

## **EXHIBIT A**

### **TOWN CHARTER – TOWN OF NEW MARKET, VIRGINIA**

#### **CHAPTER 1 – INCORPORATION AND BOUNDARIES**

##### 1.1 Incorporation; general powers.

Be it enacted by the General Assembly of Virginia, that the inhabitants of the territory in the County of Shenandoah, contained within the boundaries prescribed and defined in the section immediately following, shall continue to be, and they are hereby declared to be, a body politic and corporate, in fact and in name, under the name and style of the Town of New Market, (the “Town”) and as such shall have and exercise all the powers conferred by and be subject to all the laws of the Commonwealth of Virginia now in force or that may hereafter be enacted for the government of towns, so far as the same are not inconsistent with the provisions herein.

##### 1.2. Town boundaries.

The boundaries of the Town shall remain as now established unless changed in accordance with applicable law.

#### **CHAPTER 2 – GENERAL POWERS**

##### 2.1. General grant of powers.

The Town of New Market shall have and may exercise all powers which are now or hereafter may be conferred upon or delegated to towns under the Constitution and laws of the Commonwealth of Virginia, as fully and completely as though such powers were specifically enumerated herein, and no enumeration of particular powers by this Charter shall be held to be exclusive, and shall have, exercise and enjoy all the rights, immunities, powers and privileges, and be subject to all the duties and obligations now appertaining to and incumbent on the Town as a municipal corporation.

##### (a) Powers exercised by governing body.

All powers vested in the Town by this charter shall be exercised by its governing body unless expressly provided to the contrary. Such powers shall include those not expressly prohibited by the Constitution and general law of the Commonwealth, and which are necessary or desirable to secure and promote the general welfare of the Town's inhabitants and the safety, health, peace, good order, comfort, convenience, morals, trade, commerce, and industry of the Town and the Town's inhabitants, and the enumeration of specific powers shall not be construed or held to be exclusive or as a limitation upon any general grant of power, but shall be construed and held to be in addition to any general grant of power. The exercise of the powers conferred under this section is specifically limited to the area within the corporate limits of the Town, unless

otherwise conferred in the applicable sections of the Constitution and general laws, as amended, of the Commonwealth.

## 2.2. Financial powers.

### (a) Generally.

In accordance with the Constitution of Virginia and the United States Constitution, the Town may raise through annual taxes and assessments on property, persons, and other subjects of taxation that are not prohibited by law such sums of money as in the judgment of the Town are necessary to pay the debts, defray the expenses, accomplish the purposes, and perform the functions of the town, in such manner as the council deems necessary or expedient. The Town shall impose no tax on its bonds.

### (b) Assessments for local improvements.

The Town may impose special or local assessments for local improvements and enforce payment thereof, subject, however, to such limitations prescribed by the Constitution of Virginia as may be in force at the time of the imposition of such special or local assessments.

### (c) Water, light, and sewerage rates; rates and charges for public utilities or services, etc., operated, etc., by Town.

The Town may establish, impose, and enforce water, light, and sewerage rates and rates and charges for public utilities, or other service, products, or conveniences, operated, rendered, or furnished by the Town and assess, or cause to be assessed, water, light, sewerage, and other public utility rates and charges directly against the owner or owners of the buildings, or against the proper tenant or tenants, and in the event that such rates and charges shall be assessed against a tenant, then the council may, by an ordinance, require of such tenant a deposit of such reasonable amount as may be by such ordinance prescribed before furnishing such services to such tenant.

## 2.3. Contractual powers; gifts; grants.

### (a) Acquisition of property generally; holding, selling, leasing, etc., Town property.

The Town may acquire, by purchase, gift, devise, condemnation, or otherwise, property, real and personal, or any estate or interest therein, within or without the Town or the Commonwealth of Virginia and for any of the purposes of the Town.

### (b) Debts and evidence of indebtedness.

The Town may contract debts, borrow money, and make and issue evidence of indebtedness.

### (c) Gifts.

The Town may accept or refuse gifts, donations, bequests, or grants of any kind from any source, absolutely or in trust, which are related to the Town's powers, duties, and functions, or for educational, charitable, or other public purposes, and do all the things and acts necessary to carry out the purposes of such gifts, grants, bequests, and devises, with power to manage, maintain, operate, sell, lease, or otherwise handle or dispose of the same, in accordance with terms and conditions of such gifts, grants, bequests, and devises. The Town shall also have the authority to make appropriations of public funds, of personal property or any real estate and donations to any charitable institution or association, located within its respective limits or outside its limits if such institution or association provides services to residents of the Town.

#### 2.4. Operational powers.

##### (a) Generally.

The Town may provide for the organization, conduct, and operation of all departments, offices, boards, commissions, and agencies of the Town, subject to such limitations as may be imposed by this charter or otherwise by law, and may establish, consolidate, abolish, or change departments, offices, boards, commissions, and agencies of the Town and prescribe the powers, duties, and functions thereof, except where such departments, offices, boards, commissions, and agencies or the powers, duties, and functions thereof are specifically established or prescribed by charter or otherwise by law.

##### (b) Records and accounts.

The Town shall provide for the control and management of the Town's affairs and shall prescribe and require the adoption and keeping of such books, records, accounts, and systems of accounting by the departments, boards, commissions, or other agencies of the Town necessary to give full and true accounts of the affairs, resources, and revenues of the Town and the handling, use, and disposal thereof.

##### (c) Expenditure of money.

The Town may expend money of the Town for all lawful purposes.

##### (d) Construction, maintenance, etc., of improvements, buildings, etc., for use and operation of Town departments.

The Town may construct, maintain, regulate, and operate public improvements of all kinds, including municipal and other buildings, comfort stations, markets, and all buildings and structures necessary or appropriate for the use and proper operation of the various departments of the Town, and may acquire by condemnation or otherwise all land, riparian, and other rights and easements necessary for such improvements, or any of them.

#### 2.5. Utilities; public improvements.

(a) Water works and water supply.

The Town may own, operate, and maintain water works and acquire in any lawful manner in any county of the Commonwealth of Virginia such water, lands, property rights, and riparian rights as the council may deem necessary for the purpose of providing the Town with an adequate water supply, and of piping or conducting the same; lay all necessary mains and service lines, either within or without the corporate limits of the Town, and charge and collect water rents therefor; erect and maintain all necessary dams, pumping stations, and other works in connection therewith; make reasonable rules and regulations for promoting the purity of the Town water supply and protecting it from pollution and for this purpose exercise full police powers and sanitary patrol over all lands comprised within the limits of the watershed tributary to any such water supply wherever such lands may be located in the Commonwealth of Virginia; impose and enforce adequate penalties for the violation of any such rules and regulations and prevent by injunction any pollution or threatened pollution of such water supply and any and all acts likely to impair the purity thereof; and for the purpose of acquiring lands, interest in lands, property rights, and riparian rights or materials for any such use, exercise all powers of eminent domain provided by the laws of the Commonwealth of Virginia. For any of the purposes aforesaid, the Town may, if the council shall so determine, acquire by condemnation, purchase, or otherwise any estate or interest in such lands or any of them in fee.

(b) Streets; parks, playgrounds, etc.; infrastructure; vehicles.

The Town may establish, maintain, improve, alter, vacate, regulate, and otherwise manage its streets, alleys, parks, playgrounds, and all of its public infrastructure and public works, in such manner as best serves the public interest, safety, and convenience; regulate, limit, restrict, and control the services and routes of and rates charged by vehicles for the carrying of passengers and property in accordance with general law; permit or prohibit poles and wires for electric, telephone, telegraph, television, and other purposes to be erected and gas pipes to be laid in the streets and alleys and prescribe and collect an annual charge for such privileges; and, subject to the provisions of franchise agreements, require the owner or lessees of any such poles or wires now in use or hereafter used to place such wires, cables, and accoutrements in conduits underground in accordance with the Town's prescribed requirements. The Town shall have all powers that are set forth in Virginia Code § 46.2-1222.1, as amended.

(c) Public utilities.

Subject to the provisions of the Constitution of Virginia, this charter, and general law, the Town may grant franchises for public utilities, reserving rights of transfer, renewal, extension, and amendment thereof.

(d) Collection and disposition of sewage, garbage, ashes, refuse, etc.; reduction and disposal plant.

The Town may collect and dispose of sewage, ashes, garbage, carcasses of dead animals, and other refuse; make reasonable charges therefor; acquire and operate reduction or any other plants for the utilization or destruction of such materials, or any of them; contract for and regulate the collection and disposal thereof, and require and regulate the collection and disposal thereof.

#### 2.6. Nuisances; sanitary conditions, etc.

The Town may compel the abatement and removal of all nuisances within the Town; require all lands, lots, and other premises within the Town to be kept clean; regulate the keeping of animals, poultry, and other fowl therein; regulate the exercise of any dangerous or unwholesome business, trade, or employment therein; regulate the transportation of all articles through the streets of the Town; compel the abatement of smoke, dust, and unnecessary noise; compel the removal of grass and weeds from private and public property and snow from sidewalks; require the covering or removal of offensive, unwholesome, unsanitary, or unhealthy substances allowed to accumulate in or on any place or premises; require the filling in to the street level of the portion of any lot adjacent to a street where the difference in level between the lot and the street constitutes a danger to life and limb; require the raising or draining of the grounds subject to be covered by stagnant water and the razing or repair of all unsafe, dangerous, or unsanitary public or private buildings, walls, or structures; and remedy, repair, and secure any blighted or derelict building or structure within the Town in accordance with applicable law. The Town shall have all powers that are set forth in Virginia Code § 15.2-1127, as amended.

#### 2.7. Police powers.

(a) The Town may exercise full police powers as provided by general law and establish and maintain a department or division of police.

(b) The Town may also do all things whatsoever necessary or expedient for promoting or maintaining the general welfare, comfort, education, morals, peace, government, health, trade, commerce, or industries of the Town or its inhabitants; prescribe any penalty for the violation of any Town ordinance, rule, or regulation or of any provisions of this charter, not exceeding the fine or sentence imposed by the laws of the Commonwealth of Virginia; pass and enforce all by-laws, rules, regulations, and ordinances that it may deem necessary for the good order and government of the Town, the management of its property, the conduct of its affairs, and the peace, comfort, convenience, order, morals, health, and protection of its citizens or their property; and do such other things and pass such other laws as may be necessary or proper to carry into full effect any power, authority, capacity, or jurisdiction that is or shall be granted to or vested in said Town, or in the council, court, or offices thereof, or which may be necessarily incident to a municipal corporation.

#### 2.8. Miscellaneous powers.

(a) Removal or reconstruction of unsafe buildings, etc.; protection of public gatherings.

The Town may regulate the size, height, materials, and construction of buildings, fences, walls, retaining walls, and other structures hereafter erected in such manner as the public safety and conveniences may require; remove or require to be removed or reconstructed any building, structure, or addition thereto, which by reason of dilapidation, defect of structure, or other causes may have become dangerous to life or property, or which may have been erected contrary to law; and enact stringent and efficient laws for securing the safety of persons from fires in halls and buildings used for public assemblies, entertainments, or amusements.

(b) Fees for permits, etc.

The Town may charge and collect fees for permits to use public facilities and for public services and privileges.

(c) Cemeteries.

The Town may provide in or near the Town lands to be used as burial places for the dead; improve and care for the same and the approaches thereto; charge for and regulate the use of ground therein; and provide for the perpetual upkeep and care of any plot or burial lot therein. The Town is authorized to take and receive sums of money by gift, bequest, or otherwise, to be kept invested, and the income thereof is to be used for the perpetual upkeep and care of the said lot or plat for which the said donation, gift, or bequest shall have been made.

(d) Injunctive relief.

The Town may maintain a suit to restrain by injunction the violation of any ordinance, notwithstanding any punishment that may be provided for the violation of such ordinance.

## **CHAPTER 3 - ELECTED OFFICERS**

3.1. Vesting of government.

The Town shall be governed by a Town council composed of six council members and a mayor.

3.2. Election and terms of officers; council as continuing body.

The mayor and council members shall each be a qualified voter within the Town, elected at large, and hold office for a term of four years. The council shall be a continuing body, and no measure pending before such body shall abate or be discontinued by reason of expiration of the term of office or removal of any or all of the members. The mayor and council in office at the time of adoption of this charter shall continue in office until the expiration of the terms to which they were elected or until their successors are elected and qualified. Accordingly, at the time of the U.S. presidential election in November of 2024, there will be an election for mayor and three

council positions and, in November 2026, there will be an election for the other three council positions.

### 3.3. Mayor.

The mayor shall have the following powers and duties:

(a) The mayor shall see that the bylaws and ordinances of the Town are fully executed and enforced. He shall preside over the meetings of the Town council and shall have the same right to speak therein as members of the Town council, but shall not vote except in the case of a tie. He shall have the power of veto over the ordinances and resolutions of the council, but such ordinances and resolutions may be passed over such veto by a two-thirds vote of the members of the Town council present and voting. He shall be recognized as the head of the Town council, and the head of the Town government for all ceremonial purposes. He shall perform such other duties consistent with his office as may be imposed by the council. In times of public danger or emergencies, he may take command of the police and maintain order and enforce laws, and for this purpose may deputize such assistant policemen as may be necessary.

(b) The mayor, or the person acting as mayor, shall authenticate with his or her signature every ordinance and resolution adopted by council, and such documents or instruments as council, this Charter, or the laws of the Commonwealth shall require.

(c) The mayor shall see that the duties of the various Town officers, agents, and employees are faithfully performed. The mayor shall have power to investigate their accounts and have access to all of their books and documents in their office.

### 3.4. Vice-Mayor, temporary presiding officer.

A vice mayor shall be elected by a majority of the council at its biennial organizational meeting to a term of two years. The vice mayor shall possess the powers and discharge the duties of the mayor during any period of absence or disability of the mayor. While serving in the place of the mayor, the vice-mayor may vote as a member of the Town council. If the vice mayor is also absent or unable to act, the council may choose another council member to possess the powers and discharge the mayor's duties during the period of the vice mayor and mayor's absence or disability. While serving in the place of the mayor, such council member may vote as a member of the Town council. The council may provide reasonable compensation to the vice mayor or other council member discharging the duties of the mayor pursuant to this section. Upon the adoption of this charter, the current vice mayor of the council shall serve as vice mayor until the next organizational meeting of the council.

### 3.5. Council

(a) Regular meetings. The Town council shall by ordinance fix the time of their regular meetings. The council may convene at such additional times as it may deem necessary in accordance with applicable law.

(b) Special meetings. A special meeting may be called by the mayor or by four or more council members, provided that the mayor and all council members are notified a reasonable period of

time prior to the meeting, or are present or sign a waiver, which may be signed after the meeting. No business shall be transacted at a special meeting except that for which it is called unless all members of the council are present or sign a waiver, which may be signed after the meeting.

(c) Quorum. Four members of the council shall constitute a quorum for the transaction of business. As the mayor does not vote, the mayor's attendance does not count towards the quorum requirement.

(d) Procedural rules. The council may adopt its own rules of order and procedure that govern meetings of the council.

### 3.6. Vacancies

Any vacancy occurring in the office of mayor or a council member shall be filled in accordance with general law.

## **CHAPTER 4 – OFFICERS APPOINTED BY COUNCIL**

### 4.1. Appointments.

The Town council may appoint the following officers, who serve at the pleasure of the council:

(a) Town Manager. The Town Manager shall be responsible to the Town council for the proper administration of all affairs of the Town, for the control and management of all Town departments and property, for the appointment, supervision, discipline and dismissal of all Town employees, (except, with respect to Town council appointed officers, appointment and dismissal shall be by act of the Town council) for the preparation and implementation of an annual budget, for any other duties as prescribed by the council, and is vested with all the powers provided by the general laws of the Commonwealth of Virginia. The Town Manager shall also perform other duties and receive such compensation as the Town council may prescribe. The Town Manager may also hold the position of Town Clerk.

(b) Town Treasurer. The Town Treasurer shall keep the Town's books and accounts and collect all the taxes, revenues and assessments, which may be levied by the council and is vested with all the powers provided by the general laws of the Commonwealth of Virginia. The Town Treasurer shall also perform other duties and receive such compensation as the Town council may prescribe.

(c) Town Clerk. The Town Clerk shall attend the meetings of the council, keep a record of its proceedings, and shall generally perform such other acts and duties as the council may from time to time prescribe. The Town Clerk shall receive such compensation as the council may prescribe and may also hold the office of Town Treasurer so long as he or she is not a member of Town council.

(d) Town Attorney. The Town Attorney shall be an attorney at law licensed to practice under the laws of the Commonwealth of Virginia. The Town Attorney shall receive such compensation as may be determined by the council and shall have such duties as prescribed by the council.



(e) Chief of Police. The Chief of Police shall be the head of the Town of New Market Police Department, and be a law enforcement officer responsible for the enforcement of the criminal laws and such other duties prescribed by the laws of the Town and the Commonwealth of Virginia. The Chief of Police shall also perform other duties and receive such compensation as the Town council may prescribe. The Chief of Police shall have all powers that are now or may hereafter be provided to law enforcement officers and police chiefs by the Commonwealth of Virginia.

(f) Other officers. The Town council may appoint such other officers as may be necessary to conduct the business of the Town, prescribe their duties, and fix their compensation.

(g) The Town council may designate a person to act in an interim capacity for any of the foregoing officers during the absence or incapacity of such officer.

(h) All Town officers already in office at the time of the enactment of this Charter shall continue until further action of the Town council.

#### 4.2. Removal of appointed officers.

Any officer appointed by the council may be removed at its pleasure. The council may fill any vacancy in any appointed office.

### **CHAPTER 5 – MISCELLANEOUS PROVISIONS**

#### 5.1. Severability.

If any clause, sentence, paragraph, or part of this charter shall for any reason be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair, or invalidate the remainder of the charter but shall be confined in its operation to the clause, sentence, paragraph, or part thereof directly involved in the controversy in which such judgment shall have been rendered.

#### 5.2. Continuation of ordinances in effect.

All ordinances now in force in the Town, not inconsistent with this charter, shall be and remain in force until altered, amended, or repealed by the council.

#### 5.3. Repeal of conflicting acts and charters.

All prior Town charters, and all acts and parts of acts in conflict with this charter are hereby repealed, provided, however, that nothing contained in this act shall be construed to invalidate or to in any manner affect the present existing indebtedness and liabilities of the Town, whether evidenced by bonded obligations or otherwise, or to relieve it of any part of its present obligation or liability on account of bond issues, liabilities, or debts of whatsoever nature or kind.