

**Minutes of the Special Meeting of the Stephens City Town Council
Wednesday, October 23, 2018
6:00 pm**

Mayor Mike Grim called the meeting to order at 6:00 pm and led the Pledge of Allegiance.

Councilor Nauman offered the invocation

Roll call showed the following present:

Vice Mayor Ronald Bowers, Councilor Linden A. Fravel, Jr., Councilor Joseph Hollis, Councilor Jason Nauman, Councilor Regina Swygert-Smith. Councilor Kelly Thatcher

Staff present: Mike Majher, Ty Lawson, Bob Ziogas (by telephone)

Guests: Josh Janney, Dixie Irwin, Ray Ewing

MOTION FOR CLOSED MEETING

Date: October 23, 2018

Motion By: Councilman Jason Nauman

I move that the Council of the Town of Stephens City enter Closed Session pursuant to Section 2.2-3711.A.7 of the Code of Virginia, 1950, As Amended for consultation with legal counsel and briefings by staff members pertaining to ongoing litigation between the Town of Stephens City and Frederick water and consultation with legal counsel regarding specific legal matters require the provision of legal advice by such council.

VOTE:

Aye – Vice Mayor Bowers
Councilor Fravel
Councilor Hollis
Councilor Nauman
Councilor Swygert-Smith
Councilor Thatcher

Nay –

Absent –

Abstain –

ATTEST:


Mike Majher
Town Manager

Council member Hollis moved to reconvene to open session. The motion passed.

**CERTIFICATION OF CLOSED MEETING
RESOLUTION**

Date: October 23, 2018

Motion By: Councilman Jason Nauman

WHEREAS, the Council of the Town of Stephens City, Virginia has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712.D of the Code of Virginia requires a certification by this Council that such Closed Meeting was conducted in conformity with Virginia law,

NOW, THEREFORE, BE IT RESOLVED that the Council hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Council.

RECORDED ROLL CALL VOTE:

Aye – Vice Mayor Bowers
Councilor Fravel
Councilor Hollis
Councilor Nauman
Councilor Swygert-Smith
Councilor Thatcher

Nay –

Absent –

Abstain –



Mike Majher, Town Manager

MOTION TO APPROVE TERM SHEET

Date: October 23, 2018

Motion By: Councilman Jason Nauman

Councilor Nauman made a motion to approve the Term Sheet dated October 9, 2018 and authorize professional staff to undertake actions consistent with the terms therein. Consistent with one of the terms of the Term Sheet, the Town and Frederick Water will release a Joint Press release following the adoption by both organizations of the Term Sheet.

Councilor Fravel seconded the motion. The Mayor requested a roll call vote on the resolution.

RECORDED ROLL CALL VOTE:

Aye – Vice Mayor Bowers
Councilor Fravel
Councilor Hollis
Councilor Nauman
Councilor Swygert-Smith
Councilor Thatcher

Nay –

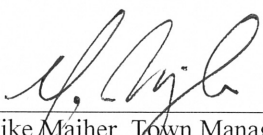
Absent –

Abstain –



Mike Majher, Town Manager

There being no further business, Councilman Hollis moved to adjourn at 7:10 p.m. and the motion carried.



Mike Majher, Town Manager

Michael P. Grim, Mayor

MOTION FOR CLOSED MEETING

Date: October 23, 2018

Motion By: Nauman

I move that the Town Council of the Town of Stephens City enter Closed Session pursuant to Section 2.2-3711.A.7 of the Code of Virginia, 1950, As Amended for consultation with legal counsel and briefings by staff members pertaining to ongoing litigation between the Town of Stephens City and Frederick Water and consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel.

VOTE:

Aye - Hollis Thatcher
Smygert-Smith
Fravel
Nauman

Nay - Ø

Absent/Abstain - Ø

ATTEST:


Michael Majher
Town Manager

CERTIFICATION OF CLOSED MEETING

RESOLUTION

Date: October 23, 2018

Motion By: Nauman

WHEREAS, the Town Council of the Town of Stephens City, Virginia has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712.D of the Code of Virginia requires a certification by this Council that such Closed Meeting was conducted in conformity with Virginia law,

NOW, THEREFORE, BE IT RESOLVED that the Council hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Council.

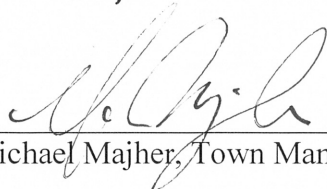
RECORDED ROLL CALL VOTE:

Aye - Hollis Thatcher
Swygert-Smith Fravel
Bowers Nauman

Nay - Ø

Absent - Ø

Abstain - Ø



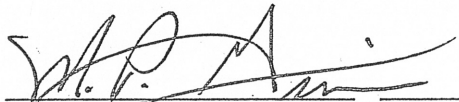
Michael Majher, Town Manager

TOWN OF STEPHENS CITY VIRGINIA RESOLUTION

1. **Whereas**, the Town of Stephens City and the Frederick County Sanitation Authority (now trading as Frederick Water) have been engaged in water and wastewater services for many years;
2. **Whereas**, the parties have had multiple disagreements during those years which led to litigation between them;
3. **Whereas**, the Town and the Frederick Water voluntarily entered into mediation in an effort to resolve the pending litigation and address other issues. The Town Council appointed Council members Linden "Butch" Fravel, Jason Nauman, and Town Manager Mike Majher, along with counsel to negotiate on their behalf. Frederick Water was represented by Board members Gary Oates, Tom Simon, and Executive Director Eric Lawrence, along with their counsel.
4. **Whereas**, on October 9, 2018 the Town's mediation representatives and the Frederick Water mediation representatives approved the term sheet ("Final Term Sheet Between the Town of Stephens City and Frederick Water") dated October 9, 2018 that would resolve the parties' differences, result in the dismissal of the Town's lawsuit and Frederick Water's counterclaim suit, as well as generate substantial benefits for both parties and the customers they serve. Frederick Water's Board met on October 16, 2018 and approved the Term Sheet.

NOW THEREFORE, BE IT RESOLVED that the Town of Stephens City Virginia's Common Council approves the Term Sheet dated October 9, 2018 and authorizes professional staff to undertake actions consistent with the terms therein. Consistent with one of the terms of the Term Sheet, the Town and Frederick Water will release a Joint Press release following the adoption by both organizations of the Term Sheet.

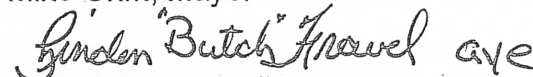
Adopted 10/23/2018



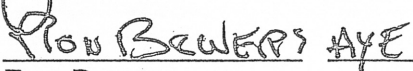
Mike Grim, Mayor

 Aye

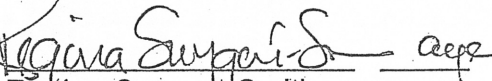
Jason Nauman

 Aye

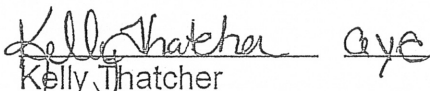
Linden "Butch" Fravel

 AYE

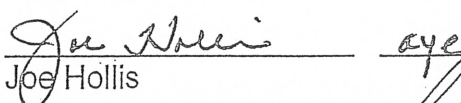
Ron Bowers

 aye

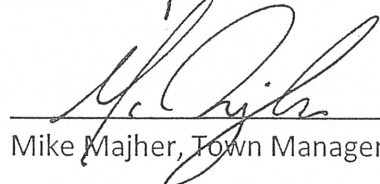
Regina Swygert-Smith

 aye

Kelly Thatcher

 aye

Joe Hollis


Mike Majher, Town Manager