



**Planning Commission Agenda
Town of Orange Community Meeting Room
Monday, November 28, 2022**

6:00 p.m.

1. Call to order.

Roll Call:

Chairman Benjamin Sherman
Vice Chair Page Sullenberger
Commissioner Rita Carroll

Commissioner Donald Schafer
Commissioner LJ Taylor
Councilmember Timothy Bosford, *Ex-Officio*

- 2. Public Comment** – *The public is invited to make brief comments that would not necessarily require scheduling a separate Agenda item. It is asked that everyone speaking please state their name and address or group affiliation, if any.*
- 3. Planning Commission Meeting Minutes of October 24, 2022.**
- 4. Consideration & Continued Discussion of Amendments to the Planning Commission By-laws.**
- 5. Continued Discussion of Comprehensive Plan Updates.**
 - Continued Discussion of Planning Commission Goals for Themes 1, 2, & 3
- 6. Next Meeting – January 23, 2023 at 6:00 p.m.**
- 7. Adjournment.**

The Town of Orange Planning Commission Agenda Package is available on the Town's website for review at www.townoforangeva.org

Planning Commission Meeting Minutes
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The Town of Orange Planning Commission held a meeting at 6:00 p.m., in the Town of Orange Community Meeting Room. Planning Commission members present were: Chairman Benjamin Sherman, Vice-Chair Page Sullenberger (arrived at 6:47 p.m.), Commissioners Rita Carroll, Donald Schafer & L.J. Taylor. Staff members present were Director of Community Development John Cooley, AICP, CZA, Deputy Town Clerk Kimberly Strawser, CZA, CMC and Town Attorney Catherine Lea. Councilmember Timothy Bosford was also present.

CALL TO ORDER

The Chairman called the meeting to order. The Deputy Town Clerk called roll and noted that there was a quorum present.

PLANNING COMMISSION MEETING MINUTES OF SEPTEMBER 26, 2022

The Deputy Town Clerk stated that on page 2 of the minutes Commissioner Schafer's name was misspelled correction would be made. The minutes stand approved, as amended.

CONTINUED DISCUSSION OF DOMINION ENERGY – PROPANE FACILITY RENOVATION

The Director of Community Development stated that staff received the revised Dominion Energy plans. The Director of Community Development reported that he received conditional approval from VDOT as well as a few labeling comments from the Assistant Director of Public Works. The Director of Community stated that staff was looking for conditional approval of the plans with the conditions satisfying VDOT requirements, a letter was received from Culpeper Soil & Water that they approve the plans and are addressing the comments from Public Works.

After discussion, motion was made by Commissioner Taylor, seconded by Commissioner Schafer that the Planning Commission recommend approval for staff to approve the Dominion Energy Propane Facility Renovation site plan, contingent on comments received from VDOT and Culpeper Soil and Water. On vote, Chairman Sherman – aye, Vice-Chair Sullenberger – absent, Commission Carroll – aye, Commissioner Schafer – aye, and Commissioner Taylor – aye. Motion carried unanimously.

CONSIDERATION AND DISCUSSION OF AMENDMENTS TO THE PLANNING COMMISSION BY-LAWS

The Deputy Town Clerk reported that at the August 22nd meeting it was consensus of the Commission to change their meeting time from 7 p.m., to 6 p.m. The Deputy Town Clerk stated that this change needed to be reflected in the Planning Commission by-laws. The Deputy Town Clerk reported that it was brought to her attention by the Town Clerk that minutes needed to be voted on and approved by the Commission. The Deputy Town Clerk reported further that after review and discussion with the Town Attorney this would be better reflected with an amendment to the by-laws as well. The Deputy Town Clerk stated that the minutes are a legal document for the Commission and should be voted on. The Deputy Town Clerk stated further by approving the

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minutes, the Commission agreed that “this is what happened in the meeting” and the minutes became the official record of the meeting.

The Deputy Town Clerk stated that the proposed amendments were highlighted in the by-laws included in the Commission’s package and are as follows:

- page 1 amended date of by-laws would be added
- Section III – Conduct of Business Generally; number 2 delete and add *“The Chairperson shall call for active approval of the minutes of prior meetings. The Chair will then ask if there are any corrections or additions to be made. If a correction and/or addition is agreed to, or no correction and/or addition is called, the Chair shall call for a motion to approve the minutes. Upon receipt of a motion and a second, the Commission shall vote and upon a majority vote, the minutes shall be approved. Reading thereof shall not be required unless so moved”*
- Section VI-Meetings – remove 7:00 and add 6:00
- Last page amended date of by-laws

Commissioner Schafer requested for clarification from the Town Attorney regarding the quorum of members when voting. After discussion, the Commission requested that the Town Attorney gather information on what a majority would be for the Commission and bring the information back to the next meeting to be discussed.

After lengthy discussion, motion was made by Commissioner Taylor, seconded by Commissioner Carroll to change the meeting time of the Planning Commission to 6 p.m. On vote, Chairman Sherman – aye, Vice-Chair Sullenberger – absent, Commissioner Carroll – aye, Commissioner Schafer – nay, and Commissioner Taylor – aye. Motion carried unanimously.

It was the consensus of the Planning Commission to table the discussion of the amendment to Section III – Conduct of Business General; number 2 to their next meeting.

CONTINUED DISCUSSION OF COMPREHENSIVE PLAN UPDATES

The Director of Community Development stated that at the Commission’s last meeting staff requested the Commission review Themes 1-3 of the Comprehensive Plan. The Director of Community Development stated further that staff requested that Commissioner’s come up with three goals for each Theme and be prepared to discuss at their meeting.

A lengthy discussion was held on the following:

- Clarification of the relationship that ODA has with the Town
- Creating an economic strategy for the town
- The importance of bringing broadband to the town
- The need for more grocery stores
- Bringing back the farmer’s market

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- Need to promote higher paying jobs
- How to attract more businesses
- Create a joint effort with Orange County Economic Development

It was the consensus of the Commission to focus on three goals for Themes 1-3 and bring back to their next meeting.

CONSIDERATION OF CANCELING DECEMBER 26TH MEETING

Staff reported that since the December 26th meeting falls on a Town Christmas holiday, staff was requesting the meeting be cancelled. It was consensus of the Commission to cancel the December 26th meeting.

NEXT MEETING

The Commission will meet on Monday, November 28th at 6:00 p.m.

With no further business to come before the Commission, the meeting adjourned at 7:27 p.m.

Kimberly Strawser, CZA, CMC
Deputy Town Clerk

Chairman Benjamin Sherman



AGENDA SUMMARY

November 28, 2022

Agenda Item #4

Consideration and Discussion of Amendments to the Planning Commission By-laws

SUMMARY

At the last meeting it was the consensus of the Planning Commission to further discuss the amendment to Section III – Conduct of Business Generally; number 2. *(See enclosed bylaws)*

Also, at the last meeting the Commission requested the Town Attorney to gather information on what a majority would be for the Commission. *(See enclosed memo from the Town Attorney)*

STAFF RECOMMENDATION:

None.

PLANNING COMMISSION VOTE/ MOTION FOR CONSIDERATION:

"I recommend the Town of Orange Planning Commission amend the by-laws, as presented."

TOWN OF ORANGE PLANNING COMMISSION
BYLAWS AND RULES OF PROCEDURE

PREAMBLE

In order to provide for the fair and effective conduct of business that comes before the Town of Orange Planning Commission (hereafter "Commission"), the following Bylaws and Rules of Procedure (hereafter "Bylaws") as adopted, May 26, 2015, and amended on _____, 2022, pursuant to Virginia Code §15.2-4205, as amended.

I-OFFICERS AND DUTIES

Town Planning Commissioners appointments and terms shall be in conformance with Chapter 2, Division 4 of the Town of Orange Town Code.

Upon motion duly made, the Chairperson and Vice-Chairperson shall be elected by the Commission annually at the first regular July meeting from among the members, whose term shall be for one (1) year. The Chairperson shall preside at all Commission meetings or the Vice-Chairperson in his or her absence. The Deputy Town Clerk shall serve as the Clerk/Secretary of the Commission. The Town Attorney shall serve as counsel to the Commission; prepare memoranda of law as requested by the planning commission, and reviews drafts of ordinances, resolutions, bylaws, and their amendments. The Zoning Administrator shall serve to advise the Commission on all matters regarding the regulation of development and prepares all related documents for presentation to the planning commission.

II- OFFICIAL MINUTES

An electronic analog or digital recording of all proceedings shall be kept by the Deputy Town Clerk for a period of no less than six (6) months. Recordings of public hearings shall be kept for a period of no less than three (3) years. Written transcription of all motions, seconds, and votes, and the primary details of public hearings, being the "official" acts taken by the Commission or occurring at each meeting shall be made available by the next regular Commission meeting and shall be distributed to each Commissioner, prior to that meeting. Such written transcriptions shall become the Official Minutes of the Commission, as set forth below in (III) (2). The Official Minutes shall be permanently kept by the Deputy Town Clerk in an official Minute Book to be available for public inspection at the Deputy Town Clerk's office during regular business hours.

III-CONDUCT OF BUSINESS GENERALLY

1. The Chairperson calls the meeting to order, and the Planning Commission Clerk/Secretary shall note the members in attendance for the record. A majority of voting Commissioners in office shall constitute a quorum and must remain in attendance to conduct business. The Town Zoning Administrator and the representative from the Council shall serve, *ex officio*. They shall not vote, and they shall not be counted for purposes of determining a quorum.
2. ~~The Chairperson shall call for a review of the unapproved minutes of prior meetings. The Chair will then ask if there are any corrections or additions to be made. If a correction and/or~~

~~addition is agreed to the minutes shall stand approved with such additions and/or corrections. If no additions or corrections are called for, the minutes shall stand approved as presented. Reading thereof shall not be required unless so moved.~~

Amend above to:

The Chairperson shall call for active approval of the minutes of prior meetings. The Chair will then ask if there are any corrections or additions to be made. If a correction and/or addition is agreed to, or no correction and/or addition is called, the Chair shall call for a motion to approve the minutes. Upon receipt of a motion and a second, the Commission shall vote and upon a majority vote, the minutes shall be approved. Reading thereof shall not be required unless so moved.

3. The chairperson may then proceed with the duly proposed agenda for the meeting.
4. Nothing herein shall be deemed to prohibit or preclude any Commissioner from discussing any matter before the Commission with any other individual Commissioner, applicant, witness, attorney or any other person, provided that no more than two (2) Commissioners do so at the same time and place, and further provided that no agreement or understanding or commitment be made by any Commissioner with respect to his or her vote on any proposition likely to come before the Commission.
5. The Commission shall hold a meeting annually to review the previous year and decide on a work program for the coming year.

IV-PUBLIC HEARINGS AND ORDINANCE AMENDMENTS

1. Upon an individual application for specific relief, the Chairperson shall first call for a presentation by the applicant or their designated agent, during which they may be questioned by the Commissioners. Following the applicant's presentation, the Chairperson shall call for a staff report. Time limits as the Commission may desire for the proceedings may be imposed.
2. Thereafter, the Chairperson shall declare the public hearing to be open and shall call for speakers in favor of the proposition, followed by opponents. Questioning by the Commissioners of any speaker may continue. Time limits as the Commission may desire for the proceedings may be imposed.
3. The Chairperson shall then declare the public hearing closed.
4. The Chairperson shall then first call for a motion to recommend approval with or without conditions as may be allowed by law of the request. If there is no motion and second for approval, the Chairperson may entertain a motion to recommend disapproval.

V- MOTIONS AND VOTING

1. If there is an abstention, then the proposition must nevertheless carry a majority of those voting (e.g., with 3 voting and one abstention, the proposition would carry with only 2

votes). Abstention from voting shall not be counted in the determination of a motion but shall be recorded.

2. The Chairperson shall be the final arbiter of the order of procedure.

VI-MEETINGS

Pursuant to Virginia Code §15.2-1416 otherwise incorporated herein by reference, the commission shall meet on the second (2nd) and fourth (4th) Monday of each month at the Town of Orange Community Room located at 235 Warren Street at 6:00 PM unless the Commission shall resolve at a prior regular or special meeting to skip the next succeeding meeting. The time of the meeting, however, may be adjusted according to the Chairperson's discretion. The meeting on the second (2nd) Monday shall be the work session and the meeting on the fourth (4th) Monday shall be the regular meeting.

Special meetings may be called by the Chairperson or two (2) members upon written request to the Clerk/Secretary.

A work session is notice of an official and informational meeting open to the public to discuss specific matters before the commission.

A planning commission member with an interest in a matter before the commission, whether a general interest or personal, must conform to the state conflict of interest laws which may, in specific cases require the member to state his interest and refrain from all participation. The Town Attorney is available to advise on conflict of interest requirements in specific cases.

The interests of that planning commission member who is precluded from participating as a commissioner may be represented before the planning commission by a specifically designated representative or legal agent at the public hearing or work session. Testimony will be entered into the public record. He may appear himself as a private citizen.

VII-ATTENDANCE

Any citizen member of the Planning Commission absent from three (3) consecutive regular meetings or any four (4) regular meetings within a calendar year may be subject to removal by the local governing body. The Planning Commission Chairperson or Vice-Chairperson as appropriate may after said occurrence request that the Town Council remove the Planning Commission member violating the above mentioned attendance requirement.

VIII-AMENDMENTS

Any amendment may be proposed by any voting member of the Commission or by the Town Attorney, provided that the text thereof shall be provided to the Clerk/Secretary, in writing, at least seven (7) days prior to any meeting at which any such amendment shall be considered. The Clerk/Secretary shall forthwith circulate the amendment among the Commissioners no later than

seven days prior to the meeting. At any meeting duly held for the purposes of amending these Bylaws, other amendments hereto may be also proposed, even though no notice thereof was given prior to the meeting.

IN WITNESS WHEREOF these Bylaws and Rules of Procedure as adopted on May 26, 2015, and amended on _____, 2022 by a majority vote of the Planning Commission of the Town of Orange, Virginia at which a quorum was in attendance at all times.

C E R T I F I C A T E

I hereby certify that these by-laws were duly adopted by the Planning Commission of the Town of Orange at a regular meeting on May 26, 2015, and amended on _____, 2022.

The following amendment was made by resolution that meeting times for the work sessions and regular meetings shall be at 6p.m.

Kimberly Strawser, CZA, CMC
Deputy Town Clerk

MEMORANDUM

To: Planning Commission, Zoning Administrator
From: Catherine B. Lea, Town Attorney
Date: November 28, 2022
Re: Parliamentary Procedure, Quorum Questions

At the October meeting, the Commission postponed a discussion regarding the quorum of members when voting. After discussion, the Commission requested that the Town Attorney gather information on parliamentary and statutory definitions of a quorum and bring the information back to the next meeting for discussion. The Commissioners also held some discussion regarding a requirement that a majority of appointed commissioners, not merely of those present, be required for all determinations of the commission.

As regards the question of what constitutes a majority in a quorum, § 15.2-2215 of the Code of Virginia, titled "Quorum majority vote" states that "A majority of the members shall constitute a quorum and no action of the local planning commission shall be valid unless authorized by a majority vote of those present and voting." While the Code specifies certain situations when *other* bodies are required to have approval from a majority of their membership as a whole for certain, specific actions, the statutory language for planning commission relies only on simple majority.

Where there are conflicts of interest which may require a member of the board to abstain from participating in regard to a particular agenda item, those remaining may still have the authority to vote to their majority to pass the measure.

In the October discussion, I mentioned certain parliamentary manipulations which have been used to circumvent actions by a body. I would dismiss those examples as interesting, perhaps even entertaining, but not relevant for a collegial board like the Planning Commission.

It is also possible under proper parliamentary procedures for a body to present to revisit an earlier vote through a motion to revisit, rescind or renew. Again, the advisory role of the Planning Commission may render these motions moot, but the process is fairly straightforward.

When a voting member misses a meeting, it is standard procedure for such member to abstain from voting on the approval of minutes for the meeting which the member did not attend, but there is case law¹ holding that two members of Town Council (all the references are for governing bodies, not advisory bodies) were not disqualified from voting on a bond resolution simply because they failed to attend a public hearing on the matter. That means that the review motions can be permitted.

¹ The authority is Hutton v. Town of Elkton 57 Va. Cir. 278,280 (2000)

If you have more, or specific questions, please feel free to give me a call (804-246-9237) or email me at attorney@townoforangeva.org.



AGENDA SUMMARY

November 28, 2022

Agenda Item #5

Continued Discussion of Comprehensive Plan Updates

SUMMARY

At the Commission's last meeting on October 24th, it was the consensus of the Commission to focus on three goals for Themes 1-3 to and be prepared to discuss.

STAFF RECOMMENDATION:

None.

PLANNING COMMISSION VOTE/ MOTION FOR CONSIDERATION:

None needed.