



TOWN OF IRVINGTON, VIRGINIA

**Written Proposal for
Legal Services**

**Sands Anderson PC
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July 15, 2021

Via electronic mail

Town of Irvington, Virginia
Frances E. Westbrook, Mayor
4203 Irvington Road
Irvington, Virginia 22480

Re: Legal Services

Dear Mayor Westbrook:

Sands Anderson PC is pleased to provide the enclosed Statement of Qualifications in response to your inquiry regarding legal services to the Town of Irvington, Virginia (**the "Town"**). Our firm is able to provide on a contract basis the personal service you need and deserve while making available to you the expertise of a full staff of local government professionals.

We are among the top 15 largest law firms in the Commonwealth and have worked, and continue to work, with a great number of Virginia's counties, cities, and towns and an additional 40 governmental entities. We are town, city, or county attorney to numerous localities across Virginia, and we serve nearly 100 Virginia School Divisions, either as General Counsel or as Special/Conflict Counsel.

A detailed description of the services our firm could provide to the Town of Irvington is included in the attached proposal. We would be honored to have the opportunity to assist the Town in its current legal needs, on an ongoing basis, and on any future special projects. If you need additional information or have any questions, please do not hesitate to contact me.

With best regards,

A handwritten signature in blue ink, appearing to read "Vivian Seay Giles".

Vivian Seay Giles



Services Sands Anderson Can Provide to the Town of Irvington

Contract/Litigation/Real Estate/General Services

- Attend all regular meetings of the Town of Irvington Town Council (the “**Council**”) and advise the Council on matters on the agenda as well as procedural matters that arise during the meetings.
- Attend other meetings as requested, to include, but not limited to, meetings for the Planning Commission.
- Provide clear and concise legal advice and consultation on a daily basis, as requested or required, to individual members of the Council, the Town Manager, and staff.
- Provide legal advice on existing bonds, other debt instruments, and future debt considerations.
- Prepare/review contracts, intergovernmental agreements, contractor/construction agreements, and other professional service agreements.
- Prepare/review ordinances and resolutions.
- Assist Town staff in the administration of, and compliance with, public procurement and public financing.
- Assist Town staff and officials in establishing procedures for, and evaluating individual cases, for compliance with the Virginia Freedom of Information Act.
- Assist in the development of, and compliance with, various Town policies and administrative rules & procedures.
- Provide litigation support, including monitoring all matters involving litigation affecting the Town. Represent the Town in all actions, suits, or proceedings in which the Town is a party or is legally interested upon request by the Town Manager.
- Perform legal work pertaining to property acquisitions, condemnations, forfeiture activities, public improvements, public rights of way, easements, transfers, and matters relating to special entry.
- Perform title searches for owner verification and property descriptions when deemed necessary by the Town Manager.
- Provide, as requested, legal advice and counsel on other Town-related matters.

Economic Development

- Provide targeted and combined business and government expertise to promote successful negotiation and documentation of economic development projects.
- Provide expert advice on specialized economic development projects.
- Provide financial analysis and guidance for the creative yet conservative funding of economic development projects.

Employment

- Provide legal advice and contract review for human resources issues and labor law interpretations.
- Represent the Town in grievance arbitrations.
- Provide, as requested, employment legal advice and counsel on other Town-related matters.

Government Affairs

- Maintain awareness of state statutes that affect the Town.
- As needed and upon request, monitor proposed legislation and provide advice and similar assistance concerning the potential effects of any proposed legislation, developments of legislative proposals, and arguments that may be raised on behalf of the Town in support of, or in opposition to, proposed legislation.
- Provide, as requested, government affairs legal advice and counsel on other Town-related matters.

What Sets Sands Anderson Apart

Years in Business, Qualifications, and Experience in Providing Quality Services

Sands Anderson's history dates back to 1842, when it began as a small Richmond law firm. Sands Anderson was recently celebrated by Richmond BizSense as the oldest continuing business in Richmond. Sands Anderson is now one of Virginia's top 15 largest law firms with approximately 70 attorneys and six offices. Headquartered in Richmond, the firm's regional offices are located in Christiansburg, Fredericksburg, McLean, and Williamsburg, Virginia, and the Research Triangle , North Carolina.

Licensed in the Commonwealth of Virginia

All of our attorneys practicing in Virginia are licensed by the Virginia State Bar. As a mid-sized law firm, we are able to provide clients with the best of both worlds: personalized service matched with strong capabilities in a broad range of legal expertise.

Understanding of municipal government issues and municipal law

For more than 25 years, Sands Anderson's Government Group has represented towns, counties, cities, authorities, schools, and other public entities with thorough legal guidance. From these experiences, we have developed in-depth knowledge and insight into the strategic legal needs of our government clients in a broad array of areas. Currently, we represent:

- 13 local jurisdictions as City, County, or Town Attorney,
- 15 Industrial or Economic Development Authority clients,

- 21 regional and special authority clients (including broadband authorities, sewer and water and solid waste authorities, regional jail authorities, planning districts, and airport authorities),
- 30 public school divisions on a regular basis as their general counsel,
- 70 additional localities and school divisions serving as special counsel,
- 39 localities as Bond Counsel, and
- 25 localities performing delinquent real estate tax collection work.

We represent more localities in Virginia and perform a wider variety of legal services for our local government clients than any other law firm in the Commonwealth.

For example, we offer a wealth of experience in working on successful economic development projects from the Eastern Shore to Southwest Virginia and beyond. Within the last year, Sands Anderson was named among Southern Business & Development magazine's "Virginia's Best Economic Development Law Firms."

Our creative, problem-solving approach to issues allows us to provide options for economic development that may be nontraditional. We provided legal assistance in forming Service Districts and other special tax districts such as service districts and community development authorities for the financing of infrastructure to support residential and commercial developments and downtown redevelopment.

We have significant experience in representing broadband authorities statewide, from Southwest Virginia to the Eastern Shore and have the only experience of any Virginia law firm in representation of broadband authorities relating to SCC proceedings.

We have provided legal guidance to multiple localities in countless litigation matters. We represented 29 counties, cities, and towns in a lawsuit a few years ago in which Verizon challenged the methodology used to assess the value of its equipment. Our success in this suit alone saved millions of dollars for our clients in what would have been lost tax revenues.

Lawyers at Sands Anderson led the way, along with other government attorneys and the Local Government Attorneys Association, to complete in 2019 an extensive re-write of the Virginia County Supervisors' Manual published by the Virginia Association of Counties. This resource, used by public officials and government leaders throughout the Commonwealth (including towns), provides a broad overview of local government legal issues, such as public employment, procurement, contracting, special tax and service districts, land use and zoning, construction, condemnation, and real estate matters.

Land Use and BZA Appeals

Our team can ably guide Town staff through the maze of statutes and other laws affecting the exercise of the planning and zoning powers in the interest of the health, safety, and welfare of the Town's citizens.

We have a proven ability to promote your projects and effectively advance your ideas before planning staffs and governing bodies. Because we represent local governments in land use matters, we know their concerns and how to effectively address them.

Over the years, our zoning lawyers have been involved in:

- Guiding rezoning actions;
- Writing or revising zoning and land use ordinances;
- Representing local councils and boards of supervisors in zoning appeals and in disputes regarding zoning ordinance interpretation before BZAs; and
- Trying land use and zoning matters before state courts including circuit courts across the Commonwealth and before the Virginia Supreme Court.

Vivian Seay Giles joined Sands Anderson in 2019 after serving as County Attorney and County Administrator for Cumberland County for almost eight years. In that capacity, Vivian was involved first hand with the issues that face small local governments. Prior to joining local government, Vivian served as a policy director in the Office of the Attorney General.

Cynthia Hudson joined Sands Anderson in March of 2020 after serving as Chief Deputy Attorney General for the Commonwealth of Virginia, where she managed the Office of the Attorney General's daily administrative operations as well as its legal service delivery. In that role, Cynthia led the office in providing legal representation in Government Operations & Transactions; Civil; Health Education & Social Services; and Criminal Justice & Public Safety Divisions, as well as the Offices of the Solicitor General and Opinions Counsel. She also managed the Attorney General's Office relationships with client agencies, councils, commissions, entities, and officials. Prior to joining the Office of the Attorney General, Cynthia served eight years as City Attorney for Hampton, Virginia and is a former President of the Local Government Attorneys of Virginia (LGA).

Andrew McRoberts is one of our most experienced local government zoning and land use attorneys and currently resides in nearby Urbanna. He is a former County Attorney for Culpeper and Goochland Counties, former President of the Local Government Attorneys of Virginia (LGA), and currently King William County and Essex County Attorney. He has handled local government zoning and land use litigation across the state and before the Supreme Court.

Christopher Mackenzie is a zoning litigator and has local government trial and appellate experience. He serves as counsel to the Caroline County Planning Commission and acts as Deputy County Attorney in Caroline, King William, and Essex Counties.

Many other attorneys in the firm have experience in advising and litigating in the land use & zoning area, including **Ben Emerson**, who has served as Caroline County Attorney for more than a decade and has been listed as a Best Municipal Attorney for years.

Code Enforcement

Sands Anderson has provided code enforcement services to our local government clients as county, city, and town attorney over the years. We have experience in advising our local government clients in enforcing zoning ordinances, the building code, erosion & sediment control ordinances, floodplain management ordinances, and more. We can help the Town improve its ordinances to address enforcement and legal compliance on request, and can advise on best practices on code enforcement and compliance in the future. Our team in this area includes **Vivian Seay Giles, Andrew R. McRoberts, Cynthia Hudson, Christopher M. Mackenzie, and Benjamin W. Emerson.**

Local Taxation

The Tax Assessment Defense team at Sands Anderson has more than 50 years of experience defending local governments, as well as advising localities and their elected and appointed assessing officials. We know how the state tax assessment laws affect Virginia's cities, counties, and towns. We can help the Town defend tax disputes, interpret the proper scope of exemptions, and collect the taxes it is owed.

Our Tax Defense team has the experience to assist with all types of local taxes and fees, such as:

- Business Personal Property taxes
- Business, Professional, Occupational, and License (BPOL) taxes
- Machinery and Tools taxes
- Real Estate taxes
- Trust taxes, such as meals, admission, and lodging taxes
- Consumer utility taxes
- Tax exemptions and classifications
- Utility Connection (Tap) and User Fees.

We understand the financial and political effects tax claims and cases can have on localities, big and small. Our goal is to help the Town balance the competing interests that often accompany tax claims, and we work with locality staff to do so.

Our clients include localities, boards of equalization, commissioners of the revenue, and other assessing officials in all types of local government tax assessment matters including:

- Administrative assessment appeals, both locally and before the State Tax Commissioner.
- Litigation challenging assessments of local taxes of all kinds, in circuit courts and also before the State Corporation Commission.
- Collection of delinquent real estate taxes.

We currently serve as outside counsel to numerous County Treasurers across the Commonwealth, including Stafford, Hanover, Essex, Spotsylvania, Culpeper, Appomattox, Carroll, Caroline, Halifax, Floyd, Montgomery Counties and a number of cities and towns to collect delinquent real estate taxes. We have litigated and advised regarding a variety of local tax assessment disputes, including

valuation, classification, and exemption. We can help the Town proactively develop assessments, address administrative appeals, and litigate when necessary.

Tort

In addition to our Government Group litigators, Sands Anderson has a large risk management/business litigation team of attorneys who routinely defend tort claims across the Commonwealth. We partner with our clients in risk management and tort defense.

The ability to serve these specialized cases requires experience, knowledge of tort law and litigation, and for the Town, the unique laws and defenses that affect local government liability, including sovereign immunity, notice and claims statutes, and more. We have experience in both state and federal courts.

Attorneys we may involve in this area - in addition to our Government Group litigators like **Andrew McRoberts, Vivian Seay Giles, Cynthia Hudson, and Christopher Mackenzie** - include litigators **Cullen Seltzer, David Hearn, Lee Byrd, and Terrence Graves**.

Civil Rights

Our employment and civil rights litigators routinely advise local governments on avoiding liability and defend cases which are filed. Our team of **Mike DeCamps, Faith Alejandro, Brian Muse, Patrick Callahan** and **Cynthia Hudson** litigate all types of employment law cases in the public and private sectors, with significant experience in assisting local governments with a variety of employment matters, including, but certainly not limited to, civil rights, ADA, and FMLA. **Lee Byrd** is one of our most experienced shareholders in federal litigation, including Section 1983 cases.

Public Finance

Sands Anderson's extensive experience in municipal finance, general government, school law and federal securities matters derives from decades of representing cities, counties, towns, school boards, and special authorities and Councils across the Commonwealth. We have been involved in well over 1,500 financings totaling more than \$4 billion in tax exempt and taxable borrowings for localities and entities throughout Virginia.

Most recently we have been actively involved with our government clients in connection with publicly offered bond issues and advice relating to continuing disclosure obligations under SEC Rule 15c2-12, MCDC Initiatives, national rating agency reviews, Post-Issuance Compliance Procedures for the IRS, and innovative financing issues such as Qualified Energy Conservation Bond Financings.

Sands Anderson is included in the Bond Buyer's Municipal Marketplace list of municipal bond counsel, commonly known as "nationally recognized bond counsel," and our attorneys are approved for representing localities in loans from state agencies such as VPSA, VRA, and VSBFA, and federal agencies such as the USDA.

Our experience with general municipal and school law issues and our involvement as local attorney for a number of political subdivisions gives us a unique knowledge of the day-to-day concerns of regional and local governments, agencies and school divisions and the way in which municipal financings can affect their operations. We have rendered bond counsel opinions in traditional municipal debt areas, such as general obligation and revenue bonds and school bonds, and in specialized financings involving lease purchase, special tax-district, community development authorities and service districts, moral obligation, public private partnership, and economic development issues.

We have significant experience with economic development structures and incentives, special tax districts (TIFs), service districts, public private partnerships and utility financings, all of which helps us to excel at assisting our clients with their economic development needs.

A few of our financing activities include: a Qualified Energy Conservation Bond issue for Warren County; structuring for financing infrastructure related to \$200 million Harris Teeter Distribution Facility in Caroline County; Redevelopment of the former Martha Jefferson Hospital Complex for \$30 million CFA Institute Economic Development project for the City of Charlottesville EDA; utility infrastructure for \$1.3 Billion natural gas financing in Brunswick County; Corporate jet and hangar development for Virginia Tech/Montgomery Regional Airport Authority; Taxable Line of Credit for City of Poquoson; \$100 million for Southwest Regional Jail Authority facility; \$78 million for RSW Regional Jail Authority and \$42 million public financing for Warren County new middle school.

Additionally in recent years, we have assisted a number of localities in financing and refinancing local and regional E-911 emergency communication systems, including financings for New Kent County, Middlesex County, Franklin County, Essex County, Caroline County and the Region 2000 Local Government Council (serving the City of Lynchburg, Amherst, Campbell, Bedford and Appomattox Counties), using a variety of financing structures, including master equipment lease purchase arrangements, EDA financings, and regional cooperation agreements.

We act as Bond Counsel currently for Virginia localities, regional authorities, and commissions across the Commonwealth, including by way of example, City of Franklin, , City of Charlottesville Economic Development, City of Poquoson, City of Radford, City of Martinsville, City of Petersburg, City of Galax, City of Norton, Amherst County, Appomattox County, Campbell County, Caroline County, Craig County, Essex County, Floyd County, Franklin County, Grayson County, Lancaster County, King George County, King William County, Nelson County, Madison County, Patrick County, Scott County, Warren County, Washington County, Wise County, Town of Amherst, Town of Chase City, Town of Irvington, Town of Clarksville, Town of Crewe, Town of Culpeper, Town of Dumfries, Town of Lebanon, Town of Narrows, Town of Pennington Gap, Town of Warrenton, Middle Peninsula Broadband Authority, Winchester Regional Airport Authority, Montgomery Regional Waste Authority, New River Regional Authority, RSW Regional Jail Authority, Peppers Ferry Regional Wastewater Authority, Region 2000 Services Authority, the Southwest Virginia Regional Jail Authority, the Scott County Public Service Authority, Cumberland Plateau Redevelopment and Housing Authority, Western Virginia Regional Facilities Authority,

Chesapeake Redevelopment and Housing Authority and the Virginia Tech/Montgomery Regional Airport Authority.

Attorneys on our Bond Team include: **Daniel M. Siegel, Paul C. Jacobson, F. Jesse Bausch and Vivian Seay Giles.**

Labor and Employment

Our Labor and Employment Law team supports local governments in an array of essential labor and employment priorities, providing an expertise not often available in small localities. We represent clients in state and federal courts and before administrative agencies, including the Equal Employment Opportunity Commission, the Virginia Employment Commission, the Department of Labor, and the National Labor Relations Council. We provide advice and guidance regarding all types of workplace decisions, handbook and contract drafting, and management training. We are experienced with:

- Leave and Accommodation Issues, including the Americans with Disabilities Act (ADA) and Family and Medical Leave Act (FMLA)
- Wage & Hour Compliance and Employee Classification under the Fair Labor Standards Act (FLSA)
- Benefits Administration (Affordable Care Act, ERISA, COBRA)
- Employment Contracts and Non-Compete Agreements
- Unemployment Compensation (VEC)
- Grievances, Layoffs, Reductions in Force, and Termination Decisions
- Discrimination and Sexual Harassment Claim Avoidance
- Employment Litigation

Government Relations

In addition to supporting daily legal needs, we serve as an advisor and advocate in government relations for our education clients. We have meaningful experience working with the Virginia General Assembly and numerous regulatory agencies and commissions, and we frequently help our clients develop legislative strategies and lobby before governing bodies on their behalf. Our bond attorneys are approved for the Rural Development and Virginia Resources Authority and the Virginia Public School Authority, and we have experience with financing models and methods for schools, including literary loans, qualified school construction bonds, and qualified zone academy bonds.

References

Over the years, we believe that we have developed an excellent working relationship and rapport with the staff and officers with whom we work and interact on a daily basis, and we would ask that you interview them for their opinions concerning that relationship and its value to them. In addition, and as you might imagine, Sands Anderson has many other government clients whom you could contact for references:

R. Morgan Quicke
County Administrator
Richmond County
101 Court Circle,
Post Office Box 1000
Warsaw, Virginia 22572
Phone: (804) 333-3415
Email: rmquicke@co.richmond.va.us

Mr. Charles M. Culley, Jr.,
County Administrator
Caroline County
Post Office Box 447
212 North Main Street
Bowling Green, Virginia 22427
Phone: (804) 633-5380
Email: culley@co.caroline.va.us

Rodney Hathaway
County Administrator
New Kent County
12007 Courthouse Circle, Room 201
Post Office Box 150
New Kent, VA 23124
Phone: (804) 966-9683
Email: rahathaway@newkent-va.us

John Anzavino
Interim County Administrator
Nottoway County
344 West Courthouse Road
Post Office Box 92
Nottoway, Virginia 23955
Email: janzivino@nottoway.org

Attorney Qualifications

All of our attorneys are licensed in Virginia, many are also licensed in other states, and our law firm is a registered Virginia professional corporation.

Our attorneys regularly speak on the law before attorney groups, such as the Local Government Attorneys of Virginia Association (LGA), and provide training for attorneys and clients alike in various areas of law. Our attorneys are consistently included in peer-ranked listings as leaders:

- 40 listed among Legal Elite as published in *Virginia Business 2019 edition*
- 23 listed in *Best Lawyers in America 2020*
- 18 listed in *Super Lawyers of Virginia 2020 edition*

True Team of Legal Professionals

We are not general practitioners working in isolation – we bring individual strengths within a collaborative and knowledgeable community of industry leaders. Our Government Group is a team of 26 attorneys that provides not only a depth of knowledge and experience in local government law together that sets us apart, but also a unique breadth of expertise in arguably every subject matter that may be relevant to your locality. In addition, several of our team attorneys also represent non-government clients, bringing specialized talents in areas of employment law, complex litigation, and economic development.

We have seen and dealt with most issues that impact local governments because of the number of jurisdictions we represent and the level of our experience. We are then able to leverage that experience to work efficiently and effectively benefiting clients with less expensive handling of local government issues. Rarely does a need arise in an area of law facing a local government client in

which we do not have the experience at Sands Anderson to handle. Quite simply, one call to us could serve all of the Town's legal needs, no matter the issue and no matter the time frame in which a response or resolution is needed. While there certainly are many talented attorneys in the Commonwealth, having to "catch up" on local government issues takes time and costs money. Similarly, Sands Anderson is able to ensure coverage for your meetings and legal needs regardless of vacations or other scheduling conflicts that might arise.

However, and quite importantly, the team approach does not mean that personal service would be sacrificed. This is as important to us as it is to you, and because many of us hail from small towns ourselves, our commitment to you could not be stronger. The lead attorney would serve as your primary point of contact and the person to whom inquiries on cases and billing would be directed. There will be times, though, when an attorney with in-depth experience in a particular legal area is needed, and on those occasions, a team member with that expertise will be available to provide immediate and thorough legal advice.

Primary Attorneys

Because of the extensive, specialized experience of the assembled team of attorneys, we anticipate the services provided will be efficient and timely. All requests for work would, at least initially, go through **Vivian Seay Giles**, who will serve as the principal contact and who will determine appropriate staffing depending on the matter at hand. Given Vivian's prior service as a local government administrator as well as a local government attorney, she is familiar with a significant number of the issues that are likely to arise for the Town. However, when the services of other attorneys are needed, Vivian will coordinate with those individuals, or have them communicate with Town staff directly, to see that the legal needs of the Town are met. We have found this team approach to provide significant savings to our clients while at the same time providing the specialized knowledge and abilities needed for the assignments at hand.

Vivian Seay Giles – Counsel, Richmond

Vivian is a member of our Government Group and also works closely with our Business Group. Immediately prior to joining Sands Anderson, Vivian served as the County Attorney and County Administrator for Cumberland County, and prior to that served in the Office of the Attorney General. Vivian has over 25 years of experience serving her community with legal support, having begun her career in tax consulting and compliance at a tax law firm and then a Big 5 accounting firm. Vivian's business background combined with her local government experience makes her uniquely qualified to assist with economic development opportunities, most notably solar facilities. She serves as County Attorney for Nottoway County, Deputy County Attorney in King William County and Richmond County, Town Attorney for the Town of Colonial Beach and as City Attorney in the City of Franklin. Vivian graduated from the University of Virginia McIntire School of Commerce, the Marshall-Wythe School of Law at the College of William and Mary, and she has an LLM in Tax from New York University. Today Vivian helps local governments, businesses, individuals, and families navigate the world of local government and other matters, with an emphasis on business and finance-related issues, including real estate and tax.

Andrew R. McRoberts – Shareholder, Richmond

Andrew is County Attorney to various counties (Richmond, King William, Essex) across Virginia, and has represented various BZAs, EDAs, and local and regional governmental entities and authorities. He has represented several parties in Council of Zoning Appeals issues and in zoning and development matters. He serves on the Richmond City Commission of Architectural Review. He serves as head of our Tax Assessment Defense Team and is a frequent speaker on the subject of defending tax assessment appeals administratively and judicially. He regularly trains planning officials through Land Use Education Programs (formerly PlanVA). His background in general governmental law, FOIA, COIA, Procurement, and specialized zoning/development, and extensive complex litigation enables him able to provide cost-effective and prompt advice on many items, to determine the best defense approaches to serve our clients best, and involve additional attorneys as needed.

Andrew is currently serving as counsel to the Stafford County Council of Zoning Appeals. He has have served as Local Government Attorneys of Virginia (LGA) President, and was awarded the LGA's highest honor, the Edward J. Finnegan Award for Distinguished Service, in 2012. He has drafted *amicus curiae* briefs on behalf of the LGA, VML and VACo, including the *Hale v. Town of Blacksburg BZA* vested rights case in which he defended the Town's zoning decision. He has served as chief counsel in successfully defending the City of Hampton in the case, *Deerfield v. City of Hampton*, 283 Va. 759, 724 S.E.2d 724 (2012), which involved some complex zoning issues including the plaintiff's failure to appeal to the BZA and the lack of standing of the appellant. He has been published on various BZA topics, including how much more complex and difficult their job has become in recent years, and recent BZA-related legislation. He is chief author of the Virginia Local Government Law blog, which reports on new case law and other local government legal topics and during his local government career, he has had significant experience in cases before local Councils of zoning appeals, and is very familiar with the applicable law. Andrew is currently the Chief Editor for the Virginia County Supervisors' Manual.

Daniel M. Siegel – Shareholder, Richmond

Dan serves as Chair of Sands Anderson's Government group. Dan also serves as county attorney for a number of counties and as counsel to special authorities throughout Virginia. In his over thirty years of law practice, he has developed a keen understanding of the wide variety of legal issues affecting governments. Some of these include such issues as special tax districts, economic development, non-profit financing and municipal finance. When a particular matter or case arises which additional attorneys or other attorneys with a different skill set are required, he will involve them either in tandem or, if more cost effective and appropriate, assign matters to other attorneys within the Firm.

Dan is the author of the Virginia Small Business Financing Act, which created a statewide issuer for Virginia economic development needs. He has served as bond counsel in over 1,500 tax-exempt financings totaling over \$4 billion for economic development, utilities, healthcare, housing, traditional governmental, non-profit, university, and other educational facilities.

Dan is consistently listed in *Virginia Business's* Legal Elite and in *Best Lawyers in America*. He is also AV-rated by Martindale Hubbell, the highest peer review rating an attorney can receive.

Benjamin W. Emerson – Shareholder, Richmond

Ben is a former member of the Firm's Council of Directors and served as the CFO for the Firm and is a member of the Government Group. He serves as County Attorney for Caroline County and as Assistant County Attorney for Essex County. In addition to his extensive local government law experience in representing localities and local government entities across the Commonwealth, he is a go-to attorney for complex title and other specialized real estate issues.

Paul C. Jacobson – Shareholder, Durham

Paul advises local governments on general municipal and public finance issues. For over 25 years, Paul has brought creative and forward-thinking legal solutions to communities in Virginia and North Carolina. Paul's hands-on support helps localities develop comprehensive strategies to finance public projects such as schools, courthouses, water and sewer infrastructure, and economic development projects. Paul serves as County Attorney for Brunswick County and as Town Attorney for the Town of Clarksville.

Cynthia Hudson – Counsel, Richmond

Cynthia joined Sands Anderson in early 2020, serving her clients with her vast government and employment law experience. Prior to joining Sands Anderson, Cynthia served as Chief Deputy Attorney General for the Commonwealth of Virginia where she managed the Office of the Attorney General's daily administrative operations as well as its legal service delivery. In that role, Cynthia led the office in providing legal representation in Government Operations & Transactions; Civil; Health Education & Social Services; and Criminal Justice & Public Safety Divisions, as well as the Offices of the Solicitor General and Opinions Counsel. She also managed the Attorney General's Office relationships with client agencies, Councils, commissions, entities, and officials.

Prior to joining the Office of the Attorney General, Cynthia served eight years as City Attorney for Hampton, Virginia, by appointment of the Hampton City Council, and the preceding seven years as Hampton Deputy City Attorney responsible for civil litigation and representing the City's human resources, police, and fire departments. Before entering government law, Cynthia worked in private practice specializing in labor and employment law advice, training and litigation, and support of government clients. Cynthia further shared her talents as an adjunct professor in state and local government law at William & Mary Law School. Cynthia is also a former President of the Local Government Attorneys of Virginia (LGA).

Jesse Bausch – Shareholder, Richmond

Jesse is a member of our Government Group. He focuses his practice on public finance with an emphasis in the areas of traditional municipal bond issuance, securities law, and state and local government law.

Christopher M. Mackenzie – Counsel, Richmond

Chris is a joint member of our Business Finance and Real Estate Group and our Government Group, and the Tax Assessment Defense Team. He routinely assists local government clients with real estate and zoning matters, as well as development and subdivision matters. He also is a litigator with experience in representing government entities in a number of cases and currently serves as

counsel to the Caroline County Planning Commission and as Deputy County Attorney for Caroline County and Essex County.

Faith A. Alejandro – Shareholder, Richmond

Faith is a member of our Business Professional Litigation Group and also of our Employment Law Team, and an associate member of our Government Group. She has represented and advised businesses and governments on a variety of employment law matters including litigation, grievances, and legal compliance with federal and state employment laws.

L. Lee Byrd – Shareholder, Richmond

L. Lee Byrd, Esquire, is a member of both the Litigation Group and the Government Group, and former President of the Firm. He assists clients with litigation in state and federal courts, as well as in avoiding litigation and resolving lawsuits in the most practical and cost-effective way. He has provided litigation and other legal services to governmental entities across the Commonwealth.

Compensation

Sands Anderson utilizes various models of financial compensation tailored to the locality's needs and objectives. Some jurisdictions prefer a retainer arrangement that allows us to provide legal services for a flat monthly fee. Others prefer a traditional hourly fee arrangement. We would welcome and look forward to discussing rates and potential fee arrangements should you wish to discuss further how Sands Anderson can assist the Town of Irvington.

We do not charge our localities for the collection of delinquent real estate taxes; instead we are compensated from the property owner as permitted by statute. We have found that our recovery of these outstanding taxes, without cost, mitigates the cost of our services on general matters to the locality.

Conflicts Check

After diligent inquiry, to the best of our knowledge, information, and belief, Sands Anderson is not actively representing any clients involved in contractual matters that might implicate or affect any work performed for or on behalf of the Town.

Sands Anderson maintains a rigorous intake policy to prevent conflicts, which includes notification to all attorneys of any potential matter, followed by a review by the conflicts department (with direction and supervision by the firm's general counsel) and, subsequent approval (or declination) by a shareholder and the litigation group leader. To the extent there exists a perceived conflict (business or otherwise), any such matter would be addressed directly with the Town.

Client Summary List

County Attorney/City Attorney/Town Attorney to:

- Brunswick County
- Caroline County
- Carroll County
- Town of Clarksville
- Town of Christiansburg
- Town of Colonial Beach
- Craig County
- Essex County
- Floyd County
- City of Franklin
- City of Galax
- Grayson County
- City of Radford
- King William County
- Richmond County
- Nottoway County

Industrial/Economic Development Authority Clients:

- Brunswick County
- Caroline County
- Carroll County
- City of Charlottesville
- Essex County
- Floyd County
- City of Galax
- Grayson County
- King & Queen County
- King William County
- Lancaster County
- Middlesex County
- Richmond County
- City of Radford

Regional and Special Authority Clients:

- Carroll County Public Service Authority
- Carroll Grayson Galax Regional Industrial Facility Authority
- Carroll Grayson Galax Solid Waste Authority
- Eastern Shore of Virginia Broadband Authority
- Eastern Shore of Virginia Public Service Authority
- Farms of New Kent CDA
- King George County Service Authority
- Middle Peninsula Planning District Commission
- Middlesex Water Authority
- New River Valley Regional Jail
- New River Valley Regional Planning District Commission
- Pepper's Ferry Regional Wastewater Treatment Authority
- Piedmont Regional Jail Authority
- Pulaski County Sewage Authority
- Roanoke Valley- Alleghany Regional Planning District Commission
- Virginia Tech/ Montgomery Regional Airport Authority
- Western Virginia Regional Facility Authority
- Winchester Regional Airport Authority

- Montgomery Regional Solid Waste Authority
- New River Valley Regional Detention Center
- Wired Road Authority

Conclusion

We hope this information is helpful to you, and we would welcome the opportunity to meet with the Town of Irvington Town Council and staff to discuss how Sands Anderson could serve your legal needs and to answer any questions you may have.

Thank you for your time and consideration.

RESOLUTION #2021 – 10

AMENDED AND RESTATED BANKING RESOLUTION

WHEREAS, the Irvington Town Council (“Council”) adopted Resolution 2019-002 Banking Resolution, effective May 13, 2019, authorizing certain Town Officers to conduct banking business for the Town of Irvington (“Town”); and

WHEREAS, the Council now desires to expand the Town Officers that have such authorization by amending and restating Resolution 2019-002; and

WHEREAS, financial institutions may require evidence of such authorization.

NOW THEREFORE, the Town Council RESOLVES that:

- (1) The Mayor, Vice Mayor and Treasurer are hereby authorized to conduct banking business for the Town of Irvington as signatories at all depository financial institutions of the Town from time to time (“Signatories”).
- (2) The Town Clerk may have information concerning and may receive bank statements for all accounts.
- (3) This authorization includes checking, savings, certificates of deposit and money market accounts.
- (4) All transactions require two Signatories to conduct business.
- (5) Nothing herein authorizes a Signatory to (i) obtain a loan , or to sign, execute, deliver notes or evidence of indebtedness in the name of the Town, (ii) mortgage, transfer, assign, endorse or pledge assets of the Town, or (iii) lease, rent, maintain, access, or terminate a Safety Deposit Box for the Town.
- (6) This Resolution shall take effect immediately upon passage.

Certification

I, Frances E. Westbrook, Interim Mayor of the Town of Irvington, do hereby certify that the above is a true copy of Resolution 2021-10, Amended and Restated Banking Resolution, adopted at a regular meeting of the Town Council of Irvington, Virginia, held on September 9, 2021 at which a quorum was present and voting.

Chris Braly

Jackie Brown

Anthony Marchetti

Wayne Nunnally

Dudley Patteson

Bonnie Schaschek

Frances E. Westbrook, Interim Mayor

ATTEST: _____

Laurel Taylor, Town Clerk



ORDINANCE 2021-07

REPEAL, REENACT TOWN CODE §34.02

WHEREAS, the Irvington Town Council (“Council”) desires to amend the definition of “transient person” in Town Code §34.02; and

WHEREAS, Town Code §34.02 shall be repealed and re-enacted; and

WHEREAS, a notice of a public hearing about this Ordinance was advertised in the Rappahannock Record on July 29 and August 5, 2021; and

WHEREAS, the public had an opportunity to comment on this Ordinance at a public hearing held August 12, 2021; and

WHEREAS, this Ordinance was read twice before approval, at the June 10, 2021 and August 12, 2021 Council meetings; and

WHEREAS, a second reading and vote was initially and incorrectly held on July 15, 2021 prior to the public hearing, and

WHEREAS, the legislative process is hereby corrected via this August 12, 2021 seconding reading and vote taken following public hearing and two weeks of advertisements..

BE IT ENACTED AND ORDAINED BY THE TOWN OF IRVINGTON, VIRGINIA, AS FOLLOWS:

1. Council hereby repeals the second reading and vote taken on this Ordinance 2021-07 on July 15, 2021.
2. Council hereby repeals Town Code §34.02, Definitions.
3. Council hereby re-enacts Town Code §34.02, Definitions, per the attached legislation, incorporated herein by this reference..
4. This Ordinance is effective upon passage.

BE IT FURTHER ORDAINED BY THE TOWN OF IRVINGTON, VIRGINIA that the Town of Irvington shall place Ordinance 2021-07 in the Minutes of its August 12, 2021 meeting.

Certification

I, Fran Westbrook, Interim Mayor, do hereby certify that Ordinance 2021-07 was adopted at the August 12, 2021 meeting at which a quorum was present and voting. The Vote was:

IN FAVOR

OPPOSED

J. Christopher Braly
Jackie Brown
R. Wayne Nunnally
Anthony Marchetti
Dudley M. Patteson
Bonnie Schaschek

Fran Westbrook, Interim Mayor

ATTEST:

Nancyellen Keane, Keane Law PLLC, Town Attorney

ATTACHMENT TO ORDINANCE 2021-07

“§34.02 DEFINITIONS.

“For the purpose of this subchapter, the following definition shall apply unless the context clearly indicates or requires a different meaning.

“TRANSIENT PERSON. One who for a period of fewer than 30 consecutive days, either at his or her own expense or at the expense of another, lodges or obtains lodging at any hotel, motel, tourist home, inn, bed and breakfast or other facility.”



ORDINANCE 2021-08

ADOPT SHORT TERM RENTAL REGISTRY

WHEREAS, the Irvington Town Council (“Council”) proposes to adopt a Short Term Rental Registry requirement in the Town; and

WHEREAS, a notice of a public hearing about this Ordinance was advertised in the Rappahannock Record on July 29 and August 5, 2021; and

WHEREAS, the public had an opportunity to comment on this Ordinance at a public hearing held August 12, 2021; and

WHEREAS, this Ordinance was read twice before approval, at the June 10 and August 12, 2021 Council meetings.

WHEREAS, a second reading and vote was initially and incorrectly held on July 15, 2021 prior to the public hearing, and

WHEREAS, the legislative process is hereby corrected via this August 12, 2021 seconding reading and vote taken following public hearing and two weeks of advertisements..

BE IT ENACTED AND ORDAINED BY THE TOWN OF IRVINGTON, VIRGINIA, AS FOLLOWS:

1. Council hereby repeals the second reading and vote taken on this Ordinance 2021-08 on July 15, 2021.
2. Council hereby adopts the attached legislation as Town Code §34.40 *et seq*, incorporated herein by this reference, to establish a Short Term Rental Registry in the Town of Irvington.
3. This Ordinance is effective upon passage.

BE IT FURTHER ORDAINED BY THE TOWN OF IRVINGTON, VIRGINIA that the Town of Irvington shall place Ordinance 2021-08 in the Minutes of its August 12, 2021 meeting.

Attachment – Town Code §34.40 *et seq*

Certification

I, Fran Westbrook, Interim Mayor, do hereby certify that Ordinance 2021-08 was adopted at the August 12, 2021 meeting at which a quorum was present and voting. The Vote was:

IN FAVOR

OPPOSED

J. Christopher Braly
Jackie Brown
R. Wayne Nunnally
Anthony Marchetti
Dudley M. Patteson
Bonnie Schaschek

Fran Westbrook, Interim Mayor

ATTEST:

Nancyellen Keane, Keane Law PLLC, Town Attorney

SHORT TERM RENTAL REGISTRY

§34.40 DEFINITIONS.

For the purposes of this section, the following definitions apply:

OPERATOR. The proprietor of any dwelling, lodging or sleeping accommodation offered as a short term rental, whether in the capacity of owner, lessee, sublessee, mortgagee in possession, licensee, or any other possessory capacity.

SHORT TERM RENTAL. The provision of a room or space that is suitable for, or is intended for, occupancy for dwelling, lodging, or sleeping purposes, for a period of fewer than thirty (30) consecutive days, in exchange for the charge for the occupancy.

§34.41 DUTY TO REGISTER.

There is hereby established a short term rental registry for property offered or used as short term rental within the Town. Prior to offering a short term rental, the operator shall register with the Town and disclose all such properties offered in the Town. The registration shall include the complete name of the operator, and the owner if different, their contact information, and the address of each property in the Town offered for short term rental by the operator. The Town may charge a reasonable fee for registration which may be set from time-to-time by the Council. After the initial registration, registration shall be renewed by January 15 of each year.

§34.42 EXEMPTIONS.

An operator is not required to register with the Town if such person is (i) licensed by the Real Estate Board or is a property owner who is represented by a real estate licensee; (ii) registered pursuant to the Virginia Real Estate Time Share Act (§55.1-2200 *et seq*); (iii) licensed or registered with the Department of Health, related to the provision of room or space for lodging; or (iv) licensed or registered with the locality, related to the rental or management of real property, including licensed real estate professionals, hotels, motels, campgrounds, and bed and breakfast establishments. If an exemption ceases to apply, and there is no other exemption, then the person shall promptly register for the Town's Short Term Rental Registry before continuing to offer such property for short term rental.

§34.43 PENALTIES.

A. Failure to Register. The penalty for failure to register shall not exceed \$500 per violation. A penalty may be imposed when an operator who is required to register offers for short term rental a property that is not registered with the Town. A separate violation shall be deemed committed each day during or on which a property is offered or used as a short term rental without registration and after written notice of such violation. Unless and until an operator pays the penalty (if one is assessed) and registers such property, the operator may not continue to offer such property for short term rental. Upon repeated violations of this Ordinance as it relates to a specific

property, an operator may be prohibited from registering and offering that property for short term rental for a period of one year. Such prohibition, for good cause may be appealed to the Mayor.

B. Violations of Laws Relating to Short Term Rentals. The operator may be prohibited from offering a specific property for short term rental in the Town, if the operator has multiple violations on more than three occasions of applicable state and local laws, ordinances, and regulations, as they relate to short term rental or transient occupancy taxes.

§34.44 ENFORCEMENT.

It shall be the responsibility of the Town Clerk to administer, interpret and enforce the provisions of this section, including determining the penalty amount, and whether to assess a penalty. The Town shall send a written notice of violation to the operator, and property owner, if different, by mail to the mailing address listed in the registration, or, in the absence of a registration, then to the mailing address on the real estate record. The Town Clerk may seek assistance of the Town Attorney with respect to enforcement of this section, as needed.

PROPOSED SCHEDULE FOR CUP AND REZONING – August 12, 2021 Council Meeting

Location: Tax Map 33-379; Zoning M-1; Address: 73 Seafood Lane

2021.CUP2_Pollard

2021.RZ 01_Pollard

Property Owner: Albert Pollard

Purpose: Authorize parcel for use as an Inn in B-1; rezone parcel from M-1 to B-1 (use complies with both M-1 and B-1 zoning).

Completed application date: July 23, 2021

PROPOSED CUP SCHEDULE - Ends October 14, 2021 (Approx 9 weeks from setting schedule)

- | | | | |
|---------|---|--|--|
| Aug 12 | 6:30 pm | TC Reg Mtg - Adopt CUP Schedule | |
| Sept 7 | 6:30 pm | PC Reg Mtg – 1 st reading of Resolution recommending CUP, Rezone | |
| Sept 9 | 6:30 pm | TC Reg Mtg – 1st reading of Resolution for decision on CUP, Rezone | |
| Sept 27 | All written notices shall have been provided to property owners w/in 300 ft** | | |
| Sept 30 | Ad Rapp Record | | Town Code §154.017 citing VA Code §15.2-2204 |
| Oct 7 | Ad Rapp Record | | Town Code §154.017 citing VA Code §15.2-2204 |
| Oct 7 | Certification and Listing shall have been received by Town | | VA Code §15.2-2206 |
| Oct 12 | 6:30 pm | Joint Pub Hearing CUP, Rezone | VA Code §15.2-2204 |
| | Immed follow | PC Spec Mtg – 2 nd reading of Resolution recommending CUP, Rezone | |
| Oct 14 | 6:30 pm | TC Reg Mtg – 2 nd reading of Resolution for decision on CUP, Rezone | |

** Town Code §154.017(I)