting.

10. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 5-1¹:

Section 5-1. Order of Business

A. At regular meetings of the Council, on the 2nd and 4th Tuesdays of the month, the order of business shall generally be as follows:

1. 4:00 p.m. Call to Order
2. Council Work Session (to conclude at 6:00 p.m.)
 - Staff Reports/Business Item Briefings
 - ~~Roll Call~~
 - Closed Meeting (if necessary)
3. Recess
4. 7:00 p.m. Call to Order
5. Invocation & Pledge of Allegiance
6. Special Recognitions by the Mayor or Council (if any)
7. Roll Call
8. Consent Agenda
9. Public Hearings
10. Public Comment (if requested)
11. General Business
12. Closed Meeting (if necessary)
13. Adjournment

B. The above order of business may be modified by the Clerk of Council to facilitate the business of the Council; however, such modifications may be reversed or otherwise changed by the Council.

11. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 5-1.1:

Section 5-1.1. Council Work Session

A. The Council Work Session shall be the designated time where items that affect the City, its citizens, and/or the municipal corporation may be introduced and considered for review, discussion, questions, guidance, and consideration for a vote at a later date. The Council and the City's staff are encouraged to engage in discussion, ask questions, and the like during the Council Work Sessions.

B. ~~Unless a motion to consider for adoption is approved by a two-thirds vote majority of the membership of the Council, no items will be positioned for a vote during a Council Work Session. Motions to enter into closed meetings, and motions to accept bids pursuant to the requirements of §§ 15.2-2100 et. seq. of the Code of Virginia, 1950, as amended, motions directing, requesting, or asking City staff to take future action concerning City business, and setting matters to appear for future consideration during a regular meeting are excepted from this rule.~~

¹ Renumbering of the *Order of Business* is included without formal mark-up.

12. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 5-3:

Section 5-3. Public Comment

A. Every petition, communication, or address to the Council shall be in respectful language and is encouraged to be in writing.

B. General rules regarding Public Comment are as follows:

1. Individuals or groups wishing to speak at a regular meeting shall submit a written request to the Clerk of Council by noon on the Friday prior to the regular meeting.
2. Public Comment shall be for the purpose of allowing members of the public to present any matter, which, in their opinion, deserves the attention of the Council. They shall not serve as a forum for debate with the Council.
3. Remarks shall be addressed directly to the Council and not to City staff, the audience, or the media.
4. The presiding officer shall open the Public Comment period. Residents of the City shall be permitted to address the Council before non-residents.
5. Each speaker shall clearly state his or her name and locality of residence
6. There shall be a time limit for each individual speaker of three (3) minutes for each speaker.
7. A representative of a group may have up to five (5) minutes to make a presentation. The A group representative shall identify the group they represent at the beginning of his or her their comment period. A group may have no more than one (1) spokesperson.
8. Speakers are not permitted to donate time to other speakers.
9. There shall be no comment during the Public Comment period on a matter for which a public hearing is scheduled during the same meeting.
10. There shall be no comment during the Public Comment period on a matter that has already been the subject of a previous public hearing where no final vote has been taken.
11. Any issue raised by the public which the Council wishes to consider may be put on the agenda for a future Council meeting by a majority vote.
12. Councilmembers shall not discuss issues raised by the public except by consent of a majority of the Councilmembers present. Additionally, except by consent of a majority of the Councilmembers present, Councilmembers are not permitted to leave the Council's dais during the Public Comment period or any public hearing for the purpose of interacting with speakers or members of the general public.
13. Once the Council has heard a presentation from an individual or organization on a particular subject, the individual or organization may not make another presentation on

Commented [FM1]: Requested by Councilman Misjuns
Requested by Vice Mayor Diemer

Commented [FM2]: Requested by Councilman Faraldi

Commented [FM3]: Requested by Councilman Faraldi

Commented [FM4]: Requested by Vice Mayor Diemer

the same subject within three (3) months of the first presentation, except by a majority vote of the Councilmembers present and voting.

14. ~~The above rules notwithstanding, members of the public may present written comments to the Council or to individual Councilmembers at any time during the meeting. Such written comments shall be submitted through the Clerk of Council. Speakers are not permitted to approach the Council's dais during the Public Comment period or during any public hearing. Upon a request and express permission being granted by the presiding officer, materials or documentation may be provided to all Councilmembers through the City Manager or Clerk of Council.~~

Commented [FM5]: Requested by Mayor Taylor

~~15. If a speaker makes an allegation of misconduct against a Councilmember, then the presiding officer will afford such Councilmember the opportunity to briefly respond to the speaker upon the conclusion of the speaker's Public Comment period.~~

Commented [FM6]: Requested by Councilwoman Timmer

C. Other than as stipulated above or during public hearings, no person shall be permitted to address the Council orally, except by permission of the Council, and such permission shall not be granted unless with the consent of a majority of the Councilmembers present at such meeting.

D. No speaker's time shall be extended except by unanimous consent or a ~~two-thirds (2/3)~~ **majority** vote of the Councilmembers present.

~~E. Any person who desires to submit written statements for forwarding to the Council prior to a Council meeting must submit ten (10) copies to the Clerk of Council by 4:00 p.m. on the Thursday preceding the Council meeting.~~

13. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 5-4:

Section 5-4. Prohibited Conduct

A. All persons appearing before the Council or in the Council Chamber while a meeting of the Council is in session will not be allowed to:

1. Campaign for public office;
2. Promote private business ventures;
3. Use profanity or vulgar language or gestures;
4. ~~Interrupt Councilmembers while they are speaking and should avoid Use using language which insults or demeans any person or which, when directed at a public official or employee, is not related to his or her official duties,~~ however, **citizens speakers** have the right to comment on the performance, conduct, and qualifications of public figures;
5. Make non-germane ~~or frivolous~~ statements;
6. Interrupt other speakers or engage in behavior that disrupts the meeting, including but not limited to, applause, cheers, jeers, etc.;

Commented [FM7]: Requested by Councilwoman Timmer

Commented [FM8]: Requested by Councilwoman Timmer

7. Engage in behavior that ~~intimidates others may reasonably be interpreted as physically intimidating or threatening in nature;~~ **or**

Commented [FM9]: Requested by Councilwoman Timmer

8. Address the Council on issues that do not concern the services, policies, affairs of the Council or the City; **or**

9. Display signs, flags, posters, placards, or the like in a manner that obstructs the view of a meeting attendee in the Council Chamber.

B. The presiding officer shall preserve order and decorum at the Council meetings. ~~There shall be zero-tolerance for a citizen's violation of subsections (A)(3), (A)(4), or (A)(7) above.~~

Commented [FM10]: Requested by Vice Mayor Diemer

~~He or she may ¶ The presiding officer may~~ order the expulsion of any person for violation of these rules ~~disruptive behavior, or any words or action which incites violence or disorder, subject to appeal to the Council if such person fails to correct their conduct after being warned by the presiding officer. Immediate expulsion may be ordered by the presiding officer for (i) behavior which stops a meeting of the Council or (ii) for any words or actions which are intended to incite violence among attendees of a meeting of the Council.~~ Any person so expelled shall not be readmitted for the remainder of the meeting from which they were expelled. Any person who has been so expelled and who at a later meeting again engages in behavior justifying expulsion may also be barred from attendance at future Council meetings for a specified and reasonable period of time not to exceed six (6) months, or upon a still subsequent expulsion a period not to exceed one (1) year either by the presiding officer, subject to appeal to the Council, or by motion passed by the Council.

Commented [FM11]: Requested by Councilwoman Timmer

14. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 5-5:

Section 5-5. Public Hearings

A. This section of the agenda shall be for public hearings as required by City, State, or Federal law, or as the Council may direct.

B. The presiding officer shall conduct all public hearings.

C. The order of public hearings shall be as follows:

1. The presiding officer shall open the public hearing.
2. Public hearings shall begin with a brief presentation from a staff member and/or representative from the cognizant board, authority, commission, or committee. The presentation shall summarize the facts about the issue and the staff recommendation. The Councilmembers may seek clarification during the presentation.
3. In land use cases (rezoning or conditional use permit) the applicant or his or her representative shall be the first speaker(s). There shall be a time limit of ten (10) minutes for the applicant(s) or his or her representative's presentation.

4. The presiding officer shall then solicit comments from the public, asking those in favor of the proposal to speak first, and then those opposed to the proposal. ~~Residents of the City shall be permitted to address the Council before non-residents.~~ Each speaker must clearly state his or her name and locality of residence. There shall be a time limit of three (3) minutes for each individual speaker. ~~If the speaker represents a group, there shall be a time limit of five (5) minutes.~~ A speaker representing a group shall identify the group at the beginning of his or her remarks. A group may have no more than one spokesperson. The Council, by unanimous consent or by a two-thirds (2/3) vote of the Council members present, may allow any speaker to proceed past the time limit.
5. After public comments have been received, in a land use case, the applicant or the representative of the applicant, at his or her discretion, may respond with a rebuttal. There shall be a five (5) minute time limit for rebuttal.
6. Upon the conclusion of public comments, or the applicant's rebuttal in a land use case, the presiding officer shall close the public hearing.

D. Emails, letters, and other writings submitted to the Clerk of Council or Councilmembers to be included as part of a public hearing shall be provided to the Clerk of Council at least one (1) calendar day prior to the applicable public hearing date. Such emails, letters, and other writings need not be read publicly. If provided in accordance with the above, such emails, letters, and other writings shall be provided by the Clerk of Council to the Council prior to the public hearing for review. If a Councilmember desires any such emails, letters, and other writings to be included as part of a public hearing, then such Councilmember shall announce the same during the public hearing and provide a summary of the applicable documents to be included in the minutes prior to the conclusion of the public hearing.

~~E. Voicemails submitted to the Clerk of Council to be included as part of a public hearing shall be publicly presented to the Council prior to the conclusion of the public hearing. Such voicemails shall be provided to the Clerk of Council at least one (1) calendar day prior to the public hearing date. Voicemails shall only be presented during a public hearing after all in-person speakers have had an opportunity to speak and all emails, letters, and other writings have been summarized.~~

EE. When a public hearing has been closed by the presiding officer, no further public comment shall be permitted. The Councilmembers, however, may direct questions to the applicant, the representative of the cognizant board, authority, commission, committee, to a speaker, or to a staff member for clarification prior to taking any vote, if a vote is in order.

GE. Following the close of the public hearing, the presiding officer may entertain a motion to dispose of the issue and the Council may debate the merits of the issue.

15. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 5-7:

Section 5-7. Items Not on the Agenda

Commented [FM12]: Requested by Councilman Misjuns
Requested by Vice Mayor Diemer.

Commented [FM13]: Requested by Councilman Faraldi

Commented [FM14]: Requested by Councilman Faraldi
"Text Box Submissions" would fall under "D".

Commented [FM15]: Requested by Councilman Faraldi

~~With the Council's consent, items may be added to the agenda to respond to situations and/or questions of a critical nature which have arisen after the deadline has passed for items to be placed on the agenda. Reserved.~~

16. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 6-3:

Option A

Section 6-3. Comments and Queries of Councilmembers

Councilmembers are to observe the following rules during the discussion of agenda items:

A. The presiding officer shall keep discussion germane to the subject. Points of clarification shall be limited to questions only. The presiding officer shall rule other comments out of order.

B. The Councilmembers may address questions to the City Manager or staff present at the meeting. Staff members should be at a microphone when answering Councilmembers' questions. All legal questions should be addressed to the City Attorney.

~~C. A Councilmember who holds the floor during a discussion shall hold the floor as long as they desire unless a time limit for the same has been set by a two-thirds majority vote of the Council. If, during discussion, another Councilmember or member of the general public disrupts the Councilmember, then the presiding officer shall award the Councilmember speaking additional time to offset the disruption.~~

~~D. If a Councilmember makes an allegation of misconduct against another Councilmember during a discussion, then the presiding officer will afford such Councilmember the opportunity to briefly respond to the allegation made prior to the conclusion of the discussion.~~

Option B

Section 6-3. Comments and Queries of Councilmembers

Councilmembers are to observe the following rules during the discussion of agenda items:

A. The presiding officer shall keep discussion germane to the subject. Points of clarification shall be limited to questions only. The presiding officer shall rule other comments out of order.

B. The Councilmembers may address questions to the City Manager or staff present at the meeting. Staff members should be at a microphone when answering Councilmembers' questions. All legal questions should be addressed to the City Attorney.

~~C. A Councilmember who holds the floor during a discussion shall hold the floor for no longer than ten (10) minutes.~~

17. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 6-5:

Section 6-5. Motions

Commented [FM16]: Requested by Councilwoman Timmer

Commented [FM17]: Requested by Councilman Wilder

Commented [FM18]: Requested by Councilman Faraldi

A. Informal discussion of a subject is permitted while no motion is pending. No motion shall be made while informal discussion between Councilmembers is occurring.

B. Any Councilmember, including the presiding officer, may make a motion.

C. Councilmembers are required to obtain the floor before making motions or speaking, which they can do while seated. A Councilmember shall not make a motion unless it is at the outset of their obtaining of the floor. Otherwise, a Councilmember must re-obtain the floor to make a motion.

D. A Councilmember may make only one (1) motion at a time.

E. Except for matters recommended by a committee of the Council, or as otherwise stipulated in these rules of procedure, all motions require a second and a motion dies for lack of a second.

F. Debate is not permitted on a motion until it has been seconded.

18. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 6-7:

Section 6-7. Procedural Motions

A. Procedural motions are those motions that the Council may use to "act upon" a substantive motion by amending it, delaying consideration of it, and so forth. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.

B. In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion requires the floor and a second, is debatable, may be amended, requires a majority of the votes cast, and a quorum being present for adoption. Procedural motions are listed below in their order of priority. If a procedural option is not listed below, then it is not available.

1. To Appeal a Procedural Ruling of the Presiding Officer. A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his remarks, or entertaining and answering a question of parliamentary law or procedure may be appealed to the Council which shall decide the matter by majority decision. Such an appeal is in order immediately after such a decision is announced and at no other time. The Councilmember making the motion need not be recognized by the presiding officer, the motion does not require a second, and the motion, if timely made, may not be ruled out of order.

2. To Adjourn. At a meeting of the Council, a motion to adjourn shall always be in order. The motion may be made only at the conclusion of action in a pending substantive matter; it may not interrupt deliberation of a pending matter. The motion is not debatable and cannot be amended.

3. To Take a Brief Recess. This motion allows the Council to pause briefly in its proceedings. A motion to take a brief recess is in order at any time except when a motion to appeal a procedural ruling of the presiding officer or a motion to adjourn is pending.

4. To Suspend the Rules. The Council may suspend provisions of its rules of procedure. The Council may not, however, suspend any provisions of the rules of procedure that state requirements imposed by law on the Council. For adoption, a motion to suspend the rules requires unanimous consent or an affirmative vote of ~~two-thirds (2/3)~~ of a majority of Councilmembers present.

5. To Defer Consideration. The Council may defer action on a substantive motion to a more convenient time. The Council may use the following motions to defer consideration of a substantive motion:

- (a) The motion to "lay on the table" is used to temporarily set aside an item of business to deal with a more urgent item. Once an item of business has been laid on the table, a motion to "take from the table" is needed to bring the item back before the public body for discussion.
- (b) The motion to "postpone" delays debate on an item of business so that it may be considered at a later date. An item of business may be "postponed definitely," when it is continued to a definite time or date or "postponed indefinitely" if no future time or date is specified in the motion. A matter that has been postponed to a certain time or day shall be brought up again automatically when that time arrives. When a matter has been postponed indefinitely it takes an affirmative vote of a majority of the Council to bring the matter back for further discussion.
- (c) Section § 15.2-2286 of the Code of Virginia, 1950, as amended, requires that a zoning petition must be "acted upon" within a "reasonable time," not exceeding one (1) year. The Council may defer action on a zoning petition for consideration at a more convenient time. However, the Council may not dispose of a zoning petition with a motion to postpone indefinitely.

6. To Call the Question. The motion to call the question is not in order until every Councilmember has had an opportunity to speak once on an item of business and the deliberation by the Council on that item of business has exceeded ~~thirty (30)~~ ninety (90) minutes. The motion is not amendable or debatable.

Commented [FM19]: Requested by Councilman Wilder

7. To Amend. Any substantive motion properly on the floor may be amended. An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if adoption of the motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording for a motion or an amendment shall be treated as a substitute motion. A motion may be amended no more than twice. Once a motion has been offered to the Council, it is up to the Council to decide whether or not it should be changed by amendment. It is not necessary for the person making the original motion to approve of any proposed amendment to the motion. An informal amendment to a motion that is agreed upon by the movant, the Councilmember who seconded the motion, and not opposed by any other member of the Council (known as a "friendly amendment"), shall not be considered in the number of times a motion may be amended.

Commented [FM20]: Requested by Councilwoman Timmer

8. Substitute Motion. A substitute motion shall be allowed to replace any motion properly on the floor. It shall have precedence over an existing motion and may be discussed prior to being voted on. If the substitute motion fails, the former motion can then be voted on. If the substitute motion passes, the substitute motion replaces the main motion and the new

main motion will be considered and acted upon by the Council. No more than one (1) substitute motion may be made per motion properly on the floor. If a substitute motion passes and replaces the main motion, no further substitute motions may be made. A substitute motion that passes and replaces the main motion shall not be amended.

Commented [FM21]: Requested by Councilman Faraldi

9. Withdrawal of Motion. A motion may be withdrawn by the introducer at any time before it is amended or before the presiding officer puts the motion to a vote, whichever is first.

10. To Reconsider. The Council may vote to reconsider its action on a matter. A motion to reconsider must be made no later than the next succeeding regular meeting of the Council and can only be made by a Councilmember who voted with the prevailing side. In the event of a tie vote on the original motion any Councilmember may introduce a motion to reconsider. The motion cannot interrupt deliberation on a pending matter but is in order when action on a pending matter concludes. A motion to reconsider may not be used in a land use decision involving a rezoning or a conditional use permit.

11. To Prevent Reintroduction for Six (6) Months. The motion shall be in order immediately following the defeat of a substantive motion and at no other time. The motion requires for adoption a vote of the majority of the entire membership of the Council. If adopted, the restriction imposed by the motion remains in effect for six (6) months. As with every other procedural motion, the motion to prevent reintroduction may be dissolved by a motion to suspend the rules of procedure.

12. To Rescind, Repeal, or Annul. This motion may be used to cancel or countermand a matter previously adopted or approved. The motion requires for adoption a vote of the majority of the entire membership of the Council. This motion shall be made and adopted in accordance with applicable laws and subject to the following exceptions:

(a) A motion to rescind, repeal, or annul shall not be in order where a motion to reconsider has been used to address the same subject and such motion has failed.

(b) A motion to rescind, repeal, or annul shall not be in order on any matter that cannot be undone or is impractical to undo.

Commented [FM22]: Requested by Councilman Misjuns

19. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 6-8:

Option A

Commented [FM23]: Requested by Councilman Faraldi

Section 6-8. Debate

A. The presiding officer shall state the motion and then open the floor to debate. The presiding officer shall preside over the debate according with strict adherence to the following general principles:

1. The maker of the motion is entitled to speak first Debate on a motion shall be limited to no more than thirty (30) minutes in total;

~~2. A Councilmember who has not spoken on the issue shall be recognized before a Councilmember who has already spoken. Councilmembers are not to speak for more than three (3) minutes at a time on a pending motion;~~

~~3. To the extent possible, the debate on the motion shall alternate between proponents and opponents of the measure. The maker of the motion is entitled to speak first followed by the Councilmember who seconded the motion;~~

~~4. A Councilmember may vote for or against his or her motion, but may not speak against his or her motion. A Councilmember who has not spoken to a motion shall be recognized before a Councilmember who has already spoken to a motion;~~

~~5. The presiding officer may participate in the debate prior to declaring the matter ready for a vote. To the extent possible, debate on a motion shall alternate between proponents and opponents of the measure before the Council; and~~

~~6. Councilmembers shall not engage in electronic communications amongst themselves regarding a motion that is on the floor for debate. A Councilmember may vote against their own motion, but may not speak against their own motion; and~~

~~7. The presiding officer may participate in the debate prior to calling for a vote.~~

~~B. Councilmembers shall not engage in electronic communications among themselves regarding a motion that is on the floor.~~

~~C. Three (3) minutes of the debate shall be permitted on substitute motions and motions to amend connected to the subject matter of the debate.~~

~~D. A vote shall be called after thirty (30) minutes of debate has passed on a motion, including any substitutions or amendments thereto, or after all Councilmembers have had the opportunity to speak on the motion, whichever occurs first.~~

Option B

Commented [FM24]: Requested by Councilwoman Timmer

Section 6-8. Debate

A. The presiding officer shall state the motion and then open the floor to debate. The presiding officer shall preside over the debate according to the following general principles:

1. The maker of the motion is entitled to speak first;

2. A Councilmember who has not spoken on the issue shall be recognized before a Councilmember who has already spoken;

3. To the extent possible, the debate on the motion shall alternate between proponents and opponents of the measure;

4. A Councilmember may vote for or against his or her motion, but may not speak against his or her motion;

5. The presiding officer may participate in the debate prior to declaring the matter ready for a vote; *and*

6. ~~Councilmembers shall not engage in electronic communications amongst themselves regarding a motion that is on the floor for debate. If a Councilmember makes an allegation of misconduct against another Councilmember during a debate, then the presiding officer will afford such Councilmember the opportunity to briefly respond to the allegation made prior to the conclusion of the debate.~~

7. ~~A Councilmember who holds the floor during debate shall hold the floor as long as they desire unless a time limit for the same has been set by a two-thirds majority vote of the Council. If, during discussion, another Councilmember or member of the general public disrupts the Councilmember, then the presiding officer shall award the Councilmember speaking additional time to offset the disruption.~~

Option C

Section 6-8. Debate

Commented [FM25]: Requested by Councilman Wilder

A. The presiding officer shall state the motion and then open the floor to debate. The presiding officer shall preside over the debate ~~according with strict adherence~~ to the following ~~general principles~~:

1. ~~The maker of the motion is entitled to speak first. Debate on a motion shall be limited to no more than ninety (90) minutes in total;~~

2. ~~A Councilmember who has not spoken on the issue shall be recognized before a Councilmember who has already spoken. Councilmembers are not to speak for more than ten (10) minutes at a time on a pending motion;~~

3. ~~To the extent possible, the debate on the motion shall alternate between proponents and opponents of the measure. The maker of the motion is entitled to speak first followed by the Councilmember who seconded the motion;~~

4. ~~A Councilmember may vote for or against his or her motion, but may not speak against his or her motion. A Councilmember who has not spoken to a motion shall be recognized before a Councilmember who has already spoken to a motion;~~

5. ~~The presiding officer may participate in the debate prior to declaring the matter ready for a vote. To the extent possible, debate on a motion shall alternate between proponents and opponents of the measure before the Council; and~~

6. ~~Councilmembers shall not engage in electronic communications amongst themselves regarding a motion that is on the floor for debate. A Councilmember may vote against their own motion, but may not speak against their own motion; and~~

7. ~~The presiding office may participate in the debate prior to calling for a vote.~~

B. ~~Councilmembers shall not engage in electronic communications among themselves regarding a motion that is on the floor.~~

C. Fifteen (15) minutes of the debate shall be permitted on substitute motions and motions to amend connected to the subject matter of the debate.

D. A vote shall be called after thirty (90) minutes of debate has passed on a motion, including any substitutions or amendments thereto, or after all Councilmembers have had the opportunity to speak on the motion, whichever occurs first.

20. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 6-11:

Section 6-11. Decisions on Points of Order

Any Councilmember may raise a point of order without being recognized by the presiding officer. A Councilmember is not permitted to raise a point of order as a form of debate or belabor. When a Councilmember raises a point of order, the Councilmember must specifically cite the provision in these rules being violated (e.g. "Point of Order: Germaneness"). The presiding officer shall may refer any point of order to the Parliamentarian. The Parliamentarian shall advise the presiding officer who shall then make a ruling on the point of order. A Councilmember may appeal the ruling of the presiding officer to the Council which shall decide the matter without debate and by majority decision vote.

Commented [FM26]: Requested by Councilman Faraldi

Commented [FM27]: Requested by Councilwoman Timmer

Commented [FM28]: Requested by Councilman Faraldi

21. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 7-1:

Section 7-1. Appointments to Boards, Authorities, Commissions, and Committees

A. Members of boards, authorities, commissions, and committees shall be appointed by an affirmative vote of a majority of the Councilmembers to serve specified terms as may be deemed appropriate by the Council.

B. The Mayor shall make all appointments to, and select the chairs of, the Council's two three standing committees, Finance, Lifelong Learning, and Physical Development. Substitutes or alternates may participate on such committees only if so authorized by the Mayor. Committee members for such committees will serve two-year terms.

C. Ad hoc committees, such as special task forces, may be created from time to time by the Council, for specific purposes, as determined by the Council.

Commented [FM29]: Requested by Councilman Faraldi

22. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 7-2:

Section 7-2. Standing Committees Roles and Guidelines

The roles of and the operating guidelines for the Lifelong Learning, Finance, and Physical Development committees shall be as adopted by a majority of the Council. Such guidelines shall allow the Chairmen of such committees, with the written consent of the Mayor and except where directed otherwise by a majority of the membership of the respective committee, to set the times, dates, and locations of meetings and to also call special meetings.

Commented [FM30]: Requested by Councilman Wilder

Commented [FM31]: Requested by Councilman Misjuns

23. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 8-4:

Section 8-4. Amending the Rules of Procedure

These rules may be amended at any regular meeting, or at any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting. Adoption of an amendment to these rules shall require an affirmative vote of ~~four (4)~~ two-thirds of the ~~members~~ ship of the Council.

Commented [FM32]: Requested by Councilman Faraldi

24. That the RoP are hereby amended, reenacted, and readopted with the following changes to Section 8-5:

Option A

Section 8-5. Special Rules of Procedure

The Council may adopt its own special rules of procedure to cover any situations that are not adequately addressed in these Rules of Procedure. Adoption of a special rule of procedure shall require an affirmative vote of a majority of a quorum of the Council.

Special Rule 1: Censure Proceedings

A. A motion or resolution to censure a member of the Council may be considered only if it is in writing, factually and legally sufficient, and includes citations and copies of any documents and statements relied upon to support the allegations.

B. Upon presentation of such a motion or resolution, the Council shall vote on whether to *accept it for consideration* and place it on the agenda for a public hearing no sooner than 30 days after the vote to accept.

C. The member(s) subject to the censure motion shall have the right to request all relevant documents and communications, and any delay in providing such information shall extend the scheduling of the public hearing accordingly.

D. At the public hearing, the proponents of the censure who are on council shall present their arguments and facts, holding the floor subject to time constraints set by a two-thirds vote of the Council prior to the hearing but which shall not be less than 30 minutes each for the proponent and opponent, unless the opponent agrees to the alternative time limit. If the resolution of censure is made against multiple members of council, each individual member against whom the resolution is made can demand a separate hearing relating to their censure. If the censure hearing against multiple members is held concurrently, each member against whom the allegations were made shall have the right to veto any time limits less than 30 minutes for their presentation.

E. Following the proponents' presentation, the member(s) subject to the censure shall present their defense, holding the floor and may question others, subject to the same time constraints.

F. After both presentations, the Council shall vote on whether to place the censure motion or resolution on the agenda for the next regular meeting. If this motion fails, the censure is defeated. If it succeeds, the censure shall be considered as regular business at the subsequent meeting.

G. A censure motion or resolution must specify the alleged violation(s) of these Rules of Procedure, the Lynchburg City Charter, or applicable Virginia law, supported by factual evidence.

Commented [FM33]: Requested by Councilwoman Timmer

Special Rule 2: Resignations

All resignations of personnel whose resignations require the Council's attention shall be communicated by the person resigning in writing directly to the Clerk of Council. The Clerk shall distribute said writing promptly to each member of Council. Any resignation not so distributed to all members of Council shall not be considered or accepted and may not be discussed during the public work of the Council.

Commented [FM34]: Requested by Councilwoman Timmer

Option B

Section 8-5. Special Rules of Procedure

The Council may adopt its own special rules of procedure to cover any situations that are not adequately addressed in these Rules of Procedure. Adoption of a special rule of procedure shall require an affirmative vote of a majority of **a quorum of** the Council.

Special Rule 1: Councilmember Discipline

A Councilmember may be disciplined by the Council for misconduct, disorderly behavior, or as otherwise permitted by Virginia law. Such discipline shall be (i) by a resolution adopted by a majority vote of the entire membership of the Council and (ii) only considered for adoption at a regular meeting of the Council. A copy of a proposed resolution to discipline a Councilmember shall be delivered by the Clerk of Council to the entirety of the Council at least five (5) calendar days prior to the proposed meeting where the discipline is to be imposed. A Councilmember proposed to be disciplined by the Council shall be given an opportunity to publicly respond prior to the adoption of the resolution imposing the discipline. Notwithstanding any other provision of these rules, such response shall be no more than twenty (20) minutes in length.

The Council, by a majority vote of its entire membership, may agree to hold a public hearing to receive public input on the proposed discipline of a Councilmember.

Special Rule 2: Resignations of Council Appointees

A resignation of a Council appointee should be communicated in writing to the Council and to the Clerk of Council. A resignation may be accepted or rejected by the Council once communicated. Unless sooner accepted by the Council, a resignation may be withdrawn until its effective date. When no effective date is provided, a resignation shall be considered effective immediately.

Commented [FM35]: Requested by Councilman Wilder

25. That all other parts, portions, and provisions of the RoP not inconsistent herewith are readopted, reenacted, and remain in full force and effect.

26. That this Resolution shall be effective upon its adoption.

Adopted: _____

Certified: _____
Clerk of Council

DRAFT

LYNCHBURG CITY COUNCIL RULES OF PROCEDURE

(Adopted September 23, 2008; Amended August 11, 2009, July 9, 2010, July 3, 2012, May 14, 2013, July 12, 2016, July 1, 2020, July 13, 2021, July 26, 2022, July 11, 2023, and July 9, 2024)

INTRODUCTION

These rules of procedure were designed and adopted for the benefit and convenience of the Lynchburg City Council (hereafter “the Council”). Their purpose is to help the Council conduct its affairs in a timely and efficient manner. They incorporate the general principles of parliamentary procedure found in *Robert's Rules of Order Newly Revised* and applicable Virginia laws. These rules of procedure do not create substantive rights for third parties or participants in proceedings before the Council. Further, the Council reserves the right to suspend or amend these rules of procedure whenever a majority of the Council decides to do so. When the Council's rules of procedure do not address a procedural issue, the Council may consider the most recent edition of *Robert's Rules of Order Newly Revised* for guidance. The failure of the Council to strictly comply with these rules of procedure shall not invalidate any action of the Council.

SECTION 1 -- PURPOSE AND BASIC PRINCIPLES

Section 1-1. Purpose of the Rules of Procedure

- A. To enable the Council to transact business fully, expeditiously, and efficiently while affording every opportunity to citizens to witness the operations of government;
- B. To protect the rights of each individual Councilmember;
- C. To preserve a spirit of cooperation among Councilmembers; *and*
- D. To determine the will of the Council on any matter.

Section 1-2. Basic Principles Underlying the Rules of Procedure

- A. The business of the Council should proceed in the most efficient manner possible;
- B. The Council's rules of procedure must be followed consistently;
- C. The Council's actions should be the result of a decision on the merits and not a manipulation of the procedural rules;
- D. Only one (1) subject may claim the attention of the Council at a time;
- E. Each item presented for consideration is entitled to full and free discussion;
- F. Every Councilmember shall have equal rights to participate and vote on all issues;
- G. Every Councilmember must have an equal opportunity to participate;

H. The will of the majority must be carried out, and the rights of the minority must be preserved; *and*

I. The Council must act as a body.

SECTION 2 -- MEETINGS

Section 2-1. When and Where Regular Meetings are to be Held

The time and place of regular meetings of the Council shall be established at each organizational meeting. Meetings shall be held in the City Hall, 900 Church Street, Lynchburg, VA 24504 Council Chamber, on the first floor, as follows:

Second and fourth Tuesday of the month, at 4:00 p.m. and 7:00 p.m.; except, (i) there will be no regular meeting on the fourth Tuesdays during the months of July and December, and (ii) there will be no regular meeting on the second Tuesday during the month of August. However, on the fourth Tuesday of February and during the months of March and April, the Council Work Session portion of the Council's regular meetings will be held in the training room of the second floor of the City Hall, 900 Church Street, Lynchburg, VA 24504.

The Council may hold additional meetings at other locations and times, and may change the locations and times of its regular meetings as it deems appropriate to do so. Notice of such additional meetings or changes to the location or time of regular meetings shall be provided to the public and the press as required by the Code of Virginia. Additional meetings shall be referred to as "additional scheduled meetings" and shall be approved by the Council during a regular meeting.

Section 2-1.1 Continued Meetings

A regular meeting shall be continued to the immediately following Thursday of that week, or to the next regularly scheduled meeting, at the same time and place as the regular meeting if the Mayor, or Vice Mayor if the Mayor is unable to act, finds and declares that weather or other conditions are such that it is hazardous for the Councilmembers to attend the regular meeting. Such finding shall be communicated to the Councilmembers and the press as promptly as possible. All hearings and other matters previously advertised shall be conducted at the continued meeting and no further advertisement is required.

Section 2-2. Special Meetings

The Council may hold such special meetings as it deems necessary at such times and places as it may find convenient; and it may adjourn from time to time. A special meeting of the Council shall be called pursuant to Sections 15.2-1417 and 2.2-3707(D) of the Code of Virginia, 1950, as amended.

A. Special meetings may be called by the Mayor, the City Manager, or any two (2) Councilmembers in writing to the Clerk of Council for the purpose stated in the notice of the special meeting. The Clerk of Council shall forthwith notify the Councilmembers of the time

and place designated and the purpose of the special meeting. Notice of the special meeting shall be provided to each Councilmember by written notice, telephone, or electronic means. The Clerk of Council will attempt to give each Councilmember at least twelve (12) hours' notice before the time scheduled for the special meeting, as provided by the Virginia Freedom of Information Act and the City's Charter, and that notice shall be "reasonable under the circumstances". In order to hold a special meeting, a majority of the Councilmembers who are physically present at the special meeting must agree that uncommon or unexpected conditions justify holding a special meeting without at least twelve (12) hours' notice, and the minutes of the special meeting must identify the uncommon or unexpected conditions that justify the holding of the special meeting.

B. Notice to the public of any special meeting shall be given contemporaneously with the notice provided to the Councilmembers, the City Attorney, and the City Manager.

Section 2-3. Legal Holiday

When a regular meeting falls on a legal holiday, the meeting shall be held on the following business day unless the meeting is cancelled by a majority of the Council.

Section 2-4. Adjourned or Recessed Meetings

A. A meeting of the Council is adjourned when the Council has finished its business and is bringing the meeting to a close, with the intention of holding another meeting at a later date. Generally, when a meeting of the Council is adjourned, the next meeting of the Council is preceded by opening ceremonies. A meeting of the Council is recessed when the Council takes a break between sittings, and after the recess business is resumed where it left off.

B. A properly called regular, additional scheduled, or special meeting may be recessed or adjourned to a time and place certain by a motion made and adopted by a majority of the Council in open session during the regular, additional scheduled, or special meeting. The motion shall state the time and place when the meeting will reconvene. No further notice need be given of such recessed or adjourned session of a properly called regular, additional scheduled, or special meeting.

Section 2-5. Cancellation or Rescheduling of Meetings

A regular meeting may be cancelled or rescheduled, in special circumstances and for the convenience of the Council, if the change would not impact an advertised public hearing or a scheduled public presentation. The Mayor and Vice Mayor shall agree to any such change and the Councilmembers shall be immediately notified of the change and the reason therefore. If any Councilmember objects, the regularly scheduled meeting shall proceed as originally planned. In the event that no Councilmember objects, the public and the media shall be notified promptly.

Section 2-6. Organizational Meeting

A. The first meeting in July of each year shall be known as the organizational meeting. The purpose of the organizational meeting shall be:

1. To establish the dates, times, and places for its regular meetings; *and*
2. Adopt its Rules of Procedure.

Section 2-7. Procedure for Election of Mayor and Vice Mayor

A. The first meeting in January of each year following a municipal election shall be reserved for the election of Mayor and Vice Mayor. The Clerk of Council shall preside during the meeting at which the Mayor is elected, pending the election of the Mayor. Following the election of the Mayor, he or she shall preside during the election of the Vice Mayor.

1. The presiding officer shall call for nominations from the membership of the Council.
2. Any Councilmember, after being recognized by the presiding officer, may place one (1) or more names in nomination and discuss his or her opinions on the qualifications of the nominees.
3. After all nominations have been made, the presiding officer shall close the nominating process and open the floor for discussion.
4. After discussion, the presiding officer shall call for the vote.
5. The Councilmembers shall vote by written ballot and the completed ballots shall immediately be passed to a City staff member designated by the Clerk of Council who shall collect the ballots, read them aloud, publicly announce how each Councilmember voted, and tally the respective votes.
6. Each Councilmember shall cast one (1) vote for any one (1) nominee.
7. In the case of a three-way race, the candidate receiving the least number of votes will be dropped from the slate of nominees, and another vote will be taken.
8. A majority of those voting shall be required to elect the Mayor or Vice Mayor.

B. The Mayor and Vice Mayor shall serve for a term of two (2) years, or until replaced.

Section 2-8. Seating Arrangement

The Mayor shall occupy the center seat on the dais with the Vice Mayor occupying the seat at his or her immediate right. The remaining Councilmembers shall determine their seating arrangement by seniority with the most senior Councilmember selecting his or her seat first and the remaining Councilmembers selecting their respective seats in seniority order based on years served on the Council. In the event that two (2) or more Councilmembers have equal seniority, the selection of seating for those Councilmembers shall be determined by chance.

SECTION 3 -- OFFICERS

Section 3-1. Mayor and Vice Mayor

The Mayor shall preside over all meetings of the Council. The Vice Mayor serves in the absence of the Mayor. In the absence from any meeting of both the Mayor and Vice Mayor, the Councilmembers present shall choose one of themselves as temporary presiding officer.

Section 3-2. Clerk of Council

The Clerk of Council shall be appointed by the Council. He or she shall prepare the agenda for the Council meetings, shall attend all of the Council meetings, and shall keep an accurate record of the Council's proceedings.

Section 3-3. Parliamentarian

The City Attorney shall serve as the Parliamentarian for the purpose of interpreting these rules of procedure and the Code of Virginia as may be directed by the presiding officer, or as required as a result of a point of order raised by one (1) or more of the Councilmembers. If the City Attorney is unavailable, then the City Manager shall serve as the Parliamentarian.

Section 3-4. Preservation of Order

A. At meetings of the Council, the presiding officer shall preserve order and decorum. The presiding officer shall have the following powers:

1. To rule motions in or out of order, including any motion not germane to the subject under discussion or patently offered for obstructive or dilatory purposes;
2. To determine whether a speaker has gone beyond reasonable standards of courtesy in his or her remarks, and to entertain and rule on objections from other Councilmembers on this ground;
3. To entertain and answer questions of parliamentary law or procedure;
4. To call a brief recess at any time; *and*
5. To adjourn in an emergency.

B. A decision by the presiding officer under any of the first three (3) powers listed above may be appealed to the Council upon motion of any Councilmember. Such a motion is in order immediately after a decision under those powers is announced and at no other time. The Councilmember making the motion need not be recognized by the presiding officer, the motion does not require a second, and the motion, if timely made, may not be ruled out of order. There are two (2) exceptions to this right of appeal.

C. The presiding officer may adjourn without the Council's vote or appeal in an emergency, and he or she may also call a brief recess without a vote at any time, when necessary to "clear the air" and thus reduce friction among the Councilmembers.

D. While a meeting of the Council is in session, all Councilmembers will treat one another with

respect, courtesy, and exhibit appropriate decorum. Councilmembers shall not insult, demean, or belittle one another or the City's staff while a meeting of the Council is in session.

SECTION 4 -- AGENDA

Section 4-1. Preparation

A. The Clerk of Council shall prepare an agenda for the Council's regular meetings conforming to the order of business specified in Section 5-1 entitled "Order of Business".

B. Any Councilmember may request that items be placed on the agenda by contacting the Clerk of Council at least seven (7) days prior to the meeting for which the Councilmember wishes the item scheduled. The Clerk of Council shall place requested items on the agenda for the next regular meeting following the request. Such items requested to be placed on the agenda shall first appear before the Council during a Council Work Session for discussion.

C. All items which are requested to be placed on the agenda and which have not been submitted within the prescribed deadline shall be placed on the agenda for consideration at the following regular meeting.

D. Nothing herein prohibits the Council from adding items to the agenda, provided that such a request is in the form of a motion, and voted upon by a majority of the Council. Council members must use discretion in requesting the addition of items to an agenda. It is considered desirable to have items listed on a published agenda.

E. Unless required by law, no item will be scheduled for a public hearing unless by unanimous consent or the vote of a majority of the Council to hold a public hearing.

F. Any individual or group who wishes to address the Council during a regular meeting on any item of City business shall submit a written request to be on the agenda to the Clerk of Council by noon on the Friday preceding the regular meeting.

Section 4-2. Delivery of Agenda

The Council agenda packet shall be delivered to each Councilmember, the City Attorney, and the City Manager the Thursday prior to a regular meeting. Delivery by electronic means is the preferable method. The Public Comment Agenda Addendum will be posted after the Public Comment sign-up deadline.

Section 4-3. Public Access to Agenda Materials

The Clerk of Council shall post the Council agenda packet on the Internet for public information as promptly as possible. Copies of the Council agenda will also be available outside of City Council Chamber and at the Citizens First desk located on the first floor of City Hall for public inspection. Furthermore, paper copies of the Council agenda packet will be provided upon request in the Council/Manager Office.

SECTION 5 -- ORDER OF BUSINESS FOR COUNCIL MEETINGS

Section 5-1. Order of Business

A. At regular meetings of the Council, on the 2nd and 4th Tuesdays of the month, the order of business shall generally be as follows:

1. 4:00 p.m. Call to Order
2. Council Work Session (to conclude at 6:00 p.m.)
 - Staff Reports/Business Item Briefings
 - Roll Call
 - Closed Meeting (if necessary)
3. Recess
4. 7:00 p.m. Call to Order
5. Invocation & Pledge of Allegiance
6. Special Recognitions by the Mayor or Council (if any)
7. Consent Agenda
8. Public Hearings
9. Public Comment (if requested)
10. General Business
11. Closed Meeting (if necessary)
12. Adjournment

B. The above order of business may be modified by the Clerk of Council to facilitate the business of the Council.

Section 5-1.1. Council Work Session

A. The Council Work Session shall be the designated time where items that affect the City, its citizens, and/or the municipal corporation may be introduced and considered for review, discussion, questions, guidance, and consideration for a vote at a later date. The Council and the City's staff are encouraged to engage in discussion, ask questions, and the like during the Council Work Sessions.

B. Unless a motion to consider for adoption is approved by a two-thirds vote of the membership of the Council, no items will be positioned for a vote during a Council Work Session. Motions to enter into closed meetings and to accept bids pursuant to the requirements of §§ 15.2-2100 *et. seq.* of the Code of Virginia, 1950, as amended, are excepted from this rule.

Section 5-1.2. Roll Call

A. Roll Call shall be the designated time where Councilmembers may individually and publicly speak to matters relevant to the City, its citizens, and/or the operations of the municipal corporation.

B. Debate shall not be permitted during Roll Call.

Section 5-2. Consent Agenda

A. The Consent Agenda shall include, by way of illustration but not limitation, the following:

1. Approval of minutes.
2. Ordinances or resolutions that are routine.
3. Final/second readings of appropriations, ordinances, or resolutions which received unanimous approval upon introduction at a previous meeting.
4. Any item believed by the Clerk of Council to be routine and not controversial in nature.

B. The Consent Agenda shall be introduced by a motion "to approve", and shall be considered by the Council as a single item.

C. There may be a short discussion of Consent Agenda items to answer questions or clarify a matter. There shall be no lengthy debate or discussion of a Consent Agenda item.

D. Upon request of a Councilmember, an item shall be removed from the Consent Agenda. The item shall be considered separately after adoption of the Consent Agenda.

Section 5-3. Public Comment

A. Every petition, communication, or address to the Council shall be in respectful language and is encouraged to be in writing.

B. General rules regarding Public Comment are as follows:

1. Individuals or groups wishing to speak at a regular meeting shall submit a written request to the Clerk of Council by noon on the Friday prior to the regular meeting.
2. Public Comment shall be for the purpose of allowing members of the public to present any matter, which, in their opinion, deserves the attention of the Council. They shall not serve as a forum for debate with the Council.
3. Remarks shall be addressed directly to the Council and not to City staff, the audience, or the media.
4. The presiding officer shall open the Public Comment period.
5. Each speaker shall clearly state his or her name and locality of residence.
6. There shall be a time limit for each individual speaker of three (3) minutes.

7. A representative of a group may have up to five (5) minutes to make a presentation. The representative shall identify the group at the beginning of his or her comment period. A group may have no more than one (1) spokesperson.
8. Speakers are not permitted to donate time to other speakers.
9. There shall be no comment during the Public Comment period on a matter for which a public hearing is scheduled during the same meeting.
10. There shall be no comment during the Public Comment period on a matter that has already been the subject of a previous public hearing where no final vote has been taken.
11. Any issue raised by the public which the Council wishes to consider may be put on the agenda for a future Council meeting by a majority vote.
12. Councilmembers shall not discuss issues raised by the public except by consent of a majority of the Councilmembers present.
13. Once the Council has heard a presentation from an individual or organization on a particular subject, the individual or organization may not make another presentation on the same subject within three (3) months of the first presentation, except by a majority vote of the Councilmembers present and voting.
14. The above rules notwithstanding, members of the public may present written comments to the Council or to individual Councilmembers at any time during the meeting. Such written comments shall be submitted through the Clerk of Council.

C. Other than as stipulated above or during public hearings, no person shall be permitted to address the Council orally, except by permission of the Council, and such permission shall not be granted unless with the consent of a majority of the Councilmembers present at such meeting.

D. No speaker's time shall be extended except by unanimous consent or a two-thirds (2/3) vote of the Councilmembers present.

E. Any person who desires to submit written statements for forwarding to the Council prior to a Council meeting must submit ten (10) copies to the Clerk of Council by 4:00 p.m. on the Thursday preceding the Council meeting.

Section 5-4. Prohibited Conduct

A. All persons appearing before the Council or in the Council Chamber while a meeting of the Council is in session will not be allowed to:

1. Campaign for public office;
2. Promote private business ventures;

3. Use profanity or vulgar language or gestures;
4. Use language which insults or demeans any person or which, when directed at a public official or employee, is not related to his or her official duties, however, citizens have the right to comment on the performance, conduct, and qualifications of public figures;
5. Make non-germane or frivolous statements;
6. Interrupt other speakers or engage in behavior that disrupts the meeting, including but not limited to, applause, cheers, jeers, etc.;
7. Engage in behavior that intimidates others; *or*
8. Address the Council on issues that do not concern the services, policies, affairs of the Council or the City.
9. Display signs, flags, posters, placards, or the like in a manner that obstructs the view of a meeting attendee in the Council Chamber.

B. The presiding officer shall preserve order and decorum at the Council meetings. He or she may order the expulsion of any person for violation of these rules, disruptive behavior, or any words or action which incites violence or disorder, subject to appeal to the Council. Any person so expelled shall not be readmitted for the remainder of the meeting from which they were expelled. Any person who has been so expelled and who at a later meeting again engages in behavior justifying expulsion may also be barred from attendance at future Council meetings for a specified and reasonable period of time not to exceed six (6) months, or upon a still subsequent expulsion a period not to exceed one (1) year either by the presiding officer, subject to appeal to the Council, or by motion passed by the Council.

Section 5-5. Public Hearings

A. This section of the agenda shall be for public hearings as required by City, State, or Federal law, or as the Council may direct.

B. The presiding officer shall conduct all public hearings.

C. The order of public hearings shall be as follows:

1. The presiding officer shall open the public hearing.
2. Public hearings shall begin with a brief presentation from a staff member and/or representative from the cognizant board, authority, commission, or committee. The presentation shall summarize the facts about the issue and the staff recommendation. The Councilmembers may seek clarification during the presentation.
3. In land use cases (rezoning or conditional use permit) the applicant or his or her representative shall be the first speaker(s). There shall be a time limit of ten (10) minutes for the applicant(s) or his or her representative's presentation.

4. The presiding officer shall then solicit comments from the public, asking those in favor of the proposal to speak first, and then those opposed to the proposal. Each speaker must clearly state his or her name and locality of residence. There shall be a time limit of three (3) minutes for each individual speaker. If the speaker represents a group, there shall be a time limit of five (5) minutes. A speaker representing a group shall identify the group at the beginning of his or her remarks. A group may have no more than one spokesperson. The Council, by unanimous consent or by a two-thirds (2/3) vote of the members present, may allow any speaker to proceed past the time limit.
5. After public comments have been received, in a land use case, the applicant or the representative of the applicant, at his or her discretion, may respond with a rebuttal. There shall be a five (5) minute time limit for rebuttal.
6. Upon the conclusion of public comments, or the applicant's rebuttal in a land use case, the presiding officer shall close the public hearing.

D. Emails, letters, and other writings submitted to the Clerk of Council or Councilmembers to be included as part of a public hearing shall be provided to the Clerk of Council at least one (1) calendar day prior to the applicable public hearing date. Such emails, letters, and other writings need not be read publicly. If provided in accordance with the above, such emails, letters, and other writings shall be provided by the Clerk of Council to the Council prior to the public hearing for review. If a Councilmember desires any such emails, letters, and other writings to be included as part of a public hearing, then such Councilmember shall announce the same during the public hearing and provide a summary of the applicable documents to be included in the minutes prior to the conclusion of the public hearing.

E. Voicemails submitted to the Clerk of Council to be included as part of a public hearing shall be publicly presented to the Council prior to the conclusion of the public hearing. Such voicemails shall be provided to the Clerk of Council at least one (1) calendar day prior to the public hearing date. Voicemails shall only be presented during a public hearing after all in-person speakers have had an opportunity to speak and all emails, letters, and other writings have been summarized.

F. When a public hearing has been closed by the presiding officer, no further public comment shall be permitted. The Councilmembers, however, may direct questions to the applicant, the representative of the cognizant board, authority, commission, committee, to a speaker, or to a staff member for clarification prior to taking any vote, if a vote is in order.

G. Following the close of the public hearing, the presiding officer may entertain a motion to dispose of the issue and the Council may debate the merits of the issue.

Section 5-6. General Business

This section of the agenda shall include items of a general nature to be considered by the Council. The last items on the agenda shall be adoption of appropriation resolutions introduced at a previous meeting which did not receive a unanimous vote upon introduction. After the presiding officer has stated the item for consideration, staff may be asked to provide a brief summary.

Section 5-7. Items Not on the Agenda

With the Council's consent, items may be added to the agenda to respond to situations and/or questions of a critical nature which have arisen after the deadline has passed for items to be placed on the agenda.

Section 5-8. Closed Meetings

A. Closed Meetings should only be used when the matter to be discussed is too sensitive for discussion in public and only as allowed by law.

B. No meeting shall become a Closed Meeting until the Council takes an affirmative recorded vote during the open meeting.

1. The motion shall state specifically the purpose or purposes which are the subject of the closed meeting and reasonably identify the substance of the matters to be discussed. The motion shall make specific reference to the applicable exemption(s) under the Virginia Freedom of Information Act, which authorizes the Closed Meeting.

2. The Councilmembers shall request the assistance of the City Attorney when making additions to the published Closed Meeting agenda.

C. No resolution, ordinance, rule, contract, regulation, or motion considered in a Closed Meeting shall become effective until the Council reconvenes in an open meeting and takes a vote of the membership on such resolution, ordinance, rule, contract, regulation, or motion which shall have its substance reasonably identified in the open meeting.

D. At the conclusion of a Closed Meeting, the Council shall reconvene in open meeting immediately thereafter and shall cast a vote certifying that to the best of each member's knowledge:

1. Only public business matters lawfully exempted from open meeting requirements were discussed; *and*
2. Only public business matters identified in the motion convening the Closed Meeting were heard, discussed, or considered.
3. Any member who believes that there was a departure from the above requirements shall so state prior to the presiding officer's call for the vote, indicating the substance of the departure that, in his or her judgment, has taken place.

E. The failure of the certification to receive the affirmative vote of the majority of the Councilmembers present during the Closed Meeting shall not affect the validity or confidentiality of the Closed Meeting with respect to matters considered therein in compliance with the Virginia Freedom of Information Act.

F. The Council may permit non-members to attend a Closed Meeting if their presence would reasonably aid the Council in its consideration of an issue. Individuals attending a Closed Meeting should respect the Council's decision that the subject matter is too sensitive for public discussion and should treat the Closed Meeting discussion as confidential.

SECTION 6 -- RULES OF PROCEDURE FOR COUNCIL MEETINGS

Section 6-1. Quorum

A. As provided by Section 15.2-1415 of the Code of Virginia, 1950, as amended, a majority of the Council must be present to conduct business. A quorum is a majority of the entire membership of the Council, including any vacant seats.

B. A quorum refers to the number of members present at a meeting, not the number of members voting on an issue. If no quorum is present or if a quorum is lost, the Council can only (i) adjourn, (ii) recess, or (iii) take steps to obtain a quorum.

C. If a quorum fails to attend any meeting, those attending may adjourn to such other time prior to the next regular meeting as they may determine and the Clerk of Council shall enter such adjournment in the minute book of the Council and shall notify absent members thereof in the same manner as required for special meetings.

D. If the Virginia Conflict of Interests Act prevents some of the members of the Council from participating in an item of business, Sections 2.2-3112 and 15.2-1415 of the Code of Virginia, 1950, as amended, provide that a majority of the remaining members of the Council shall constitute a quorum.

Section 6-2. Priority in Speaking on the Council

When two (2) or more members of the Council wish to speak at the same time, the presiding officer shall name the one to speak.

Section 6-3. Comments and Oqueries of Councilmembers

Councilmembers are to observe the following rules during the discussion of agenda items:

A. The presiding officer shall keep discussion germane to the subject. Points of clarification shall be limited to questions only. The presiding officer shall rule other comments out of order.

B. The Councilmembers may address questions to the City Manager or staff present at the meeting. Staff members should be at a microphone when answering Councilmembers' questions. All legal questions should be addressed to the City Attorney.

Section 6-4. Action by the Council

A. Items of business will be considered and dealt with one (1) at a time, and a new proposal may not be put forth until action on the preceding one has been concluded.

B. When a proposal is perfectly clear to all Councilmembers present, and the proposal will

not obligate the Council in any manner nor finally decide an issue before the Council, action can be taken upon the unanimous consent of the Councilmembers present, without a motion having been introduced. However, unless agreed to by unanimous consent, all proposed actions of the Council must be approved by vote under these rules. Silence, or the lack of spoken dissent, is taken as consent.

Section 6-5. Motions

- A. Informal discussion of a subject is permitted while no motion is pending.
- B. Any Councilmember, including the presiding officer, may make a motion.
- C. Councilmembers are required to obtain the floor before making motions or speaking, which they can do while seated.
- D. A Councilmember may make only one (1) motion at a time.
- E. Except for matters recommended by a committee of the Council, or as otherwise stipulated in these rules of procedure, all motions require a second and a motion dies for lack of a second.

Section 6-6. Substantive Motions

- A. A substantive motion is any motion that deals with the merits of an item of business and is within the Council's legal powers, duties and responsibilities.
- B. A substantive motion is out of order while another substantive motion is pending.

Section 6-7. Procedural Motions

A. Procedural motions are those motions that the Council may use to "act upon" a substantive motion by amending it, delaying consideration of it, and so forth. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.

B. In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion requires the floor and a second, is debatable, may be amended, requires a majority of the votes cast, and a quorum being present for adoption. Procedural motions are listed below in their order of priority. If a procedural option is not listed below, then it is not available.

1. To Appeal a Procedural Ruling of the Presiding Officer. A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his remarks, or entertaining and answering a question of parliamentary law or procedure may be appealed to the Council which shall decide the matter by majority decision. Such an appeal is in order immediately after such a decision is announced and at no other time. The Councilmember making the motion need not be recognized by the presiding officer, the motion does not require a second, and the motion, if timely made, may not be ruled out of order.

2. To Adjourn. At a meeting of the Council, a motion to adjourn shall always be in order. The motion may be made only at the conclusion of action in a pending substantive matter; it may not interrupt deliberation of a pending matter. The motion is not debatable and cannot be amended.
3. To Take a Brief Recess. This motion allows the Council to pause briefly in its proceedings. A motion to take a brief recess is in order at any time except when a motion to appeal a procedural ruling of the presiding officer or a motion to adjourn is pending.
4. To Suspend the Rules. The Council may suspend provisions of its rules of procedure. The Council may not, however, suspend any provisions of the rules of procedure that state requirements imposed by law on the Council. For adoption, a motion to suspend the rules requires unanimous consent or an affirmative vote of two-thirds (2/3) of the Councilmembers present.
5. To Defer Consideration. The Council may defer action on a substantive motion to a more convenient time. The Council may use the following motions to defer consideration of a substantive motion:
 - (a) The motion to "lay on the table" is used to temporarily set aside an item of business to deal with a more urgent item. Once an item of business has been laid on the table, a motion to "take from the table" is needed to bring the item back before the public body for discussion.
 - (b) The motion to "postpone" delays debate on an item of business so that it may be considered at a later date. An item of business may be "postponed definitely," when it is continued to a definite time or date or "postponed indefinitely" if no future time or date is specified in the motion. A matter that has been postponed to a certain time or day shall be brought up again automatically when that time arrives. When a matter has been postponed indefinitely it takes an affirmative vote of a majority of the Council to bring the matter back for further discussion.
 - (c) Section 15.2-2286 of the Code of Virginia, 1950, as amended, requires that a zoning petition must be "acted upon" within a "reasonable time," not exceeding one (1) year. The Council may defer action on a zoning petition for consideration at a more convenient time. However, the Council may not dispose of a zoning petition with a motion to postpone indefinitely.
6. To Call the Question. The motion to call the question is not in order until every Councilmember has had an opportunity to speak once on an item of business and the deliberation by the Council on that item of business has exceeded thirty (30) minutes. The motion is not amendable or debatable.
7. To Amend. Any substantive motion properly on the floor may be amended. An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if adoption of the motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording for a motion or an amendment shall be treated as a substitute motion. A

motion may be amended no more than twice. Once a motion has been offered to the Council, it is up to the Council to decide whether or not it should be changed by amendment. It is not necessary for the person making the original motion to approve of any proposed amendment to the motion.

8. Substitute Motion. A substitute motion shall be allowed to replace any motion properly on the floor. It shall have precedence over an existing motion and may be discussed prior to being voted on. If the substitute motion fails, the former motion can then be voted on. If the substitute motion passes, the substitute motion replaces the main motion and the new main motion will be considered and acted upon by the Council. No more than one (1) substitute motion may be made. If a substitute motion passes and replaces the main motion, no further substitute motions may be made.

9. Withdrawal of Motion. A motion may be withdrawn by the introducer at any time before it is amended or before the presiding officer puts the motion to a vote, whichever is first.

10. To Reconsider. The Council may vote to reconsider its action on a matter. A motion to reconsider must be made no later than the next succeeding regular meeting of the Council and can only be made by a Councilmember who voted with the prevailing side. In the event of a tie vote on the original motion any Councilmember may introduce a motion to reconsider. The motion cannot interrupt deliberation on a pending matter but is in order when action on a pending matter concludes. A motion to reconsider may not be used in a land use decision involving a rezoning or a conditional use permit.

11. To Prevent Reintroduction for Six (6) Months. The motion shall be in order immediately following the defeat of a substantive motion and at no other time. The motion requires for adoption a vote of the majority of the entire membership of the Council. If adopted, the restriction imposed by the motion remains in effect for six (6) months. As with every other procedural motion, the motion to prevent reintroduction may be dissolved by a motion to suspend the rules of procedure.

Section 6-8. Debate

A. The presiding officer shall state the motion and then open the floor to debate. The presiding officer shall preside over the debate according to the following general principles:

1. The maker of the motion is entitled to speak first;
2. A Councilmember who has not spoken on the issue shall be recognized before a Councilmember who has already spoken;
3. To the extent possible, the debate on the motion shall alternate between proponents and opponents of the measure;
4. A Councilmember may vote for or against his or her motion, but may not speak against his or her motion;
5. The presiding officer may participate in the debate prior to declaring the matter ready

for a vote; *and*

6. Councilmembers shall not engage in electronic communications amongst themselves regarding a motion that is on the floor for debate.

Section 6-9. Duty to Vote

A. Each Councilmember who is present at a meeting shall be required to vote upon all issues presented for decision unless prohibited from doing so by the Virginia Conflict of Interests Act or unless excused from voting by the other Councilmembers. A Councilmember who wishes to be excused from voting shall state his or her reasons for abstaining and the presiding officer shall ask if any of the remaining members object. If there are any objections, the Council shall take a vote of the remaining members on the question of whether or not to allow the Councilmember to abstain from voting.

B. If there is an abstention, it shall be the responsibility of the Clerk of Council to note the abstention and the reason for abstaining for the record.

Section 6-10. Method of Voting

A. After debate, the presiding officer shall ensure that the motion is clear and call for the vote.

B. All questions submitted to the Council shall be determined by a majority vote of the members voting on any such question, unless otherwise required by special or general law. A majority is more than half.

C. An "affirmative vote" by a majority of the Council present is necessary to adopt a motion, and a tie vote means that the motion, resolution, or issue has been rejected. When a motion fails on a tie vote, the "noes" prevail.

D. In order for a motion in a zoning matter to be adopted, it must be approved by a majority of those voting.

E. All questions submitted to the Council for decision shall be decided by a vote of the Council utilizing the electronic voting board in the Council Chambers. In the event of a malfunction of the electronic voting board, or if the meeting is held in a space without such a device, the question shall be decided by an oral vote of "aye" or "nay". Any Councilmember may request a roll call vote. In any case, the presiding officer shall announce the results of the vote.

Section 6-11. Decisions on Points of Order

Any Councilmember may raise a point of order without being recognized by the presiding officer. The presiding officer shall refer any point of order to the Parliamentarian. The Parliamentarian shall advise the presiding officer who shall then make a ruling on the point of order. A Councilmember may appeal the ruling of the presiding officer to the Council which shall decide the matter by majority decision.

SECTION 7 -- BOARDS, AUTHORITIES, COMMISSIONS, AND COMMITTEES

Section 7-1. Appointments to Boards, Authorities, Commissions, and Committees

A. Members of boards, authorities, commissions, and committees shall be appointed by an affirmative vote of a majority of the Councilmembers to serve specified terms as may be deemed appropriate by the Council.

B. The Mayor shall make all appointments to, and select the chairs of, the Council's two standing committees, Finance and Physical Development. Substitutes or alternates may participate on such committees only if so authorized by the Mayor. Committee members for such committees will serve two-year terms.

C. Ad hoc committees, such as special task forces, may be created from time to time by the Council, for specific purposes, as determined by the Council.

Section 7-2. Standing Committees Roles and Guidelines

The roles of and the operating guidelines for the Finance and Physical Development committees shall be as adopted by a majority of the Council.

SECTION 8 -- GENERAL OPERATING POLICY

Section 8-1. Broadcasting Council Meetings

Regular meetings of the Council shall be broadcast live on the City Government Channel 15 and the Internet. Copies of the broadcast may be obtained by the public from the Department of Communications and Public Engagement at cost.

Section 8-2. Numbering and Indexing of Resolutions and Ordinances

It shall be the responsibility of the Clerk of Council to number and index all resolutions and ordinances adopted by the Council. The resolutions shall be numbered consecutively, and use the last two digits of the calendar year. For example: for the first resolution in January, 2008, the resolution number would be shown as: #R-08-01. Ordinances shall also be numbered consecutively.

Section 8-3. Minutes of the Council Meetings

The minutes of the Council's meetings shall reflect the official acts of the Council. They shall provide a summary of discussion and record of the Council's votes. Minutes shall be considered for approval within a reasonable time after the meeting they record.

Section 8-4. Amending the Rules of Procedure

These rules may be amended at any regular meeting, or at any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting. Adoption of an amendment to these rules shall require an affirmative vote of four (4) members of the Council.

Section 8-5. Special Rules of Procedure

The Council may adopt its own special rules of procedure to cover any situations that are not adequately addressed in these Rules of Procedure. Adoption of a special rule of procedure shall require an affirmative vote of a majority of a quorum of the Council.

AMENDMENTS:

August 11, 2009: the time of Council meetings was changed to the present schedule.

July 9, 2010: amended Section 6-7, B (8) to stipulate that if a substitute motion passes it becomes the main motion for consideration and action and there may be no additional substitute motions.

July 3, 2012, amended as follows:

- Introduction; added a process to consider when the Rules of Procedure do not address a procedural issue.
- Section 2-1; adjustments reflecting the practice of no longer distinguishing separate "work session" meetings. The work session will be recognized as a part of Council's regular meeting and that section will be separated from the rest of the meeting by a recess.
- Section 4-3 to 4-4; clarifying language reflecting that agendas are now prepared, delivered, and are available to the public electronically. Section 4-5 was deleted.
- Section 5-1; amended the order of business to reflect current practice.
- Section 5-3, B; added a restriction on speakers donating their time to other speakers.
- Section 6-8, A; added a restriction on electronic communication between Councilmembers regarding an item under debate.
- Section 6-10. D; clarification that action on a zoning matter requires a majority vote of those present for resolution.
- Section 7-1, C; acknowledgement of the Mayor's responsibility to appoint Councilmembers to the Audit Committee.

May 14, 2013: amended Sections 5-3 and 5-5 to eliminate the requirement that a speaker provide his or her physical address and replace it with the requirement that the speaker identify his or her locality of residence when speaking in a public meeting.

July 12, 2016: amended Section 7-1(C) to eliminate the provision providing for the appointment of Councilmembers to serve on the Audit Committee.

July 1, 2020: amended Section 2.2 to eliminate the provision requiring that twelve hours advance notice must be given in order to hold a special meeting.

July 13, 2021: amended Section 4-1(F) and Section 5-3(B)(1) changing deadline for public comment from noon on the Wednesday preceding the Council meeting to noon on the Friday preceding the Council meeting.

July 26, 2022, amended as follows:

- All non-consequential clerical revisions including grammatical and formatting changes; uniform language changes; and modernization of terminology changes, less the revision of replacing "must" with "should" under Section § 1-2.(B.).

- Section § 2-6.(A.) - hold an Organizational Meeting annually instead of biennially to align with State code Section § 15.2-1416
- Section § 2-7.(A.)(5.) - removal of “Deputy Clerk”; changed to “City staff member designated by the Clerk of Council”
- Section § 4-3. Delivery of Agenda - addition of language to address the delivery of the Public Comment Agenda Addendum
- Section § 2-7. Procedure for Election of Mayor and Vice Mayor – address moving the Mayor and Vice Mayor elections from July to January to align with municipal elections
- Section § 3-4. Preservation of Order; separated last sentence of subsection B to be a “C” so it can be used as needed by the Mayor/Vice Mayor
- Section § 3-4. Preservation of Order; created subsection “D” to address Councilmember decorum
- Section § 5-4. Prohibited Conduct; edited language in subsection A to apply to all persons speaking or in Council Chamber

July 11, 2023, amended as follows:

- Section § 2-1 When and Where Regular Meetings are to be Held; in the month of March, hold the Council Work Sessions in the training room of the second floor of the City Hall, 900 Church Street, Lynchburg, VA 24504.
- Section § 3-4(D) Preservation of Order; add additional language to include, “Councilmembers shall not insult, demean, or belittle one another or the City’s staff while a meeting of the Council is in session.”
- Section § 4-1(B) Preparation; add additional language to include, “Such items requested to be placed on the agenda shall first appear before the Council during a Council Work Session for discussion.”
- Technical revisions to correct § 4-2 and § 4-3
- Section § 5-1(A) Order of Business; to further detail Council Work Session and to move the Call to Order to 7:00 p.m.
- Section § 5-1.1 Council Work Session; created a new section to further define Council Work Session.
- Section § 5-1.2 Roll Call; created a new section to further define Roll Call.
- Section § 5-5 Public Hearings; revised subsections (D) and (E) to address emails and voicemails to be submitted for the record. Created new subsections (F) and (G) as technical revisions.

July 9, 2024, amended as follows:

- Section § 5-4(A), Prohibited Conduct; add additional language to include, “ 9. Display signs, flags, posters, placards, or the like in a manner that obstructs the view of a meeting attendee in the Council Chamber.”
- Section § 2-1, When and Where Regular Meetings are to be Held; Second and fourth Tuesday of the month, at 4:00 p.m. and 7:00 p.m. in City Hall, Council Chamber, except for the **fourth Tuesday of February** and during the months of March **and April** where the meetings will be held in City Hall, 2nd Floor Training Room. In the months of July and December, there will be meetings on each of the second Tuesdays; **in August, there will be meetings on the fourth Tuesday.**

RESOLUTION:

#R-25-__

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF LYNCHBURG, VIRGINIA:

1. That the Lynchburg City Council's Rules of Procedure ("RoP") are hereby amended, reenacted, and readopted with the following changes:

INTRODUCTION

These rules of procedure were designed and adopted for the benefit and convenience of the Lynchburg City Council (hereafter "the Council"). Their purpose is to help the Council conduct its affairs in a timely and efficient manner **while promoting free speech, transparency, and robust council debate on issues of public importance**. They incorporate the general principles of parliamentary procedure found in *Robert's Rules of Order Newly Revised* and applicable Virginia laws. These rules of procedure do not create substantive rights for third parties or participants in proceedings before the Council. Further, the Council reserves the right to suspend or amend these rules of procedure whenever a majority of the Council decides to do so. When the Council's rules of procedure do not address a procedural issue, the Council may consider the most recent edition of *Robert's Rules of Order Newly Revised* for guidance. The failure of the Council to strictly comply with these rules of procedure shall not invalidate any action of the Council.

SECTION 1 -- PURPOSE AND BASIC PRINCIPLES

Section 1-1. Purpose of the Rules of Procedure

- A. To enable the Council to transact business fully, expeditiously, and efficiently while affording every opportunity to citizens to witness the operations of government;
- B. To protect the rights of each individual Councilmember;
- C. To preserve a spirit of cooperation among Councilmembers **by respecting the free and transparent public discussion on issues before the Council; and**
- D. To determine the will of the Council on any matter.

Section 1-2. Basic Principles Underlying the Rules of Procedure

- A. The business of the Council should proceed in the most ~~efficient~~ **transparent and accountable manner reasonably possible;**
- B. The Council's rules of procedure must be ~~followed~~ **applied** consistently;
- C. The Council's actions should be the result of a decision on the merits and not a manipulation of the procedural rules;
- D. Only one (1) subject may claim the attention of the Council at a time;

- E. Each item presented for consideration is entitled to full and free discussion;
- F. Every Councilmember shall have equal rights to participate and vote on all issues;
- G. Every Councilmember must have an equal opportunity to participate;
- H. The will of the majority must be carried out, and the rights of the minority must be preserved; *and*
- I. The Council must act as a body.

New Section 1-3.

In cases where the application of these rules is ambiguous, the presiding officer and the Council shall interpret the rules in a manner that favors the free expression of ideas and the full participation of all Councilmembers in debate.

SECTION 2 -- MEETINGS

Section 2-1. When and Where Regular Meetings are to be Held

The time and place of regular meetings of the Council shall be established at each organizational meeting. Meetings shall be held in the City Hall, 900 Church Street, Lynchburg, VA 24504 Council Chamber, on the first floor, as follows:

Second and fourth Tuesday of the month, at 4:00 p.m. and 7:00 p.m.; except, (i) there will be no regular meeting on the fourth Tuesdays during the months of July and December, and (ii) there will be no regular meeting on the second Tuesday during the month of August. However, on the fourth Tuesday of February and during the months of March and April, the Council Work Session portion of the Council's regular meetings will be held in the training room of the second floor of the City Hall, 900 Church Street, Lynchburg, VA 24504.

The Council may hold additional meetings at other locations and times, and may change the locations and times of its regular meetings as it deems appropriate to do so. Notice of such additional meetings or changes to the location or time of regular meetings shall be provided to the public and the press as required by the Code of Virginia. Additional meetings shall be referred to as "additional scheduled meetings" and shall be approved by the Council during a regular meeting.

Section 2-1.1 Continued Meetings

A regular meeting shall be continued to the immediately following Thursday of that week, or to the next regularly scheduled meeting, at the same time and place as the regular meeting if the Mayor, or Vice Mayor if the Mayor is unable to act, finds and declares that weather or other

conditions are such that it is hazardous for the Councilmembers to attend the regular meeting. Such finding shall be communicated to the Councilmembers and the press as promptly as possible. All hearings and other matters previously advertised shall be conducted at the continued meeting and no further advertisement is required.

Section 2-2. Special Meetings

The Council may hold such special meetings as it deems necessary at such times and places as it may find convenient; and it may adjourn from time to time. A special meeting of the Council shall be called pursuant to Sections 15.2-1417 and 2.2-3707(D) of the Code of Virginia, 1950, as amended.

A. Special meetings may be called by the Mayor, the City Manager, or any two (2) Councilmembers in writing to the Clerk of Council for the purpose stated in the notice of the special meeting. The Clerk of Council shall forthwith notify the Councilmembers of the time and place designated and the purpose of the special meeting. Notice of the special meeting shall be provided to each Councilmember by written notice, telephone, or electronic means. The Clerk of Council will attempt to give each Councilmember at least twelve (12) hours' notice before the time scheduled for the special meeting, as provided by the Virginia Freedom of Information Act and the City's Charter, and that notice shall be "reasonable under the circumstances". In order to hold a special meeting, a majority of the Councilmembers who are physically present at the special meeting must agree that uncommon or unexpected conditions justify holding a special meeting without at least twelve (12) hours' notice, and the minutes of the special meeting must identify the uncommon or unexpected conditions that justify the holding of the special meeting.

B. Notice to the public of any special meeting shall be given contemporaneously with the notice provided to the Councilmembers, the City Attorney, and the City Manager.

Section 2-3. Legal Holiday

When a regular meeting falls on a legal holiday, the meeting shall be held on the following business day unless the meeting is cancelled by a majority of the Council.

Section 2-4. Adjourned or Recessed Meetings

A. A meeting of the Council is adjourned when the Council has finished its business and is bringing the meeting to a close, with the intention of holding another meeting at a later date. Generally, when a meeting of the Council is adjourned, the next meeting of the Council is preceded by opening ceremonies. A meeting of the Council is recessed when the Council takes a break between sittings, and after the recess business is resumed where it left off.

B. A properly called regular, additional scheduled, or special meeting may be recessed or adjourned to a time and place certain by a motion made and adopted by a majority of the Council in open session during the regular, additional scheduled, or special meeting. The motion shall state the time and place when the meeting will reconvene. No further notice need be given of such recessed or adjourned session of a properly called regular, additional

scheduled, or special meeting. **Prior to the vote on adjournment, or for recess of a special meeting, the members who originally sought the special meetings shall be afforded an opportunity to address the reasons the meeting was called.**

Section 2-5. Cancellation or Rescheduling of Meetings

A regular meeting may be cancelled or rescheduled, in special circumstances and for the convenience of the Council, if the change would not impact an advertised public hearing or a scheduled public presentation. The Mayor and Vice Mayor shall agree to any such change and the Councilmembers shall be immediately notified of the change and the reason therefore. If any Councilmember objects, the regularly scheduled meeting shall proceed as originally planned. In the event that no Councilmember objects, the public and the media shall be notified promptly.

Section 2-6. Organizational Meeting

A. The first meeting in July of each year shall be known as the organizational meeting. The purpose of the organizational meeting shall be:

1. To establish the dates, times, and places for its regular meetings; *and*
2. Adopt its Rules of Procedure.

Section 2-7. Procedure for Election of Mayor and Vice Mayor

A. The first meeting in January of each year following a municipal election shall be reserved for the election of Mayor and Vice Mayor. The Clerk of Council shall preside during the meeting at which the Mayor is elected, pending the election of the Mayor. Following the election of the Mayor, he or she shall preside during the election of the Vice Mayor.

1. The presiding officer shall call for nominations from the membership of the Council.
2. Any Councilmember, after being recognized by the presiding officer, may place one (1) or more names in nomination and discuss his or her opinions on the qualifications of the nominees.
3. After all nominations have been made, the presiding officer shall close the nominating process and open the floor for discussion.
4. After discussion, the presiding officer shall call for the vote.
5. The Councilmembers shall vote by written ballot and the completed ballots shall immediately be passed to a City staff member designated by the Clerk of Council who shall collect the ballots, read them aloud, publicly announce how each Councilmember voted, and tally the respective votes.
6. Each Councilmember shall cast one (1) vote for any one (1) nominee.
7. In the case of a three-way race, the candidate receiving the least number of votes will

be dropped from the slate of nominees, and another vote will be taken.

8. A majority of those voting shall be required to elect the Mayor or Vice Mayor.

B. The Mayor and Vice Mayor shall serve for a term of two (2) years, or until replaced.

Section 2-8. Seating Arrangement

The Mayor shall occupy the center seat on the dais with the Vice Mayor occupying the seat at his or her immediate right. The remaining Councilmembers shall determine their seating arrangement by seniority with the most senior Councilmember selecting his or her seat first and the remaining Councilmembers selecting their respective seats in seniority order based on years served on the Council. In the event that two (2) or more Councilmembers have equal seniority, the selection of seating for those Councilmembers shall be determined by chance.

SECTION 3 -- OFFICERS

Section 3-1. Mayor and Vice Mayor

The Mayor shall preside over all meetings of the Council. The Vice Mayor serves in the absence of the Mayor. In the absence from any meeting of both the Mayor and Vice Mayor, the Councilmembers present shall choose one of themselves as temporary presiding officer.

Section 3-2. Clerk of Council

The Clerk of Council shall be appointed by the Council. He or she shall prepare the agenda for the Council meetings, shall attend all of the Council meetings, and shall keep an accurate record of the Council's proceedings. **The Clerk shall apply these rules of procedures consistent with the objective of affording all councilmembers the opportunity to place items on the agenda while providing reasonable notice to all councilmembers of agenda items.**

Section 3-3. Parliamentarian

The City Attorney shall serve as the Parliamentarian for the purpose of interpreting these rules of procedure and the Code of Virginia as may be directed by the presiding officer, or as required as a result of a point of order raised by one (1) or more of the Councilmembers. If the City Attorney is unavailable, then the City Manager shall serve as the Parliamentarian.

Section 3-4. Preservation of Order

A. At meetings of the Council, the presiding officer shall preserve order and decorum **while protecting free speech**. The presiding officer shall have the following powers:

1. To rule motions in or out of order, including any motion not germane to the subject under discussion ~~or patently offered for obstructive or dilatory purposes;~~
2. To determine whether a speaker has ~~gone beyond reasonable standards of curtesy in~~

violated these rules in his or her remarks, and to entertain and rule on objections from other Councilmembers on this ground;

3. To entertain and answer questions of parliamentary law or procedure;

4. To call a brief recess at any time; *and*

5. To adjourn in an emergency.

B. A decision by the presiding officer under any of the first three (3) powers listed above may be appealed to the Council upon motion of any Councilmember. Such a motion is in order immediately after a decision under those powers is announced and at no other time. The Councilmember making the motion need not be recognized by the presiding officer, the motion does not require a second, and the motion, if timely made, may not be ruled out of order. There are two (2) exceptions to this right of appeal. **If the presiding officer refuses to acknowledge a councilmember seeking an appeal of the presiding officer's ruling under the first three (3) powers listed above, the appealing member may directly appeal to the Parliamentarian who will gain the attention of the presiding officer and instruct the presiding officer the appeal is in order.**

C. The presiding officer may adjourn without the Council's vote or appeal in an emergency, and he or she may also call a brief recess without a vote at any time, when necessary to "clear the air" and thus reduce friction among the Councilmembers.

D. While a meeting of Council is in session, all Councilmembers ~~should shall~~ treat one another with respect, courtesy, and exhibit appropriate decorum. Councilmembers should ~~shall~~ not insult, demean, or belittle one another or the City's staff while a meeting of the Council is in session.

SECTION 4 -- AGENDA

Section 4-1. Preparation

A. The Clerk of Council shall prepare an agenda for the Council's regular meetings conforming to the order of business specified in Section 5-1 entitled "Order of Business".

B. Any Councilmember may request that items be placed on the agenda by contacting the Clerk of Council at least seven (7) days prior to the meeting for which the Councilmember wishes the item scheduled. The Clerk of Council shall place requested items on the agenda for the next regular meeting following the request. Such items requested to be placed on the agenda shall first appear before the Council during a Council Work Session for discussion. **A Councilmember's request for an agenda item shall be deemed submitted at the time the Councilmember sends an email to the clerk at the clerks' proper email address requesting the item be placed on the agenda.**

C. All items which are requested to be placed on the agenda and which have not been submitted within the prescribed deadline shall be placed on the agenda for consideration at the following regular meeting.

D. Nothing herein prohibits the Council from adding items to the agenda, provided that such a request is in the form of a motion, and voted upon by a majority of the Council. Council members must use discretion in requesting the addition of items to an agenda. It is considered desirable to have items listed on a published agenda.

E. Unless required by law, no item will be scheduled for a public hearing unless by unanimous consent or the vote of a majority of the Council to hold a public hearing.

F. Any individual or group who wishes to address the Council during a regular meeting on any item of City business shall submit a written request to be on the agenda to the Clerk of Council by noon on the Friday preceding the regular meeting.

Section 4-2. Delivery of Agenda

The Council agenda packet shall be delivered to each Councilmember, the City Attorney, and the City Manager the Thursday prior to a regular meeting. Delivery by electronic means is the preferable method. The Public Comment Agenda Addendum will be posted after the Public Comment sign-up deadline.

Section 4-3. Public Access to Agenda Materials

The Clerk of Council shall post the Council agenda packet on the Internet for public information as promptly as possible. Copies of the Council agenda will also be available outside of City Council Chamber and at the Citizens First desk located on the first floor of City Hall for public inspection. Furthermore, paper copies of the Council agenda packet will be provided upon request in the Council/Manager Office.

SECTION 5 -- ORDER OF BUSINESS FOR COUNCIL MEETINGS

Section 5-1. Order of Business

A. At regular meetings of the Council, on the 2nd and 4th Tuesdays of the month, the order of business shall generally be as follows:

1. 4:00 p.m. Call to Order
2. Council Work Session (to conclude at 6:00 p.m.)
 - Staff Reports/Business Item Briefings
 - Roll Call
 - Closed Meeting (if necessary)
3. Recess
4. 7:00 p.m. Call to Order
5. Invocation & Pledge of Allegiance
6. Special Recognitions by the Mayor or Council (if any)
7. Consent Agenda
8. Public Hearings
9. Public Comment (if requested)

10. General Business
11. Closed Meeting (if necessary)
12. Adjournment

B. The above order of business may be modified by the Clerk of Council to facilitate the business of the Council after prompt notice to all members of Council is made. ***Said modifications may be reversed by a vote of majority of council.***

Section 5-1.1. Council Work Session

A. The Council Work Session shall be the designated time where items that affect the City, its citizens, and/or the municipal corporation may be introduced and considered for review, discussion, questions, guidance, and consideration for a vote at a later date. The Council and the City's staff are encouraged to engage in discussion, ask questions, and the like during the Council Work Sessions.

B. Unless a motion to consider for adoption is approved by a two-thirds vote of the membership of the Council, no items will be positioned for a vote during a Council Work Session. Motions to enter into closed meetings and to accept bids pursuant to the requirements of §§ 15.2-2100 *et. seq.* of the Code of Virginia, 1950, as amended, are excepted from this rule.

Section 5-1.2. Roll Call

A. Roll Call shall be the designated time where Councilmembers may individually and publicly speak to matters relevant to the City, its citizens, and/or the operations of the municipal corporation.

B. Debate shall not be permitted during Roll Call.

Section 5-2. Consent Agenda

A. The Consent Agenda shall include, by way of illustration but not limitation, the following:

1. Approval of minutes.
2. Ordinances or resolutions that are routine.
3. Final/second readings of appropriations, ordinances, or resolutions which received unanimous approval upon introduction at a previous meeting.
4. Any item believed by the Clerk of Council to be routine and not controversial in nature.

B. The Consent Agenda shall be introduced by a motion "to approve", and shall be considered by the Council as a single item.

C. There may be a short discussion of Consent Agenda items to answer questions or clarify

a matter. There shall be no lengthy debate or discussion of a Consent Agenda item.

D. Upon request of a Councilmember, an item shall be removed from the Consent Agenda. The item shall be considered separately after adoption of the Consent Agenda.

Section 5-3. Public Comment

A. Every petition, communication, or address to the Council should ~~shall~~ be in respectful language and is encouraged to be in writing.

B. General rules regarding Public Comment are as follows:

1. Individuals or groups wishing to speak at a regular meeting shall submit a written request to the Clerk of Council by noon on the Friday prior to the regular meeting.
2. Public Comment shall be for the purpose of allowing members of the public to present any matter, which, in their opinion, deserves the attention of the Council. They shall not serve as a forum for debate with the Council.
3. Remarks shall be addressed directly to the Council and not to City staff, the audience, or the media.
4. The presiding officer shall open the Public Comment period.
5. Each speaker shall clearly state his or her name and locality of residence.
6. There shall be a time limit for each individual speaker of three (3) minutes.
7. A representative of a group may have up to five (5) minutes to make a presentation. The representative shall identify the group at the beginning of his or her comment period. A group may have no more than one (1) spokesperson.
8. Speakers are not permitted to donate time to other speakers.
9. There shall be no comment during the Public Comment period on a matter for which a public hearing is scheduled during the same meeting.
10. There shall be no comment during the Public Comment period on a matter that has already been the subject of a previous public hearing where no final vote has been taken.
11. Any issue raised by the public which the Council wishes to consider may be put on the agenda for a future Council meeting by a majority vote.
12. At this time Councilmembers shall not discuss issues raised by the public except by consent of a majority of the Councilmembers present. **If a member of the public makes any allegation of impropriety or improper conduct against any member of council the councilmember against whom the allegation was made shall be afforded the**

opportunity to briefly respond to the speaker or at the next public meeting of the council during roll call.

13. Once the Council has heard a presentation from an individual or organization on a particular subject, the individual or organization may not make another presentation on the same subject within three (3) months of the first presentation, except by a majority vote of the Councilmembers present and voting.

14. The above rules notwithstanding, members of the public may present written comments to the Council or to individual Councilmembers at any time during the meeting. Such written comments shall be submitted through the Clerk of Council.

C. Other than as stipulated above or during public hearings, no person shall be permitted to address the Council orally, except by permission of the Council, and such permission shall not be granted unless with the consent of a majority of the Councilmembers present at such meeting.

D. No speaker's time shall be extended except by unanimous consent or a two-thirds (2/3) vote of the Councilmembers present.

E. Any person who desires to submit written statements for forwarding to the Council prior to a Council meeting must submit ten (10) copies to the Clerk of Council by 4:00 p.m. on the Thursday preceding the Council meeting.

Section 5-4. Prohibited Conduct

A. All persons appearing before the Council or in the Council Chamber while a meeting of the Council is in session will not be allowed to:

1. Campaign for public office;
2. Promote private business ventures;
3. Use profanity or vulgar language or gestures;
4. **Citizens should ~~Use language~~ not use language** which insults or demeans any person. Citizens, however, have the right to comment on the performance, conduct, and qualifications of public figures;
5. Make non-germane ~~or frivolous~~ statements;
6. Interrupt other speakers or engage in behavior that disrupts the meeting, including but not limited to, applause, cheers, jeers, etc.;
7. Engage in ~~behavior that intimidates~~ **conduct that can be reasonably interpreted as physically intimidating to others or make any verbal or physical threat of physical harm to another person; or**
8. Address the Council on issues that do not concern the services, policies, affairs of the

Council or the City.

9. Display signs, flags, posters, placards, or the like in a manner that obstructs the view of a meeting attendee in the Council Chamber.

B. The presiding officer shall preserve order and decorum at the Council meetings. He or she may order the expulsion of any person for violation of these rules ~~, disruptive behavior, or any any words or action which incites violence or disorder if such person fails to properly comport their conduct after a warning by the presiding officer and an explanation of the violation. Immediate expulsion can be ordered for disruptive behavior, or any words or action which incites violence.~~ Orders of expulsion are immediately appealable to the Council. Any person so expelled shall not be readmitted for the remainder of the meeting from which they were expelled. Any person who has been so expelled and who at a later meeting again engages in behavior justifying expulsion may also be barred from attendance at future Council meetings for a specified and reasonable period of time not to exceed six (6) months, or upon a still subsequent expulsion a period not to exceed one (1) year either by the presiding officer, subject to appeal to the Council, or by motion passed by the Council.

Section 5-5. Public Hearings

A. This section of the agenda shall be for public hearings as required by City, State, or Federal law, or as the Council may direct.

B. The presiding officer shall conduct all public hearings.

C. The order of public hearings shall be as follows:

1. The presiding officer shall open the public hearing.
2. Public hearings shall begin with a brief presentation from a staff member and/or representative from the cognizant board, authority, commission, or committee. The presentation shall summarize the facts about the issue and the staff recommendation. The Councilmembers may seek clarification during the presentation.
3. In land use cases (rezoning or conditional use permit) the applicant or his or her representative shall be the first speaker(s). There shall be a time limit of ten (10) minutes for the applicant(s) or his or her representative's presentation.
4. The presiding officer shall then solicit comments from the public, asking those in favor of the proposal to speak first, and then those opposed to the proposal. Each speaker must clearly state his or her name and locality of residence. There shall be a time limit of three (3) minutes for each individual speaker. If the speaker represents a group, there shall be a time limit of five (5) minutes. A speaker representing a group shall identify the group at the beginning of his or her remarks. A group may have no more than one spokesperson. The Council, by unanimous consent or by a two-thirds (2/3) vote of the members present, may allow any speaker to proceed past the time limit.
5. After public comments have been received, in a land use case, the applicant or the

representative of the applicant, at his or her discretion, may respond with a rebuttal. There shall be a five (5) minute time limit for rebuttal.

6. Upon the conclusion of public comments, or the applicant's rebuttal in a land use case, the presiding officer shall close the public hearing.

D. Emails, letters, and other writings submitted to the Clerk of Council or Councilmembers to be included as part of a public hearing shall be provided to the Clerk of Council at least one (1) calendar day prior to the applicable public hearing date. Such emails, letters, and other writings need not be read publicly. If provided in accordance with the above, such emails, letters, and other writings shall be provided by the Clerk of Council to the Council prior to the public hearing for review. If a Councilmember desires any such emails, letters, and other writings to be included as part of a public hearing, then such Councilmember shall announce the same during the public hearing and provide a summary of the applicable documents to be included in the minutes prior to the conclusion of the public hearing.

E. Voicemails submitted to the Clerk of Council to be included as part of a public hearing shall be publicly presented to the Council prior to the conclusion of the public hearing. Such voicemails shall be provided to the Clerk of Council at least one (1) calendar day prior to the public hearing date. Voicemails shall only be presented during a public hearing after all in-person speakers have had an opportunity to speak and all emails, letters, and other writings have been summarized.

F. When a public hearing has been closed by the presiding officer, no further public comment shall be permitted. The Councilmembers, however, may direct questions to the applicant, the representative of the cognizant board, authority, commission, committee, to a speaker, or to a staff member for clarification prior to taking any vote, if a vote is in order.

G. Following the close of the public hearing, the presiding officer may entertain a motion to dispose of the issue and the Council may debate the merits of the issue.

Section 5-6. General Business

This section of the agenda shall include items of a general nature to be considered by the Council. The last items on the agenda shall be adoption of appropriation resolutions introduced at a previous meeting which did not receive a unanimous vote upon introduction. After the presiding officer has stated the item for consideration, staff may be asked to provide a brief summary.

Section 5-7. Items Not on the Agenda

With the Council's consent, items may be added to the agenda to respond to situations and/or questions of a critical nature which have arisen after the deadline has passed for items to be placed on the agenda.

Section 5-8. Closed Meetings

A. Closed Meetings should only be used when the matter to be discussed is too sensitive for discussion in public and only as allowed by law.

B. No meeting shall become a Closed Meeting until the Council takes an affirmative recorded vote during the open meeting.

1. The motion shall state specifically the purpose or purposes which are the subject of the closed meeting and reasonably identify the substance of the matters to be discussed. The motion shall make specific reference to the applicable exemption(s) under the Virginia Freedom of Information Act, which authorizes the Closed Meeting.

2. The Councilmembers may request the assistance of the City Attorney when making additions to the published Closed Meeting agenda.

C. No resolution, ordinance, rule, contract, regulation, or motion considered in a Closed Meeting shall become effective until the Council reconvenes in an open meeting and takes a vote of the membership on such resolution, ordinance, rule, contract, regulation, or motion which shall have its substance reasonably identified in the open meeting.

D. At the conclusion of a Closed Meeting, the Council shall reconvene in open meeting immediately thereafter and shall cast a vote certifying that to the best of each member's knowledge:

1. Only public business matters lawfully exempted from open meeting requirements were discussed; *and*

2. Only public business matters identified in the motion convening the Closed Meeting were heard, discussed, or considered.

3. Any member who believes that there was a departure from the above requirements shall so state prior to the presiding officer's call for the vote, indicating the substance of the departure that, in his or her judgment, has taken place.

E. The failure of the certification to receive the affirmative vote of the majority of the Councilmembers present during the Closed Meeting shall not affect the validity or confidentiality of the Closed Meeting with respect to matters considered therein in compliance with the Virginia Freedom of Information Act.

F. The Council may permit non-members to attend a Closed Meeting if their presence would reasonably aid the Council in its consideration of an issue. Individuals attending a Closed Meeting should respect the Council's decision that the subject matter is too sensitive for public discussion and should treat the Closed Meeting discussion as confidential.

SECTION 6 -- RULES OF PROCEDURE FOR COUNCIL MEETINGS

Section 6-1. Quorum

A. As provided by Section 15.2-1415 of the Code of Virginia, 1950, as amended, a majority of the Council must be present to conduct business. A quorum is a majority of the entire membership of the Council, including any vacant seats.

B. A quorum refers to the number of members present at a meeting, not the number of members voting on an issue. If no quorum is present or if a quorum is lost, the Council can only (i) adjourn, (ii) recess, or (iii) take steps to obtain a quorum.

C. If a quorum fails to attend any meeting, those attending may adjourn to such other time prior to the next regular meeting as they may determine and the Clerk of Council shall enter such adjournment in the minute book of the Council and shall notify absent members thereof in the same manner as required for special meetings.

D. If the Virginia Conflict of Interests Act prevents some of the members of the Council from participating in an item of business, Sections 2.2-3112 and 15.2-1415 of the Code of Virginia, 1950, as amended, provide that a majority of the remaining members of the Council shall constitute a quorum.

Section 6-2. Priority in Speaking on the Council

When two (2) or more members of the Council wish to speak at the same time, the presiding officer shall name the one to speak.

Section 6-3. Comments and Queries of Councilmembers

Councilmembers are to observe the following rules during the discussion of agenda items:

A. The presiding officer shall keep discussion germane to the subject. Points of clarification shall be limited to questions only. The presiding officer shall rule other comments out of order.

B. The Councilmembers may address questions to the City Manager or staff present at the meeting. Staff members should be at a microphone when answering Councilmembers' questions. All legal questions should be addressed to the City Attorney.

C. A Councilmember who holds the floor during council discussions shall hold the floor as long as desired unless limited by a time limit approved by a super-majority of council prior to the debate or articulated within these rules. If another councilmember or member of the public disrupts or impedes the comments of a councilmember the presiding officer shall award the offended councilmember reasonable additional time to offset the disruption.

D. If during debate or discussion a councilmember lodges an allegation of impropriety or improper conduct against another member of council, the member of council against whom

the allegation was made shall have the right to respond prior to the end of the discussion of the item at hand.

Section 6-4. Action by the Council

A. Items of business will be considered and dealt with one (1) at a time, and a new proposal may not be put forth until action on the preceding one has been concluded.

B. When a proposal is perfectly clear to all Councilmembers present, and the proposal will not obligate the Council in any manner nor finally decide an issue before the Council, action can be taken upon the unanimous consent of the Councilmembers present, without a motion having been introduced. However, unless agreed to by unanimous consent, all proposed actions of the Council must be approved by vote under these rules. Silence, or the lack of spoken dissent, is taken as consent.

Section 6-5. Motions

A. Informal discussion of a subject is permitted while no motion is pending.

B. Any Councilmember, including the presiding officer, may make a motion.

C. Councilmembers are required to obtain the floor before making motions or speaking, which they can do while seated.

D. A Councilmember may make only one (1) motion at a time.

E. Except for matters recommended by a committee of the Council, or as otherwise stipulated in these rules of procedure, all motions require a second and a motion dies for lack of a second.

Section 6-6. Substantive Motions

A. A substantive motion is any motion that deals with the merits of an item of business and is within the Council's legal powers, duties and responsibilities.

B. A substantive motion is out of order while another substantive motion is pending.

Section 6-7. Procedural Motions

A. Procedural motions are those motions that the Council may use to "act upon" a substantive motion by amending it, delaying consideration of it, and so forth. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.

B. In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion requires the floor and a second, is debatable, may be amended, requires a majority of the votes cast, and a quorum being present for adoption. Procedural motions are listed below in their order of priority. If a procedural option is not listed below, then it is not available.

1. To Appeal a Procedural Ruling of the Presiding Officer. A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his remarks, or entertaining and answering a question of parliamentary law or procedure may be appealed to the Council which shall decide the matter by majority decision. Such an appeal is in order immediately after such a decision is announced and at no other time. The Councilmember making the motion need not be recognized by the presiding officer, the motion does not require a second, and the motion, if timely made, may not be ruled out of order.
2. To Adjourn. At a meeting of the Council, a motion to adjourn shall always be in order. The motion may be made only at the conclusion of action in a pending substantive matter; it may not interrupt deliberation of a pending matter. The motion is not debatable and cannot be amended.
3. To Take a Brief Recess. This motion allows the Council to pause briefly in its proceedings. A motion to take a brief recess is in order at any time except when a motion to appeal a procedural ruling of the presiding officer or a motion to adjourn is pending.
4. To Suspend the Rules. The Council may suspend provisions of its rules of procedure. The Council may not, however, suspend any provisions of the rules of procedure that state requirements imposed by law on the Council. For adoption, a motion to suspend the rules requires unanimous consent or an affirmative vote of two-thirds (2/3) of the Councilmembers present.
5. To Defer Consideration. The Council may defer action on a substantive motion to a more convenient time. The Council may use the following motions to defer consideration of a substantive motion:
 - (a) The motion to "lay on the table" is used to temporarily set aside an item of business to deal with a more urgent item. Once an item of business has been laid on the table, a motion to "take from the table" is needed to bring the item back before the public body for discussion.
 - (b) The motion to "postpone" delays debate on an item of business so that it may be considered at a later date. An item of business may be "postponed definitely," when it is continued to a definite time or date or "postponed indefinitely" if no future time or date is specified in the motion. A matter that has been postponed to a certain time or day shall be brought up again automatically when that time arrives. When a matter has been postponed indefinitely it takes an affirmative vote of a majority of the Council to bring the matter back for further discussion.
 - (c) Section 15.2-2286 of the Code of Virginia, 1950, as amended, requires that a zoning petition must be "acted upon" within a "reasonable time," not exceeding one (1) year. The Council may defer action on a zoning petition for consideration at a more convenient time. However, the Council may not dispose of a zoning petition with a motion to postpone indefinitely.
6. To Call the Question. The motion to call the question is not in order until every

Councilmember has had an opportunity to speak once on an item of business and the deliberation by the Council on that item of business has exceeded thirty (30) minutes and the proponent of the motion has the opportunity to speak last to the motion. The motion is not amendable or debatable.

To Amend. Any substantive motion properly on the floor may be amended. An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if adoption of the motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording for a motion or an amendment shall be treated as a substitute motion. A motion may be amended no more than twice, **however, a friendly amendment accepted by the movant and the councilmember who seconded the original motion shall not against this limitation.** Once a motion has been offered to the Council, it is up to the Council to decide whether or not it should be changed by amendment. It is not necessary for the person making the original motion to approve of any proposed amendment to the motion.

7. Substitute Motion. A substitute motion shall be allowed to replace any motion properly on the floor. It shall have precedence over an existing motion and may be discussed prior to being voted on. If the substitute motion fails, the former motion can then be voted on. If the substitute motion passes, the substitute motion replaces the main motion and the new main motion will be considered and acted upon by the Council. No more than one (1) substitute motion may be made. If a substitute motion passes and replaces the main motion, no further substitute motions may be made.

8. Withdrawal of Motion. A motion may be withdrawn by the introducer at any time before it is amended or before the presiding officer puts the motion to a vote, whichever is first.

9. To Reconsider. The Council may vote to reconsider its action on a matter. A motion to reconsider must be made no later than the next succeeding regular meeting of the Council and can only be made by a Councilmember who voted with the prevailing side. In the event of a tie vote on the original motion any Councilmember may introduce a motion to reconsider. The motion cannot interrupt deliberation on a pending matter but is in order when action on a pending matter concludes. A motion to reconsider may not be used in a land use decision involving a rezoning or a conditional use permit.

10. To Prevent Reintroduction for Six (6) Months. The motion shall be in order immediately following the defeat of a substantive motion and at no other time. The motion requires for adoption a vote of the majority of the entire membership of the Council. If adopted, the restriction imposed by the motion remains in effect for six (6) months. As with every other procedural motion, the motion to prevent reintroduction may be dissolved by a motion to suspend the rules of procedure.

Section 6-8. Debate

A. The presiding officer shall state the motion and then open the floor to debate. The presiding officer shall preside over the debate according to the following general principles:

1. The maker of the motion is entitled to speak first;
2. A Councilmember who has not spoken on the issue shall be recognized before a Councilmember who has already spoken;
3. To the extent possible, the debate on the motion shall alternate between proponents and opponents of the measure;
4. **If during debate, any member of council makes an allegation of impropriety against any other member of council, the presiding officer shall afford the member against whom the allegation was made the opportunity to respond to the allegation and the opportunity to ask the councilmember who is making the allegation reasonable questions pertaining to the allegation, prior to closing the debate on the matter.**

45. A Councilmember may vote for or against his or her motion, but may not speak against his or her motion;

~~56.~~ The presiding officer may participate in the debate prior to declaring the matter ready for a vote; *and*

~~6. Councilmembers shall not engage in electronic communications amongst themselves regarding a motion that is on the floor for debate.~~

Section 6-9. Duty to Vote

A. Each Councilmember who is present at a meeting shall be required to vote upon all issues presented for decision unless prohibited from doing so by the Virginia Conflict of Interests Act or unless excused from voting by the other Councilmembers. A Councilmember who wishes to be excused from voting shall state his or her reasons for abstaining and the presiding officer shall ask if any of the remaining members object. If there are any objections, the Council shall take a vote of the remaining members on the question of whether or not to allow the Councilmember to abstain from voting.

B. If there is an abstention, it shall be the responsibility of the Clerk of Council to note the abstention and the reason for abstaining for the record.

Section 6-10. Method of Voting

A. After debate, the presiding officer shall ensure that the motion is clear and call for the vote.

B. All questions submitted to the Council shall be determined by a majority vote of the members voting on any such question, unless otherwise required by special or general law. A majority is more than half.

C. An "affirmative vote" by a majority of the Council present is necessary to adopt a motion, and a tie vote means that the motion, resolution, or issue has been rejected. When a motion fails on a tie vote, the "noes" prevail.

D. In order for a motion in a zoning matter to be adopted, it must be approved by a majority of those voting.

E. All questions submitted to the Council for decision shall be decided by a vote of the Council utilizing the electronic voting board in the Council Chambers. In the event of a malfunction of the electronic voting board, or if the meeting is held in a space without such a device, the question shall be decided by an oral vote of "aye" or "nay". Any Councilmember may request a roll call vote. In any case, the presiding officer shall announce the results of the vote.

Section 6-11. Decisions on Points of Order

Any Councilmember may raise a point of order without being recognized by the presiding officer. The presiding officer ~~shall~~ **may** refer any point of order to the Parliamentarian. The Parliamentarian shall advise the presiding officer who shall then make a ruling on the point of order. A Councilmember may appeal the ruling of the presiding officer to the Council which shall decide the matter by majority decision.

New Section 6:12. Censure Proceedings.

A. A motion or resolution to censure a member of the Council may be considered only if it is in writing, factually and legally sufficient, and includes citations and copies of any documents and statements relied upon to support the allegations.

B. Upon presentation of such a motion or resolution, the Council shall vote on whether to *accept it for consideration* and place it on the agenda for a public hearing no sooner than 30 days after the vote to accept.

C. The member(s) subject to the censure motion shall have the right to request all relevant documents and communications, and any delay in providing such information shall extend the scheduling of the public hearing accordingly.

D. At the public hearing, the proponents of the censure who are on council shall present their arguments and facts, holding the floor subject to time constraints set by a two-thirds vote of the Council prior to the hearing but which shall not be less than 30 minutes each for the proponent and opponent, unless the opponent agrees to the alternative time limit. If the resolution of censure is made against multiple members of council, each individual member against whom the resolution is made can demand a separate hearing relating to their censure. If the censure hearing against multiple members is held concurrently, each member against whom the allegations were made shall have the right to veto any time limits less than 30 minutes for their presentation.

E. Following the proponents' presentation, the member(s) subject to the censure shall present their defense, holding the floor and may question others, subject to the same time constraints.

F. After both presentations, the Council shall vote on whether to place the censure motion or resolution on the agenda for the next regular meeting. If this motion fails, the censure is defeated. If it succeeds, the censure shall be considered as regular business at the subsequent meeting.

G. A censure motion or resolution must specify the alleged violation(s) of these Rules of Procedure, the Lynchburg City Charter, or applicable Virginia law, supported by factual evidence.

SECTION 7 -- BOARDS, AUTHORITIES, COMMISSIONS, AND COMMITTEES

Section 7-1. Appointments to Boards, Authorities, Commissions, and Committees

A. Members of boards, authorities, commissions, and committees shall be appointed by an affirmative vote of a majority of the Councilmembers to serve specified terms as may be deemed appropriate by the Council.

B. The Mayor shall make all appointments to, and select the chairs of, the Council's two standing committees, Finance and Physical Development. Substitutes or alternates may participate on such committees only if so authorized by the Mayor. Committee members for such committees will serve two-year terms.

C. Ad hoc committees, such as special task forces, may be created from time to time by the Council, for specific purposes, as determined by the Council.

Section 7-2. Standing Committees Roles and Guidelines

The roles of and the operating guidelines for the Finance and Physical Development committees shall be as adopted by a majority of the Council.

SECTION 8 -- GENERAL OPERATING POLICY

Section 8-1. Broadcasting Council Meetings

Regular meetings of the Council shall be broadcast live on the City Government Channel 15 and the Internet. Copies of the broadcast may be obtained by the public from the Department of Communications and Public Engagement at cost.

Section 8-2. Numbering and Indexing of Resolutions and Ordinances

It shall be the responsibility of the Clerk of Council to number and index all resolutions and ordinances adopted by the Council. The resolutions shall be numbered consecutively, and use the last two digits of the calendar year. For example: for the first resolution in January, 2008, the resolution number would be shown as: #R-08-01. Ordinances shall also be numbered consecutively.

Section 8-3. Minutes of the Council Meetings

The minutes of the Council's meetings shall reflect the official acts of the Council. They shall provide a summary of discussion and record of the Council's votes. Minutes shall be considered for approval within a reasonable time after the meeting they record.

Section 8-4. Amending the Rules of Procedure

These rules may be amended at any regular meeting, or at any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting. Adoption of an amendment to these rules shall require an affirmative vote of four (4) members of the Council.

New Section 8-5: Resignations

All resignations of personnel whose resignations require the Council's attention shall be communicated by the person resigning in writing directly to the Clerk of Council. The Clerk shall distribute said writing promptly to each member of Council. Any resignation not so distributed to all members of Council shall not be considered or accepted and may not be discussed during the public work of the Council.

Section 8-~~56~~. Special Rules of Procedure

The Council may adopt its own special rules of procedure to cover any situations that are not adequately addressed in these Rules of Procedure. Adoption of a special rule of procedure shall require an affirmative vote of a majority of a quorum of the Council.

(NOTE: Red language above is new language. Red language that is lined out is existing language that will be removed. Black language is the existing rule.)