



AGENDA TOWN/COUNTY LIAISON COMMITTEE MEETING

Warren County Government Center
Board Room 220 North Commerce
Avenue, Front Royal VA 22630
Thursday, April 17, 2025 at 6:00 PM



1. Call to Order – Jerome “Jay” Butler – Chair, Board of Supervisors
2. Joint Towing Board Request – Town
 - Vice Chairman of the Board Gloria Knott has asked to continue discussions on the Board’s request from the October 2024 meeting titled “Joint Town Board Cap” specifically to amend each locality’s codes.
3. Septic Haul Rate – Town
 - Notify the County of an upcoming rate increase based on a recent study performed for the Town.
4. MOU Regarding Building Code Enforcement Discussion – Town
 - In January 2022, Council voted to repeal the Building Department, returning responsibility to Warren County for code enforcement thus creating the need for a building code and E&S enforcement MOU. That MOU contains outdated and erroneous provisions. Discussion is requested to replace the existing MOU with MOUs for building code inspections and enforcement and for E&S inspections and enforcement.
5. Criser Road Boundary Line Adjustment Request/Discussion – Town
 - East and West Criser Road requires a boundary line adjustment to bring the entirety of Town maintained rights of way within the Town Limits. Discussion of a boundary line adjustment by agreement, pursuant to VA Code §15.2-3106 – §15.2-3108.
6. MOU Regarding Avtex Property Discussion – Town
 - In 1999 three parties entered into an MOU. Discuss the deeding of certain parcels by FRWCEDA as required by paragraphs 3 and 4, and other provisions.
7. Law Enforcement Practice Shooting Range – Town
 - Has the County hired a consultant for the construction of a law enforcement practice shooting range?

Next Meeting – **Thursday, July 17, 2025 at 6:00 PM in the Council Chambers**

Adjournment



Liaison Committee Meeting Minutes of 1/30/25 - Page | 1

The following minutes are a summary of items on the agenda. This meeting may be viewed in its entirety by accessing the video of the same date online via the Town's website at www.frontroyalva.com for a limited time.

PRESENT FROM TOWN: Mayor Lori A. Cockrell
Councilman Wood
Interim Town Manager BJ Wilson

PRESENT FROM COUNTY: Chair Jerome Butler
Supervisor John W. Stanmeyer
County Administrator Edwin "Ed" Daley

OTHERS PRESENT: Clerk of Council Tina L. Presley
Various Members of Staff, Council and Supervisors

Mayor Cockrell called the meeting to order.

Clarification on the Fiscal Impact Analysis – Mayor Cockrell speaking on behalf of herself and Council voiced concern that the fiscal impact calculations being given to developers was outdated and questioned who was doing the calculations. Town Planning/Zoning Director Lauren Kopishke explained what triggered these questions, focusing specifically on the schools, noting that the analysis was outdated. Mr. Daley agreed the analysis was outdated and the County was seriously looking at updating it in their next budget; however, the cost was approximately \$100,000 and asked whether the Town would be interested in sharing in the cost. Mayor Cockrell reminded them that the Town citizens were also County citizens. Mr. Daley advised that the analysis would consist of fire/rescue, schools, social services and solid waste and asked whether there were any services that were specific only to the Town. It was confirmed by the Mayor and Staff that the Town already had studies on electric, water, sewer and solid waste. Ms. Kopishke advised that there was currently an RFP being put together for a Transportation Study that would be specific to the roads in Town. Councilman Wood suggested that Mr. Wilson give it some thought and come back to Council. There was much discussion about the housing issues in Town and County. Mayor Cockrell asked for this proposal to be added to the February 10th Work Session for Council's review.

Increase in Solid Waste Tipping Fees in 2025 – Mayor Cockrell questioned whether the County was thinking about raising the tipping fees this year since it was budget season. Mr. Butler explained the County's deficit as it related to solid waste but was unsure whether there would be an increase at this time. It was hoped that they would know by the first week of May.

Transportation Subcommittee Update – Mr. Stanmeyer advised that the emergency exit at Interstate 66 was being reviewed but was tied up at the federal level.

Mr. Daley asked whether the Town wanted the consultant to look at road impact fees with new development. Mayor Cockrell advised that pursuant to state code the Town could not ask for road monies from developers explaining there was a Bill at the General Assembly requesting that change.

Mayor Cockrell questioned what the County thought about enforcing water conservation to water customers who are outside the town limits when the Town is observing water conservation. Mr. Stanmeyer suggested placing signs in those areas that are not complying [Henselstone and Blue Ridge Shadows] but realized that there would not be much in the way of enforcement from the County.

Next Meeting – Thursday, April 17, 2025 at 6:00PM at the Warren County Government Center

Adjourned at 6:55pm

**BY-LAWS OF THE
FRONT ROYAL-WARREN COUNTY JOINT TOWING BOARD**

ARTICLE 1 – PURPOSE OF COMMITTEE

- 1-1 The Front Royal-Warren County Joint Towing Board ("the Committee") is hereby created to ensure proper storage, availability and service by persons and firms authorized to provide towing services at the request of the Warren County Sheriff's Office (hereinafter the "Sheriff's Office"), the Front Royal Police Department (hereinafter the "Police Department"), Virginia State Police (hereinafter "State Police") and other law enforcement personnel.

ARTICLE 2 – SELECTION OF MEMBERS

- 2-1 The Committee shall consist of seven (7) members to be appointed jointly by the Front Royal Town Council and the Warren County Board of Supervisors. The Committee shall include the following members:
- 2-1-1 Three (3) members shall be law enforcement officers, including a representative from the Sheriff's Office, the Police Department, and State Police.
 - 2-1-2 Three (3) members shall be representatives of towing and recovery businesses.
 - 2-1-3 One (1) member shall be a citizen of the Town of Front Royal or the County of Warren.
- 2-2 Each member shall serve a four (4) year term and shall be appointed jointly by the Front Royal Town Council and the Warren County Board of Supervisors.

ARTICLE 3 – SELECTION OF OFFICERS

- 3-1 Officers of the Committee shall consist of a Chairman, Vice-Chairman, and Secretary.
- 3-2 The officers of the Committee shall be appointed for a one (1) year term, with no individual holding an office for more than two (2) consecutive terms without a one (1) year lapse between terms.
- 3-3 Nomination of officers shall be made from the floor at the beginning of the first meeting of the year for the ensuing year. Election of officers shall follow immediately. A candidate receiving a majority vote of the members shall be declared elected. The Warren County Sheriff or his designee shall oversee the nomination and election of officers.
- 3-4 Vacancies in office shall be filled at the next Committee meeting according to the procedures in this article.

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ARTICLE 4 – DUTIES OF OFFICERS

4-1 The Chairman shall:

- 4-1-1 Develop an agenda and preside at meetings.
- 4-1-2 Report annually to the Board of Supervisors and the Town Council.
- 4-1-3 Rule on procedural questions (subject to reversal by a majority vote of the members present).
- 4-1-4 Certify official documents involving the authority of the Committee.
- 4-1-5 Certify minutes as true and correct copies.
- 4-1-6 Carry out other duties as assigned by the Committee.

4-2 The Vice-Chairman shall:

- 4-2-1 Assume the full powers of the Chairman in the absence or inability of the Chairman to act upon and oversee the Plan of Work.

4-3 The Secretary shall:

- 4-3-1 Record attendance at all meetings.
- 4-3-2 Record the minutes of the Committee meetings.
- 4-3-3 Notify members of all meetings.
- 4-3-4 Maintain a file of all official Committee records and reports.
- 4-3-5 Certify maps, records, and reports of the Committee.
- 4-3-6 Give notice and be responsible for publishing public notices of all Committee public hearings and public meetings.
- 4-3-7 Attend to the correspondence necessary for the execution of the duties and functions of the Committee.

ARTICLE 5 – SUBCOMMITTEES

- 5-1 The Committee may appoint any subcommittees or advisory groups as necessary for the conduct of its work. The Chairman of the Committee shall be an ex-officio member of all such subcommittees or groups.

ARTICLE 6 – MEETINGS

- 6-1 The Committee shall meet on a quarterly basis on the first Wednesday of January, April, July and October or any other day determined by majority vote of the Committee. Whenever the regular scheduled meeting falls on a legal holiday, the regular meeting shall be held on the following day. Notice of time and place of regular meetings shall be emailed by the Secretary to the Committee and interested parties at least fourteen (14) days in advance of each meeting.

- 6-2 Special meetings may be called by the Chairman or on request of three (3) members of the Committee by emailed notice at least seven (7) days in advance of the date of such special meeting. Emergency meetings may be convened by the Chairman with a 24-hour telephone notice attempt to reach all members.
- 6-3 All meetings of the Committee shall be open to the public, except as provided for in the Virginia Freedom of Information Act.
- 6-4 If any member has three (3) unexcused absences in a calendar year, the member shall be removed from the Committee and another representative shall be appointed jointly by the Board of Supervisors and Town Council to fill the unexpired term of office.

ARTICLE 7 – VOTING

- 7-1 A majority of the members shall constitute a quorum.
- 7-2 No action of the Committee shall be valid unless authorized by a majority vote of those present and voting.

ARTICLE 8 – COMPLAINTS

- 8-1 In the event that a complaint is lodged by a member of the Committee against a towing operator or law enforcement personnel, such member shall be excused from the hearing on the complaint.

ARTICLE 9 – ORDER OF BUSINESS

- 9-1 The order of business for a regular meeting shall be:
- 9-1-1 Call to Order
 - 9-1-2 Roll Call
 - 9-1-3 Adoption of Agenda
 - 9-1-4 Approval of Minutes
 - 9-1-5 Committee Matters
 - 9-1-6 Adjournment
- 9-2 Parliamentary procedure in all Committee meetings shall be governed by Robert's Rules of Order.
- 9-3 The Committee shall keep minutes of each meeting, and these minutes shall become a public record. The Chairman shall sign all minutes, and they shall be kept in the official minute book.

ARTICLE 10 – AMENDMENTS

10-1

These By-laws may be amended by a majority vote of both the Warren County Board of Supervisors and Front-Royal Town Council with thirty (30) days' notice to each governing body.

Adopted by the Warren County Board of Supervisors: February 20th, 2018

Adopted by the Front Royal Town Council: March 26th, 2018

Tina Presley

From: Tina Presley
Sent: Thursday, March 13, 2025 10:12 AM
To: Gloria Knott
Cc: Lori Athey Cockrell; Jerome Butler; Edwin Daley; BJ Wilson
Subject: FW: Include me on Liaison Committee Meeting on April 17 - (Joint-Tow Board Request for Cap
Attachments: Emailed-To-(BOS-N-TownCouncil)-Cap-On-Tow-Rotation-Comments-dtd-020325.pdf; County Code.pdf; Town Code.pdf; By-Laws of Joint Towing Board 2018.pdf

Good Morning Gloria,

I will try to answer your questions in sections.

SELECTION OF BOARD MEMBERS:

- Pursuant to the Joint Towing Board By-Laws that were approved by the Town and County in 2018, the seven-member Board was appointed jointly by the Council and Board of Supervisors (BOS) **ATTACHED**
- Each member shall serve a four-year term and shall be appointed jointly by the Council and BOS, even during times of vacancies
- Applications for board vacancies should be forwarded to both Council and BOS through their Clerks and/or County Administrator and Town Manager. This can be done at any time when a vacancy occurs.
- Below is the current list I have. As you can see there was no one from the WCSO when this list was approved by both Council and BOS in 2022
- Pursuant to your email, it looks like Lt. Michael Glavis is your WCSO representative and per the by-laws, should be approved for appointment by both the Council and BOS.
- Members on the Board may be extended. There is nothing in the By-laws on how many terms they can serve.

	EXPIRES	REAPPOINTED	REAPPOINTED	REAPPOINTED	APPOINTED
Joint Towing Advisory BD 4-year terms					
Gloria Knott	8/31/26			6/27/22	8/13/18
Louis "Peanut" Tharpe	8/31/26			6/27/22	8/13/18
Alan Crawford	8/31/26			6/27/22	8/13/18
VACANT – WCSO	8/31/26				3/27/23 unexpired
Sgt David Fogle– FRPD	8/31/26			6/27/22	8/13/18
Sgt Brian Davis– State Police	8/31/26			6/27/22	8/13/18
Citizen – Christian Downs	8/31/26				8/15/23 & 8/28/23 unexpired

SELECTION OF OFFICERS

- Pursuant to the By-Laws Officers (Chairman, Vice Chairman and Secretary) shall be appointed by the seven-member Board for a one-year term and cannot serve more than two consecutive terms without a one-year lapse between terms.
- Lt. Glavis as the current Chairman for the Year 2025 is not something the Council and BOS need to approve. These appointments are made internally with the Joint Towing Board.

ADDITION OF ITEM TO LIAISON COMMITTEE MEETING

The Liaison Committee Meeting is scheduled for Thursday, April 17th at 6:00pm in the Warren County Government Center. I have copied the Mayor, Chairman of BOS, County Administrator and Interim Town Manager your request to amend Town and County Codes and possibly appoint members to the Board. Understand that the Liaison Meeting is not a place to take action but to discuss and take items back to their respective boards for possible action.

To Clarify – you are asking the Town Council and BOS to consider amending the Town Code Chapter 158-59 Law Enforcement Requested Towing Application Approval and Warren County Code Chapter 172-51 Vehicles and Traffic Article V. Law Enforcement Requested Towing Application Approval to add **D. The Joint Towing Board has a cap of five (5) towing companies for the Town of Front Royal and Warren County areas. All compliance documents are required at the time of application in May of each year. Any new applications would be considered should an opening arise from a suspension on the towing rotation list. CODES ATTACHED ALONG WITH ANSWERS TO QUESTION FROM OCTOBER LIAISON MEETING**

I hope this helps. Let me know if you have any further questions.



Tina L. Presley

Clerk of Council, CMC
FOIA Officer

Office Phone: 540-635-8007

102 E. Main Street
Front Royal, Virginia 22630

www.frontroyalva.com

From: Gloria Knott <[REDACTED]>
Sent: Wednesday, March 12, 2025 4:25 PM
To: Tina Presley <tpresley@frontroyalva.com>
Cc: Gloria Knott <[REDACTED]>
Subject: Include me on Liaison Committee Meeting on April 17 - (Joint-Tow Board Request for Cap

Hi Tina Presley,

Yes, I need to get on the next Liaison Committee Meeting on April 17.
Yes, please email them to Town Council, and Warren County BOS.
I have attached the documents again.

WCSO has assigned Lt. Michael Glavis who is also voted in as current Chairman for the Year 2025 - Joint Tow Board.

So I need some guidance on board elections.

<https://www.warrencountyva.gov/273/Citizen-Appointments>

Can you tell me who receives the Applications when someone wants to apply to be on the Joint Tow Board.

There was an opening mentioned in the Royal Examiner for various boards and taking applications for review and one of them was the Citizen Appointment for the Joint Tow Board.

Several of the Joint Tow Board Members terms expire 8/2026 - After 2 terms. What is the process if they extend to another term? When should any new applications be submitted? I have a meeting on April 2, 2025 with the Joint Tow Board. I would like to relay this message.

Thank you for your assistance.

Gloria Knott

Vice-Chairman / Joint-Tow Board





Meeting on 10/17/24 @ 6:00 PM

- Liaison Group for Town Council and Board of Supervisors

At a regular meeting of the Front Royal-Warren County Joint Towing Advisory Board held in the Warren County Sheriff's Office Community Room on October 2, 2024 at 1:00 PM

New Business:

- A MOTION was made and agreed to by all board members present to establish a cap of five (5) towing companies for Front Royal – Warren County areas for the towing rotation list for law enforcement.
- In the attachment is a list of the current five (5) towing companies. Four (4) towing companies, Tharpe's Garage, Midway Towing, Shenandoah Towing, and Keen's Towing have been serving law enforcement since the establishment of the Joint Towing Advisory Board in September 19, 2017. A fifth towing company, In a Pickle Towing was added in July 2024.
- The board is requesting a cap due to the costs of trying to replace equipment, such as tow trucks, or wreckers, as well as maintaining truck maintenance. Commercial business insurances, taxes, and repair costs continue to rise each year. If more towers are allowed to be added to the rotation list, then we are not able to provide needed upgrade to service law enforcement and the community.

Attendees at the Liaison Group Meeting on 10/17/24:

- Joseph Waltz – Town Manager; Dr. Edwin Daley – County Administrator; Lori Cockrell – Mayor; Joshua Ingram – Town Council; Cheryl Cullers – Chair, South River District, Dr. Richard Jamieson, Member North River District, Zachary Henderson – Deputy Clerk to the Board
- After Gloria Knott's presentation the following were the comments received.
 - o Questions I was asked:
 - They wanted to know if other towers applied, I said only 1. When tow board started it was 5 then moved to 4, and then this year we added In a Pickle Towing to the rotation.
 - They asked how many towers were in the area, I told them I really did not know. Then Dr. Edward Daily said a lot of the companies didn't want to be on demand. I also brought up that Town Code specifies the lot requirements, equipment, and other items to be considered.
 - I told them the customer can request any towing company but it is the discretion of law enforcement if their request will arrive, and clear the scene of an accident in a timely manner.

- Dr. Richard Jameson wanted a meet in the middle aspect, so that the list does not sound like a monopoly.
- Joseph Waltz was supposed to send me an email on what the process is for the next steps. I have not received any additional information. Also note that the Royal Examiner has an article published that he is leaving office of Town Manager on 01/12/25 to continue his career in the Energy Industry.
- They seems to understand the reason for capping the list, but they wanted some type of review yearly.

I told them, I would present their comments at the next Joint Tow Board Meeting which is Jan. 8, 2025.

NOTE: Responses to their request need to be in writing, and submitted to Gloria Knott for further follow-up.

THE REVIEW COMMENTS

CAP OF 5 TOWING COMPANIES FOR AREA

- 1) There really does not need to be a review on companies as the Joint-Tow Board already has compliance requirements in place for being considered at application time in May of each year. Those requirements are outlined in Warren County – Code under Chapter 172 and Traffic Article V. Law Enforcement Requested Towing, and verbatim under Town of Front Royal Municipal Code 158. These specification identify processes for the board to handle any complaints against a towing company, or law enforcement agency.
 - A) Example of wreck recovery scene. The customer has the option of selecting a towing company of their choice, and it is determined by the law enforcement officer if that company is available to clear the scene quickly and arrive on scene within 30 minutes. If not feasible, law enforcement will contact their dispatch units for the next towing company listed in their rotation. If that towing company is not available, then they call the next one in the rotation. Towers can also call another towing company on the approved rotation list to assist in any incident, and that is notified back to the dispatch unit.
 - B) Requirements for the consideration of being on the rotation are also listed in both codes. The documents are reviewed by all board members.
 - C) The reason for a cap is the cost to maintain our businesses overhead and facility, trucks and repair parts, employees, insurance, etc. These costs continue to rise yearly. Towers take a big loss on many wreck recoveries because the customer does not have proper insurance to cover the bill. They also don't pick up their vehicle or provide a title so that it can be scrapped. Scrap prices are down, and it definitely does not cover the wreck recovery charges, or the labor involved to get a vehicle ready for scrap, and the tow-out to the scrap facility.
 - D) Our area does not generate enough business to provide for more towing companies.

E) Recommend Adding an Amendment to Town of Front Royal Municipal Code Chapter 158 – 59 – APPLICATION APPROVAL

- D) The Joint Towing Board has a cap of 5 Towing Companies for the Town of Front Royal, and the Warren County areas. All compliance documents are required at time of application in May of each year. Any new applications would be considered should an opening arise from a suspension on the towing rotation list.

F) Recommend Adding an Amendment to Warren County – Chapter 172. Vehicles and Traffic Article V. Law Enforcement Requested Towing – Under 172-51. APPLICATION APPROVAL

- D) The Joint Towing Board has a cap of 5 Towing Companies for the Town of Front Royal, and the Warren County areas. All compliance documents are required at time of application in May of each year. Any new applications would be considered should an opening arise from a suspension on the towing rotation list.

TOWN CODE CHAPTER 158 VEHICLE AND TRAFFIC

LAW ENFORCEMENT REQUESTED TOWING

158-59 APPLICATION APPROVAL

- A. The Joint Towing Board shall conduct an investigation to determine the accuracy of the information contained in the application and shall inspect the storage lot and equipment to be used.
- B. Upon completion of the investigation, the Joint Towing Board shall determine whether the applicant meets the requirements of this article. If the Joint Towing Board finds the applicant qualified, he shall approve and sign the Towing Services Agreement. The applicant's name shall be placed on the Towing List in a rotating order.
- C. If the Joint Towing Board finds the applicant unqualified, it shall indicate in writing the reasons and return the application to the applicant.
- D. The Joint Towing Board has a cap of five (5) towing companies for the Town of Front Royal and Warren County areas. All compliance documents are required at the time of application in May of each year. Any new applications would be considered should an opening arise from a suspension on the towing rotation list.

DRAFT

**AGREEMENT TO PROMOTE AND SUPPORT DEVELOPMENT IN
FRONT ROYAL, VIRGINIA REGARDING BUILDING CODE ENFORCEMENT**

THIS AGREEMENT TO PROMOTE AND SUPPORT DEVELOPMENT IN FRONT ROYAL, VIRGINIA REGARDING BUILDING CODE ENFORCEMENT (the "Agreement"), made this 18th day of March, 2022 by and between the County of Warren, Virginia, a political subdivision of the Commonwealth of Virginia, (the "County"), and the Town of Front Royal, Virginia, a political subdivision of the Commonwealth of Virginia, (the "Town");

WHEREAS, the Town and the County desire to facilitate and support private sector efforts to continue construction projects thereby promoting the public welfare and employment opportunities in the most economical manner; and

WHEREAS, the Town terminated the Town-County Agreement of February 8, 1983, which designated responsibility for enforcement of all aspects of the Virginia Uniform Statewide Building Code within the Town limits to the County; and

WHEREAS, the Town instituted a separate building permit and inspections program effective January 3, 2022; and

WHEREAS, Town residents are also County residents, and a singular County-wide building inspections program is more cost-effective and provides better service for the community.

NOW, THEREFORE THE PARTIES AGREE AS FOLLOWS:

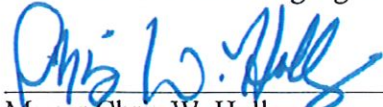
- 1) The Town building permit and inspection program is terminated effective as of the date of this Agreement.
- 2) The County shall provide County-wide, inclusive of the Town, Uniform Statewide Building Code enforcement services pursuant to Code of Virginia § 36-105 and Local Erosion and Sediment Control Programs pursuant to Code of Virginia § 10.1-562 effective as of the date of this Agreement. The County shall not enforce the Building Code portions that pertain to maintenance or dilapidated or blighted properties in the Town.
- 3) Town staff will participate in the Development Review Committee monthly meetings with staff from Warren County, Rappahannock Electric Cooperative, Virginia Department of Transportation, Warren County Health Department, Economic Development, Fire and

Rescue, and the Chamber of Commerce to share project information and provide coordinated information to private sector representatives.

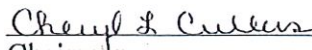
- 4) The Town will continue the partnership with the County by using the EnerGov/Tyler Technologies permitting software initiated jointly, and the Town will continue to pay 25% of the cost thereof.
- 5) This Agreement shall continue until ~~the later of~~ 1/1/2027 or sixty days after written notice is provided by the Town.
- 6) The Town shall provide zoning and permitting information to the Commissioner of the Revenue of Warren County on a timely basis but not later than ten days after receipt thereof by the Town of such information to ensure correct property valuations and assessment.
- 7) Any dispute concerning the performance or interpretation of this Agreement shall be adjudicated in the General District or Circuit Courts of Warren County, Virginia.
- 8) This Agreement constitutes the entire understanding and agreement among the parties with respect to the matters set forth herein and supersedes all prior or contemporaneous understandings or agreements among the parties with respect to the subject matter hereof, whether oral or written.
- 9) This Agreement constitutes a fully negotiated agreement among sophisticated parties, with the assistance of legal counsel, and must not be construed and interpreted for or against any party thereto.

This Agreement to Promote and Support Development in Front Royal, Virginia Regarding Building Code Enforcement has been duly authorized and approved by the Town Council of the Town of Front Royal, Virginia and the Board of Supervisors of Warren County, Virginia and the Mayor of the Town and the Chairman of the Board are authorized to execute the same.

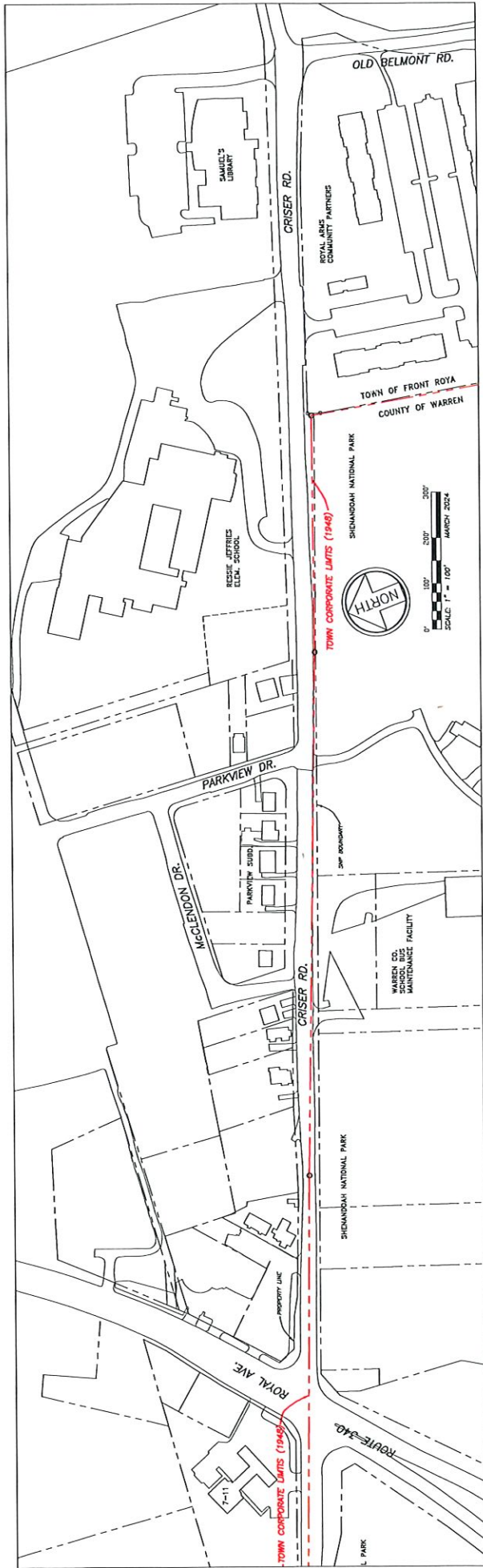
WITNESS the following signatures:



Mayor Chris W. Holloway
Town of Front Royal, Virginia



Chairman
Board of Supervisors of
Warren County, Virginia



THIS MEMORANDUM OF UNDERSTANDING made and dated this 21st day of September, 1999, by and between the *COUNTY OF WARREN, VIRGINIA*, a body politic, hereinafter called the "County"; the *TOWN OF FRONT ROYAL, VIRGINIA*, a body of politic, hereinafter called the "Town"; and *THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE TOWN OF FRONT ROYAL AND THE COUNTY OF WARREN*, d/b/a *The Economic Development Authority*, hereinafter called the "EDA".

WHEREAS, the parties hereto anticipate entering into a real estate sales contract by and between *Avtex Fibers-Front Royal, Inc.; Anthony H. Murray, Jr., as Trustee of Avtex; The Industrial Development Authority of the Town of Front Royal and the County of Warren, d/b/a The Economic Development Authority (EDA); County of Warren, Virginia; Town of Front Royal, Virginia; and United States of America; and FMC Corporation*, hereinafter referred to the "Real Estate Sales Contract", wherein the EDA will acquire all or certain parts of the following described real property (hereinafter the "Property"):

- (a) The former Avtex Fibers, Inc. industrial site, which is an industrial site at 1169 Kendrick Lane, Front Royal, Virginia, with approximately 428.2 acres;
- (b) The Allied Chemical/General Property, which is an industrial site of approximately 77.16 acres on the northern boundary of Avtex site; and
- (c) Approximately 68.5 acres of open space areas located on the west bank of the South Fork of the Shenandoah River (the West Bank Acres); and

WHEREAS, the County and the Town fund significant portions of the EDA's funding needs, all of which is for the betterment, health, safety and welfare of inhabitants of the Count of Warren and the Town of Front Royal; and

WHEREAS, the County and the Town have furnished most of the purchase price for the acquisition of the Property; and

WHEREAS, the parties recognize the necessity and desirability of an agreement regarding the future use and disposition of the Property, including local government and institutional uses, recreational uses, and commercial and industrial uses.

NOW, THEREFORE, WITNESSETH: that for and in consideration of the foregoing and the further consideration of the sum of One Dollar (\$1.00), cash in hand paid by the EDA to the County, and in further consideration of the sum of One Dollar (\$1.00) cash in hand paid by the EDA to the Town, receipt of all of which is hereby acknowledged, the parties hereto agree as follows:

1. That Conceptual Plan titled "Proposed Shenandoah Business Park Conceptual Plan, Economic Development Authority, Front Royal, Warren County, Virginia", prepared by North American Realty Advisory Services, hereinafter the Conceptual Plan, is attached hereto and incorporated by reference herein as Exhibit "A". It is understood and agreed that the boundaries of parcels or lots on said Conceptual Plan, and the acreages therein denoted, are approximations and not the result of accurate surveys.
2. Title to the Property initially will be taken in the name of the EDA.
3. Parcel 1 of approximately 25.75 acres, and Parcel E of approximately 8.0 acres will be reserved for future recreational, local government, or institutional use and deeded to the County or the Town as those parties may from time to time mutually agree.

4. Parcel 2A, of 10 acres, will be reserved for future commercial, or local government use and deeded as the County and the Town shall mutually agree.
5. Within the limits of any applicable restrictive covenants, the Real Estate Sales Contract, and the Town of Front Royal Comprehensive Plan, and the Town's Compliance Plan, the EDA will designate the owner and uses of the remainder of the Property; provided, however, it is understood and agreed that the EDA will designate the owners and the uses of the Property in accordance with the purposes of the industrial development authorities as set forth by the General Assembly of the Commonwealth of Virginia in the Industrial Development and Revenue Bond Act, and in particular Virginia Code Section 15.2-4901, or its successor statute(s), all for the benefit of the inhabitants of the Commonwealth, either through the increase of their commerce or through the promotion of their safety, health, welfare, convenience and prosperity.
6. Any costs incurred or funds expended by the County and/or the Town in putting the Property or such portion thereof in useable, developable, or saleable condition: such expenses to include but not be limited to demolition, cleanup, debris and waste removal, site preparation costs, and costs of infrastructure and improvements (including but not limited to necessary and appropriate street improvements and water and sewer and other utility services) and marketing, advertising, and general administrative expenses directly related to the Property are to be reimbursed to the County and Town, as the case may be, from the proceeds of sales of the Property by the EDA to the extent such funds are not otherwise reimbursed to the County or Town, as the case may be, under Paragraph 5.C. of said Real Estate Sales

Contract as being the actual, reasonable and ordinary expenses incurred by the County and/or Town in putting the Property on such portion thereof in useable, developable, or saleable conditions as such expenses are defined in Paragraph 5.C. of the Real Estate Sales Contract.

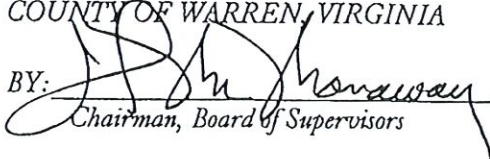
7. Any costs incurred or funds expended by the EDA on portions of the property ultimately used as recreational, institutional, or local government uses at the direction of the County and/or Town, to the extent such costs and funds are actually and reasonably necessary to put such portions of property in a condition suitable for recreational, institutional, or local government uses, such expenses to include but not be limited to demolition, cleanup, debris and waste removal, site preparation costs, costs of infrastructure and improvements (including but not limited to necessary and appropriate street improvements and water and sewer and other utilities services) and marketing, advertising, and general administrative expenses directly related to the property, shall, to the extent not otherwise reimbursed to the EDA under Paragraph 5.C. of said Real Estate Sales Contract, as set forth in Paragraph 6 of this Agreement and in Paragraph 5.C. of said Real Estate Sales Contract, shall be reimbursed to the EDA from the proceeds of the sale of the Property by the EDA.
8. For so long as any portion of the Property is owned by EDA consistent with the statutory purposes and duties established for industrial development authorities under the laws of the Commonwealth of Virginia, and for so long as real properties owned by industrial development authorities are exempt under the laws of the

Commonwealth of Virginia, real estate tax liens will not accrue against such
portion or portions of the Property.

WITNESS the following signatures and seals

COUNTY OF WARREN, VIRGINIA

BY:


Chairman, Board of Supervisors

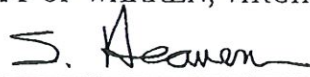
TOWN OF FRONT ROYAL, VIRGINIA

BY:

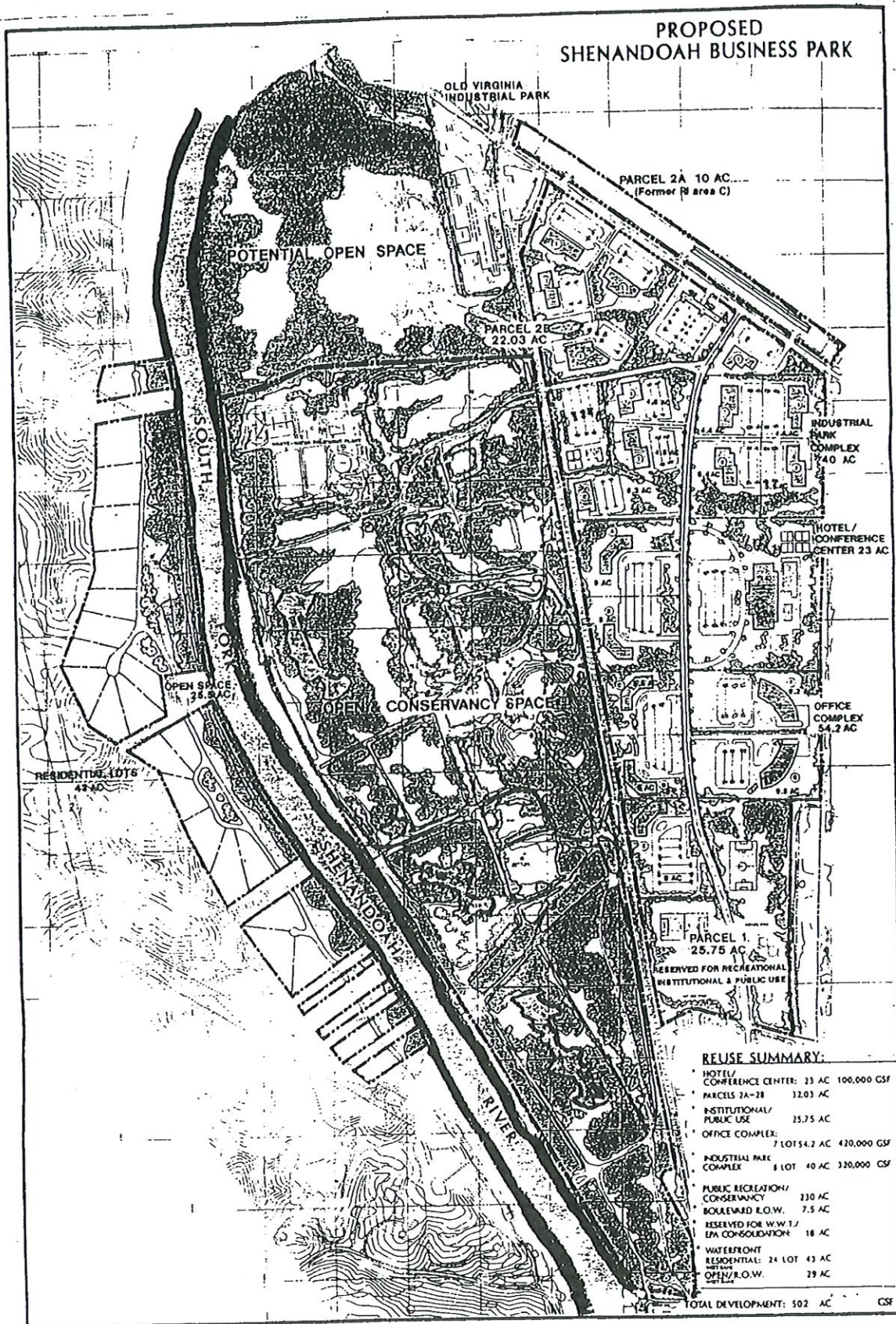

Mayor

THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE TOWN OF FRONT ROYAL AND THE
COUNTY OF WARREN, VIRGINIA

BY:


Executive Director

PROPOSED SHENANDOAH BUSINESS PARK



CONCEPTUAL PLAN

Economic Development Authority
Front Royal, Warren County, VA.

North
American

Realty
Advisors
Services

1000 Park Avenue
New York, NY 10022
(212) 455-1000

This drawing is not a survey. It is a conceptual plan.
All measurements are approximate and subject to
field verification.

