

Town Council Special Meeting Minutes
September 9, 2025
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The Orange Town Council held a special meeting at 5:00 p.m., in the Town's Community Meeting Room. Town Councilmembers present were: Mayor J. Harrison Cluff, Vice-Mayor Delmer G. Seal, Jr., and Councilmembers Jason Cashell, Jeremiah Pent (arrived 5:04 p.m.), and Donna Waugh-Robinson. Staff members present were: Town Manager Gregory S. Woods, Town Clerk Wendy J. Chewning, MMC, Town Attorney Catherine Lea, and Chief of Police Kiline Madison.

CALL TO ORDER

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

ADOPTION OF AGENDA

Motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, to adopt the agenda, as presented. On vote, Mayor Cluff – aye, Vice-Mayor Seal – aye, Councilmember Cashell – aye, Councilmember Pent – absent from vote, and Councilmember Waugh-Robinson – aye. The motion carried.

DISCUSSION OF THE OVERTIME TAXATION CHANGES AS A RESULT OF THE BIG BEAUTIFUL BILL

The Town Manager discussed overtime taxation changes with Town Council as a result of the Big Beautiful Bill. After discussion, motion was made by Councilmember Waugh-Robinson, seconded by Councilmember Pent, to make proposed changes to the Personnel Rules and Regulations Handbook as related to overtime pay. On vote, Mayor Cluff – aye, Vice-Mayor Seal – aye, Councilmember Cashell – aye, Councilmember Pent – aye, and Councilmember Waugh-Robinson – aye. The motion carried.

TOWN COUNCIL CONVENED INTO CLOSED SESSION PER STATE CODE SECTION 2.2-3711 (A) (1) TO DISCUSS PERSONNEL MATTERS INVOLVING THE TOWN MANAGER'S POSITION

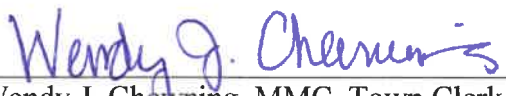
Motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, in accordance with State Code Section 2.2-3711(A)(1) to discuss personnel matters involving the Town Manager's position. On roll call vote, Councilmember Cashell – aye, Councilmember Pent – aye, Vice-Mayor Seal – aye, Councilmember Waugh-Robinson – aye, and Mayor Cluff – aye. The motion carried unanimously.

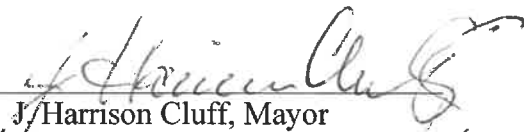
A five-minute recess was held.

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Motion was made by Councilmember Waugh-Robinson, seconded by Councilmember Pent, to come out of the Closed Meeting all members swore that in accordance with Section 2.2-3711(A)(1) that individuals only discussed personnel in the Town Manager's office. On roll call vote, Councilmember Waugh-Robinson – aye, Councilmember Cashell – aye, Councilmember Pent – aye, Vice-Mayor Seale – aye, and Mayor Cluff – aye. The motion carried unanimously.

With no further business to come before Council, the meeting was adjourned at 6:15 p.m.


Wendy J. Cheyning, MMC, Town Clerk


J. Harrison Cluff, Mayor

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September 15, 2025
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The Orange Town Council held a regular meeting at 7 p.m., in the Town's Community Meeting Room. Town Councilmembers present were: Mayor J. Harrison Cluff, Vice-Mayor Delmer G. Seal, Jr., Councilmembers Jason Cashell, Jeremiah Pent (arrived 7:05 p.m.), and Donna Waugh-Robinson. Staff members present were: Town Manager Gregory S. Woods, Town Clerk Wendy J. Chewning, MMC, Town Attorney Catherine Lea, Director of Finance Dianna Gomez, Director of Public Works Larry Bond, Deputy Town Clerk Kimberly Strawser, CZA,CMC, Deputy Chief Rebecca Nelson, Economic Development Director Chris Snider, and Director of Community Development Deborah Sturm, ICMA-CM, AICP.

CALL TO ORDER

Mayor Cluff opened the meeting and led everyone in the Pledge of Allegiance. The Town Clerk called roll and noted that a quorum was present.

ADOPTION OF AGENDA

Mayor Cluff recommended adding the consideration of a Proclamation honoring Gregory S. Woods for his service after the Closed Session.

A motion was made by Councilmember Cluff, seconded by Councilmember Donna Waugh-Robinson, to add the consideration of a Proclamation for Gregory S. Woods to the end of the meeting agenda. On vote, Mayor Cluff – aye, Vice-Mayor Seal – aye, Councilmember Cashell – aye, Councilmember Pent – absent during vote, and Councilmember Waugh-Robinson – aye. The motion carried.

Motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, to approve the agenda, as amended. On vote, Mayor Cluff – aye, Vice-Mayor Seal – aye, Councilmember Cashell – aye, Councilmember Pent – aye, and Councilmember Waugh-Robinson – aye. The motion carried.

PUBLIC COMMENT

MRS. PAGE SULLENBERGER, NORTH MADISON STREET – TREATMENT OF THE TOWN MANAGER

Mrs. Page Sullenberger appeared before the town council and voiced her support for Gregory S. Woods, Town Manager, and her concern about his treatment. She commended his financial acumen and the work of the Town Manager and public works, considering the resources available to them. Mrs. Sullenberger stated her dismay with the Town Council and the circumstances of Mr. Woods' resignation, closing her remarks with the recommendation that council members avail themselves of training through the Virginia Municipal League.

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JUDGE FRANK SOMMERVILLE - BLUE RIDGE DRIVE, MRS. BEV BURKES – SOUTH ALMOND STREET, AND MRS. ANNE PING – SOUTH ALMOND STREET – FENCING AROUND THE STANDPIPE, MARSHALL HEIGHTS PROJECT

Judge Somerville, Mrs. Burkes, and Mrs. Ping all appeared before Town Council urging Town Council to follow through and finish the Madison Heights Phase II Project with the eight-foot decorative fencing all around the standpipe.

MS. GRAYSON BUTTERFIELD – RAPIDAN ROAD – TOWN STREET BANNERS

Ms. Butterfield questioned how the street banners in Town got chosen. Who decides? Was it the ODA, Community Development, or Town Council? Ms. Butterfield questioned why Princess Anne and Prince William of Orange were chosen for street banners. She said she understood the educational purpose behind it, but why not choose James and Dolley Madison, or the 250th anniversary of the Constitution coming up. Ms. Butterfield requested that more input be received from the community regarding street banners.

TOWN COUNCIL CONSIDERED THE TOWN COUNCIL MEETING MINUTES OF AUGUST 18th AND AUGUST 27th, 2025

The motion was made by Councilmember Pent, seconded by Councilmember Waugh-Robinson, to adopt the minutes of August 18th and August 27th, 2025, as presented. On vote, Mayor Cluff – aye, Vice-Mayor Seal – aye, Councilmember Cashell – aye, Councilmember Pent – aye, and Councilmember Waugh-Robinson – aye. The motion carried.

REPORTS

DIRECTOR OF FINANCE - FINANCE REPORT

This brief report covers the first month of FY2026.

The Director of Finance reported that General Fund Tax revenues were \$347K YTD and were \$38K favorable to budget.

The Director of Finance reported further that the net General Fund Revenue was \$38K favorable to budget excluding reserves.

The Director of Finance reported that Water Sales revenue YTD was \$246K, and the revenue was \$107K favorable to budget excluding reserves.

The Director of Finance reported that Sewer Sales revenue YTD was \$222K, and the revenue was \$28K favorable to budget excluding reserves. The Director of Finance reported further that the Nutrient Credit Exchange was \$15K over budget.

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The Director of Finance reported that Total Revenues YTD were \$174K favorable to budget excluding reserves.

The Director of Finance reported that payments for the month were \$633K. \$14K payment was made to Fortiline for the new water meter project, \$64K to US Bank Charlotte for loan payment and \$125K went to annual donations. The other payments are normal course of business expenses.

The Director of Finance reported that the VIP Stable Value fund yield was 4.42% for June. The Town of Orange has \$1M invested in the fund. The VIP High Quality Bond fund gross market yield was 3.95% for June. The Town of Orange has \$724K invested in the fund.

LIASON REPORTS:

PD-9 – The Town Manager reported that a Farm to School Gap Analysis was presented at the last PD-9 meeting. The Town Manager reported further that Ted Voorhees and John Weakley had gone off the PD-9 Board, and he would be going off at the end of the month. The Town Manager requested that anyone wishing to attend the PD-9 Annual Meeting let the Town Clerk know.

Montpelier – No report. Councilmember Cashell stated that he had reached out to Montpelier but had not heard back.

Orange County Board of Supervisors – Councilmember Cashell stated that the Orange County Board of Supervisors were working on an Economic Development Strategic Plan.

EDA/IDA – Mayor Cluff stated that there was no IDA meeting this month and he asked Chris Snider, the Town's Economic Development Manager, to report briefly on what had been happening in the Town's Economic Development Office to include: IDA, Open Rewards, Chamber Restaurant Week, VDEP sites, Virginia Economic Development Association Conference, Historic Revitalization Grant, Farm Bureau Dinner, meeting with ODA, Encompass meeting, Town brochures, a new business open, hotel study, possible new dry cleaning business, new owner of American Woodmark, and possible passenger rail in the Town of Orange.

Planning Commission – Mayor Cluff stated that the Planning Commission had been reviewing the CIP, Caroline Street addendum, and Main Street Streetscape project. Mayor Cluff encouraged everyone to fill out a Comprehensive Plan Form/Survey.

UNFINISHED BUSINESS

None.

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NEW BUSINESS

TOWN COUNCIL DISCUSSED ADDITIONAL FUNDING FOR MADISON HEIGHTS PHASE II PROJECT

The Director of Public Works stated that staff was requesting a SCADA system upgrade at the Standpipe which would allow staff to turn on the pumps remotely, efficiently help with troubleshooting, and staff would no longer have to maintain the SEI box which would be one less piece of maintenance. After discussion, motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, to approve the funding in the amount of \$25,397.11 for improvement to the SCADA system for phase II of the Marshall Heights Standpipe Project. On roll call vote, Councilmember Cashell – aye, Councilmember Pent – aye, Vice-Mayor Seal – aye, Councilmember Waugh-Robinson – aye, and Mayor Cluff – aye. The motion carried unanimously.

The Director of Public Works stated that staff needed Town Council's input on the fencing for the Standpipe. The Director of Public Works stated that the choices were: 1) No upgrade to fence – Vinyl black, 2) Aluminum decorative fence only along street, 3) Steel decorative fence only along street, 4) Aluminum decorative fence entire property, and 5) Steel decorative fence entire property. The Director of Public Works stated that the estimate to fence the whole property with the aluminum decorative fence was \$44,850.

The motion was made by Councilmember Pent, seconded by Councilmember Waugh-Robinson, to appropriate up to \$50,000 for the steel decorative fencing. On roll call vote, Councilmember Pent – aye, Vice-Mayor Seal – aye, Councilmember Waugh-Robinson – aye, Councilmember Cashell – aye, and Mayor Cluff – aye. The motion carried unanimously.

The Director of Public Works thanked the Town Manager for supporting and assisting him with his transition to Director.

TOWN COUNCIL WILL CONSIDER SCHEDULING A PUBLIC HEARING FOR ZONING OF TM#T43-47-HIGGINBOTHAM/HEMP

The Director of Community Development stated that in 2002, a 6.207-acre portion of Orange County TM#43-47 was annexed into the Town of Orange. The Director of Community Development stated that when the annexation process was completed, the 6.207-acre portion should have been assigned a zoning classification by the Town per Section 4-20.30 of the Zoning Ordinance as follows:

All territory, which may be hereafter annexed into the Town or brought into Town by Boundary Adjustment, shall be temporarily classified in a Town zoning district which, in the opinion of the Town Council and upon recommendation of the Planning Commission, most closely approximates the County zoning district in which the property was designated at the time of annexation. Within six (6) months after the effective date of the final court order of annexation or legislative incorporation of the boundary adjustment in the Town's charter, such district shall

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become permanent unless a new one is established by amendment in accordance with Section 3-40.

The Director of Community Development stated that it had come to light that this did not occur, and the property had remained without a Town zoning classification, and thus untaxed by the Town, since it was annexed. The Director of Community Development stated further that it was the Town's desire to now assign a zoning classification to the property.

The Director of Community Development stated that she sent a letter to the property owners to offer them an opportunity to provide input on the zoning of the property. The Director stated further that the property owner desired the property to be zoned Traditional Residential - High (TR-H).

The Director of Community Development reported that the Town's Planning Commission discussed how the property might be zoned and considered input provided by staff and the property owner at their July 14th work session. The various zoning classifications discussed were:

- Traditional Residential – High: the Town zoning classification desired by the property owner.
- Town Activity Center: the Town zoning classification of the adjacent property in the town.
- Rural Residential: the Town zoning classification that is most like the zoning of the property (Agricultural) when it was boundary adjusted from Orange County into the Town.

The Director of Community Development stated that after tabling discussion at the July 14th work session, the Commission further discussed the zoning of the property at their regular meeting on July 28, 2025, and voted to set the zoning classification of the 6.207-acre property to Traditional Residential – High, and to schedule a public hearing on August 25, 2025, to receive public comment. The Director of Community Development reported the public hearing was held and the Commission voted unanimously to recommend to Town Council that the property be zoned Traditional Residential – High.

The Director of Community Development stated in accordance with Sections 3-40.30 and 3-40.40 of the Town's zoning ordinance, the Planning Commission shall report their recommendation to the Town Council within 60 days of their hearing, and Town Council shall hold at least one public hearing pursuant to public notice as required by Section 15.2-2204 of the Code of Virginia before approving and adopting any zoning ordinance [or map] amendment (assigning a zoning classification to a parcel of land was considered a zoning map amendment). The Director of Community Development stated that staff was requesting that Town Council schedule a public hearing for Monday, October 20, 2025, to receive comments on the zoning of TM #T43-47 to Traditional Residential – High, as presented.

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After discussion, motion was made by Councilmember Waugh-Robinson, seconded by Councilmember Seal, to authorize staff to schedule a Public Hearing for October 20, 2025, to receive comments on the zoning of TM #T43-47 to Traditional Residential – High, as presented. On vote, Mayor Cluff – aye, Vice-Mayor Seal – aye, Councilmember Cashell – aye, Councilmember Pent – aye, and Councilmember Waugh-Robinson – aye. The motion carried.

CONSIDERATION OF RE-APPOINTMENT OF DEBBIE HOLCOMBE TO THE TOWN'S BOARD OF ZONING APPEALS WITH A TERM TO EXPIRE DECEMBER 1, 2030

Motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, to move that Town Council authorize the recommendation of re-appointment to the Orange County Circuit Court Judge for Debbie Holcombe for the Town's Board of Zoning Appeals with a term to expire December 1, 2030. On vote, Mayor Cluff – aye, Vice-Mayor Seal – aye, Councilmember Cashell – aye, Councilmember Pent – aye, and Councilmember Waugh-Robinson – aye. The motion carried.

CLOSED SESSION UNDER THE PROVISIONS OF 2.2-3711 SUBSECTION (A) (1) TO DISCUSS PERSONNEL MATTERS INVOLVING THE TOWN MANAGER'S POSITION

The motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, in accordance with Section 2.2-3711 (A) (1) to discuss personnel matters involving the Town Manager's position. On roll vote, Vice-Mayor Seal – aye, Councilmember Waugh-Robinson – aye, Councilmember Cashell – aye, Councilmember Pent – aye, and Mayor Cluff – aye.

A five-minute recess was held.

Town Council recessed this Closed Session meeting until Thursday, September 18th at 5 p.m.

CONSIDERATION OF PROCLAMATION HONORING TOWN MANAGER GREGORY S. WOODS, TOWN MANAGER

Motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, to adopt the Proclamation honoring Town Manager Gregory S. Woods, as presented. On vote, Mayor Cluff – aye, Vice-Mayor Seal – aye, Councilmember Cashell – aye, Councilmember Pent – aye, and Councilmember Waugh-Robinson – aye. The motion carried.

WHEREAS, GREGORY S. WOODS IS BEING ACKNOWLEDGED FOR HIS ACCOMPLISHMENTS AND LEADERSHIP AS TOWN MANAGER FOR THE TOWN OF ORANGE; AND

WHEREAS, MR. WOODS SERVED AS ACTING DIRECTOR OF FINANCE IN APRIL 2009; DIRECTOR OF FINANCE IN JUNE 2009 – SEPTEMBER 2010; INTERIM TOWN MANAGER BEGINNING IN SEPTEMBER 2010; AND HAS BEEN EMPLOYED AS THE TOWN OF ORANGE TOWN MANAGER SINCE NOVEMBER OF 2010 – SIXTEEN PLUS YEARS TOTAL; AND

WHEREAS, THE CITIZENS OF THE TOWN OF ORANGE WITNESSED MANY IMPROVEMENTS TO THE QUALITY OF LIFE IN TOWN DURING MR. WOODS' TENURE AS TOWN MANAGER, INCLUDING NEW POINTS OF INTEREST IN TOWN (AFRICAN AMERICAN HERITAGE PARK, TUSKEGEE AIRMAN HISTORICAL MONUMENT, ROSENWALD GRADED SCHOOL MEMORIAL, CHARTERS OF FREEDOM INSTALLATION); NEW TRASH COLLECTION SERVICE; NEW ROAD

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CONSTRUCTIONS (BYRD STREET, NORTH STREET, RAILROAD AVENUE, AND THE MAIN STREET STREETScape); RSA CONTRACT RENEWAL – INCLUDING RT. 20 AIRPORT INCLUSION; VPDES WATER WITHDRAWAL PERMIT RENEWAL; CLEAN-UP OF THE GARDNER, COLE, DAIRY KORNER, AND HABITAT HOUSE PROPERTIES; TOWN WEBSITE UPGRADE; NEW HOUSING DEVELOPMENTS; (ROUND HILL MEADOWS); NEW FIBER AGREEMENTS (FIREFLY AND FIBERLYNC); AND

WHEREAS, MR. WOODS' VISION AND LEADERSHIP LED TO SIGNIFICANT IMPROVEMENTS BEING MADE TO THE TOWN'S INFRASTRUCTURE DURING THIS TIME, INCLUDING REFURBISHMENT AND NEW CONSTRUCTION REPLACEMENT OF THE STANDPIPE; STANDPIPE RESERVOIR REFURBISHMENT AND UPGRADE; COMPLETION OF \$1.5M (FORGIVABLE LOAN) FOR THE INTERCEPTOR SEWER LINE; AND NEW IMPROVED VERIZON AND AT&T CELL TOWERS; AND

WHEREAS MR. WOODS' LEADERSHIP AND EXPERIENCE IN FINANCE LED TO THE TOWN IMPROVING ITS CASH RESERVES IN THE GENERAL FUND AND REDUCTION IN THE TOWN'S DEBT FROM \$25 MILLION TO \$7.5 MILLION WHILE RATES, TAXES, AND FEES INCREASED ON A MONTHLY AVERAGE BY \$1.55 PER YEAR.

WHEREAS MR. WOODS' FORWARD THINKING AND WORK WITH THE TOWN'S INDUSTRIAL DEVELOPMENT AUTHORITY LED TO THE DISTRIBUTION OF \$850,000 OF THE TOWN'S \$881,000 CARES ACT FUNDING TO THE TOWN BUSINESSES INCLUSIVE OF THE COVID YEARS; AND

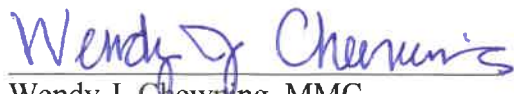
WHEREAS MR. WOODS' OVERSIGHT AND WORK WITH TOWN COUNCIL AND DEPARTMENT HEADS LED TO UTILIZATION OF ITS \$5.3 MILLION DOLLAR ARPA FUNDING, TO IMPROVE THE TOWN'S WATER AND SEWER INFRASTRUCTURE FOR THE FUTURE; AND

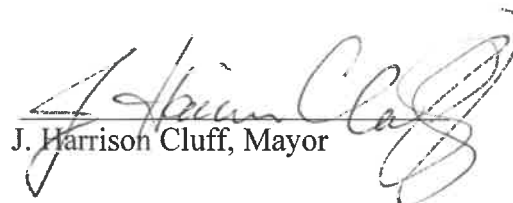
WHEREAS, MR. WOODS IS RECOGNIZED AS A TIRELESS CHAMPION OF EMPLOYEES' ISSUES, INCLUDING ASSISTING WITH THE INCREASING OF EMPLOYEE SALARIES AND ADDITIONAL BENEFITS AND

WHEREAS, MR. WOODS IS A RECOGNIZED LOCAL GOVERNMENT MANAGER, HOLDING MEMBERSHIPS IN MANY PROFESSIONAL MANAGER AND COMMUNITY ORGANIZATIONS.

NOW THEREFORE, BE IT RESOLVED THAT THE TOWN COUNCIL OF THE TOWN OF ORANGE DOES HEREBY RECOGNIZE GREGORY S. WOODS FOR HIS OUTSTANDING CONTRIBUTIONS AND HIS HARD WORK AND DEDICATION TO THE TOWN OF ORANGE.

With no further business the meeting adjourned at 9:17 p.m.


Wendy J. Chewning, MMC
Town Clerk


J. Harrison Cluff, Mayor

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The Orange Town Council held a special meeting at 5:00 p.m., in the Town's Community Meeting Room. Town Councilmembers present were: Mayor J. Harrison Cluff, Vice-Mayor Delmer G. Seal, Jr., and Councilmembers Jason Cashell, Jeremiah Pent, and Donna Waugh-Robinson. Staff members present were: Town Clerk Wendy J. Chewning, MMC and Town Attorney Catherine Lea.

CALL TO ORDER

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

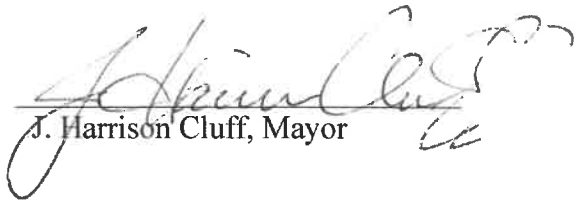
TOWN COUNCIL RECONVENED THEIR CLOSED SESSION MEETING FROM SEPTEMBER 15, 2025, UNDER THE PROVISIONS OF 2.2-3711 SUBSECTION (A) (1) TO DISCUSS MATTERS INVOLVING THE TOWN MANAGER'S POSITION

Town Council reconvened their Closed Session meeting from September 15, 2025, under the provisions of 2.2-3711 Subsection (A) (1) to discuss matters involving the Town Manager's position.

Town Council recessed this Closed Session meeting again until Thursday, September 23rd at 5 p.m.

With no further business to come before Council, the meeting was adjourned at 8:21 p.m.


Wendy J. Chewning, MMC, Town Clerk


J. Harrison Cluff, Mayor

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The Orange Town Council held a special meeting at 5:00 p.m., in the Town's Community Meeting Room. Town Councilmembers present were: Mayor J. Harrison Cluff, Vice-Mayor Delmer G. Seal, Jr., and Councilmembers Jason Cashell, Jeremiah Pent, and Donna Waugh-Robinson. Staff members present were: Town Clerk Wendy J. Chewning, MMC and Town Attorney Catherine Lea.

CALL TO ORDER

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

TOWN COUNCIL RECONVENED THEIR CLOSED SESSION MEETING FROM SEPTEMBER 18, 2025, UNDER THE PROVISIONS OF 2.2-3711 SUBSECTION (A) (1) TO DISCUSS MATTERS INVOLVING THE TOWN MANAGER'S POSITION

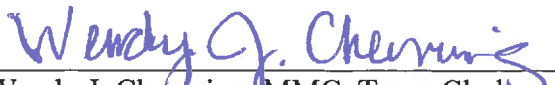
Town Council reconvened their Closed Session meeting from September 18, 2025, under the provisions of 2.2-3711 Subsection (A) (1) to discuss matters involving the Town Manager's position.

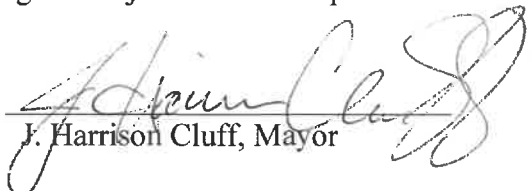
The motion was made by Mayor Cluff, seconded by Councilmember Waugh-Robinson, to come out of Recess/Closed Session and back into Open Session. On roll call vote, Councilmember Pent, aye, Vice-Mayor Seal – aye, Councilmember Waugh-Robinson – aye, Councilmember Cashell – aye, and Mayor Cluff – aye. The motion carried unanimously.

The motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, to come out of the Closed Meeting all members swore that in accordance with Section 2.2-3711(A) (1) that individuals only discussed matters involving the Town Manager's position. On roll vote, Vice-Mayor Seal – swear, Councilmember Waugh-Robinson – swear, Councilmember Cashell – swear, Councilmember Pent – swear, and Mayor Cluff – swear. The motion carried unanimously.

Motion was made by Councilmember Waugh-Robinson, seconded by Vice-Mayor Seal, to approve an agreement with Christopher H. Snider as the Town's Interim Town Manager. On roll vote, Councilmember Waugh-Robinson – aye, Councilmember Cashell – nay, Councilmember Pent – nay, Vice-Mayor Seal – aye, and Mayor Cluff – aye. The motion carried with two members voting nay.

With no further business to come before Council, the meeting was adjourned at 5:29 p.m.


Wendy J. Chewning, MMC, Town Clerk


J. Harrison Cluff, Mayor