

**Minutes  
Windsor Town Council Work Session  
Town Hall  
April 5, 2021**

The Windsor Town Council met in a work session on April 5, 2021 at 5:00 p.m. by electronic participation and remotely. Mayor Willis called the meeting to order. Jeannie Lowe, Assistant Clerk, recorded the minutes. William Saunders, IV, Town Manager, Cheryl McClanahan, Treasurer, and Fred Taylor, Town Attorney, participated electronically.

Council members present:                   Greg Willis  
  Walter Bernacki  
  Kelly Blankenship  
  George Stubbs  
  Jake Redd

Council member absent:                   J. Randy Carr

Mr. Saunders stated that this meeting is being held electronically and remotely pursuant to the declared state of emergency of the Commonwealth of Virginia, and the Town of Windsor, VA, in response to the COVID-19 pandemic, and to protect the public health, safety, and welfare of our Town Council members, Town staff and the general public.

Mr. Saunders added that this meeting is being held on the Zoom platform pursuant to Virginia Code and Windsor Town Code, and is necessary to continue the operations of government of the Town of Windsor, VA.

Notice of this meeting, its agenda, and supporting documents were posted for public review on the Town of Windsor, VA website.

**Review/discuss Windsor Town Center Memorandum of Understanding**

Mr. Saunders reported that a revised Memorandum of Understanding (MOU), with the proposed changes, was emailed to Council.

Mr. Saunders said for an extended period of time, the Windsor Town Center MOU has worked its way back and forth between Isle of Wight (IOW) County and Town of Windsor staff and the Windsor Town Center Advisory Board (WTCAB) with various iterations of the agreement developing over that time.

Mr. Saunders said Mayor Willis and himself were before the Isle of Wight Board of Supervisors at their April 1, 2021 Work Session and discussed the MOU and the few items that the Town Council would like to have clarified.

Mr. Saunders reviewed the following expected changes since the last review:

1. Capital Improvements The MOU dated 12/22/2020 states that any capital improvements would be negotiated and agreed to in a separate agreement; however, the Town Council had questions about what types of improvements or expenses were envisioned by the county to be included in this definition.

This should be revised to define capital improvements and capital expenses/repairs and also separate them; whereby, capital expenses/repairs of existing systems would be included in the MOU as a shared expense between the Town and County, and voluntary capital improvements would be negotiated separately. **Due to this change, the Board would like to have both localities adopt the MOU prior to their sharing the cost of the roof project as a capital expense/repair.**

2. Operational Costs The MOU dated 12/22/2020 states that the Town is to carry all operational costs; the Town Council wanted the specific costs that the Town is responsible for listed in the MOU.

This should be revised to define operational costs as utilities, cleaning, refuse & recycling, insurance, supplies, maintenance, and minor repairs; which the Town is currently responsible for in practice.

3. Booking of Events by County Staff The Town Council expressed a concern with County staff booking events that would potentially allow for inequities between groups' fees between those booked by the Town and the County staff; further, where the Town may incur costs related to an individual booking that were not covered by those fees.

This should be revised to include a statement to the effect of booking done by County staff will be done per Town policy. This way, the Town can create a written policy for booking events that Town and County staff can use for consistency and the policy can be amended from time to time without having to amend the MOU.

4. Town Staff having to Cover County Parks & Recreation Events The Town Council had a concern that the way the MOU described staff coverage of County Parks & Recreation events that the Town may be responsible for staffing their events on the weekends.

No change to the MOU is anticipated in this language as it is the County's contention that the hours listed were just to describe what is taking place currently, but that coverage will be flexed such that County staff will cover all County Parks & Recreation events.

5. County Use of Facility (Other than Parks & Recreation) The Town Council had a concern about the high percentage of usage by the facility by County departments other than Parks & Recreation (The high percentage of use during the period analyzed likely results from the pandemic situation). This facility is very convenient and accommodating and the County would like to maintain the ability to use the facility and be exempt from fees.

There will likely be a revision to carve out an exemption for use by County staff at no cost when the facility is otherwise available, such that paying customers would take precedent and the Town would incur no additional costs due to this use.

Mr. Saunders added that it is hoped that the MOU can be adopted by the Town Council prior to the Board of Supervisor's April 14<sup>th</sup> meeting, so that it can be presented to them then in order to further the roof replacement conversation.

Mayor Willis said the meeting went well. He said the Board asked good questions and expressed a desire for wanting to work with the Town and move forward from a partnership standpoint.

Councilman Bernacki said the MOU states that the County shall be exempt from rental fees. He asked if there is an agreement that the County would be responsible for paying the fee for audio set up.

Mr. Saunders explained that the MOU states that Isle of Wight County staff shall abide by the Town of Windsor's rental policies when booking events; therefore, the County would be responsible for the audio set up fees as stated in the Rental Agreement.

Councilwoman Blankenship said she doesn't feel that the Town should be responsible for paying for additional cleaning due to Isle of Wight County Parks & Recreation events, such as a three day summer camp.

Mr. Saunders said the Rental Agreement states that renters are fully responsible for cleaning any and all rooms identified in the rental package. He said additional cleanup required by the Windsor Town Center will be charged to the credit card on file at the hourly rate for the rental.

Mayor Willis suggested that the rental agreement state that renters/users are responsible for clean-up. He said this will cover County users.

Councilwoman Blankenship suggested that the rental agreement state that "all users of the facility must honor the rental agreement."

Mr. Taylor said the rental agreement should be updated to state whether you have a credit card on file or not, you will be invoiced for additional clean-up if required.

After additional discussion regarding cost-sharing of capital expenses/repairs, Councilman Stubbs made a motion to accept the revised draft of the Windsor Town Center Memorandum of Understanding. Councilman Bernacki seconded, and Council unanimously passed the motion as recorded on the attached chart as motion #1.

### **Windsor Town Center Roof Replacement Bids**

Mr. Saunders said an invitation for Bids for roof replacement at the Windsor Town Center (WTC) was posted and the apparent low bid for roof replacement came in at \$237,700; the latest total cost projection for the roof and remediation project coming in at \$358,663.

Mr. Saunders said that Mayor Willis and himself were before the Isle of Wight Board of Supervisors at their April 1, 2021 Work Session to present the new project cost information.

Mr. Saunders reported that the Board of Supervisors reiterated their interest in sharing the cost of the project, as well as providing the funds up front; however, they stopped short at committing a specific amount of funds. He said the Board was thorough in their review of the project, conveying that due to some element of unknown costs and their not having an active role in the management of the project, that they would likely set a cap for their cost-share amount, rather than agreeing to fund any potential cost overruns later in the project.

Further, they effectively conditioned the release of funds for the project with the adoption of the Memorandum of Agreement; which is not irrelevant to the roof project, as it seems that the Board is interested in bringing the cost-sharing of capital expenses/repairs back into the MOU.

Mr. Saunders added that another new development is the Town Attorney's finding that the lease agreement with the School Board requires written approval from the Board prior to any 'material alteration or addition to the facility'; it is hoped that the roof replacement does not meet that standard, but I am working with School Board staff to determine this and if needed to get on the School Board agenda for their April 22, 2021 meeting.

Mr. Saunders stated that the project cost projection is enclosed for Council's review.

Joe Gilbert, Project Manager, reported that Adelphia Contracting, Inc. was the lowest apparent bidder. He said their reference letters and previous experience all check out according to the specification requirements.

Mayor Willis said Mr. Gilbert contacted Adelphia Contracting, Inc. regarding Allowance #1 being much higher than the other bidders. He said they submitted a revised quote with a significant reduction in the Allowance.

Mr. Gilbert said the reduction in Allowance #1 – Repair Steel Deck with Steel Plates, is from \$50 SF to \$14 - \$20 SF, depending on the thickness of the plate.

Mr. Gilbert said there is a 20 year manufacturer's warranty, as questioned by Councilman Bernacki.

Council continued to discuss the investigative, upfront costs, the roofing material, and funding.

After further discussion, Council agreed by consensus to discuss this issue, including funding, at the April 13, 2021 Council meeting.

Councilman Stubbs made a motion to adjourn. Vice Mayor Greg Willis seconded, and Council unanimously passed the motion as recorded on the attached chart as motion #2.

The meeting adjourned at 5:39 p.m.

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Glyn Willis, Mayor

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Terry Whitehead, Town Clerk

TOWN OF WINDSOR  
 RECORD OF  
 COUNCIL VOTES

Council Meeting Date April 5, 2021 Work Session

Motion #	Blankenship	Carr	Stubbs	Redd	Greg Willis	Bernacki	Glyn Willis
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Jeannie Dunlow