

AGENDA  
JEFFERSON COUNTY COMMISSION SPECIAL SESSION  
TUESDAY, November 12, 2024  
9:30 a.m.  
County Commission Meeting Room  
located at the Old Charles Town Library  
200 E. Washington Street, Charles Town, WV

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Virtual attendance (Zoom) log in information:

<https://us06web.zoom.us/j/81895632254?pwd=InEARa4ratVCO7w4gOOfb187Z2arrd.1>

Meeting ID: 818 9563 2254

Passcode: 010154

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Call to Order

Pledge of Allegiance

Public Comment

Agenda:

1. CIP Revision to include the purchase of 393 N. Lawrence Street, Charles Town- discussion/ possible action
2. Impact Fee Study revision to include the purchase of 393 N. Lawrence Street, Charles Town- discussion/ possible action
3. Approval to utilize up to \$13 million from Capital Outlay for the purchase and subsequent expenses related to the purchase of 393 N. Lawrence Street, Charles Town - discussion/ possible action
4. Approve request for qualifications (RFQ) for financing arrangements for purchase of 393 N. Lawrence Street, Charles Town- discussion/ possible action
5. Engagement letter on bond counsel regarding the purchase of 393 N. Lawrence Street, Charles Town- Bowles Rice- discussion/ possible action
6. Conrad/ Luttrell invoice for legal services related to the purchase of 393 N. Lawrence Street, Charles Town- discussion/ possible action
7. Approve \$345,000 deposit with escrow agent as refundable earnest money deposit for the purchase of 393 N. Lawrence Street, Charles Town- discussion/ possible action

Adjourn

## **CONTRACT OF ENGAGEMENT**

THIS CONTRACT OF ENGAGEMENT, dated November \_\_\_\_, 2024, by and among The County Commission of Jefferson County (the “County Commission”), the Jefferson County Building Commission (the “Building Commission”) and the law firm Bowles Rice LLP (“Bowles”), is made and entered into for the purpose of confirming arrangements among the County Commission, the Building Commission and Bowles for Bowles to serve as Bond Counsel for the lease revenue bonds to be issued by the Building Commission (the “Bonds”) to finance costs of the acquisition, construction, renovation, improvement, equipping and furnishing of a building in Jefferson County to be leased to and occupied by the County Commission (the “Project”).

I. As Bond Counsel, Bowles will perform the following services:

A. Work closely with the County Commission’s designated officers, employees, underwriter, placement agent and/or purchaser of the Bonds in structuring the financing.

B. Prepare (i) such ordinances, orders and resolutions as may be necessary in connection with the authorization of the issuance of the Bonds to finance the costs of the Project; (ii) such bonds as may be necessary to document the financing of the Project; and (iii) such certificates, opinions and other documents necessary to consummate the issuance of the Bonds.

C. Render an opinion as Bond Counsel as to the validity and tax-exempt status of the Bonds.

D. The foregoing Bond Counsel services would not include legal services related to real estate work which will need to be contracted for separately.

II. The amount of fees and expenses payable to Bowles as Bond Counsel will be negotiated by the parties after the final amount and other details of the Bonds have been ascertained. The fee payable to Bowles shall be contingent and payable upon the issuance of the Bonds. If this Contract of Engagement is terminated by the County Commission and/or Building Commission or if it is determined by the County Commission and/or the Building Commission that the Bonds will not be issued, the County Commission shall pay the expenses of Bowles.

III. The County Commission and the Building Commission maintain the right to terminate Bowles representation as Bond Counsel at any time. Bowles asks that any such notice be given in writing.

IV. Bowles also reserves the right to terminate its representation of the County Commission and Building Commission as Bond Counsel with respect to the Bonds when, in the judgment of Bowles, it is in the best interest of Bowles to do so.

V. Bowles’ general policy is to retain client files for a minimum of five (5) years following the conclusion of Bowles’ representation in any matter.

VI. This Contract of Engagement shall terminate upon the closing of the issuance of the Bonds and the delivery of the final bond transcripts.

BOWLES RICE LLP

By: \_\_\_\_\_  
Its: Camden P. Siegrist, Partner

THE COUNTY COMMISSION OF JEFFERSON COUNTY

By: \_\_\_\_\_  
Its: \_\_\_\_\_

JEFFERSON COUNTY BUILDING COMMISSION

By: \_\_\_\_\_  
Its: \_\_\_\_\_



# INVOICE

Invoice # 361  
Date: 09/20/2024  
Due On: 10/20/2024

## Conrad Luttrell LLP

158 Crimson Circle  
Martinsburg, WV 25403

Jefferson County Commission  
110 North George Street  
Charles Town, WV 25414

### 02324-Jefferson County Commission

### Preparation of Non-disclosure agreement and review of documents for potential purchase

Type	Date	Notes	Quantity	Rate	Total
Service	02/12/2024	Document Review and/or Preparation: Review and revision of Non-disclosure agreement	1.00	\$300.00	\$300.00
Service	02/21/2024	Document Review and/or Preparation: Email, telephone conference and document review of revised Confidentiality Agreement	0.50	\$300.00	\$150.00
Service	08/28/2024	Document Review and/or Preparation: Review and revision of prior letter of intent	1.00	\$300.00	\$300.00
Service	08/28/2024	Title Research: Review of Secretary of State records and public tax and deed records in Jefferson County, West Virginia	1.00	\$300.00	\$300.00
Service	09/17/2024	Email Communication: Subject: CW: 393 N Lawrence Counter	0.10	\$300.00	\$30.00
Service	09/19/2024	Document Review and/or Preparation: Review of letter of intent counter offer provided by APU and drafting of email response to Jefferson County Commission	0.50	\$300.00	\$150.00
Service	09/20/2024	Meetings or Conferences: Telephone conference with Nathan Cochran and County Commission meeting in Executive Session on 9/19/2024. Call began at 8:40 p.m.	0.65	\$300.00	\$195.00
Service	09/20/2024	Meetings or Conferences: Telephone call with Nathan Cochran to discuss meeting notes for revised Letter of Intent	0.09	\$300.00	\$27.00
Service	09/20/2024	Drafting revised Letter of Intent with terms incorporated	0.50	\$300.00	\$150.00

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from County Commission meeting of September 19,  
2024

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**Total      \$1,602.00**

## Detailed Statement of Account

### Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
361	10/20/2024	\$1,602.00	\$0.00	\$1,602.00
<b>Outstanding Balance</b>				<b>\$1,602.00</b>
<b>Total Amount Outstanding</b>				<b>\$1,602.00</b>

Please make all amounts payable to: Conrad Luttrell LLP

Please pay within 30 days.

# Conrad Luttrell LLP

158 Crimson Circle  
Martinsburg, WV 25403

# INVOICE

Invoice # 361  
Date: 09/20/2024  
Due On: 10/20/2024



## Pay your invoice online

To pay your invoice, open the camera on your mobile device and place the QR code in the camera's view.

Or, [click here](#) if you're viewing on a computer or smartphone.



# INVOICE

Invoice # 383  
Date: 11/07/2024  
Due On: 12/07/2024

## Conrad Luttrell LLP

158 Crimson Circle  
Martinsburg, WV 25403

Jefferson County Commission  
110 North George Street  
Charles Town, WV 25414

### 02324-Jefferson County Commission

### Preparation of Non-disclosure agreement and review of documents for potential purchase

Type	Date	Notes	Quantity	Rate	Total
Service	10/03/2024	Meetings or Conferences: October 3, 2024 Attending County Commission meeting for Executive Session to discuss details of the Purchase and Sale Agreement presented by American Public University System, Inc.	1.25	\$300.00	\$375.00
Service	10/14/2024	Meetings or Conferences: Telephone contract drafting and revision call with Howard Goldblatt, counsel for APUS after my redlined revisions	1.77	\$300.00	\$531.00
Service	10/17/2024	Meeting with county commissioners to review revised draft of purchase and sale agreement provided by Howard Goldblatt, counsel for APU	0.75	\$300.00	\$225.00
Service	10/22/2024	Document Review and/or Preparation: Drafting redline counteroffer after review of version 2 of the contract provided by Seller	0.50	\$300.00	\$150.00
Service	10/25/2024	Meetings or Conferences: Telephone conference with Howard Goldblatt, counsel for APUS to review redline revisions and discuss redrafting	1.00	\$300.00	\$300.00
Service	10/30/2024	Document Review and/or Preparation: Review of redline dated October 28 2024 and drafting response email with itemized review points	0.50	\$300.00	\$150.00
Service	10/30/2024	Meetings or Conferences: Telephone call with Nathan Cochran to discuss 10/28/2024 draft redline	0.44	\$300.00	\$132.00
Service	10/30/2024	Document Review and/or Preparation: Review of October 30 draft redline by Howard Goldblatt and response	0.09	\$300.00	\$27.00

Service	10/31/2024	Meetings or Conferences: Telephone call with Howard Goldblatt concerning property legal description	0.17	\$300.00	\$51.00
Service	11/06/2024	Meetings or Conferences: Telephone discussion with Nathan Cochran concerning Seller signed Purchase Agreement terms	0.34	\$300.00	\$102.00
Service	11/07/2024	Meetings or Conferences: Travel and attendance at Jefferson County Commission meeting to discuss seller signed Purchase Agreement	0.50	\$300.00	\$150.00
				<b>Total</b>	<b>\$2,193.00</b>

## Detailed Statement of Account

### Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
361	10/20/2024	\$1,602.00	\$0.00	\$1,602.00

### Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
383	12/07/2024	\$2,193.00	\$0.00	\$2,193.00

**Outstanding Balance**      **\$3,795.00**  
**Total Amount Outstanding**      **\$3,795.00**

Please make all amounts payable to: Conrad Luttrell LLP

Please pay within 30 days.

# Conrad Luttrell LLP

158 Crimson Circle  
Martinsburg, WV 25403

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