



AGENDA
BOARD OF SUPERVISORS
WEDNESDAY, MARCH 11, 2026
7:00 PM
BOARD MEETING ROOM
107 NORTH KENT STREET, WINCHESTER, VIRGINIA 22601

1. **Call to Order**
2. **Invocation**
3. **Pledge of Allegiance**
4. **Adoption of Agenda**
5. **Citizen Comments – For agenda items that are not the subject of a Public Hearing**
6. **Consent Agenda- *Roll Call Vote***
 - 6.A. Approval of Budget Work Session Minutes of February 18, 2026
[BOS03-11-26MinutesWorkSession260218.pdf](#)
 - 6.B. Approval of Retreat Work Session Minutes of February 19, 2026
[BOS03-11-26MinutesRetreatWorkSession260219.pdf](#)
 - 6.C. Approval of Budget Work Session & Regular Meeting Minutes of February 25, 2026
[BOS03-11-26MinutesWorkSession260225.pdf](#)
[BOS03-11-26MinutesRegMtg260225.pdf](#)
 - 6.D. Acceptance of Transportation Committee Report of February 23, 2026
[BOS03-11-26TransporationCommReport.pdf](#)
 - 6.E. Acceptance of Information Technology Committee Report of March 3, 2026
[BOS03-11-26IT_CommReportMarch2026.pdf](#)

Consent Agenda, continued

- 6.F. Authorization for the County Administrator to Execute a Contract in the Amount of \$55,000 with BerryDunn for a Phase 1 Current State Evaluation & Needs Assessment of the County's software and systems as recommended by the IT Committee.

[BOS03-11-26SoftwareEvalNeedsAssessmentBerryDunnProposal.pdf](#)

- 6.G. Authorization for the County Administrator to Execute the Memorandum of Understanding between County IT Department and Northwest Regional Adult Detention Center as amended and recommended by the IT Committee.

[BOS03-11-26MOU_IT_Services_CoF_and_NRADC_Revised.pdf](#)

- 6.H. Resolution for Changes in the Secondary System of State Highways: Snowden Bridge, Section 15

[BOS03-11-26RoadResSnowdenBridgeSection15.pdf](#)

- 6.I. Resolution to Request Funding Through the Virginia Department of Transportation (VDOT) Airport Access Program

[BOS03-11-26ResRequestFunding-AirportAccessProgram.pdf](#)

7. **Board of Supervisors Comments**

8. **County Officials**

- 8.A. VRA Bond Refunding/Refinancing

The County has the opportunity to save approximately \$100,000 per year for the next 10 years by refunding (refinancing) 3 outstanding loans. The upfront costs to accomplish this would be approximately \$40,000 for bond counsel.

[BOS03-11-26RefundingRefinancingBonds.pdf](#)

9. **Appointments to Boards, Committees, and Commissions**

9.A. **Conservation Easement Authority**

3-year term of Wendy Dorsey expires 4/12/26
Ms. Dorsey wishes to be reappointed.

9.B. **Parks & Recreation Commission - Red Bud District Rep**

4-year term of Dennis Grubbs expires 4/28/26
Mr. Grubbs wishes to be reappointed.

10. **Committee Business** - None

11. **Public Hearings (Non Planning Issues)** - None

12. **Planning Commission Business - Public Hearings**

12.A.

Rezoning #01-26 of 700 Ross Street (Aikens & Allen LP LLP) to Rezone 0.20+/- Acres from B2 (General Business) Zoning District with Proffers to B2 (General Business) Zoning District with Modified Proffers Including a Reduction to Setback Requirements of §165-601.02. The Property is Generally 700 Ross Street at the Northeast Corner of the Intersection of Conoway Street and Ross Street, Winchester and is Identified by Property Identification Number 54G 1 13A in the Stonewall Magisterial District.

[BOS03-11-26REZ01-26_Redacted.pdf](#)

13. **Planning Commission Business - Other Planning Business**

13.A. **Information and Discussion: Portable Restrooms Code Amendment**

The Lake Holiday community is seeking to have portable restrooms allowed at some of their common spaces (beach, etc.). Staff is seeking direction regarding preparing an ordinance to send to public hearing.

[BOS03-11-26OA_PortRestrooms.pdf](#)

13.B. **Information and Discussion: Zoning Ordinance Amendment - Apartment Buffer Standards**

Board members have indicated an interest in an ordinance amendment to modify the County's buffer standards when apartments are located adjacent to single family homes. Staff is seeking direction regarding preparing an ordinance to send to public hearing.

[BOS03-11-26OA_ResidSepBuffer_MultiFamily.pdf](#)

14. **Board Liaison Reports**

15. **Citizen Comments**

16. **Board of Supervisors Comments**

17. **Adjourn**



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title: Approval of Budget Work Session Minutes of February 18, 2026

Attachments:

[BOS03-11-26MinutesWorkSession260218.pdf](#)

MINUTES
WORK SESSION
FREDERICK COUNTY BOARD OF SUPERVISORS
WEDNESDAY, FEBRUARY 18, 2026
9:30 A.M.
BOARD ROOM, COUNTY ADMINISTRATION BUILDING
107 NORTH KENT STREET, WINCHESTER, VIRGINIA

ATTENDEES

Board of Supervisors: John F. Jewell, Chairman; Robert W. Wells, Vice Chairman; Robert T. Liero; Jason C. Aikens; Albert L. Orndorff; Michael D. Guevremont; and Gary R. Oates were present.

Finance Committee: Chad DeHaven and Don Price were present. Angela Wiseman was absent.

Staff present: Michael Bollhoefer, County Administrator; Jay E. Tibbs, Deputy County Administrator; Andrew R. Fox, County Attorney; Karen Vacchio, Public Information Officer; Cheryl Shiffler, Finance Director; Jennifer Place, Risk Manager/Budget Analyst; Bill Orndoff, Treasurer; Tonya Sibert, Commissioner of the Revenue; Sharon Kibler, assistant finance Director; Missi Neal, Risk Manager/Budget Analyst; Lenny Millholland, Sheriff; Patrick Fly, Director of Information Technologies; and Ann W. Phillips, Deputy Clerk to the Board of Supervisors.

CALL TO ORDER

Chairman Jewell called the meeting to order at 9:30 a.m.

BUDGET REQUEST DISCUSSION – SHERIFF’S OFFICE

Sheriff Lenny Millholland and the Board discussed the new request for salary increases for Sheriff’s Office staff members.

GENERAL DISCUSSION OF THE FY 2026-2027 BUDGET

County Administrator Bollhoefer provided answers to questions he received from the Board members. The Board and staff discussed various aspects of the proposed budget, including

funding to outside agencies, budget scenarios, proposed new tax levies, and cutting both non-salary expenses and unfilled positions. By consensus, the Board agreed to advertise specific tax rates as follows: a \$0.05 increase per \$100 of assessed value on real property, a \$0.12 increase per \$100 of assessed value on personal property vehicles, a \$0.02 increase on the meals tax, and a \$0.01 increase on the lodging tax.

ADJOURN

There being no further business, the meeting was adjourned at 12:09 p.m.



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title: Approval of Retreat Work Session Minutes of February 19, 2026

Attachments:

[BOS03-11-26MinutesRetreatWorkSession260219.pdf](#)

MINUTES
RETREAT WORK SESSION
FREDERICK COUNTY BOARD OF SUPERVISORS
WEDNESDAY, FEBRUARY 19, 2026
8:30 A.M.
NORTHERN SHENANDOAH VALLEY REGIONAL COMMISSION
1729 N SHENANDOAH AVENUE
FRONT ROYAL, VA 22630

ATTENDEES

Board of Supervisors: John F. Jewell, Chairman; Robert W. Wells, Vice Chairman; Robert T. Liero; Jason C. Aikens; Albert L. Orndorff; Michael D. Guevremont; and Gary R. Oates were present.

Staff present: Michael Bollhoefer, County Administrator; Jay E. Tibbs, Deputy County Administrator; Andrew R. Fox, County Attorney; and Ann W. Phillips, Deputy Clerk to the Board of Supervisors.

Facilitators present: Doug Walker and Caroline Vanterve of the Berkley Group

CALL TO ORDER

Chairman Jewell called the meeting to order at 9:00 a.m.

GENERAL DISCUSSION

The Board participated in facilitated discussions centered on the following topics:

- Reflect on the Board of Supervisors' Vision Statement
- Reflect on Frederick County's Core Values
- County Operations
- Common Themes and Identifying Major Goals
- Priorities, Actions, and Timelines
- Organizing for Success

ADJOURN

There being no further business, the meeting was adjourned at 3:55 p.m.



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title: Approval of Budget Work Session & Regular Meeting Minutes of February 25, 2026

Attachments:

[BOS03-11-26MinutesWorkSession260225.pdf](#)
[BOS03-11-26MinutesRegMtg260225.pdf](#)

MINUTES
WORK SESSION
FREDERICK COUNTY BOARD OF SUPERVISORS
WEDNESDAY, FEBRUARY 25, 2026
5:30 P.M.
BOARD ROOM, COUNTY ADMINISTRATION BUILDING
107 NORTH KENT STREET, WINCHESTER, VIRGINIA

ATTENDEES

Board of Supervisors: John F. Jewell, Chairman; Robert W. Wells, Vice Chairman; Robert T. Liero; Jason C. Aikens; Albert L. Orndorff; Michael D. Guevremont; and Gary R. Oates were present.

Finance Committee: Chad DeHaven and Don Price were present. Angela Wiseman was absent.

Staff present: Michael Bollhoefer, County Administrator; Jay E. Tibbs, Deputy County Administrator; Andrew R. Fox, County Attorney; Karen Vacchio, Public Information Officer; Cheryl Shiffler, Finance Director; Jennifer Place, Risk Manager/Budget Analyst; Bill Orndoff, Treasurer; Tonya Sibert, Commissioner of the Revenue; Sharon Kibler, Assistant Finance Director; Missi Neal, Risk Manager/Budget Analyst; Patrick Fly, Director of Information Technologies; and Ann W. Phillips, Deputy Clerk to the Board of Supervisors.

CALL TO ORDER

Chairman Jewell called the meeting to order at 5:30 p.m.

GENERAL DISCUSSION OF THE FY 2026-2027 BUDGET

County Administrator Bollhoefer reviewed the funding formulas for outside agencies. The Board discussed reducing funding to outside agencies in light of the Board's direction that all County departments make 5% cuts to their previous year's budgets. Mr. Bollhoefer then reviewed the 5% cuts made by all department heads in response to the Board's request.

Finance Director Shiffler reviewed scenarios and proposed tax rates. The Board discussed the scenarios and options to reduce spending and lower the proposed increase in real estate tax.

Also discussed were increases in the lodging tax and the automobile decal tax. By consensus, the Board agreed on the rates to advertise for the public hearing, with the understanding that the adopted real estate rate may be lower than what is advertised.

Mr. Bollhoefer reviewed the existing proffers and their earmarks for specific projects.

The Board discussed funds received from the opioid settlements and potential uses for these funds.

AUTOMATIC REAPPROPRIATION OF UNSPENT SCHOOL OPERATING FUNDS TO SCHOOL CAPITAL FUND AT FISCAL YEAR END

The Board discussed adding the automatic reappropriation of unspent school operating funds to the school capital fund at fiscal year end to the budget resolution that will be adopted. A final decision on this matter will be made at the meeting on March 11.

ADJOURN

There being no further business, the meeting was adjourned at 6:34 p.m.

MINUTES
REGULAR MEETING
FREDERICK COUNTY BOARD OF SUPERVISORS
WEDNESDAY, FEBRUARY 25, 2026
7:00 P.M.
BOARD ROOM, COUNTY ADMINISTRATION BUILDING
107 NORTH KENT STREET, WINCHESTER, VIRGINIA

ATTENDEES

Board of Supervisors: John F. Jewell, Chairman; Robert W. Wells, Vice Chairman; Robert T. Liero; Jason C. Aikens; Albert L. Orndorff; Michael D. Guevremont; and Gary R. Oates were present.

Staff present: Michael Bollhoefer, County Administrator; Jay E. Tibbs, Deputy County Administrator; Andrew R. Fox, County Attorney; Karen Vacchio, Public Information Officer; Wyatt Pearson, Planning Director; John Bishop, Assistant Director of Planning; Mark Cheran, Zoning & Subdivision Administrator; Cheryl Shiffler, Finance Director; Stacy Herbaugh, Director of Parks and Recreation; Jon Turkel, Assistant Director of Parks and Recreation; Bill Orndoff, Treasurer; Tonya Sibert, Commissioner of the Revenue; Jennifer Place, Risk Manager/Budget Analyst; Patrick Fly, Director of Information Technologies; and Ann W. Phillips, Deputy Clerk to the Board of Supervisors.

CALL TO ORDER

Chairman Jewell called the meeting to order at 7:00 p.m.

INVOCATION

Pastor Sam Rogers of Hope Valley House Churches delivered the invocation.

PLEDGE OF ALLEGIANCE

Vice Chairman Wells led the Pledge of Allegiance.

ADOPTION OF AGENDA - APPROVED

Vice Chairman Wells moved for the adoption of the draft agenda with the item titled Noise Ordinance Amendment - Information/Discussion removed. Supervisor Aikens seconded the motion, which carried on a voice vote.

CITIZEN COMMENTS

Elizabeth Aylor, magisterial district unknown, cautioned the Board about moving too quickly on the question of approving data centers in the County.

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ADOPTION OF CONSENT AGENDA – APPROVED

Vice Chairman Wells moved for the adoption of the consent agenda. Supervisor Orndorff seconded the motion, which carried on the following recorded vote:

| | | | |
|---------------------------------|------------|------------------------|------------|
| Michael D. Guevremont | Aye | Robert T. Liero | Aye |
| Albert L. Orndorff | Aye | Robert W. Wells | Aye |
| Gary R. Oates | Aye | Jason C. Aikens | Aye |
| John F. Jewell, Chairman | Aye | | |

- Approval of Minutes of the Board of Supervisors-School Board Joint Work Session Meeting of February 11, 2026 - CONSENT AGENDA APPROVAL

- Approval of Minutes of Regular Meeting of February 11, 2026 - CONSENT AGENDA APPROVAL

- Approval of Minutes of the Board of Supervisors-Economic Development Authority Joint Work Session Meeting of February 12, 2026 - CONSENT AGENDA APPROVAL

- Approval of Minutes of Work Session of February 12, 2026 - CONSENT AGENDA APPROVAL

- Acceptance of Finance Committee Report of February 18, 2026 - CONSENT AGENDA APPROVAL, Appendix 1

- Acceptance of the FY 2025 Annual Comprehensive Financial Report (ACFR) – CONSENT AGENDA APPROVAL

- Acceptance of Public Safety Committee Report of February 12, 2026 - CONSENT AGENDA APPROVAL, Appendix 2

- Acceptance of Transportation Committee Report of February 2, 2026 - CONSENT AGENDA APPROVAL, Appendix 3

- Confirmation of 2026 Meeting Schedule Adjustment for May, June, July, and August - CONSENT AGENDA APPROVAL

*Regular Meeting Minutes
Frederick County Board of Supervisors
February 25, 2026*

- Resolution Honoring Finance Director Cheryl Shiffler On Her Retirement - CONSENT AGENDA APPROVAL

RESOLUTION HONORING CHERYL SHIFFLER ON HER RETIREMENT

WHEREAS, Cheryl Shiffler, Director of Finance, will retire after more than thirty-five years of outstanding and meritorious service to Frederick County and its citizens; and

WHEREAS, Cheryl began her career with Frederick County on June 11, 1990, serving as Assistant Finance Director; and

WHEREAS, in recognition of her excellent skills, professionalism, and commitment, Cheryl was promoted to Interim Director of Finance in April 1993, and was then promoted to Director of Finance on October 1, 1993; and

WHEREAS, during her tenure, Cheryl excelled at bringing innovative ideas and efficiencies to the department and pioneered the purchasing card program, which has provided great savings to the County in addition to streamlining routine necessary purchasing practices, was instrumental in moving the County toward digital financial records storage; and coordinated with County Administration and the Board of Supervisors to create Frederick County's capital fund; and

WHEREAS, under Cheryl's leadership, Frederick County has received the Government Finance Officers Association (GFOA) Certificate of Achievement for Excellence in Financial Reporting (COA) for its Annual Comprehensive Financial Report (ACFR) for 39 consecutive years and the Popular Annual Financial Report (PAFR) Award for 19 consecutive years, and also has received the Government Finance Officer Association Distinguished Budget Presentation Award for 39 consecutive years;

WHEREAS, throughout her many years of service, Cheryl has served the people of this County with fairness and dedication:

THEREFORE BE IT RESOLVED, that we, the Members of the Board, do hereby extend to Cheryl our sincere and grateful appreciation for her dedicated service to the Finance Department, the Board of Supervisors, and to Frederick County, and send our congratulations on her well-earned retirement, and our best wishes to for continued success, happiness, and good health in the years to come.

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BOARD OF SUPERVISORS COMMENTS - None

COUNTY OFFICIALS

PRESENTATION OF RESOLUTION OF APPRECIATION HONORING RETIRING FINANCE DIRECTOR CHERYL SHIFFLER

Chairman Jewell and the Board presented Finance Director Cheryl Shiffler with a signed copy of the resolution honoring her tenure and an engraved award in recognition of her years of service.

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APPOINTMENTS TO BOARDS, COMMITTEES, AND COMMISSIONS

JAMES (PATRICK) ANDERSON APPOINTED TO PARKS & RECREATION COMMISSION AS AT-LARGE REP. - APPROVED

On motion of Supervisor Liero, seconded by Vice Chairman Wells, James Patrick Anderson was appointed on a voice vote to the Parks & Recreation Commission to fill an unexpired term ending 9-14-28 as at-large representative.

CHARLES (RUSTY) SANDY APPOINTED TO PARKS & RECREATION COMMISSION AS OPEQUON DISTRICT REP. - APPROVED

On motion of Vice Chairman Wells, seconded by Supervisor Oates, Charles (Rusty) Sandy was appointed on a voice vote to the Parks & Recreation Commission to fill an unexpired term ending 1-14-28 as Opequon District representative.

MARTHA DILG APPOINTED TO FREDERICK WATER BOARD – APPROVED

On motion of Supervisor Oates, seconded by Vice Chairman Wells, Martha Dilg was appointed to the Frederick Water Board for a 4-year term beginning April 15, 2026. The currently serving member, Hank Sliwinski has chosen not to be reappointed when his term ends on April 15.

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COMMITTEE BUSINESS – TRANSPORTATION COMMITTEE

PHOTO RED TRAFFIC SIGNAL ENFORCEMENT USE – SENT FORWARD TO PUBLIC HEARING

On recommendation of the Transportation Committee, Vice Chairman Wells moved that the Board direct staff to prepare a draft ordinance for public hearing to authorize the use of photo-monitoring systems to enforce traffic light signals. The motion, seconded by Supervisor Liero, carried on the following recorded vote:

| | | | |
|------------------------------|------------|------------------------|------------|
| Michael D. Guevremont | Aye | Robert T. Liero | Aye |
| Albert L. Orndorff | Aye | Robert W. Wells | Aye |

Gary R. Oates
John F. Jewell, Chairman

Aye
Aye

Jason C. Aikens

Aye

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PUBLIC HEARINGS (NON PLANNING ISSUES)

ABRAMS CREEK TRAIL TRAILHEAD AND PARKING - GRANT OF AN EASEMENT - APPROVED

Assistant Parks & Recreation Director Jon Turkel explained the request for the approval of an easement to the Virginia Outdoors Foundation Open Space Lands Preservation Trust (VOF) on a 1-acre, county-owned parcel in the Redbud District. He said this parcel is to serve as a trailhead and parking area for the Abrams Creek Trail, the purpose of the easement is to ensure public access to the parcel, and it is a condition of receiving grant funds awarded to Frederick County by the Virginia Outdoors Foundation.

Chairman Jewell opened the public comment period.

Klio Stoubakis, City of Winchester resident, spoke in favor of the easement being granted.

Leslie Spencer, Gainesboro District, spoke in favor of the easement being granted.

Chairman Jewell closed the public comment period.

Supervisor Guevremont moved to grant the easement to the Virginia Outdoors Foundation Open Space Lands Preservation Trust (VOF) on a 1-acre, county-owned parcel in the Redbud District. The motion, seconded by Supervisor Aikens, carried on the following recorded vote:

Michael D. Guevremont
Albert L. Orndorff
Gary R. Oates
John F. Jewell, Chairman

Aye
Aye
Aye
Aye

Robert T. Liero
Robert W. Wells
Jason C. Aikens

Aye
Aye
Aye

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PLANNING COMMISSION BUSINESS – PUBLIC HEARINGS

HAYFIELD, RED BUD, & SOUTH FREDERICK AGRICULTURAL AND FORESTAL DISTRICT ADDITIONS – APPROVED

Mark Cheran, Zoning & Subdivision Administrator, reviewed the proposed additions to the following Agricultural and Forestal Districts: approximately 85.64 acres to the 2025-2030 Hayfield Agricultural and

Forestral District; approximately 47.86 acres to the 2025-2030 Red Bud Agricultural and Forestal District; and approximately 47.86 acres to the 2025-2030 Red Bud Agricultural and Forestal District. He concluded by saying that the Agricultural District Advisory Committee (ADAC) and the Planning Commission (PC) each unanimously recommended approval of the additions to the three Districts.

Chairman Jewell opened the public comment period.

No one addressed the Board.

Chairman Jewell closed the public comment period.

Supervisor Orndorff moved to adopt the three ordinances designating the Additions to the 2025-2030 Hayfield, Red Bud, and South Frederick Agricultural & Forestal Districts. Vice Chairman Wells seconded the motion, which carried on a recorded vote as follows:

| | | | |
|---------------------------------|------------|------------------------|------------|
| Michael D. Guevremont | Aye | Robert T. Liero | Aye |
| Albert L. Orndorff | Aye | Robert W. Wells | Aye |
| Gary R. Oates | Aye | Jason C. Aikens | Aye |
| John F. Jewell, Chairman | Aye | | |

ORDINANCE

ADDITIONS TO THE 2025-2030 HAYFIELD AGRICULTURAL & FORESTAL DISTRICT

WHEREAS, there is a proposal to increase the Hayfield 2025-2030 Agricultural & Forestal District by 85.64 acres. With the additions, the District will contain 1,025.54+/- acres. The properties are located 2.5 miles west of the intersection of Route 50 and Hayfield Road (Route 600) and identified by Property Identification Numbers 39-A-9, 39-A-17, 39-A-45A, and 39-A-45B in the Back Creek Magisterial District; and

WHEREAS, the Agricultural District Advisory Committee (ADAC) discussed these District additions at their meeting on December 16, 2025, and recommended approval; and

WHEREAS, the Planning Commission held a public hearing and recommended approval of the additions to the 2025-2030 Hayfield Agricultural & Forestal District on February 4, 2026; and

WHEREAS, the Board of Supervisors held a public hearing on these additions to the 2025-2030 Hayfield Agricultural & Forestal District on February 25, 2026; and

WHEREAS, the Frederick County Board of Supervisors finds that the additions of the 2025-2030 Hayfield Agricultural & Forestal District contribute to the conservation and preservation of agricultural and forestal land in Frederick County;

NOW, THEREFORE, BE IT ORDAINED that the Frederick County Board of Supervisors hereby adopts the additions to the 2025-2030 Hayfield Agricultural & Forestal District of 1,025.54+/-acres in the Back Creek Magisterial District, with an expiration date of August 13, 2030. The Agricultural & Forestal District is as described on the attached map dated August 22, 2025, and the attached property owners' table.

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ORDINANCE
ADDITIONS TO THE 2025-2030 RED BUD AGRICULTURAL & FORESTAL DISTRICT

WHEREAS, there is a proposal to increase the Red Bud 2025-2030 Agricultural & Forestal District by 47.86 acres. With the additions, the District will contain 1,245.29+/- acres. The properties are located along Red Bud Road (Route 661) within the Stonewall and Red Bud Magisterial Districts and identified by Property Identification Numbers 55-A-128C, 55-A-128D, 55-A-153, and 55-A-154 in the Stonewall and Red Bud Magisterial Districts; and

WHEREAS, the Agricultural District Advisory Committee (ADAC) discussed this District's additions at their meeting on December 16, 2025, and recommended approval; and

WHEREAS, the Planning Commission held a public hearing and recommended approval of the additions to the 2025-2030 Red Bud Agricultural & Forestal District on February 4, 2026; and

WHEREAS, the Board of Supervisors held a public hearing on these additions to the 2025-2030 Red Bud Agricultural & Forestal District on February 25, 2026; and

WHEREAS, the Frederick County Board of Supervisors finds that the additions of the 2025-2030 Red Bud Agricultural & Forestal District contribute to the conservation and preservation of agricultural and forestal land in Frederick County;

NOW, THEREFORE, BE IT ORDAINED that the Frederick County Board of Supervisors hereby adopts the additions to the 2025-2030 Red Bud Agricultural & Forestal District of 1,245.29+/-acres in the Stonewall and Red Bud Magisterial Districts, with an expiration date of August 13, 2030. The Agricultural & Forestal District is as described on the attached map dated August 22, 2025, and the attached property owners' table.

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ORDINANCE
ADDITIONS TO THE 2025-2030 SOUTH FREDERICK AGRICULTURAL & FORESTAL DISTRICT

WHEREAS, there is a proposal to increase the South Frederick 2025-2030 Agricultural & Forestal District by 942.64-acres. With the additions, the District will contain 6,848.48+/- acres. The properties are located along Cedar Creek Grade (Route 622), Middle Road (Route 628), Marlboro Road (Route 631) and Hites Road (Route 620) and are identified by Property Identification Numbers 61-A-30, 72-A-22A, 72-A-54A, 73-A-31, 73-A-66, 73-A-67, 83-A-44, 84-A-1, 85-A-2, 85-A-43, and 85-A-44 in the Back Creek Magisterial District; and

WHEREAS, the Agricultural District Advisory Committee (ADAC) discussed this District's additions at their meeting on December 16, 2025, and recommended approval; and

WHEREAS, the Planning Commission held a public hearing and recommended approval of the additions to the 2025-2030 South Frederick Agricultural & Forestal District on February 4, 2026; and

WHEREAS, the Board of Supervisors held a public hearing on these additions to the 2025-2030 South Frederick Agricultural & Forestal District on February 25, 2026; and

WHEREAS, the Frederick County Board of Supervisors finds that the additions of the 2025-2030 South Frederick Agricultural & Forestal District contribute to the conservation and preservation of agricultural and forestal land in Frederick County;

NOW, THEREFORE, BE IT ORDAINED that the Frederick County Board of Supervisors hereby adopts the additions to the 2025-2030 South Frederick Agricultural & Forestal District of 6,848.48+/-acres in the Back Creek Magisterial District, with an expiration date of August 13, 2030. The Agricultural & Forestal District is as described on the attached map dated August 22, 2025, and the attached property owners' table.

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PLANNING COMMISSION BUSINESS - OTHER PLANNING BUSINESS - None

BOARD LIAISON REPORTS

Supervisor Orndorff provided an update from the Planning Commission.

Supervisor Guevremont provided an update from the Fire & Rescue Association.

Vice Chairman Wells provided updates from the Public Safety Committee and Frederick Water.

Chairman Jewell provided updates from the Transportation Committee and the Regional Commission.

CITIZEN COMMENTS

D'Ann Kenney, Gainesboro District, said the Board is doing a good job working through the budget process in a difficult year following the actions of previous Boards.

Klio Stroubakis, City of Winchester resident, spoke in opposition to a contract between Immigration and Customs Enforcement and the Juvenile Detention Center.

William Kircher, Back Creek District, spoke about the reduced funding of Court Appointed Special Advocates (CASA), noting that Frederick County does not have a CASA program. He asked the Board to adopt a resolution supporting state funding of the CASA program.

Bryan Nuri, Opequon District, noted a news story about a locality that has removed Immigration and Customs Enforcement authorities from its jurisdiction and suggested that Frederick County do likewise. He thanked Supervisor Oates for communicating with the Sheriff's office regarding 287G agreements between local law enforcement and federal authorities of Immigration and Customs Enforcement.

BOARD OF SUPERVISORS COMMENTS

Supervisor Guevremont thanked the staff for their work at the data center public forum held the previous evening.

Supervisor Oates said he had talked with the Sheriff's office staff about the 287G agreements. He said the Sheriff's office policy is to cooperate with all levels of law enforcement, and that the Board of Supervisors has no purview to control 287G agreements.

FEBRUARY 26, 2026, DATA CENTER PUBLIC FORUM - POSTPONED

Chairman Jewell discussed the data center public forum held the previous evening at Sherando High School. He said the Board and staff took note of citizen feedback during and after the meeting regarding the meeting format and process, and would like to work on improving the process. He said there were several questions raised regarding noise and health impacts, and that no panelists with such expertise were in attendance. He suggested postponing the second community meeting scheduled for February 26, 2026, at James Wood High in order to revise the meeting format and try to secure additional expertise to answer the noise and health-related questions raised during the first meeting.

Vice Chairman Wells moved to postpone the next data center forum to allow time for the process to be improved. Supervisor Liero seconded the motion.

Supervisor Oates said he was not in favor of an indefinite postponement because he wants his constituents to have an opportunity to learn more about data centers.

Chairman Jewell suggested that in one month, the Board revisit scheduling the public forum.

Supervisor Aikens noted there was no respect at the meeting the previous evening, and that staff were faced with an angry mob.

Chairman Jewell added that he had apologized to the guest panelists for the behavior of some of the attendees at last night's meeting.

Supervisor Oates said that the public forum advertising should describe the forum accurately and let the public know the County is not endorsing data centers but is trying to provide information.

Vice Chairman Wells said it was unfortunate that a small group intentionally disrupted the public forum.

The motion to postpone the public forum and revisit scheduling it in one month carried on a voice vote.

ADJOURN

On motion of Vice Chairman Wells, seconded by Chairman Jewell, the meeting was adjourned at 7:53 p.m.



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title: Acceptance of Transportation Committee Report of February 23, 2026

Attachments:

[BOS03-11-26TransportationCommReport.pdf](#)

TRANSPORTATION COMMITTEE REPORT to the BOARD OF SUPERVISORS

Monday, February 23, 2026

8:30 a.m.

107 NORTH KENT STREET, WINCHESTER, VIRGINIA

ATTENDEES:

Committee Members Present: John Jewell Chair (Voting), Jason Aikens (Voting), Dustin Simkhovitch (Voting), Robert Liero (Voting) participated remotely, Tim Stowe (Voting) and Kevin Kenney (Voting)

Committee Members Absent: None

Staff Present: John Bishop, Assistant Director, and Kathy Smith

ITEMS REQUIRING ACTION BY THE BOARD OF SUPERVISORS

Proposed Airport Access: Upon a motion made by Kevin Kenney and seconded by Jason Aikens the Committee recommends forwarding a resolution to the Board in support of the proposed commercial entrance project at Coverstone Drive to improve access to Winchester Regional Airport.

Staff presented the proposed commercial entrance and turn lane concept plan at Coverstone Drive for a recommendation to the Board of Supervisors. The project cost estimate is \$300,000.00. The project would be eligible for a grant funding opportunity with the VDOT Airport Access Program, and the Winchester Airport Authority would use local funds to cover any additional cost. Mr. Sabo has assured Mr. Bishop that no funds would be requested of the County. The project involves creating a commercial entrance to the north side of Winchester Regional Airport from Coverstone Drive. The project is to provide adequate access to key parcels in this area to support potential economic opportunities.

ITEMS FOR INFORMATION ONLY:

Exit 315 Bridge Resurfacing-Update: VDOT Staff gave an update on the Exit 315 bridge resurfacing project. The operation is scheduled for weekends in June. This is a routine activity, but with funding and opportunity to utilize new treatment that is expected to last longer than the typical material. This new treatment has a longer curing time and involves more of an installation process. VDOT will be notifying the public before the project starts.

Route 7 Route 522N Urban and Route 522N Rural Pipeline Study-Update: Brad Reed, VDOT District Planner for the Staunton District, gave an overview of the preliminary Pipeline Studies recommendations. These studies are for important Transportation corridors within the

community and for Smartscale applications support data. Attached are Route 7, Route 522 North Urban and Route 522 North Rural Pipeline slides that were presented to the Committee.

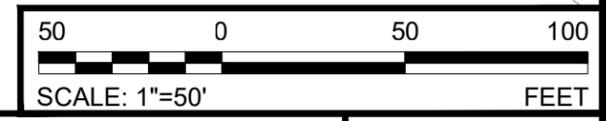
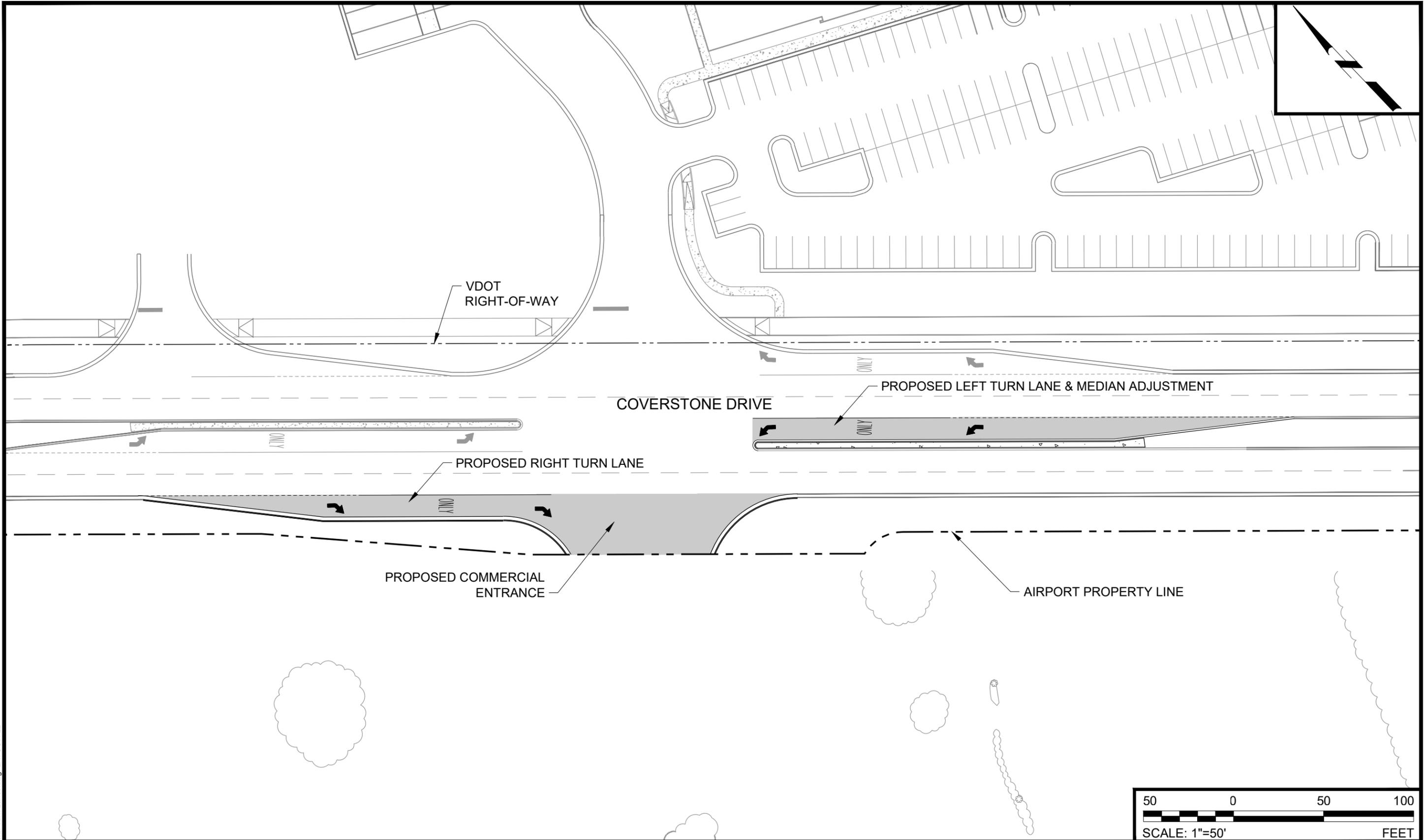
County Project Updates: Renaissance Drive: Currently, Staff is waiting for the final invoices from the contractors. CSX equipment is to be picked up to complete closure and finalize reconciliations on the project.

Gainesboro Road/Route522 Intersection Project: Surveying has been underway and 30% of the design is under development.

Other:

C:\Users\hvanderlans\DC\ACCDocs\DAC\25023\Project Files\Exhibits\25023-exh-Turn Lanes.dwg, L2, 2/16/2026 8:55:07 PM, Hvanderlans

DRAWING: 25023-exh-Turn Lanes.dwg LAYOUT: L2



**COMMERCIAL ENTRANCE & TURN LANE CONCEPT
WINCHESTER REGIONAL AIRPORT**

**EXHIBIT
1**

DRAWN BY: ELS CHECKED BY: HMV SCALE: 1" = 50' DATE: FEBRUARY 2026



Delta Airport Consultants, Inc.
 2700 Polo Parkway
 Midlothian, VA 23113
 (804) 275-8301
 www.deltaairport.com

ENGINEER'S OPINION OF PROBABLE COST (EOPC)

| | |
|--|--------------------------|
| EOPC LEVEL
Conceptual Design | DATE
2/16/2026 |
|--|--------------------------|

VDOT Project No. PENDING
 DOAV Project No. CS0059-41
 Delta Project No. 25023

Northside Site Prep - Commerical Entrance & Turn Lanes

| | |
|--|---|
| AIRPORT NAME
Winchester Regional Airport | AIRPORT LOCATION
Winchester, Virginia |
|--|---|

| Item No. | VDOT Spec. No. | Description | Unit | Quantity | Unit Price (US\$) | Total Amount (US\$) |
|---------------------|----------------|---|------|----------|-------------------|---------------------|
| 1 | R-513 | MOBILIZATION | LS | 1 | \$30,000.00 | \$30,000.00 |
| 2 | R-303 | UNCLASSIFIED EXCAVATION | CY | 650 | \$50.00 | \$32,500.00 |
| 3 | R-309 | CRUSHED AGGREGATE BASE COURSE, VDOT 21B (8.0") | CY | 230 | \$100.00 | \$23,000.00 |
| 4 | R-315 | ASPHALT SURFACE COURSE, VDOT SM-12.5D (1.5") | TN | 100 | \$160.00 | \$16,000.00 |
| 5 | R-315 | ASPHALT INTERMEDIATE COURSE, VDOT IM-19.0A (2.0") | TN | 120 | \$160.00 | \$19,200.00 |
| 6 | R-315 | ASPHALT BASE COURSE, VDOT BM-25.0 (6.0") | TN | 350 | \$160.00 | \$56,000.00 |
| 7 | R-502 | CONCRETE CURB AND GUTTER | LF | 620 | \$50.00 | \$31,000.00 |
| 8 | R-502 | CONCRETE MEDIAN STRIP (4' WIDE) | SY | 80 | \$150.00 | \$12,000.00 |
| 9 | R-508 | MISCELLANEOUS DEMOLITION | LS | 1 | \$30,000.00 | \$30,000.00 |
| 10 | R-512 | TRAFFIC CONTROL PLAN | LS | 1 | \$10,000.00 | \$10,000.00 |
| 11 | R-704 | PAVEMENT MARKINGS | LS | 1 | \$15,000.00 | \$15,000.00 |
| 12 | - | DESIGN EVOLUTION (10%) | LS | 1 | \$25,000.00 | \$25,000.00 |
| TOTAL AMOUNT | | | | | | \$299,700.00 |
| USE | | | | | | \$300,000.00 |

This Engineers Opinion of Probable Construction Cost (EOPCC) is based on a Conceptual Design Exhibit prepared by Delta Airport Consultants dated February 16, 2026. All quantities are approximations which are subject to change based on preparation of final design plans and/or any regulatory agency reviews.

This EOPCC is based in 2026 dollars and reflects available cost information for construction in the general location of this project.

This EOPCC is based on our experience and qualifications as engineers and shall be deemed to represent our opinion and judgment. This estimate cannot and does not guarantee that proposals, bids, or actual costs will be the same as or within any specific percentage of this estimate of probable construction cost.

Inherent in soils, foundations, groundwater, and other geotechnical explorations, actual conditions may vary significantly from assumed conditions. Due to these inherent uncertainties, changes or unanticipated conditions may arise during construction activities at the project site, subsequent to the initial assumptions, that may impact the project scope and cost. Therefore, this estimate, with respect to potential construction costs, shall not be deemed a guaranteed maximum price or cost of the project.

Assumptions:

- VDOT Pavement Section to match Coverstone Drive: 1.5" Surface Asphalt, 2.0" Intermediate Asphalt, 6.0" Base Asphalt, and 8.0" 21B Aggregate
- Mobilization is 10% of total project cost



PROJECT PIPELINE

US 522 & ROUTE 7
PREFERRED ALTERNATIVES

FEBRUARY 2026 UPDATE



Alternatives Overview



| # | Location Type | Location Description | Alternatives Under Consideration | Primary Need Addressed | Primary Direction Addressed |
|----|---------------|------------------------------|--|----------------------------|-----------------------------|
| 2 | Segment | PSI Segment #1 & #2 | Add Warning Signs, Shoulder Widening, and Rumble Strips | Road Departure Crashes | Both |
| 5 | Intersection | Siler Road/Siler Lane | Crossover Signing/Marking, Left Turn Deceleration Lane, and/or RCI | Severe Angle Crashes | US-522 Southbound |
| 7 | Segment | PSI Segment #3 | Add Warning Signs, Shoulder Widening, and Rumble Strips | Road Departure Crashes | Both |
| 8 | Intersection | Marple Road/Cedar Grove Road | Remove Traffic Signal and Replace with RCI or MUT | Severe Rear-End Crashes | US-522 Northbound |
| 10 | Intersection | Indian Hollow Road | Add Intersection Warning Sign | Severe SB Rear-End Crashes | US-522 Southbound |

US 522 (Rural) Public Survey Summary

- Public Survey was open from November 13, 2025, to November 27, 2025 (2 weeks)
- Most respondents live in the Reynolds Store and Gainesboro area, and work in the Winchester and Gainesboro area

| Views | Participants | Responses | Comments |
|-------|--------------|-----------|----------|
| 6,437 | 459 | 4,369 | 348 |

Alternatives Decision Matrix

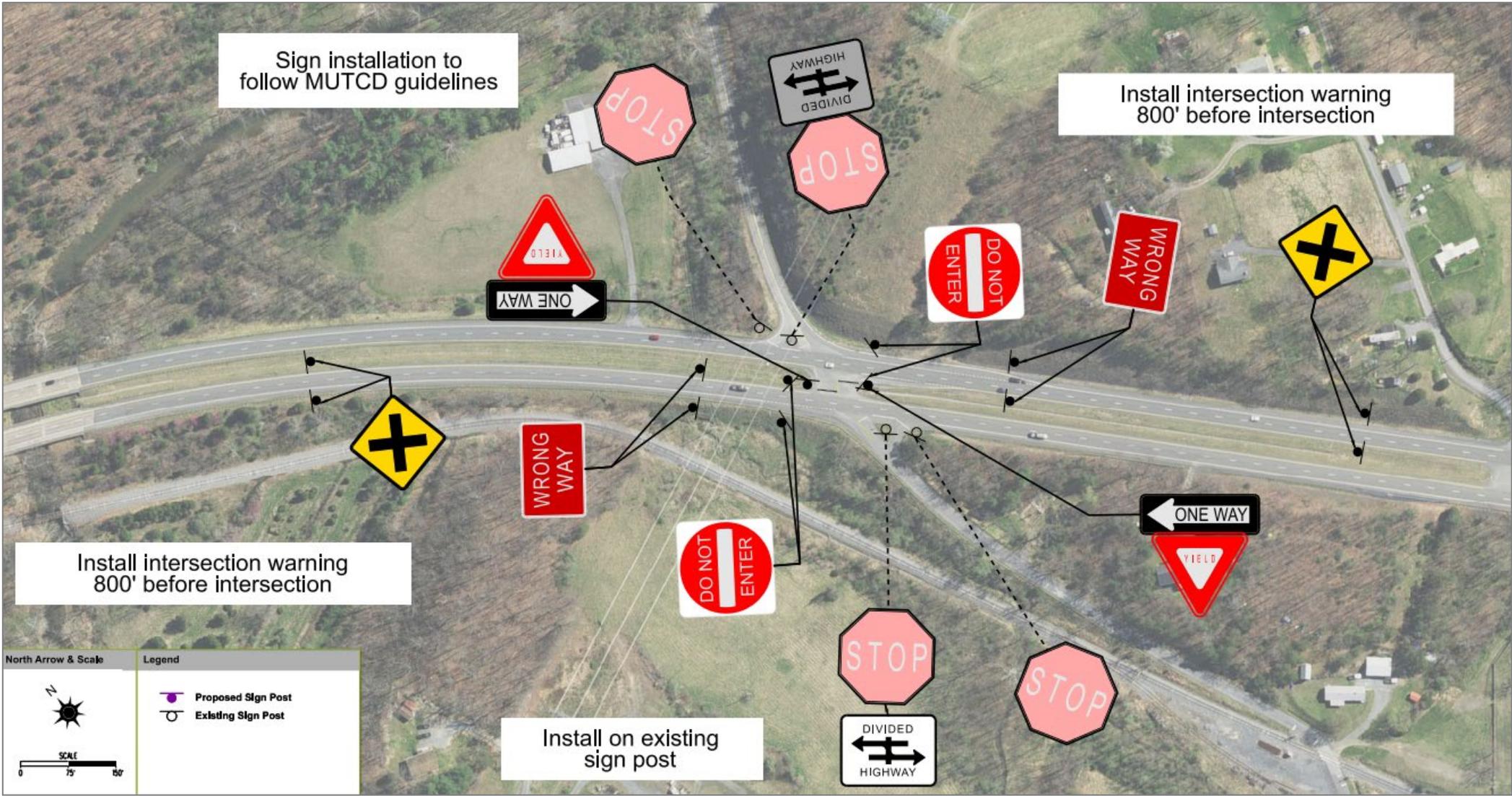
| Location | Location Type | Location Description | Alternative | Alternatives Under Consideration | Benefit/Cost Ratio | Public Survey Score (1 to 5)* |
|----------|---------------|------------------------------|-------------|--|--------------------|-------------------------------|
| 2 | Segment | PSI Segment #1 & #2 | 1 | Warning Sign and Pavement Improvements | 25.4 | 4.24 (Strong Support) |
| | | | 2A | Shoulder widening and add rumble strips (Right side) | 34.2 – 25.6 | 4.40 (Strong Support) |
| | | | 2B | Shoulder widening and add rumble strips (Left side) | 0.2 | 4.40 (Strong Support) |
| 5 | Intersection | Siler Road/Siler Lane | 1 | Warning Sign & Crossover Sign Improvements | 98.7 | 3.95 (Somewhat Support) |
| | | | 2 | Add Dedicated Left Turn Lane | 1.5 – 0.9 | 4.39 (Strong Support) |
| | | | 3 | Convert to Unsignalized RCI | 17.3 - 14.8 | 3.07 (Neutral) |
| 7 | Segment | PSI Segment #3 | 1 | Warning Sign and Pavement Improvements | 18.79 | 4.17 (Strong Support) |
| | | | 2A | Shoulder widening and add rumble strips (Right side) | 2.3 – 1.3 | 4.34 (Strong Support) |
| | | | 2B | Shoulder widening and add rumble strips (Left side) | 1.9 – 1.3 | 4.34 (Strong Support) |
| 8 | Intersection | Marple Road/Cedar Grove Road | 3 | Remove Traffic Signal and Replace with RCI | 24.8 – 16.5 | 2.8 (Somewhat Oppose) |
| 10 | Intersection | Indian Hollow Road | 1 | Add Intersection Warning Sign | 5.9 | 4.28 (Strong Support) |

*0-1 = Strongly Oppose, 1-2 = Somewhat Oppose, 2-3 = Neutral, 3-4 = Somewhat Support, 4-5 = Strong Support

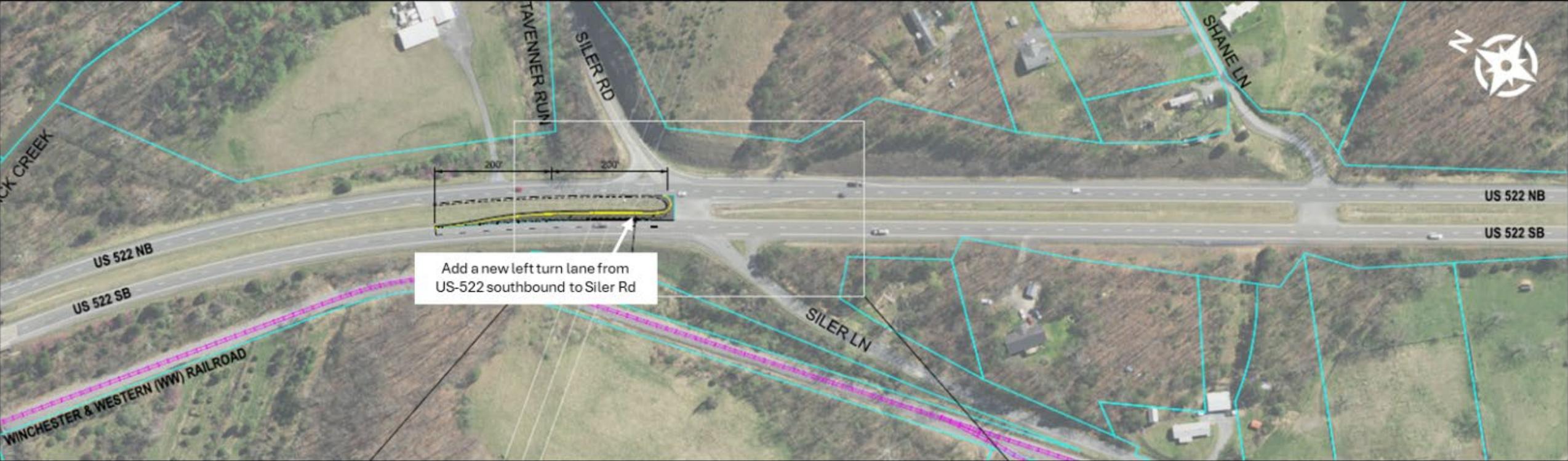


- **Alternative 3A** – Increase left side shoulder width to 4' and add rumble strips on hotspot curves
- **Alternative 3B** – Increase right side shoulder width to 8' and add rumble strips on hotspot curves

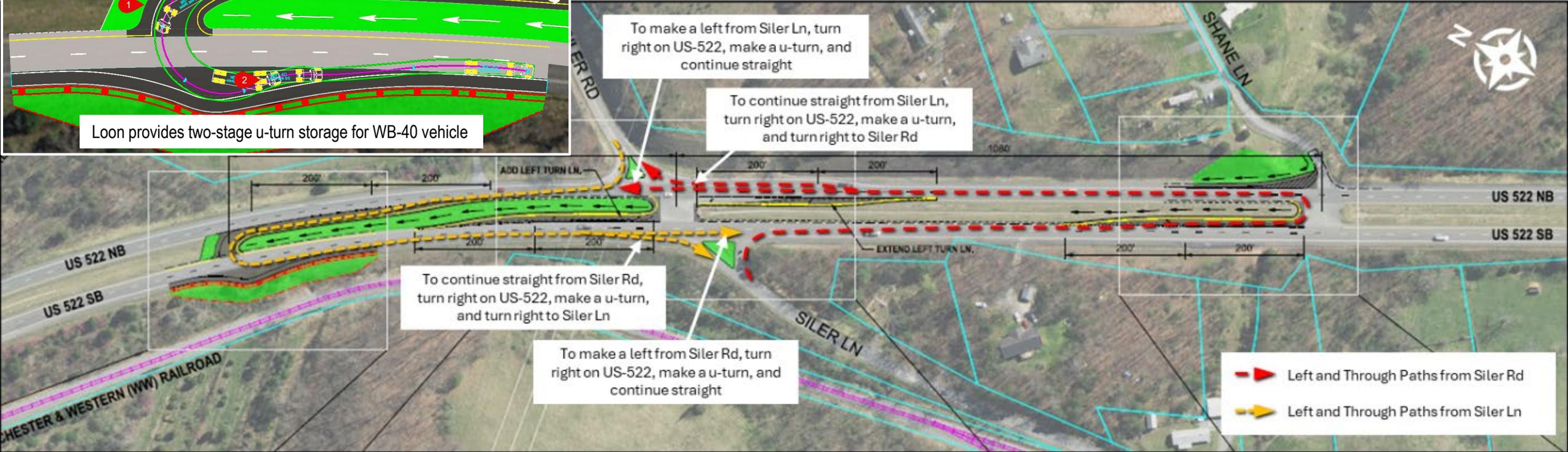
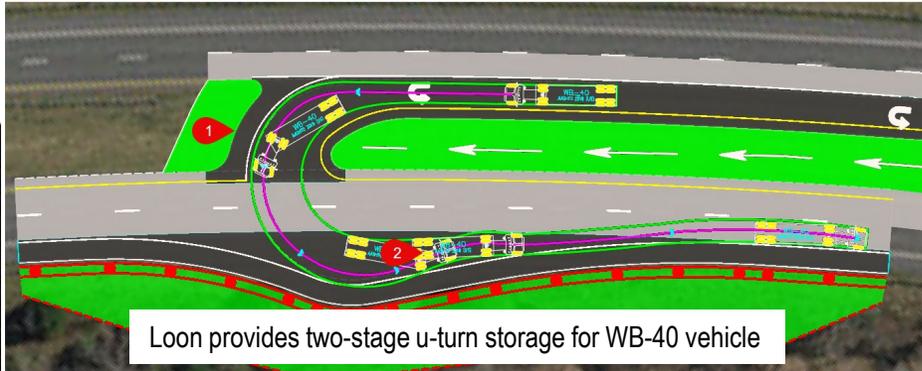




US 522 RURAL FREDERICK | SILER RD (Alt. 2) – Add Dedicated Left Turn Lane



US 522 RURAL FREDERICK | SILER RD (Alt. 3) – Convert Signalized Intersection to Unsignalized RCI

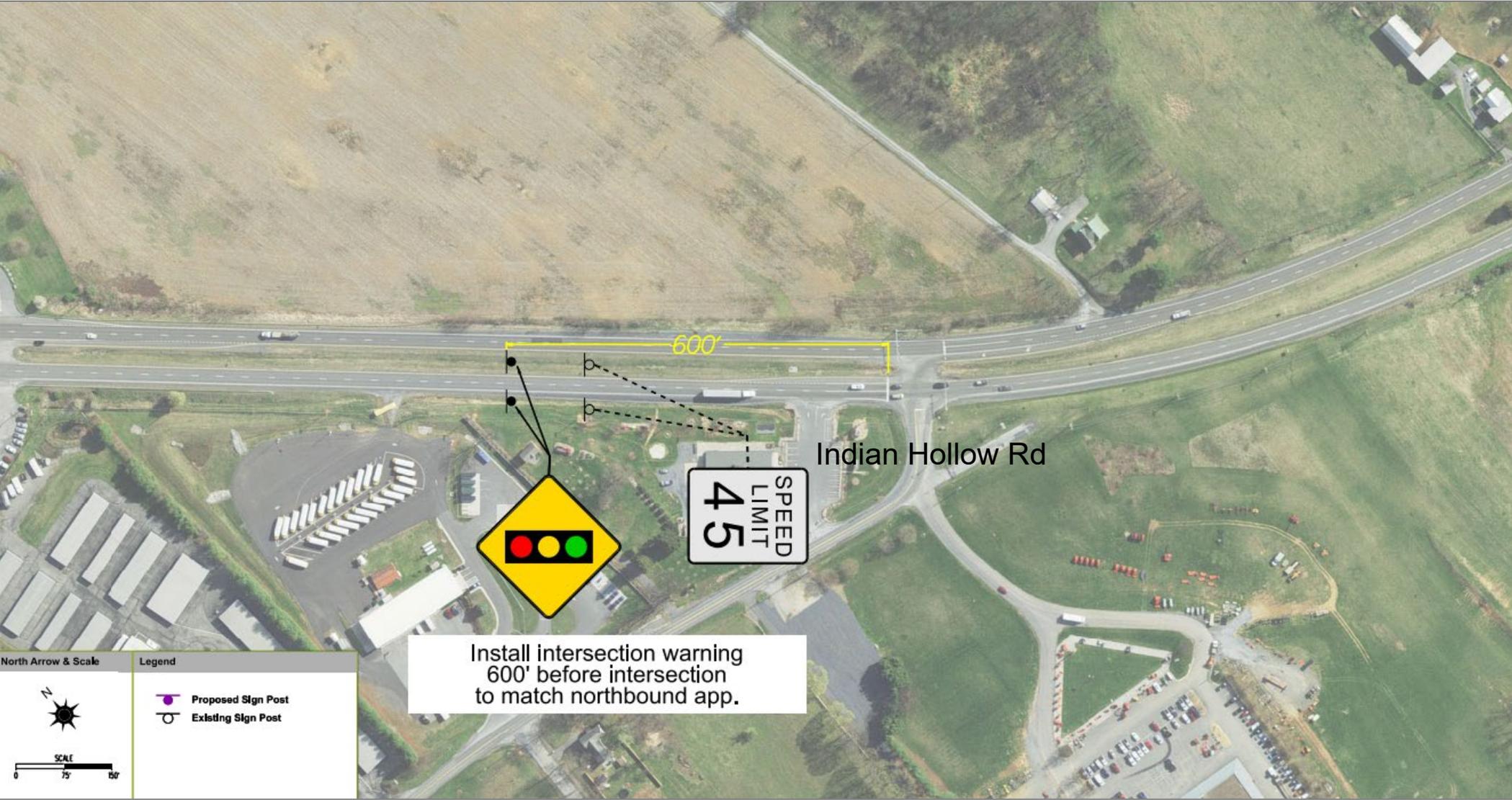




- **Alternative 2A** – Increase left side shoulder width to 4' and add rumble strips along entire segment
- **Alternative 2B** – Increase right side shoulder width to 8' and add rumble strips along entire segment



US 522 RURAL FREDERICK | Alt. 1 – (Warning Sign Improvements)





PROJECT PIPELINE

ST-25-03 US 522

ECHO LANE TO WINCHESTER CITY LIMITS

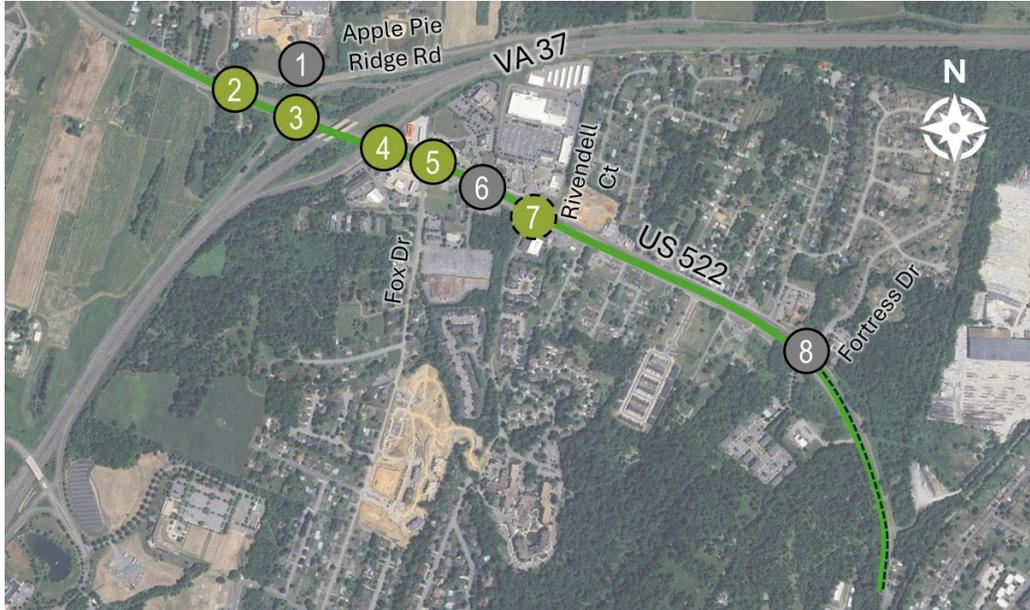
(URBAN)

PREFERRED ALTERNATIVE SELECTION

JANUARY 21, 2026



Alternatives Overview



| # | Location | Alternatives Under Consideration | Need Addressed |
|-----|--|--|---------------------------|
| 1 | Apple Pie Ridge Road at James Wood HS Entrance | Directional Left-In, Reconfiguration with Full Movements | Operations |
| 1-4 | Apple Pie Ridge Road & US 522 (N Frederick Pike) Between James Wood HS and VA 37 Interchange | Sidewalk and pedestrian bridge, sidewalk and barrier sidewalk, RRFB crossing | Pedestrian Access |
| 3 | US 522 (N Frederick Pike) at VA 37 Southbound Ramps | Right turn lane addition and storage | Operations |
| 4 | US 522 (N Frederick Pike) at VA 37 Northbound Ramps | Left turn lane extension and storage | Operations |
| 5-6 | US 522 (N Frederick Pike) at Fox Drive & at Exeter Drive | Sidewalk and crosswalk installation | Pedestrian Access |
| 6 | US 522 (N Frederick Pike) at Exeter Drive & Sunnyside Plaza Circle | Warning Sign Improvements | Safety |
| 7 | US 522 (N Frederick Pike) at Rivendell Court & Westminster Canterbury Drive | Sidewalk and crosswalk installation, signing and marking improvements | Pedestrian Access, Safety |
| 7-8 | US 522 (N Frederick Pike) Between Rivendell Court and Fortress Drive | Sidewalk and crosswalk installation | Pedestrian Access |
| 8 | US 522 (N Frederick Pike) at Fortress Drive & Scarlet Maple Drive | Warning Sign Improvements | Safety |
| 8 | PSI Segment Between Fortress Drive and Winchester City Limits | Merge Area Signage | Safety |

US 522 (Urban) Public Survey Summary

- Public Survey was open from December 3, 2025, to December 17, 2025 (2 weeks)
- Two-thirds of respondents live and/or work in either zip codes 22603 and 22601, which comprise northern Frederick County and the City of Winchester, respectively.
- While the view rate was consistent with related surveys, the response rate was low.

| Views | Participants | Responses | Comments |
|-------|--------------|-----------|----------|
| 4,112 | 83 | 906 | 75 |

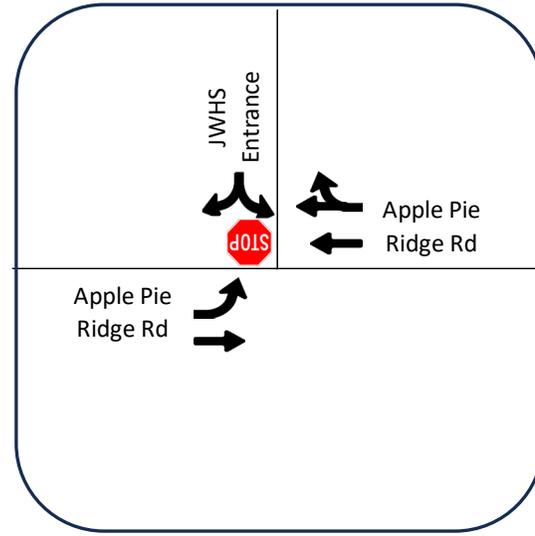
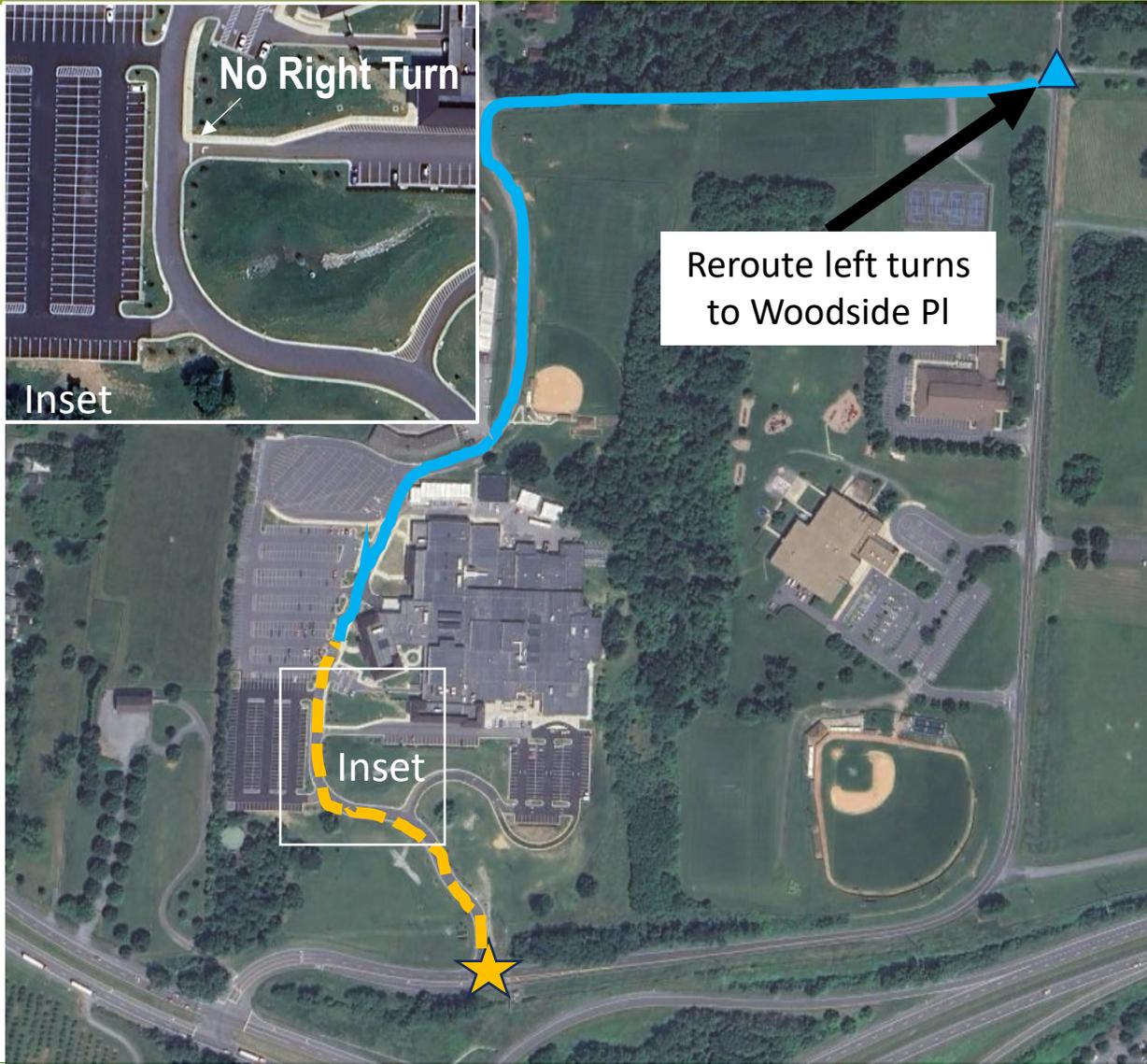
Alternatives Decision Matrix

| Location | Location Description | Alternative | Alternatives Under Consideration | Preliminary Cost Estimate | Safety Benefit/Cost Ratio | Public Survey Score (1 to 5)* |
|----------|--|-------------|---|----------------------------|---------------------------|-------------------------------|
| 1 | Apple Pie Ridge Road at James Wood HS Entrance | 1 | Directional Left-In | ~\$600,000 | 0.0** | Somewhat Support (3.66) |
| | | 2 | Reconfiguration w/ Full Movements | ~\$550-\$600,000 | 0.0** | Somewhat Support (3.25) |
| 1-4 | Apple Pie Ridge Road & US 522 (N Frederick Pike) Between James Wood HS and VA 37 Interchange | 1 | Sidewalk, Pedestrian Bridge Variant | ~\$2,100,000 ^A | N/A | Somewhat Support (3.49) |
| | | 2 | Sidewalk, Barrier Sidewalk Variant | ~\$1,800,000 ^A | N/A | Somewhat Support (3.18) |
| | | 3 | RRFB Crossing at Slip Lane | N/A | N/A | Neutral (2.83) |
| 3-4 | US 522 (N Frederick Pike) at VA 37 Southbound Ramps | 1 | Right turn lane addition and storage | ~\$4,400,000 | ~0.03 | Somewhat Support (3.81) |
| | US 522 (N Frederick Pike) at VA 37 Northbound Ramps | 2 | Left turn lane extension and storage | ~\$1,000,000 | ~0.10 | Strong Support (4.13) |
| 5-6 | US 522 (N Frederick Pike) at Fox Drive & at Exeter Drive | 1 | Sidewalk and crosswalk installation | ~\$1,300,000 ^{AB} | N/A | Strong Support (4.03) |
| | US 522 (N Frederick Pike) at Exeter Drive & Sunnyside Plaza Circle | 2 | Warning Sign Improvements | ~\$20,000 | ~4.0 | N/A |
| 7 | US 522 (N Frederick Pike) at Rivendell Court & Westminster Canterbury Drive | 1 | Sidewalk and crosswalk installation, signing and marking improvements | ~\$1,300,000 ^{AB} | N/A | Strong Support (4.10) |
| 7-8 | US 522 (N Frederick Pike) Between Rivendell Court and Fortress Drive | 1 | Sidewalk and crosswalk installation | ~\$1,300,000 ^{AB} | N/A | Strong Support (4.20) |
| 8 | US 522 (N Frederick Pike) at Fortress Drive & Scarlet Maple Drive | 1 | Warning Sign Improvements | ~\$20,000 | ~8.0 | N/A |
| 8 | PSI Segment Between Fortress Drive and Winchester City Limits | 1 | Merge Area Signage | ~\$15,000 | ~87.0 | N/A |

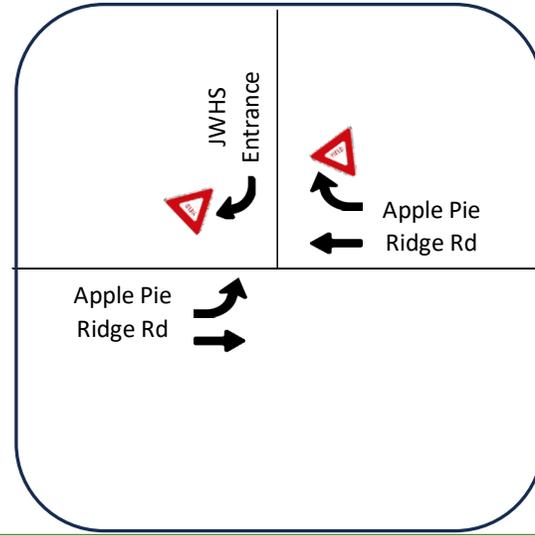
*1 = Strongly Oppose, 2 = Somewhat Oppose, 3 = Neutral, 4 = Somewhat Support, 5 = Strong Support

**no crashes reported within analysis window ^AR/W excluded ^Bshared estimate

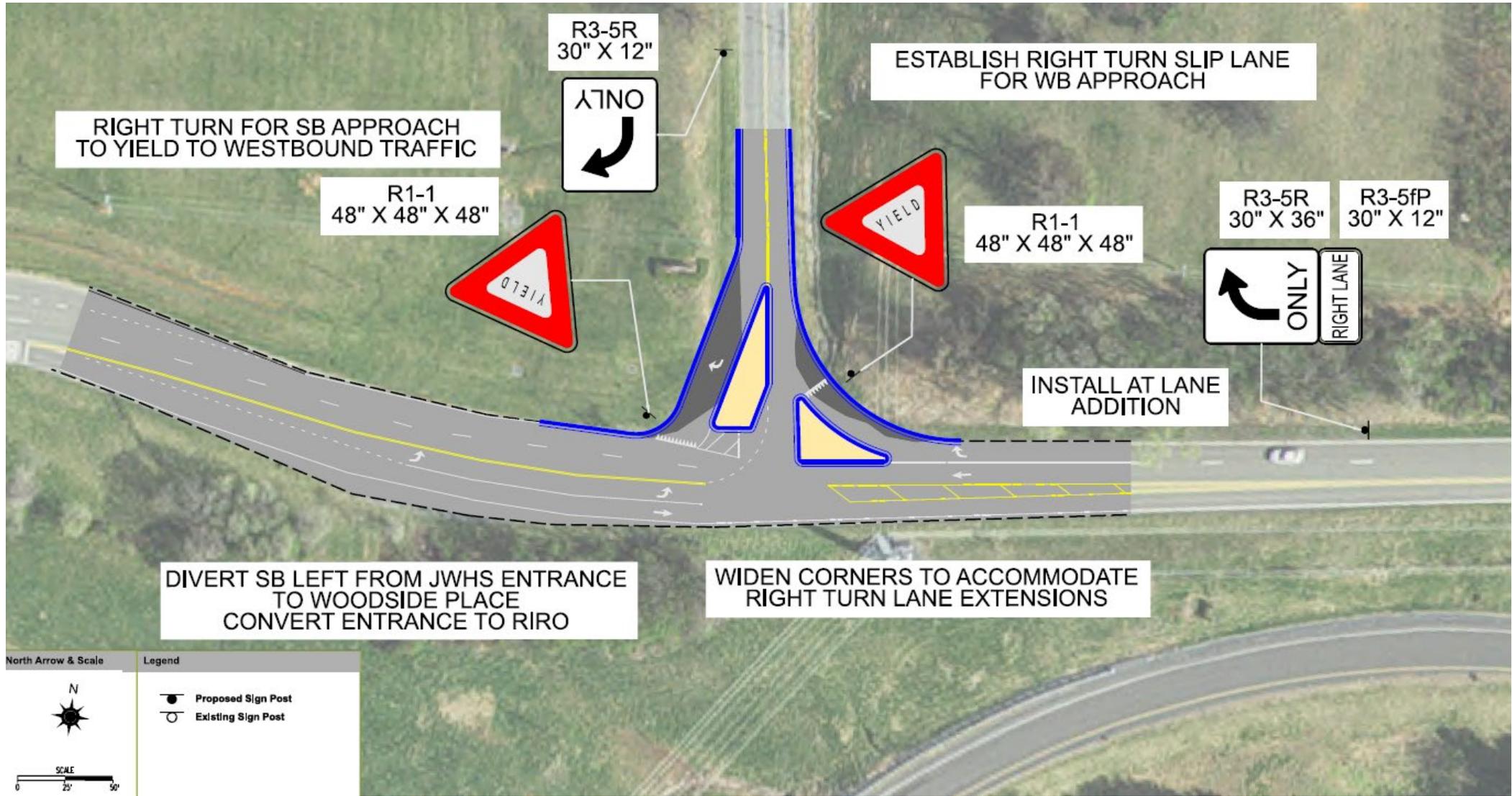
Alternatives grouped by appearance on public survey



Current Lane Configuration

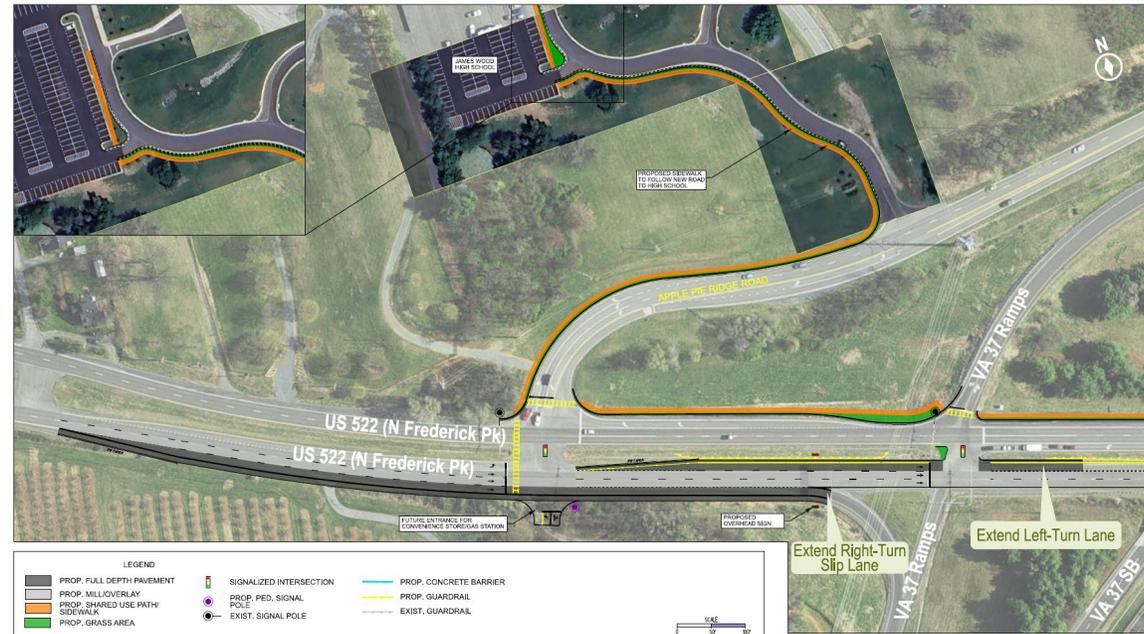


Proposed Lane Configuration



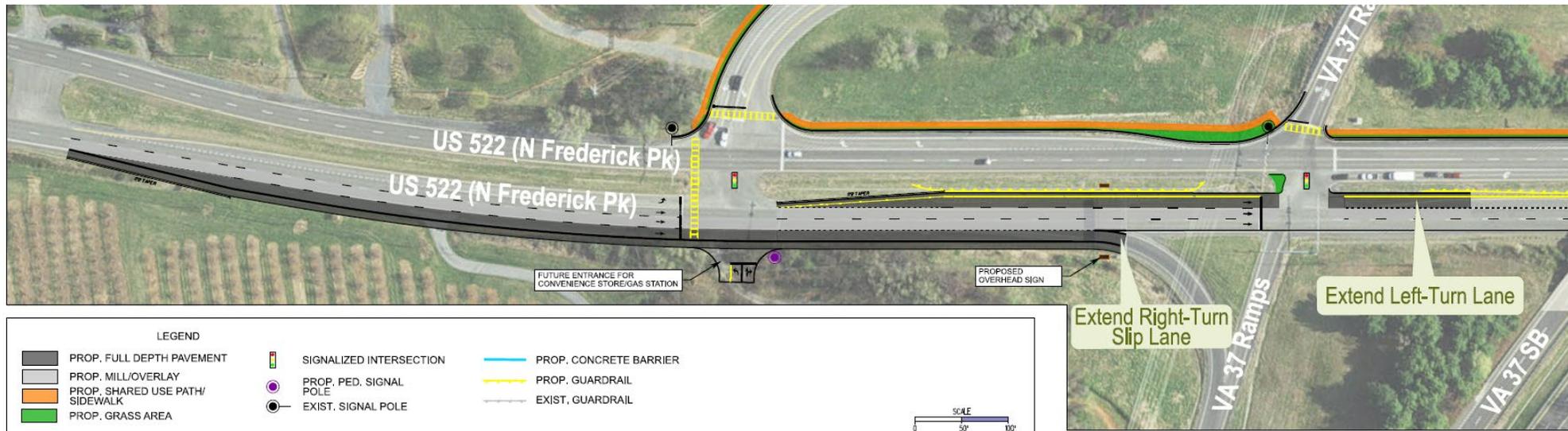


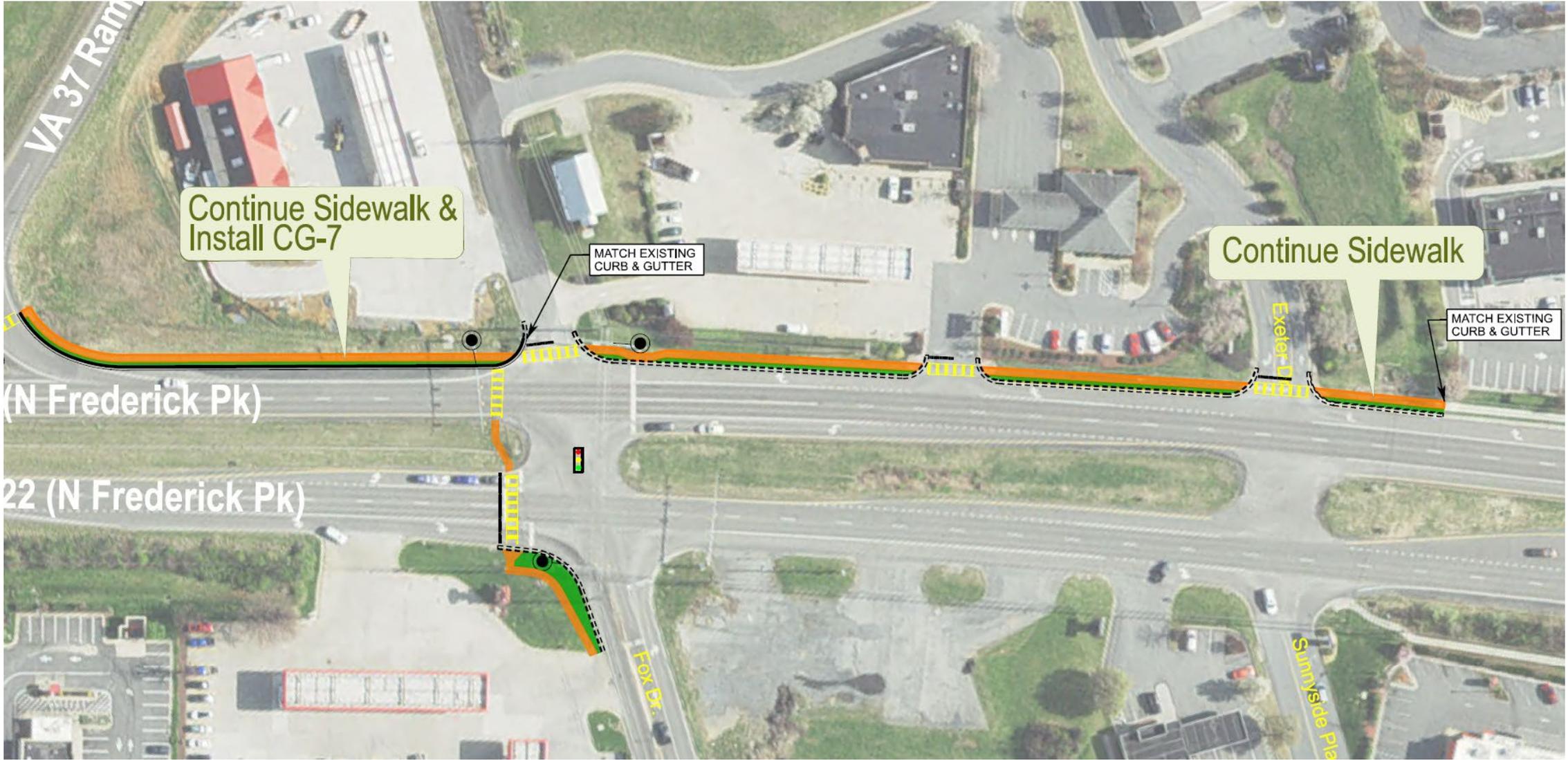
- **Shared across Alternatives** – Sidewalk and crosswalk along Apple Pie Ridge Road and US 522 from JWHS to the VA 37 interchange
- **Alternative 1** – Separated, raised pedestrian bridge behind bridge support piers
- **Alternative 2** – Protected sidewalk along roadway in front of bridge support piers
- **Shared in all (Alternative 3 in survey)** – RRFB crossing at VA 37 NB on-ramp

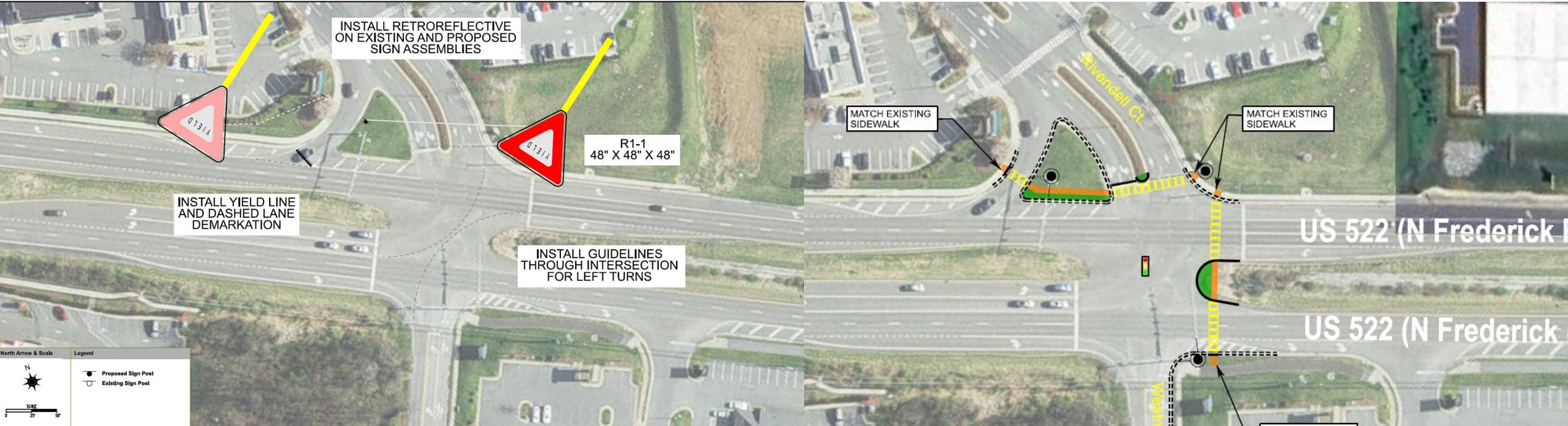




- **Alternative 1** – Install a full right-turn lane for SB US 522 onto SB VA 37 back through the Apple Pie Ridge Road intersection
- **Alternative 2** – Install a full left-turn lane for SB US 522 onto NB VA 37 back through the NB VA 37 intersection





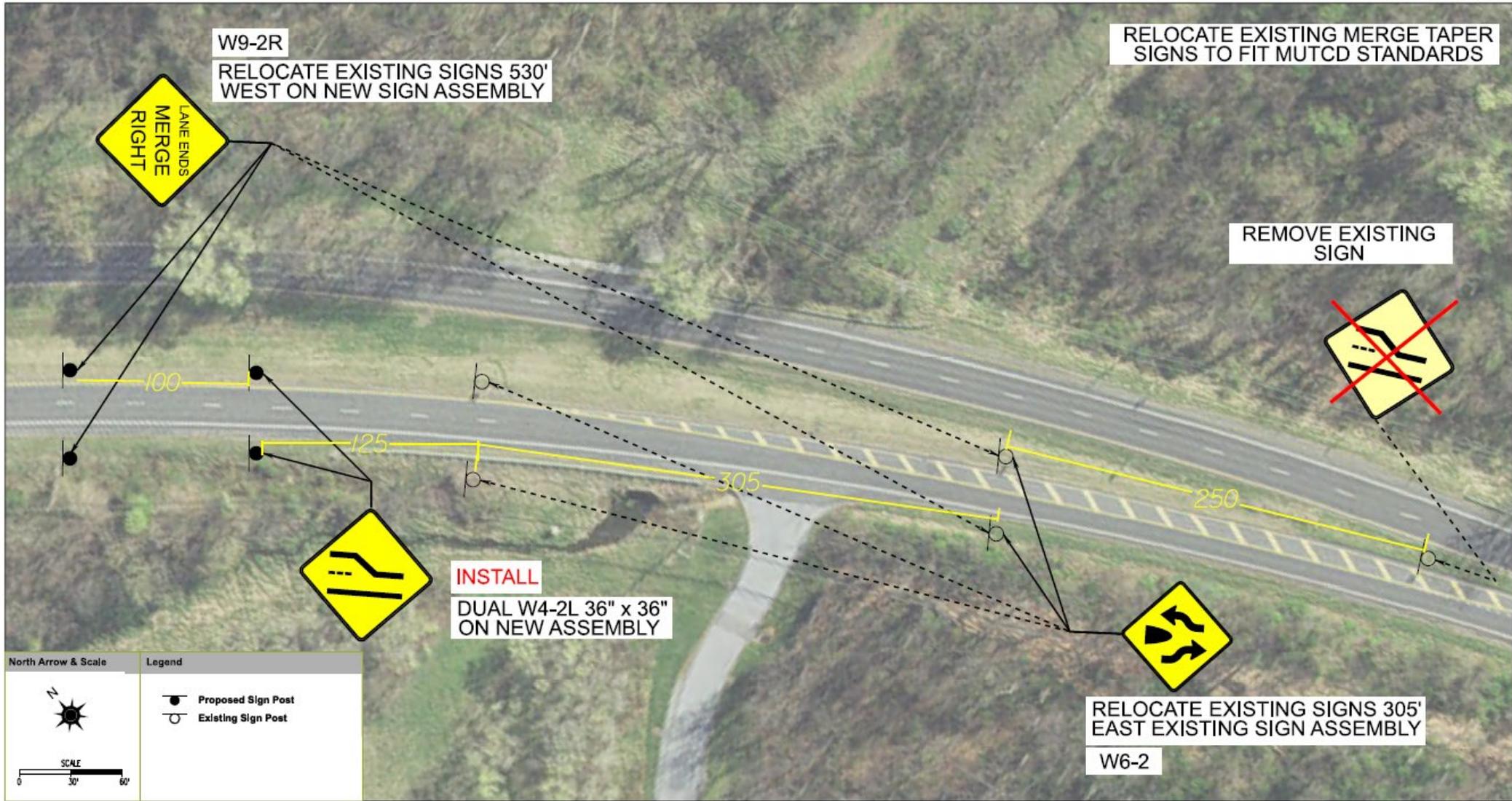


North Arrow & Scale

Legend

- Proposed Sign Post
- Existing Sign Post







PROJECT PIPELINE

ROUND 3

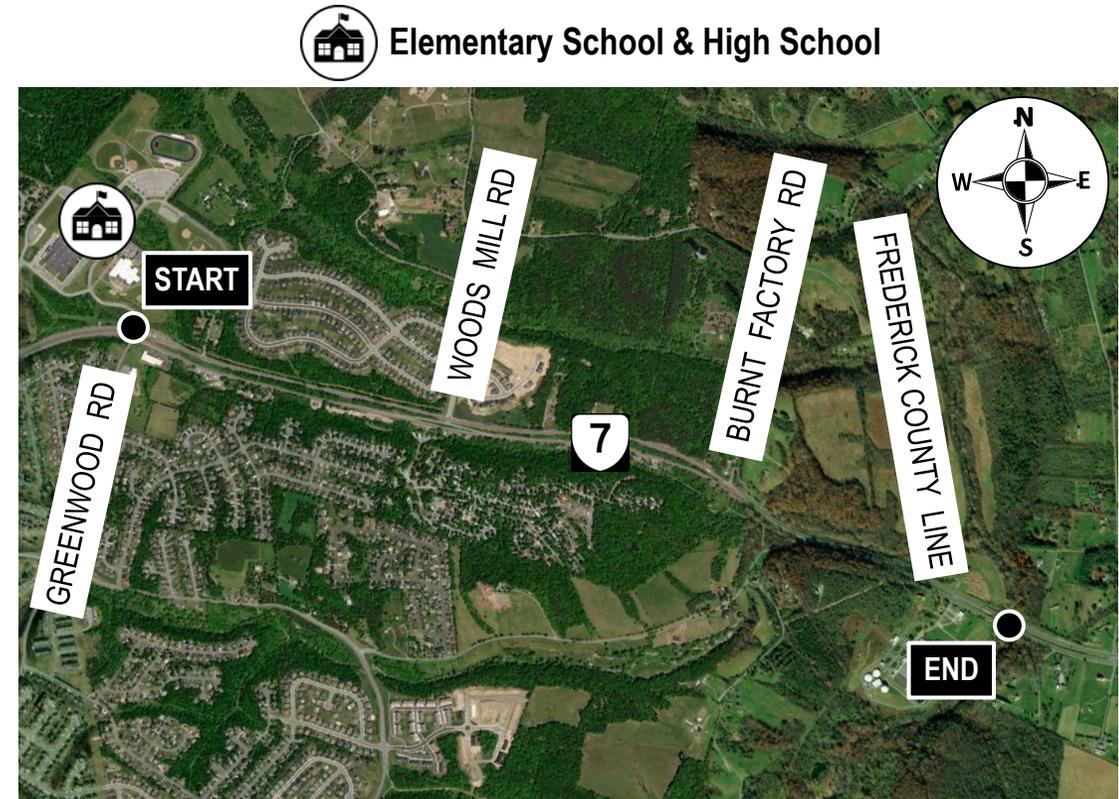
ST-25-05:
ROUTE 7, GREENWOOD RD TO FREDERICK COUNTY LIMIT

Preferred Alternatives Selection Meeting
December 16, 2025

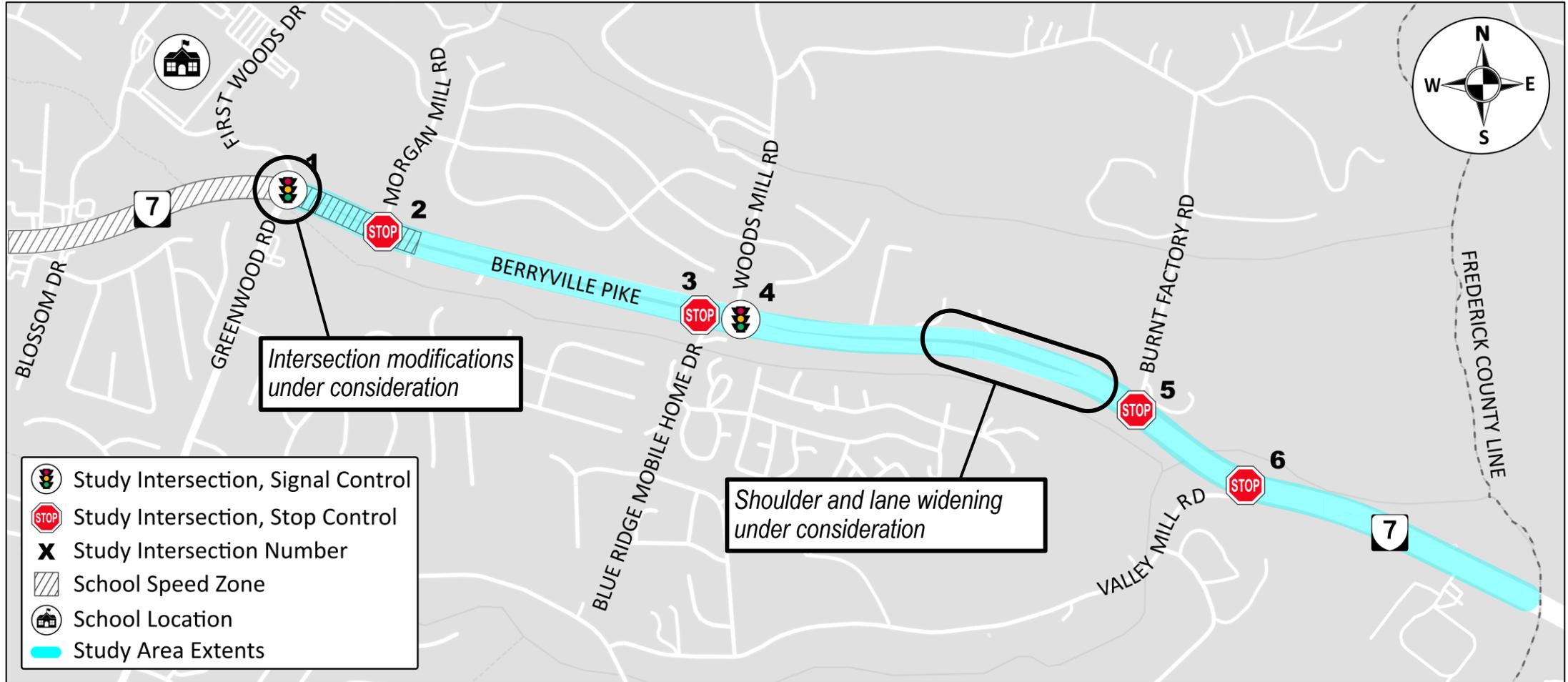


Study Area Overview

- Located 3 miles east of downtown Winchester in Frederick County
- Study focuses on VA-7 (Berryville Pike)
 - Greenwood Rd (west limit) to County Line (east limit)
 - Divided principal arterial roadway
 - 45 MPH posted speed
- Generally residential, rural/suburban, forested hilly terrain
- Elementary school north of VA-7 at Greenwood Rd
- School zone on VA-7 with 35 MPH speed limit, from Eckard Cir (west of Greenwood Rd) to Pikeside Ln (east of Greenwood Rd)



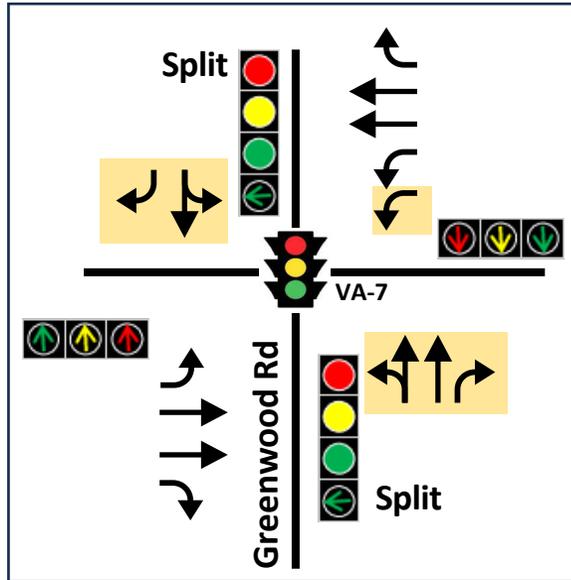
Study Corridor



Alternatives Decision Matrix

| Location | Alternative | Alternative Description | Crash Reduction | Delay s/veh AM(PM) | V/C | Average Public Survey Score |
|---|-------------|---|----------------------|--------------------|------|-----------------------------|
| VA-7 at Greenwood Rd/First Woods Dr | No Build | No Build | - | 174(115) | 1.85 | - |
| | 1 | Add northbound through/left and right turn lane, Add westbound left turn lane | 1.1 crashes per year | 66(53) | 0.97 | 4.23 (Strong Support) |
| | 2 | Add northbound through/left and right turn lane, Add westbound left turn lane, Add eastbound left turn lane | 1.1 crashes per year | 56(50) | 0.89 | - |
| VA-7 eastbound between Woods Mill Rd and Burnt Factory Rd | | Widen VA-7 eastbound shoulders and travel lanes | 1.0 crashes per year | - | - | 4.25 (Strong Support) |

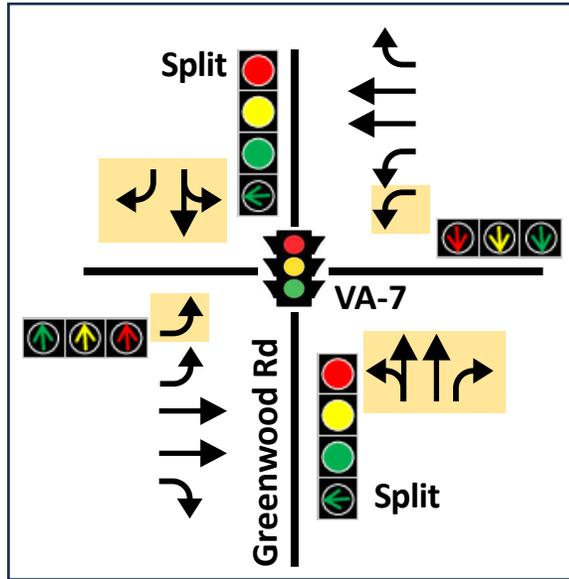
Alternative 1: VA-7 at Greenwood/First Woods



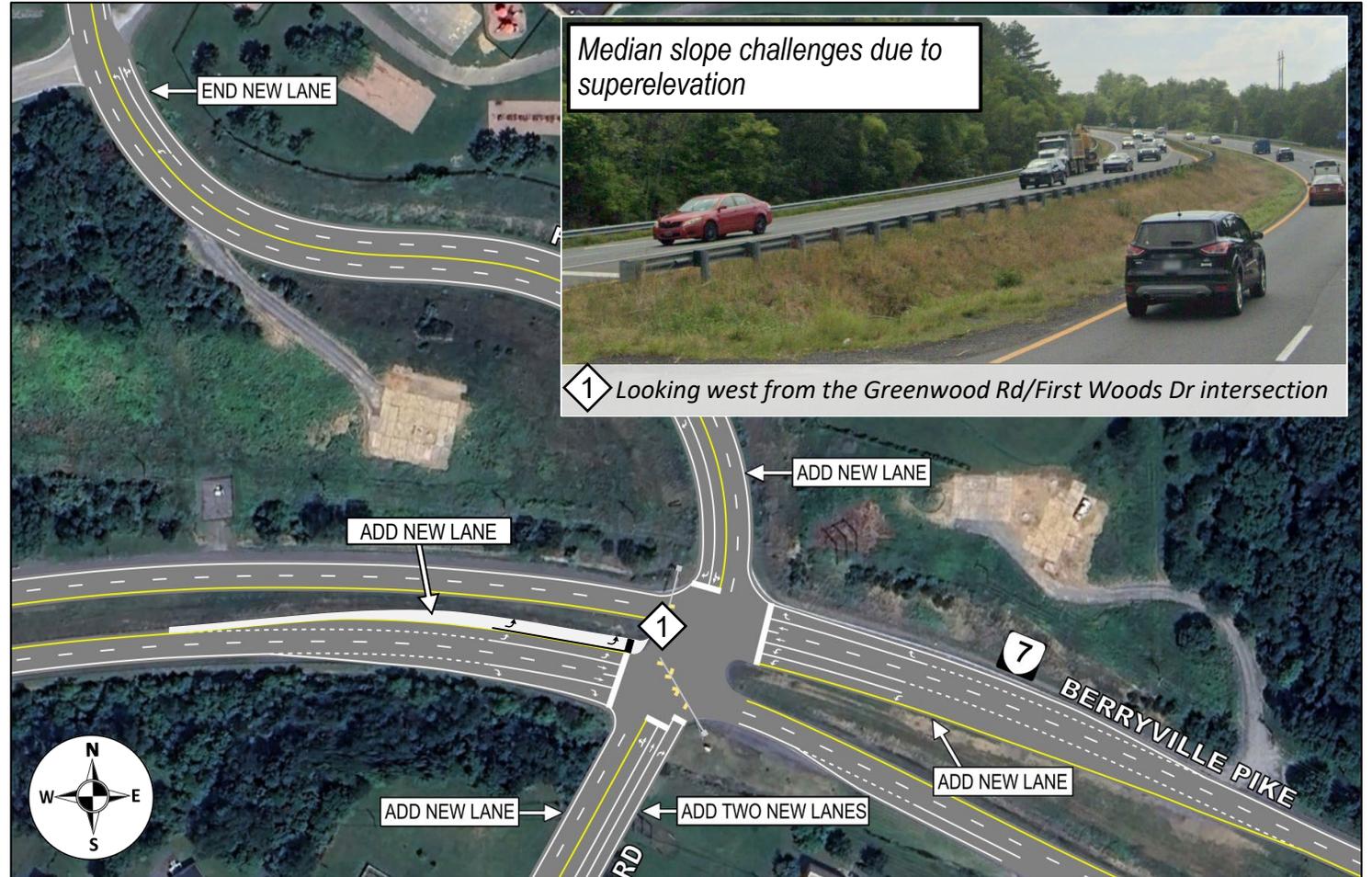
Consider implementation as the mid-term strategy



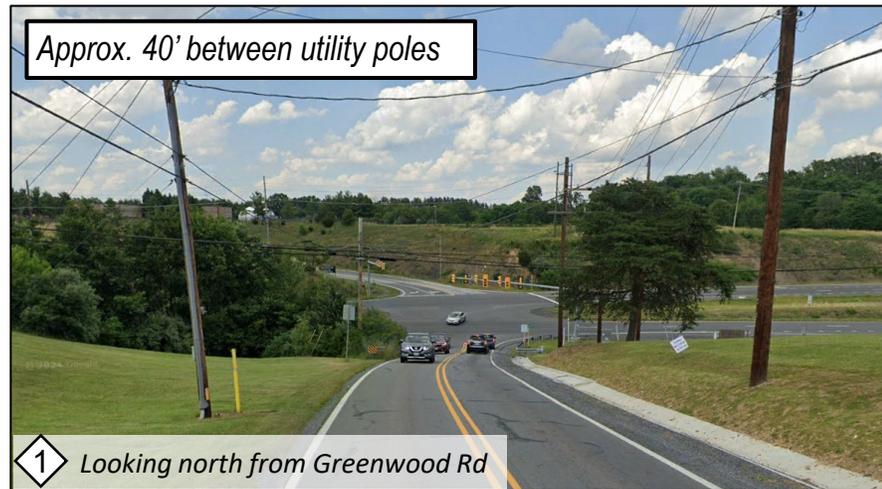
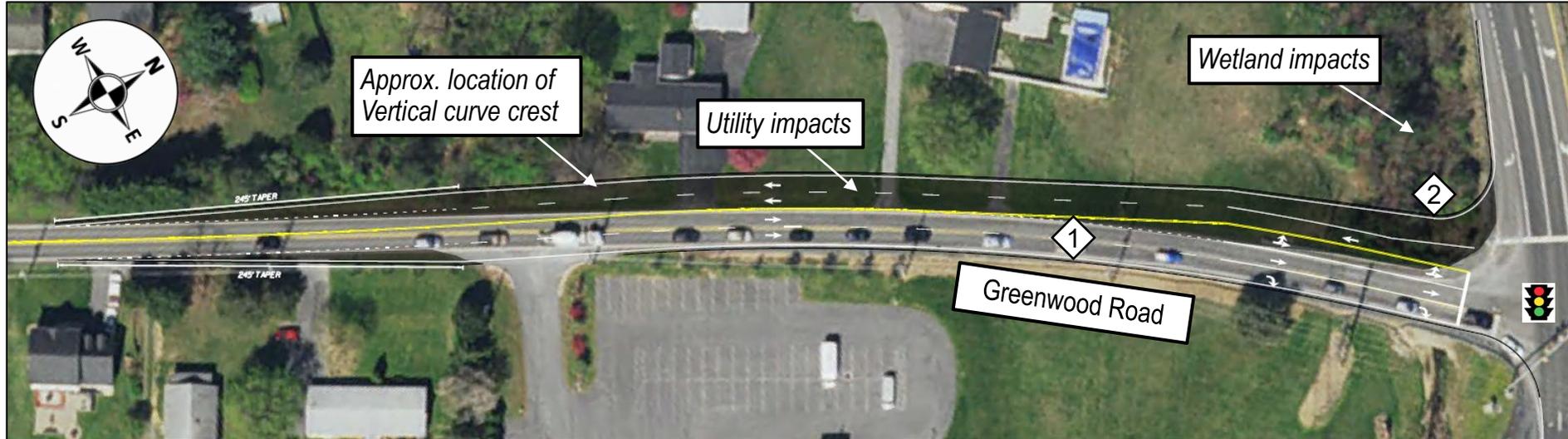
Alternative 2: VA-7 at Greenwood/First Woods



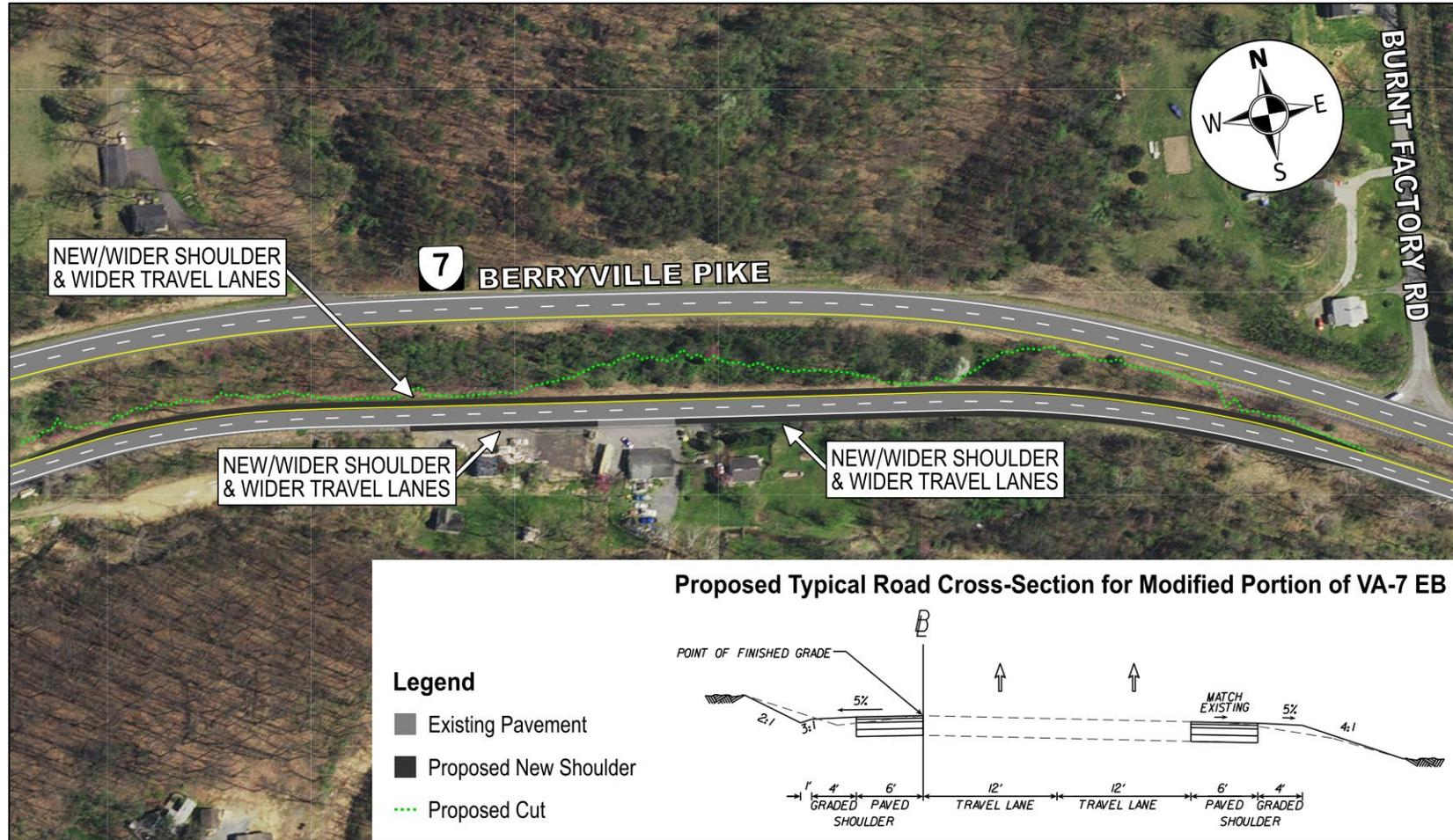
Long term vision: Consider adding 2nd EB left turn lane if AM traffic congestion increases 2045 and beyond



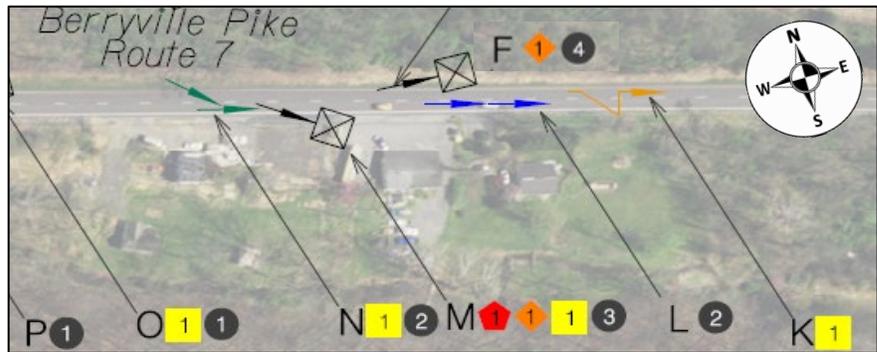
VA-7 at Greenwood Road Impact Considerations



Preferred Alt: VA-7 EB West of Burnt Factory Rd



Widen Shoulders and Install Edge Line Rumble Strips



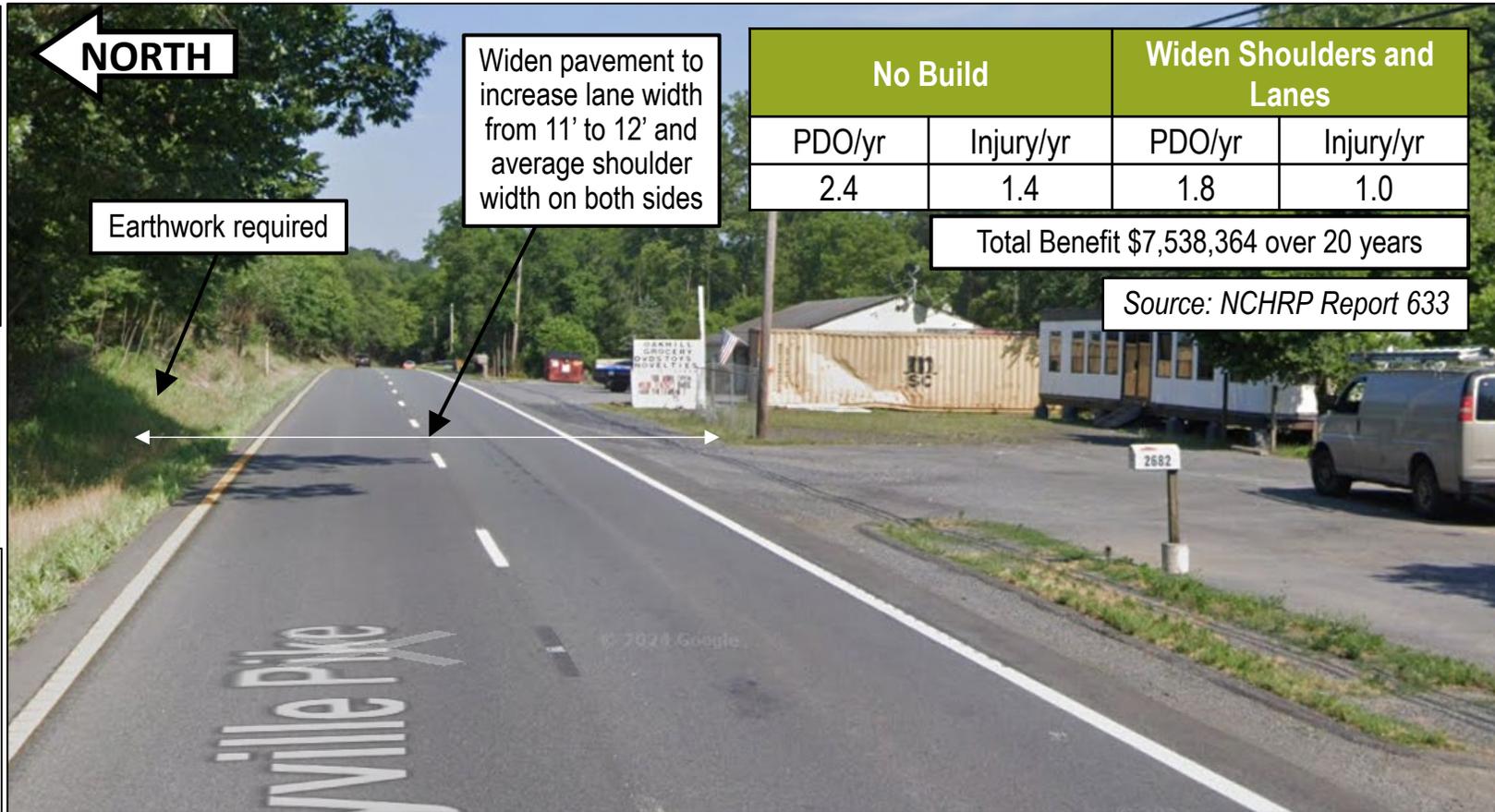
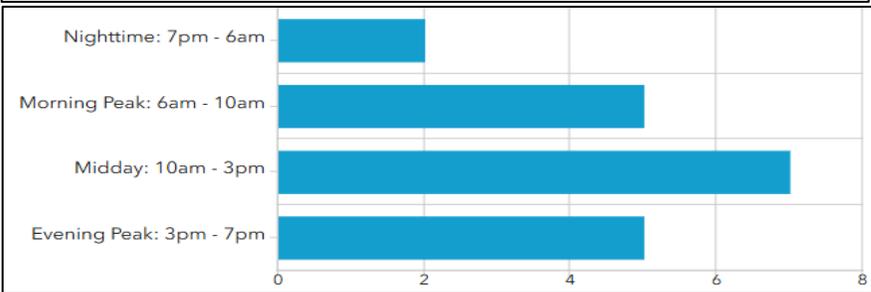
18 CRASHES

Statistics

Fatal/Injury = 31%
 Speeding = 42%
 Night = 10%
 No Adverse Weather = 100%

Collision Type

Fixed Object Off Road = 68%
 Side Swipe Same Dir. = 16%
 Rear End = 11%
 Non-Collision = 5%



| No Build | | Widen Shoulders and Lanes | |
|----------|-----------|---------------------------|-----------|
| PDO/yr | Injury/yr | PDO/yr | Injury/yr |
| 2.4 | 1.4 | 1.8 | 1.0 |

Total Benefit \$7,538,364 over 20 years

Source: NCHRP Report 633

Questions/Comments?

Thank you for participating!



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title: Acceptance of Information Technology Committee Report of March 3, 2026

Attachments:

[BOS03-11-26IT_CommReportMarch2026.pdf](#)

INFORMATION TECHNOLOGY COMMITTEE REPORT to the BOARD OF SUPERVISORS
Tuesday, March 3, 2026
9:00 a.m.
107 NORTH KENT STREET, WINCHESTER, VIRGINIA

ATTENDEES:

Committee Members Present: Robert Liero, John Jewell, Chris Grassmuck, Sonia Marfatia-Goode, Joseph Brand

Committee Members Absent: Robert Wells

Staff present: Patrick Fly, Jennifer Nicholson, Michelle Nugent, Sharon Kibler, Karen Orndorff, Nicholas Pearson, Jay Tibbs, Michael Marciano, Wyatt Pearson, Michael Bollhoefer, Lauren Morrison, Wayne Corbett, Derek Brill, Lance Shreck

ITEMS REQUIRING ACTION BY BOARD OF SUPERVISORS:

- 1- Phase 1 Current State Evaluation & Needs Assessment of the County's software and systems as proposed by BerryDunn -(to analyze or evaluate business needs and review all systems and processes to ensure the County is equipped with the best software to move forward).

The Committee recommended that the Board authorize the County Administrator to execute a contract with BerryDunn for consulting services in the amount of \$55,000 for a Phase 1 Current State Evaluation & Needs Assessment.

- 2- Memorandum of Understanding between County IT and Northwest Regional Adult Detention Center -(to formally define the roles, responsibilities, and expectations between County IT staff and NRADC IT staff).

The Committee recommended that the Board authorize the County Administrator to execute the MOU as amended by the Committee.

ITEMS FOR INFORMATION ONLY

- 1- None

Respectfully submitted,
Jennifer Nicholson

Item 2: BerryDunn – Current State of Software Evaluation & Needs Assessment

Topic Synopsis

County Administration formed the Integrated Management Systems (IMS) Committee in April 2025 to engage key stakeholders, assess business needs, and review existing systems and processes to ensure the County is equipped with appropriate enterprise software solutions. In August 2025, a Statement of Need was issued to solicit proposals from qualified firms. Following a competitive interview process, BerryDunn was recommended by the committee.

Recommended Action

Staff recommend that the IT Committee forward this to the Board. There is no need for appropriation, as there are available funds.

Item 3: Memorandum of Understanding between County IT and Northwest Regional Adult Detention Center



MEMORANDUM

TO: Frederick County Board of Supervisors

FROM: Wyatt Pearson, AICP, Director of Planning and Development
Patrick Fly, Director of Information Technology
Karen Orndorff, Purchasing Manager

RE: **County Government Software Evaluations & Needs Assessment**

DATE: January 16th, 2026

The purpose of this memo is to describe the activities and deliberations of the Integrated Management Systems (IMS) Committee in support of staff's request for funding to conduct a Phase 1 Current State Evaluation & Needs Assessment of the County's software and systems with BerryDunn.

County Administration formed the IMS Committee in April of 2025 and provided the following direction for the group to aspire towards:

“to identify an Integrated Management System (IMS) solution that aligns with the strategic goals of Frederick County. To engage all stakeholders, analyze their business needs and review all systems and processes to ensure the County is equipped with the best software to move forward. Ensure the system selected fosters process improvement, has a comprehensive and fully integrated reporting system and integrates with existing systems. Through collaboration, transparency and a focus on innovation, select an IMS that support the County's vision and fosters a culture of continuous improvement while serving the needs of staff, elected & appointed officials and the residents of Frederick County.”

The group was comprised of staff and constitutional office representatives and made decisions on a consensus basis. Throughout the process other staff and individuals were included on an ad hoc basis for participation in the deliberations. The core members of the Committee included:

Patrick Fly, Information Technology (Co-Chair)
Wyatt Pearson, Planning & Development (Co-Chair)
Jay Tibbs, Administration
Bill Orndoff, Treasurer
Derek Brill, Commissioner of Revenue's Office
Sharon Kibler, Finance
Michael Marciano, Human Resources
Karen Orndorff, Public Works

The Committee met multiple times between April and December of 2025. Discussions included but were not limited to; education on the use and potential capabilities of existing system (BAI Municipal Software), review of all software licenses current in County Government, shared or common data sets, interdepartmental processes and current integrations or lack thereof, examples from vendor presentation or colleagues elsewhere on capabilities of other systems available in the market.

Early in these discussions the majority of the group concluded that third party assistance would be necessary to map out the existing integrations and potential overlaps, and most importantly provide an informed and impartial opinion on whether the existing system should be enhanced, supplemented, replaced, or some combination of those approaches.

Accordingly, on August 6, 2025, a Statement of Needs was distributed with the intent of soliciting proposals from qualified firms to provide comprehensive evaluation, advisory, and implementation planning services related to an Enterprise Resource Planning (ERP) system.

Three consulting firms—BerryDunn, Plante Moran, and Luna Data Solutions—submitted proposals for the committee’s review. Based on the initial evaluation, BerryDunn was selected for an interview. Following the interview process, the committee unanimously agreed to move forward with BerryDunn as the recommended consulting firm.

Staff is requesting authorization for the County Administrator to execute a contract with BerryDunn for consulting services in the amount of \$55,000 for a Phase 1 Current State Evaluation & Needs Assessment, which will include but not be limited to the following tasks and deliverables:

Tasks:

- Conduct kickoff meetings and develop a detailed project work plan.
- Inventory all current ERP-related and department-specific systems/software.
- Analyze current business processes, workflows, data management, and reporting practices.
- Conduct interviews and workshops with stakeholders across all major departments.
- Document functional and technical requirements.
- Conduct a gap analysis comparing the current state with identified needs.
- Facilitate a review session with stakeholders to validate requirements and findings.

Deliverables:

- Project work plan and schedule
- Software inventory report
- Functional and technical requirements document
- Gap analysis report
- Provide a recommendation on whether to maintain the existing system as is, enhance the existing system, supplement the existing system, or replace it
- Stakeholder validation summary

Depending upon the results of the Phase 1 effort, the County could but is not obligated to continue working with Berry Dunn on Phase 2 System Evaluation and Selection, and Phase 3

Implementation Planning. Based upon BerryDunn's estimates the total cost associated with having a consultant's assistance throughout this process is likely to reach \$150,000.

As always, should you have any questions regarding this matter, please do not hesitate to contact us.

PROPOSAL

PROPOSAL FOR:

County of Frederick

IN RESPONSE TO AN RFP FOR
EVALUATION OF ERP AND IMS
CONSULTANT SEARCH SERVICES

SUBMITTED BY:

Berry, Dunn, McNeil & Parker, LLC
2211 Congress Street, Portland, ME 04102

Jonathan Grace, Project Principal

Berry, Dunn, McNeil & Parker, LLC
jgrace@berrydunn.com

Charline Petit Homme, Engagement Manager

Berry, Dunn, McNeil & Parker, LLC
charline.petithomme@berrydunn.com

Proposal Submitted On:

October 1, 2025 at 5 p.m. EST

1. Cover Letter

October 1, 2025

County of Frederick, Virginia
Attn: Missi Neal, Purchasing & Contracts Manager
107 N. Kent St.
Winchester, VA 22601

Dear Missi Neal and Members of the Selection Committee:

On behalf of Berry, Dunn, McNeil & Parker, LLC (“BerryDunn,” “we,” “our”), I am pleased to submit this proposal in response to the County of Frederick’s (the County’s) request for proposals (RFP) for its Evaluation of Enterprise Resource Planning (ERP)/Integrated Management System (IMS) Consultant Search. We have read the County’s request and reviewed its terms and conditions and the contents presented therein. Our proposal is a firm and irrevocable offer valid for 120 calendar days from the proposal deadline of October 1, 2025, at 5 p.m. EST.

BerryDunn is a nationally recognized professional services firm headquartered in Portland, Maine, with 10 office locations. We are focused on **inspiring organizations to transform and innovate** and have preserved our reputation for excellence throughout our 51-year history. Our firm’s culture is centered on a deep understanding of our clients’ commitment to serving the public. We proudly tailor each of our projects to recognize the work our clients do every day. **We care about what we do, and we care about the people impacted by our work—including the County’s staff and constituents.** As it relates to the County’s requested services, we would like to highlight the following unique attributes offered by our proposed team:



Demonstrated success delivering BAI assessments in the Commonwealth, with deep understanding of county landscapes



Proven track record executing similar scopes of work for neighboring regional governments



Experienced, scalable team of subject matter experts with extensive county government consulting expertise



Independent, vendor-neutral advisors with comprehensive ERP market insight through the BerryDunn Bridge program

We appreciate the opportunity to propose and the time and consideration taken by the County to review our submission. As a principal in BerryDunn's Local Government Practice Group, I can attest to the accuracy of our materials, and I am legally authorized to bind, negotiate, make presentations on behalf of, and commit our firm and our resources. **If you have any questions regarding our proposal or updates on the evaluation process, please consider me your primary point of contact and feel free to contact me directly.**

Sincerely,

A handwritten signature in blue ink, appearing to read "Jonathan Grace".

Jonathan Grace, Prosci® CCP, Principal

Berry, Dunn, McNeil & Parker, LLC

2211 Congress Street, Portland, ME 04102-1955

t: 207-541-2260 | e: jgrace@berrydunn.com

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2. Firm Overview and Qualifications

Firm Overview

BerryDunn is a nationally recognized professional services firm focused on inspiring organizations to transform and innovate. Formed in 1974 with 78 principals, 36 owners, and 10 office locations, **we have experienced sustained growth throughout our 51-year history.**

We employ more than 950 staff members—including more than 400 in our Consulting Services Team. From extensive project experience for more than 900 state, local, and quasi-governmental agencies, our team brings valuable perspectives to every engagement. Additionally, our team has prior experience serving state and local government agencies, providing them with an in-depth understanding of government operations, staffing needs, budgetary constraints, and the business processes required to provide necessary services to the internal divisions and the constituents the County serves.

Our firm provides a full range of professional services that support our ability to complete tasks outlined by the County. These include:

- **Software Planning and Procurement**
- **Software Implementation Project Management and Oversight**
- Business Process Improvement, Reviews, and Redesign
- Organizational Change Management (OCM)
- Organizational, Operational, and Staffing Analyses
- Performance Analyses
- Enterprise and Departmental Strategic Planning
- Leadership and Organization Development
- Master Planning
- Cost of Service and Fee Studies
- Project Assessments and Remediation
- IT Assessments
- IT Strategic Planning

Figure 1 illustrates the overall organization of BerryDunn's Local Government Practice Group. We provide unparalleled expertise and unique insights across these practices, supporting more than 500 local government clients in solving some of their biggest challenges and addressing opportunities to improve and plan.

Figure 1: Local Government Practice Group Specialization



Our Highly Specialized Enterprise Digital Transformation Practice

Of note to the County, we have a dedicated **Enterprise Digital Transformation (EDT) Practice** that focuses on providing advisory services that address clients' technological and business process modernization needs. The EDT Practice offers more than 30 years of relevant consulting experience, as well as firsthand insights gained from team members' prior experience serving within local government organizations. Leadership and subject matter experts (SMEs) within the EDT Practice are aligned with focus areas that allow them to specialize and offer customized approaches based on a client's geographic area and community, size and resources, technical environment, stakeholder groups, and industry. For instance, our experience with ERP projects, our experience with assessing BAI/AS400 for clients in the Commonwealth, and work with clients of similar size will benefit the County on this work effort. Having conducted more than 200 projects that span the system replacement life cycle or include business process improvement as a core focal point or part of a larger initiative, we bring unique insights and industry best practices to every engagement. We understand the functionality of local government organizations, and we understand the processes, policies, people, and technology that support it. It is through this and our independence and objectivity that we serve as trusted advisors to our clients and strong proponents to the projects they conduct.

BerryDunn Bridge and Our Independence



BerryDunn Bridge is a program facilitated by our Local Government Practice Group. This program was developed to promote information sharing between public-sector software providers and our consultants and helps continually expand our own—and our clients'—understanding of the public-sector software landscape. BerryDunn Bridge provides opportunities to share our clients' needs with the software vendor community and gain knowledge of upcoming technological trends, recent product developments, and find target markets for software providers.

Public-sector software providers opt into this program to establish a cadence of meetings between their team members and our own to keep up to date on industry and client trends. This includes knowledge-sharing opportunities ranging from focused discussions between management teams to software demonstrations with a broader audience of consulting staff. As a result of this program, we can best serve our clients and pass on our knowledge gained—including modern software system capabilities not currently being utilized or perhaps even previously contemplated by our clients.

BerryDunn is not affiliated with any specific vendor, allowing us to provide truly independent advisory services to our clients. In that respect, we recognize the importance of networking and continuous market research to help ensure we are apprised of industry best practices, emerging trends, and updates in the software vendor community.

3. Experience with Local Government ERP Projects

Commitment to Commonwealth

With BerryDunn, the County will be served by a firm and project team members who have **demonstrated their commitment to the Commonwealth**. We have completed more than 60 projects for nearly 50 clients in the Commonwealth, including those listed below. We have bolded the projects with similar scopes of work to the County’s project.

- ▲ Albemarle County
- ▲ American Association of Motor Vehicle Administrators (AAMVA)
- ▲ Arlington County
- ▲ **Arlington Public Schools**
- ▲ Averett University
- ▲ **Chesterfield County**
- ▲ **City of Alexandria**
- ▲ **City of Danville**
- ▲ **City of Fairfax**
- ▲ **City of Fredericksburg**
- ▲ City of Hampton
- ▲ City of Harrisonburg
- ▲ City of Lynchburg
- ▲ **City of Manassas**
- ▲ **City of Manassas Park**
- ▲ **City of Newport News**
- ▲ City of Norfolk
- ▲ **City of Richmond**
- ▲ City of Roanoke
- ▲ City of Suffolk
- ▲ **City of Waynesboro**
- ▲ City of Winchester
- ▲ County of Dinwiddie
- ▲ Fairfax County
- ▲ Falls Church City Public Schools
- ▲ **Fauquier County**
- ▲ George Mason University
- ▲ Gloucester County
- ▲ **Goochland County**
- ▲ **Henrico County**
- ▲ **King George County**
- ▲ Loudon County
- ▲ **Middlesex County**
- ▲ **New Kent County**
- ▲ Pittsylvania County
- ▲ **Powhatan County**
- ▲ Reston Association
- ▲ Stafford County
- ▲ Town of Christiansburg
- ▲ **Town of Front Royal**
- ▲ **Town of Herndon**
- ▲ Town of Leesburg
- ▲ Virginia Department of Behavioral Health and Developmental Services
- ▲ Virginia Employment Commission
- ▲ Virginia Polytechnic Institute and State University
- ▲ **Warren County**
- ▲ Washington and Lee University
- ▲ Washington County
- ▲ York County Schools

We also take pride in our local presence, as we have several employees who reside in the Commonwealth and/or have worked in the regional local government landscape.

Systems Consulting

BerryDunn has extensive experience in providing a variety of system consulting services to clients similar in size and complexity to the County. In Table 1, on the following pages, we have included a summary of public-sector system consulting projects with which our firm has assisted. We have also provided population data for additional context.

Table 1: Systems Consulting Experience

| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| Counties and Regional Governments | | | | | | | |
| Albemarle County, Virginia (107,000) | • | | | | | | |
| Adams County, Colorado (519,570) | • | • | • | • | • | • | • |
| Berks County, Pennsylvania (415,000) | • | • | • | • | • | • | |
| Calumet County, Wisconsin (53,000) | • | • | • | | | | |
| Carver County, Minnesota (102,100) | | | | | | • | • |
| Chesterfield County, Virginia (353,000) | • | • | • | • | • | • | |
| Clark County, Washington (488,000) | • | • | • | • | • | • | • |
| Coconino County, Arizona (140,000) | | | | | | • | • |
| Doña Ana County, New Mexico (218,000) | • | • | • | • | • | • | |
| Ellis County, Texas (185,000) | • | • | • | • | • | • | • |
| Fauquier County, Virginia (75,600) | | | | | | • | • |
| Goochland County, Virginia (23,000) | • | • | • | • | • | • | • |
| Hamilton County, Indiana (338,000) | • | • | • | • | • | • | • |
| Henrico County, Virginia (325,000) | • | • | • | • | • | | |
| Imperial County, California (180,000) | • | • | • | | | | |
| Kaua'i County, Hawai'i (72,000) | • | • | • | • | • | | |
| King George County, Virginia (28,000) | • | • | • | • | • | • | |
| Maui County, Hawai'i (167,000) | • | • | • | • | • | • | |
| McLean County, Illinois (170,000) | • | • | • | • | • | • | |
| Mesa County, Colorado (162,000) | • | • | • | • | • | • | • |
| Middlesex County, Virginia (10,900) | • | • | • | • | • | • | |

| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| Minnehaha County, South Dakota (183,000) | • | • | • | • | • | • | • |
| Mobile County Health Dept, Alabama (415,000) | • | • | • | • | • | • | • |
| Monroe County, Florida (74,000) | • | • | • | • | • | • | • |
| Montgomery County, Pennsylvania (831,000) | • | • | • | • | • | • | • |
| Morrow County, Oregon (12,000) | • | • | • | • | • | • | • |
| New Kent County, Virginia (18,000) | • | • | • | • | • | • | |
| Outagamie County, Wisconsin (184,000) | • | • | • | • | • | • | • |
| Peoria County, Illinois (179,000) | • | • | • | • | • | • | • |
| Person County, North Carolina (39,000) | | | | | | | • |
| Powhatan County, Virginia (30,000) | • | • | • | • | • | • | |
| Saginaw County, Michigan (191,000) | • | • | • | • | • | • | • |
| Scott County, Iowa (166,000) | • | • | • | • | • | • | • |
| Sheboygan County, Wisconsin (118,000) | | | | | | • | • |
| Stearns County, Minnesota (164,000) | • | • | • | • | • | • | |
| Sussex County, Delaware (200,000) | • | • | • | • | • | • | • |
| Wake County, North Carolina (1,129,000) | • | • | • | • | • | • | • |
| Warren Country, Virginia (42,000) | • | • | • | • | • | • | • |
| Waukesha County, Wisconsin (407,000) | • | • | • | • | • | • | |
| Yamhill County, Oregon (107,000) | • | • | • | • | • | • | • |
| Municipalities | | | | | | | |
| City of Alameda, California (79,000) | | | | | | | • |

| | BerryDunn's Involvement | | | | | | |
|---|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| City of Alexandria, Virginia (150,000) | • | • | • | • | • | • | |
| City of Amarillo, Texas (199,000) | • | • | • | • | • | • | • |
| City of Aurora, Colorado (369,000) | • | • | • | • | • | • | • |
| City of Avondale, Arizona (85,000) | • | • | • | • | • | • | • |
| City of Beaverton, Oregon (97,000) | • | • | • | • | • | • | • |
| City of Bettendorf, Iowa (40,000) | • | • | • | • | • | • | • |
| City of Boca Raton, Florida (91,000) | • | • | • | • | • | • | • |
| City of Boulder, Colorado (105,000) | | | | | | | • |
| City of Brighton, Colorado (40,000) | • | | | | | | |
| City of Broken Arrow, Oklahoma (112,000) | • | • | • | • | • | • | • |
| City of Burlington, Vermont (43,000) | | | | | | | • |
| City of Cedar Falls, Iowa (41,000) | • | • | • | • | • | • | • |
| City of Cedar Park, Texas (77,600) | • | • | | | | | |
| City of Cleveland, Ohio (365,000) | • | • | • | • | • | • | • |
| City of Coral Springs, Florida (128,000) | • | • | • | • | • | • | • |
| City of Danville, Virginia (41,000) | • | • | • | • | • | • | |
| City of Denton, Texas (170,000) | • | • | • | • | • | • | |
| City of DeSoto, Texas (53,000) | • | • | • | • | • | • | |
| City of Detroit, Michigan (675,000) | • | • | • | • | • | • | • |
| City of Dover, Delaware (37,453) | • | • | • | • | • | • | • |
| City of Duncanville, Texas (40,000) | | | | | | | • |
| City of Edina, Minnesota (52,000) | • | • | • | • | • | • | • |
| City of Fairfax, Virginia (24,000) | • | • | • | • | • | • | |
| City of Fargo, North Dakota (122,000) | • | • | • | • | • | • | |
| City of Farmers Branch, Texas (35,000) | • | • | • | • | • | • | • |

| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| City of Fredericksburg, Virginia (27,000) | • | • | • | • | • | • | |
| City of Fort Collins, Colorado (165,000) | • | • | | | | | |
| City of Fountain Valley, California (56,000) | • | • | • | • | • | • | • |
| City of Frisco, Texas (177,000) | • | • | • | • | • | • | • |
| City of Gahanna, Ohio (35,000) | • | • | • | • | • | • | • |
| City of Gaithersburg, Maryland (68,000) | • | | | | | | |
| City of Garland, Texas (238,000) | • | | | | | | |
| City of Glendale, Arizona (237,000) | • | • | • | • | • | • | • |
| City of Grand Prairie, Texas (193,837) | | | | | | | • |
| City of Helena, Montana (32,000) | • | • | • | • | • | • | • |
| City of Independence, Missouri (117,000) | • | • | • | • | • | • | • |
| City of Irvine, California (273,000) | • | • | • | • | • | • | • |
| City of Irving, Texas (230,000) | • | • | • | • | • | • | • |
| City of Jacksonville, North Carolina (73,000) | • | • | • | • | • | • | |
| City of La Mesa, California (60,000) | • | | | | | | |
| City of Lakeville, Minnesota (64,000) | • | • | • | • | • | • | • |
| City of Lawrence, Kansas (96,000) | • | • | • | • | • | • | • |
| City of Livermore, California (90,000) | • | • | • | • | • | • | |
| City of Long Beach, California (470,000) | | | | | | | • |
| City of Manassas, Virginia (37,000) | • | • | • | • | • | • | • |
| City of Manassas Park, Virginia (17,000) | • | • | • | • | • | • | |
| City of Mansfield, Texas (70,000) | • | • | • | • | • | • | |

| | BerryDunn's Involvement | | | | | | |
|---|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| City of Midland, Texas (119,000) | • | • | • | • | • | • | • |
| City of Minot, North Dakota (48,000) | | | | | | • | • |
| City of Newport News, Virginia (183,000) | • | • | • | | | | |
| City of Ormond Beach, Florida (42,000) | | | | | | | • |
| City of Pasadena, California (140,000) | • | • | • | • | • | • | |
| City of Philadelphia, Pennsylvania (1,581,000) | • | • | | | | | • |
| City of Plano, Texas (287,000) | • | • | • | • | • | • | • |
| City of Puyallup, Washington (41,000) | | | | | | • | • |
| City of Redding, California (92,000) | • | • | • | • | • | • | • |
| City of Richland, Washington (53,000) | • | • | • | • | • | • | • |
| City of Richmond, Virginia (233,700) | • | • | • | | | | |
| City of San Leandro, California (90,000) | • | • | • | • | • | • | • |
| City of Santa Fe, New Mexico (70,000) | • | • | • | • | • | • | • |
| City of Simi Valley, California (126,000) | | | | | | | • |
| City Spokane Valley, Washington (98,000) | • | • | • | • | • | • | • |
| City of St. Charles, Missouri (70,000) | • | • | • | • | • | • | |
| City of Stillwater, Oklahoma (50,000) | • | • | • | • | • | • | |
| City of Sugar Land, Texas (89,000) | | | • | • | • | • | • |
| City of Surprise, Arizona (121,000) | • | • | • | • | • | • | • |
| City of Tampa, Florida (388,000) | • | • | • | • | • | • | • |
| City of Toledo, Ohio (265,000) | • | • | • | • | • | • | |
| City of Tucson, Arizona (525,000) | • | • | • | • | • | • | • |
| City of Waynesboro, Virginia (21,000) | • | • | • | • | • | • | • |
| City of Weatherford, Texas (31,000) | • | • | • | • | • | • | • |

| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| City of Wheat Ridge, Colorado (31,000) | • | • | • | • | • | • | |
| City of Wilmington, North Carolina (117,000) | • | • | • | • | • | • | • |
| Town of Front Royal, Virginia (16,000) | • | • | • | • | • | | |
| Town of Herndon, Virginia (22,000) | • | • | • | • | • | • | |
| Village of Oak Park, Illinois (52,000) | • | • | • | • | • | • | • |
| Regional and Special Purpose | | | | | | | |
| Coachella Valley Association of Governments, California (represents 10 cities, one county, and four Native American tribes) | • | • | • | • | • | • | • |
| Chicago Metropolitan Agency for Planning, Illinois (CMAP) (2,710,000) | • | • | • | • | • | • | • |
| City-County Information Technology Commission (CCITC), Wisconsin (serves Marathon County, the City of Wausau, three counties' healthcare, four police departments, and Marathon public library system) | • | • | • | • | • | • | |
| Consumnes Community Services District, California (210,000) | • | • | | | | | |
| Lafayette Consolidated Government, Louisiana (242,000) | • | • | • | • | • | • | |
| Louisville/Jefferson County Metro, Kentucky (740,000) | • | • | • | • | • | • | • |
| Loveland Housing Authority, Colorado (organization assists 1,200 households) | • | • | • | • | • | • | |
| Madison Metropolitan Sewer District, Wisconsin (429,000) | • | • | • | • | • | • | |
| Metropolitan Government of Nashville and Davidson County, Tennessee (684,000) | • | • | • | | | | • |

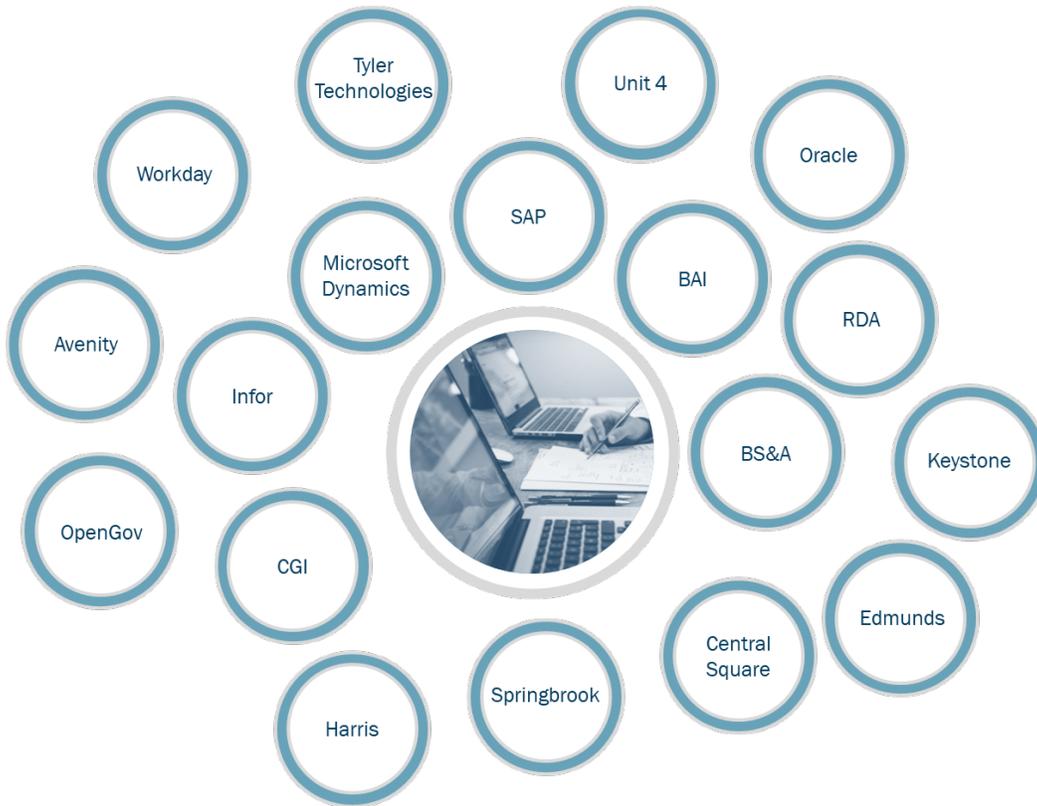
| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| Omaha-Council Bluffs Metropolitan Area Planning Agency, Nebraska (968,000) | • | • | • | • | • | • | |
| Tri-County Health Department, Colorado (1,400,000) | • | • | • | • | • | • | • |
| Waste Commission of Scott County, Iowa (175,000) | • | • | • | • | • | • | |
| K-12 Public Education | | | | | | | |
| Arlington Public Schools, Virginia (26,000 students) | • | • | | | | | |
| Chesterfield County and Public Schools, Virginia (62,000 students) | • | • | • | • | • | • | |
| City of Worcester and Public School Department, MA (23,000 students) | • | • | • | • | • | • | • |
| Jefferson County School District, Colorado (69,000 students) | • | • | • | • | • | | |
| Laramie County School District One, Wyoming (14,000 students) | • | • | • | • | • | • | |
| Metro Nashville Davidson County Schools, Tennessee (86,000 students) | • | • | • | • | | | • |
| Newport School District, New Hampshire (1,000 students) | • | | | | | | |
| Syracuse City School District, New York (20,000 students) | | | | • | • | • | • |

ERP Systems and Functional Area Familiarity

BerryDunn has extensive experience assisting clients in every stage of the enterprise system planning, selection, and implementation life cycle; experience and familiarity with most systems and their associated modules in the marketplace; and lack of affiliation with any specific vendor. Our experience assessing a wide variety of vendors means that we understand the capabilities and limitations of today's systems. Enterprise systems that we have reviewed as part of system planning engagements and those that clients have selected for implementation are included in Figure 2 below. While BerryDunn does not

recommend particular systems, we provide clients with the information, education, and tools needed to feel confident in the decision they make for moving forward with future solutions. The County will be pleased to notice that we have experience with multiple modules, also described in Figure 2, thereby helping ensure a thorough and insightful process.

Figure 2: ERP System Vendor and Functional Area Experience



| | | | | |
|---|---|--|--|---|
|  <p>Financial Management</p> <ul style="list-style-type: none"> Accounting, Finance, General Ledger Accounts Payable Accounts Receivable Budgeting Check Reconciliation Grant Management Payroll Procurement, Purchasing Project Accounting Treasury Management |  <p>Human Capital Management</p> <ul style="list-style-type: none"> Applicant Tracking Benefits Certificates and Training Employee Timecard Human Resources Learning Management Payroll Performance Management Personnel Recruiting Time Entry, Scheduling |  <p>Tax, Billing, Collections</p> <ul style="list-style-type: none"> Cash Receipts Credit Card Functionality Debt Service Management Miscellaneous Billing Payment Card Processing Point of Sale Revenue Collections Tax Billing and Collections |  <p>Permitting and Land Use</p> <ul style="list-style-type: none"> Building Permits and Licenses Code Enforcement Computer Assisted Mass Appraisal Electronic Plan Review GIS Inspections Land Management Permitting Planning and Zoning |  <p>Public Safety</p> <ul style="list-style-type: none"> Computer-Aided Dispatch Fire Records Management Records Management |
|  <p>Enterprise Asset Management</p> <ul style="list-style-type: none"> Facilities Management Fixed/Capital Asset Management Fleet Management Inventory Management Work Orders |  <p>Utility Billing</p> <ul style="list-style-type: none"> Customer Information Management Service Order Management Utility Management and Billing |  <p>Customer Relationship Management</p> <ul style="list-style-type: none"> Customer-Facing Web Interface Customer Information Management Request for Service |  <p>Justice</p> <ul style="list-style-type: none"> Municipal Court Jail Management Probation Management Prosecution Management |  <p>Other</p> <ul style="list-style-type: none"> Business Intelligence Clerk/Recorder Contract Management Document Management Electronic Health Records Occupational Licensing Special Assessments |

4. Qualifications of Project Team

Organizational Structure

At BerryDunn, we believe in the synergy that accompanies a team approach. That said, we have carefully assembled a project team with unique and specialized qualifications that coincide with the needs and desired outcomes of the County. **These project team members will remain committed, available, and assigned to perform the County's requested work effort.**

Figure 3 describes the organizational structure of our project team, followed by a listing of project staff. It should be noted we do not intend to subcontract any portion of the County's desired scope of work.

Figure 3: Organizational Structure



About 70% of our consulting work comes from repeat business with clients. This speaks to our team’s ability to build strong working relationships that drive client satisfaction with our services and work products.

Roles, Responsibilities, and Qualifications

Below and on the following pages, we list our project team members’ experience, qualifications, and expertise as it relates to projects of this nature and work with comparable public-sector clients.



Jonathan Grace, PMP®, Prosci® CCP | Project Principal

Jon is a principal in our Local Government Practice Group with over 25 years of experience assisting public-sector agencies with project management, technology planning, business process improvement, software system selection, implementation and design. He has managed every step of the systems planning process and leverages his extensive knowledge of systems functionality and business process best practices to help ensure his clients experience successful selection and implementation outcomes. He also has experience serving BerryDunn’s K-12 public education clients. Prior to joining BerryDunn, he provided user support and assisted in system implementation of ERP products. Jon serves as project principal for projects across the country, and he has managed every step of the procurement process—from assessing the current environment to leading contract negotiations and large-scale system implementations.

As the **project principal**, Jon will have overall responsibility for the services we have proposed to the County. He will help ensure commitment of our firm and appropriate resource allocation and will review and approve all deliverables in accordance with BerryDunn’s quality assurance processes.



Charline Petit Homme, MPA, PMP®, Prosci® CCP | Engagement Manager

Charline is a manager in BerryDunn’s Local Government Practice Group with six years of public-sector experience. She is a Certified Project Management Professional® (PMP®) and has several years of experience with engagement and project management, business process diagramming, conducting research, data collection, organizational reporting, gap analysis, and recommendations development. Her experience also includes organizing and leading groups through the adoption of new ideas and concepts and promoting buy-in.

As the **engagement manager**, Charline will oversee project progress, the initiation and completion of tasks and milestones, meetings and information-gathering activities, project deliverable development, and the work of the project team.



Ross DeFalle, MBA, ITIL, LSSBB | Project Manager

Ross is a senior consultant in our Local Government Practice Group. He has more than three years of IT project management and systems implementation leadership and over seven years in client relationship building and account management. Ross is an experienced change agent for enterprise systems and leading concurrent projects following best practices, tracking scope, milestones, and deliverables. His experience includes providing strategic leadership for complex IT strategic plans, cultivating client relationships, and consistently achieving functionality goals. Ross has provided business process improvement services to many BerryDunn clients during enterprise system selection. His experience includes fact-finding, recommendations development, and requirements definition. He draws on experience and industry best practices when assisting clients with business process recommendations.

As the **project manager**, Ross will be responsible for maintaining a constructive and clear line of communication between the County’s staff and BerryDunn, maintaining communication and documentation in accordance with County standards, monitoring the progress of the project, tracking the initiation and completion of tasks and milestones, conducting regular status meetings, providing detailed progress reports, facilitating meetings and information-gathering activities, and helping ensure all deliverables are timely, accessible, and reviewed with stakeholders.



Allisha Ouellette, MBA, LSSGB | Lead Business Analyst

Allisha Ouellette is a senior consultant with BerryDunn’s Local Government Practice Group. She leverages her eight years of project management and coordination experience to develop high-quality deliverables, monthly aggregate reporting, and project management support for state and local government clients. Allisha understands small, local governments with competing resources as well as large, complex organizations.

As the **lead business analyst**, Allisha will provide business analysis support to the project team as it relates to facilitating meetings, preparing status reports, and developing project deliverables in a timely manner. She will also help assess the County’s current environment, develop requirements, and form recommendations across functional areas.



Ashley Aaron | Business Analyst

Ashley is a consultant in BerryDunn’s Local Government Practice Group. She specializes in public policy, research, data analytics, and data visualization. Prior to joining BerryDunn, Ashley served as a constituent liaison intern for a Salt Lake City, Utah, council member.

She also has experience as a research and data analytics intern with the U.S. Department of Housing and Urban Development (HUD), Office of General Counsel.

As the **business analyst**, Ashley will provide general business analysis support to the project team as it relates to facilitating meetings, preparing status reports, and developing project deliverables in a timely manner, and she will help assess the County's current environment, develop requirements, and form recommendations across functional areas.



Kate Offerdahl-Joyce, NIGP-CPP | Procurement SME

Kate is a manager in our Local Government Practice Group who focuses on procurement and contract analysis—having led more than 30 municipal clients through comparable system selection projects. They bring more than 15 years of procurement, process improvement, and recommendation implementation experience. With a strong background in project management, Kate has hands-on experience working with a wide array of teams and organizations to improve business processes to be more efficient, user-friendly, and time and cost-effective. Kate is also a National Institute of Governmental Purchasing Certified Procurement Professional.

As the **procurement SME**, Kate will oversee the RFP processes with the County as well as provide perspective on procurement process, contract negotiations and approval process, and best practices.

Jonathan Grace, Prosci® CCP



PRINCIPAL / PROJECT PRINCIPAL

Berry, Dunn, McNeil & Parker, LLC

Jon is a principal who has more than 25 years of experience assisting public-sector agencies with project management, technology planning, business process improvement, system implementation and design. Prior to joining BerryDunn, he provided user support and assisted in system implementations of ERP products.

EDUCATION AND CERTIFICATIONS

BS, Business Administration, Elon College

Prosci® Certified Change Practitioner

SELECT CLIENTS

Albermarle County and Schools, VA

Henrico County, VA

King George County, VA

Chesterfield County, VA

City of Danville, VA

City of Manassas Park, VA

Gloucester County, VA

Goochland County and Schools, VA

Middlesex County, VA

New Kent County and Schools, VA

Powhatan County, VA

Warren County, VA

PROJECT EXPERIENCE

Project Management: Jon has extensive experience in managing, planning, and implementing ERP systems. This perspective and insight benefits our ERP consulting clients across the country. He has led many business process improvement activities, strategic planning sessions, and assisted with OCM, supporting his ability to deliver large-scale implementation projects successfully.

Enterprise Systems Planning: Jon is an expert in the full life cycle of planning for and procuring a new ERP system, having assisted cities, counties, and school districts across the country with their ERP replacements initiatives. He has managed every step of the process—from assessing the current environment to conducting a needs assessment, defining functional and technical requirements, developing an RFP and scoring methodology, assisting with evaluation of proposals, and leading contract negotiations. He is knowledgeable about the functionality and limitations of various ERP systems available in the market as well as best practices in ERP business processes.

Commonwealth Familiarity (Virginia): Jon has served a number of Commonwealth public-sector clients, providing him with familiarity related to its Commissioner of Revenue and Treasurer functions—including personal property tax, business license, meals tax, vehicle decal, payment of property taxes, permits, licenses, fines, and pet tag requirements. This experience provides Jon with an understanding of the Commonwealth's cities, counties, and schools.

Operational Efficiency: Jon has led many business process improvement activities and assisted with OCM. This experience includes facilitating and developing as-is and to-be business process diagrams and has resulted in his ability to identify challenges with existing processes and provide recommendations.

Charline Petit Homme, MPA, Prosci® CCP, PMP®



MANAGER/ENGAGEMENT MANAGER

Berry, Dunn, McNeil & Parker, LLC

EDUCATION AND CERTIFICATIONS

MPA, Clark University

BA, Political Science, Clark University

Prosci® Certified Change Practitioner (CCP)

Certified Project Management Professional®

Institute of Cultural Affairs (ICA) Technology of Participation® (ToP®), Certified

SELECT CLIENTS

Chesterfield County and Public Schools, VA

City of Danville, VA

City of Wilmington, NC

Fauquier County and Public Schools, VA

Henrico County, VA

King George County and Public Schools, VA

Wake County, NC

Charline is a manager in our Local Government Practice Group and is particularly skilled in leading clients through complex transformational initiatives, including strategic planning projects. She is a strong facilitator and is certified in the ICA ToP® facilitation methodology. Her experience also includes organizing and leading groups through the adoption of new ideas and concepts, and promoting buy-in. She brings in-depth knowledge and involvement with strategic planning, change management, and relationship building through her strong communication, leadership, and project management skills. She is especially skilled at facilitating stakeholder engagement efforts and synthesizing outcomes to optimize results for her clients. Prior to joining BerryDunn, Charline spent multiple years serving the public-sector, supporting and conducting field research, data collection, organizational reporting, gap analysis, and recommendations development.

RELEVANT EXPERIENCE

Project Management and Support Charline is a Project Management Professional® (PMP®) and has served as engagement manager and project manager for a number of our projects in the Commonwealth. In these roles, Charline maintains a constructive and clear line of communication between the client and BerryDunn. In addition, she monitors the progress of the project, tracks the initiation and completion of tasks and milestones, and facilitates status update meetings and information-gathering activities.

Business Process Improvement: Charline has in-depth experience with an international perspective conducting field research. This involved collecting data and developing reports, as well as identifying gaps in policies and processes. These gaps translated into developing ways to streamline processes and increase efficiencies.

OCM: Charline helps her clients embrace change and prepare for a future environment through effective communication. Charline has assisted clients in developing timely and consistent communication to promote buy-in and project success.

Ross DeFalle, MBA, ITIL, LSSBB

SENIOR CONSULTANT/PROJECT MANAGER

Berry, Dunn, McNeil & Parker, LLC



EDUCATION AND CERTIFICATIONS

MBA, Marketing, Arizona State University

BA, Economics, Lenoir-Rhyne University

Professional Certificate – Leading Smart Communities, Pepperdine University

ITIL 4 Foundation Certificate

Lean Six Sigma Black Belt Certified

SELECT CLIENTS

Athens-Clark County, GA

City of Charlottesville, VA

Fauquier County and Public Schools, VA

King George County and Public Schools, VA

Middlesex County, VA

New Kent County, VA

Pittsylvania County, VA

Town of Front Royal, VA

Union County, NC

Warren County, VA

Ross DeFalle is a senior consultant in our Local Government Practice Group and has more than three years of IT project management and systems implementation leadership and has over seven years in client relationship building and account management. Ross' experience includes providing strategic leadership for complex IT strategic plans, cultivating profitable client relationships, and consistently achieving functionality goals.

PROJECT EXPERIENCE

Project Management: Ross' client work includes working alongside client staff to help understand workflows and align enterprise systems to improve operational performance. He helps ensure projects are completed on time by estimating project duration, costs, and projected return on investment while creating implementation plans to seamlessly facilitate software transitions. Ross acts as a change agent to identify client needs, resolve quality/functionality issues, and present client-side stakeholders with actionable insights for scaling ERP systems with organizational growth. Ross is instrumental in leading multiple concurrent projects by establishing best practices and meticulously tracking scope, milestones, and budgets to achieve objectives.

Business Process Improvement: Ross has provided business process improvement services to many BerryDunn clients during enterprise system selection. His experience includes fact-finding, recommendations development, and requirements definition. He draws on experience and industry best practices when assisting clients with business process recommendations

Account Management: As the IT Project Manager of Enterprise Systems, Ross worked with C-suite executives, community leaders, and key decision-makers within a wide range of client organizations including city governments and housing authorities. Ross drove substantial year-over-year revenue growth as an IT consultant by fully understanding technical and functional requirements, presenting clients with industry-leading software solutions, and negotiating favorable contracts

Allisha Ouellette, MBA, LSSGB

SENIOR CONSULTANT/LEAD BUSINESS ANALYST

Berry, Dunn, McNeil & Parker, LLC



EDUCATION AND CERTIFICATIONS

MBA, Thomas College
BS, Legal Studies/Pre-Law, Husson University
Lean Six Sigma Green Belt

SELECT CLIENTS

Athens-Clarke County, GA
Chicago Metropolitan Agency for Planning, IL
City of Aventura, FL
City of Cedar Falls, IA
City of Gainesville, FL
City of North Lauderdale, FL
King George County and Public Schools, VA
Marion County, FL
Middlesex County, VA
Town of Front Royal, VA
Warren County, VA

Allisha is a senior consultant in our Local Government Practice Group. She leverages her eight years of project management and coordination experience to develop high-quality deliverables, monthly aggregate reporting, and project management support for state and local government clients. Allisha has provided project management services for clients such as Syracuse City School District, New York, Coachella Valley Association of Governments, California, and Washington County, Oregon.

PROJECT EXPERIENCE

Business Analysis: Allisha provides high-quality business analysis services to a mix of large and small-scale clients in local and state government spaces. Not only does Allisha understand small, local governments with limited and competing resources, Allisha also provides deep knowledge of large, complex, specialized clients with complicated scopes of work including Jefferson County Public School District, Colorado; Denton County Transit Authority, Texas; Madison Metropolitan Sewerage District, Wisconsin; and Syracuse City School District.

Business Process Improvement: Allisha is experienced in assisting with current state (as-is) and future state (to-be) process diagramming and mapping for local government clients amid planning for large-scale ERP projects. For clients such as Athens-Clark County, Georgia and Chicago Metropolitan Agency for Planning Allisha provided multifaceted research and effective recommendations across processes, policies, organization, and technological scopes.

Project Coordination: Allisha brings strong communication, leadership, critical thinking, and analytic skills while overseeing and assisting on multiple selection and implementation projects. Her skills include creating and disseminating project schedules, preparing, and distributing key project documentation, and working cross-functionally to provide quality project management services to clients and vendors.

Ashley Aaron

CONSULTANT/BUSINESS ANALYST
BERRY, DUNN, MCNEIL & PARKER, LLC



Ashley Aaron is a consultant in BerryDunn’s Local Government Practice Group with experience in public policy, research, and data analytics. She is proficient in data visualization and content creation software including Excel and Stata.

EDUCATION AND CERTIFICATIONS

BA, Public Policy Studies,
Vanderbilt University

SELECT CLIENTS

City of Beverly, MA
Warren County, VA
Village of Royal Palm
Beach, FL

RELEVANT EXPERIENCE

Research and Analysis: Ashley served as a research and data analytics intern for the U.S. Department of HUD, Office of General Counsel, where she coded a program in R to translate 7,000+ addresses to counties to locate their Housing Authority in a civil rights lawsuit. She created and presented a PowerPoint with revisions to the HUD’s AFFH-T Mapping Tool to the Associate General Counsel and guided research on HUD’s protected characteristics to inform a 10-page recommendation presented to the office’s attorneys. Additionally, Ashley reviewed 25,000+ individual tenant files to identify discrimination and propose legal action to uphold the Civil Rights Act.

Constituent Communication: As a consultant liaison intern for Salt Lake City Council, District 2 (D2), Ashley managed all direct inquiries to Council Member Puy, serving as the first point of contact for nearly 29,000 constituents. She planned programming and conducted community outreach with the U.S. Environmental Protection Agency (EPA) to execute brownfields educational event for D2. In addition, she developed a policy memo on homelessness along the Jordan River Trail to assist the Director of Homeless Policy’s agenda. Ashley also tracked and analyzed annual cost changes for 45+ projects to devise \$58M+ budget for FY25 Capital Improvement Program.

Kate Offerdahl-Joyce, NIGP-CPP

MANAGER / PROCUREMENT SME

Berry, Dunn, McNeil & Parker, LLC



EDUCATION AND CERTIFICATIONS

BA, History, University of MN – Twin Cities

Master's Certificates in Government Contracting, Commercial Contracting, and IT/Information Security Project Management, Villanova University

National Institute of Governmental Purchasing Certified Procurement Professional (NIGP-CPP)

SELECT CLIENTS

Athens-Clark County, GA
City of Aventura, FL
City of Jacksonville, NC
City of Manassas Park, VA
City of Tampa, FL
City of Wilmington, NC
Coachella Valley Association of Governments, CA
Douglas County, CO
Fauquier County, VA
Middlesex County, VA
Town of Front Royal, VA
Warren County, VA

Kate Offerdahl-Joyce is a manager in the Local Government Practice Group who focuses on procurement and contract analysis. They bring more than 15 years of procurement, process improvement, and recommendation implementation experience. With a strong background in project management, Kate has hands-on experience working with a wide array of teams and organizations to improve business processes to be more efficient, user-friendly, and time- and cost-effective. Kate is also a National Institute of Governmental Purchasing Certified Procurement Professional.

RELEVANT EXPERIENCE

Government Procurement: Kate has over 13 years of experience with state and local government procurement. This experience includes RFP writing, vendor evaluation, and response development. They also are well-versed in eProcurement, reporting, and process improvement. While the IT Project Manager for National Association of State Procurement Officials (NASPO) ValuePoint, they worked with many public-sector offices, departments, and organizations, leading the implementation of a national eProcurement software as a service (SaaS) solution, improving business processes, and supporting onboarding and training activities.

System Selection: Kate has assisted numerous BerryDunn clients with market research and benchmarking, RFX development analysis, spend analysis and cost reduction, and contract management and negotiation. They are all well-versed in supplier performance evaluation and vendor management and relationship building.

Business Process and Operational Assessment: Kate helps both small and large-scale local government clients with procurement process analysis, procurement policy review and development, and process mapping and workflow optimization. Their work assessing procurement policies, procedures, and workflows identifies strengths to capitalize on, areas for improvement and increased efficiencies, and promotes enhanced service delivery.

Project Management: Kate's project management experience is extensive and wide-reaching. They have worked in various capacities, including across departments, with IT and supporting sales and product development. In their project management engagements, Kate has led all aspects of project management, including inception, discovery, planning, implementation, and execution. In all that they do, they seek to identify opportunities to improve, implement effective change, and help ensure successful partnerships.

5. Approach, Methodologies, and Work Plan

Understanding of the County's Environment and Objectives

The County is a vibrant and growing community whose operational complexity has outpaced the capabilities of its current ERP system. While the County's existing platform—BAI Municipal Software (AS400 / IBM® iSeries Power9)—has served its purpose, the County now relies heavily on supplemental systems to meet evolving needs. This approach has introduced inefficiencies and limited the County's ability to fully align its technology with its long-term goals.

BerryDunn understands that the County is ready to take a forward-looking, strategic step forward. This initiative is not simply about replacing software—it's about reimagining how technology can support the County's mission, empower its workforce, and prepare for future demands. The County seeks a trusted partner to guide a comprehensive evaluation of its ERP and related systems, helping determine whether modernization means maintaining, enhancing, supplementing, or replacing its current environment.

As the County's consulting partner, we would begin by assessing the current state. We would explore the full technology ecosystem, analyze business processes and data practices, and engage stakeholders to identify gaps and needs. This phase would culminate in a clear, actionable recommendation that reflects both the County's operational realities and its vision for its future ERP/IMS state.

Should the County choose to move forward with procuring a new system, BerryDunn is prepared to support the next phases of system evaluation and implementation planning. We would help craft a request for information (RFI) and RFP, facilitate vendor demonstrations, and guide system selection activities with an eye toward long-term value and alignment with the County's mission. Our team will also develop a roadmap for implementation, including strategies for data migration, integration, change management, and training, helping ensure that the County is equipped to adopt a new solution.

This initiative represents a cornerstone of Frederick County's digital transformation. It is an opportunity to streamline workflows, improve data reliability, and foster cross-departmental collaboration. BerryDunn recognizes that ERP modernization is more than a technical upgrade; it is also a chance to reduce manual effort, empower staff, and build a foundation for future capabilities such as cloud-based solutions and enhanced reporting. We are committed to helping the County realize these goals through a thoughtful, results-driven engagement.

How BerryDunn Can Help

With the County's goals and objectives in mind, we feel certain that we are well-positioned to partner with the County on this engagement. Below, we outline several attributes that we hope the County will consider as it determines the best path forward.



Extensive and proven experience with assessing BAI in the Commonwealth. We have developed a strong understanding of the Commonwealth's public-sector landscape through recent and/or ongoing engagements with more than 30 public-sector clients on recent or ongoing consulting engagements in the Commonwealth, including Chesterfield County, Fauquier County, Goochland County, Henrico County, King George County, Middlesex County, Powhatan County, Warren County, and more.

Many of these projects share similarities to the one requested by the County, including assessments of BAI systems. In addition, we are well-versed in complexities with revenue and tax processes. This

experience will help ensure we bring firsthand insights, as well as industry, regional, and national best practices to this project.



Team of SMEs with local government experience. With BerryDunn, the County will be served by a firm and a project team that are well-versed in local governmental operations and the functional and technical areas that support service delivery to internal and external stakeholders alike. Notably, our Local Government Practice Group is dedicated to serving public-sector clients, and 75% of our team members are former public-sector employees. Our team leverages their backgrounds, project experience, and knowledge of local government best practices to best identify ways in which to improve their clients' current environments and provide exceptional value. We also have a pool of 400 consultants to draw from should the need arise.



Resources and depth of experience of a large firm, with the ability to scale our services appropriately. With BerryDunn, the County will be served by a firm with extensive experience assisting clients in every stage of the enterprise system planning, selection, and implementation life cycle. In fact, we have conducted more than 200 comparable engagements for a variety of public-sector clients, and more than half were ERP-specific. Our clients find that their outcomes justify their long-term investment and result in smart operations. As a result of this and our independence from the vendor marketplace, we have become familiar with all major ERP vendors and the functionalities their systems provide. This includes familiarity with the County's current systems as well as those ERP systems it may consider in this process. Our team members have seen market changes and trends over the years, earning the trust of clients while assisting them in finding the best solution for their needs.



Independent, vendor-neutral advisors with comprehensive ERP market insight through BerryDunn Bridge. Central to our identity is the preservation of our independence and objectivity. Our team has many years of large-scale enterprise business process, system advisory, and implementation experience, but our firm does not sell, develop, or provide staff augmentation services for software, hardware, or implementation vendors. Further, we do not have any preferred vendors and the County will not find our name listed as partners, affiliates, or sponsors of any vendor, nor does BerryDunn sell hardware or software products. This—along with our BerryDunn Bridge program—allows us to provide unbiased system consulting services and share in the County's values of fiscal responsibility and transparency at all times.

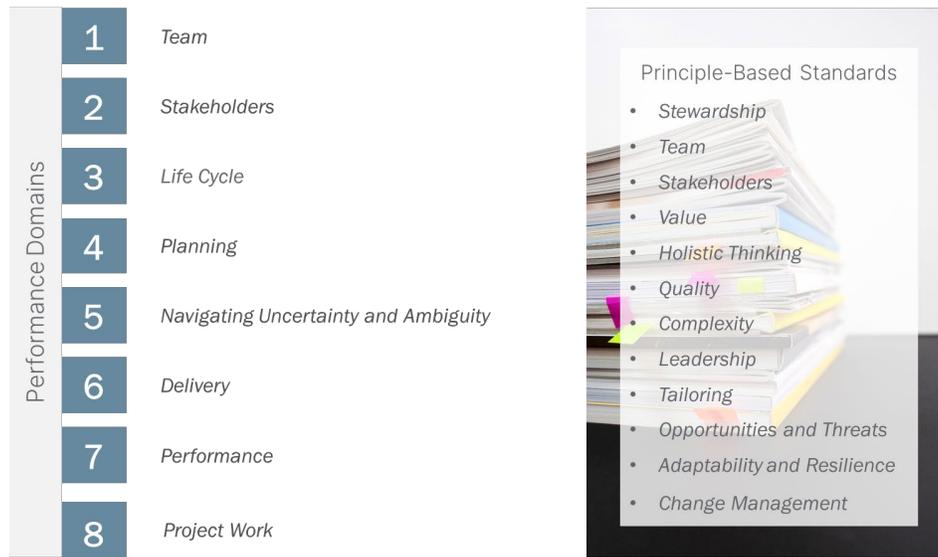
Guiding Methodologies

Project Management

To help ensure that project objectives are met and initiation and completion of project work are conducted in a timely manner, each BerryDunn project is led by an experienced project manager who understands and utilizes project management best practices. Our Consulting Services Team employs project management best practices from PMI's A Guide to the Project Management Body of Knowledge Guide (PMBOK® Guide).

Figure 4 illustrates the standards of project management as defined by performance domains and project delivery principles that are critical for effective delivery of project outcomes.

Figure 4: Performance Domains and Project Management Guiding Principles | PMBOK® Guide



Change Management

Stakeholders' willingness to adopt new processes and tools plays a significant role in the success—or failure—of system transformation projects. BerryDunn has observed resistance to change in virtually all our engagements. As such, our project management approach is carefully integrated with change management methodologies to promote buy-in and consensus for the project. We will work with you to proactively address resistance by:

- Engaging stakeholders at the right level throughout the project—from initial planning through implementation—to build understanding for the need for change and gain support from the people who will be using the future solutions and who are most familiar with current processes
- Developing and executing a communications plan that considers the information needs of each stakeholder group
- Documenting business processes and working with stakeholders to understand how their work will be performed in the future environment
- Monitoring training activities to help ensure that users will be prepared on day one

Figure 5: ADKAR Change Management Approach



We have adopted the Prosci® change management methodology and trained **over 100 consultants to become Prosci® Certified Change Practitioners (CCPs)**. A central focus of the Prosci® change management approach is the belief that, in order for change to work in an organization, individuals must be willing to change and understand change. Based on this belief, Prosci® developed the ADKAR change management approach, defined in Figure 5.

Consistent with the Prosci® methodology, the County can expect our change management approach to involve three stages, as described on below.

1: Preparing for Change

Involves developing change management strategies, based on input from the County stakeholders on the existing environment.

2: Managing Change

Involves overseeing assigned roles and tasks, providing training and coaching, using tools effectively, and executing a clear communication

plan.

3: Reinforcing Change

Involves evaluating action plans, reviewing the sustainability of change management activities, and promoting individual and team successes.

The County can be confident in our flexibility while developing and executing our change management approach. We understand that no two engagements are exactly alike, and we believe that one of the primary reasons we have been successful with similar projects is our willingness to be flexible in adapting to our clients’ unique needs.

Additionally, according to research conducted by Prosci®, the likelihood of project success increases significantly and in alignment with the level of change management focus applied to the project. Figure 6, below, shows that even small increases in focus on change management, from “poor” to “fair,” are likely to have a positive impact on system adoption and project success.

Figure 6: Change Management’s Impact on Project Success



Work Plan

Work Plan Overview

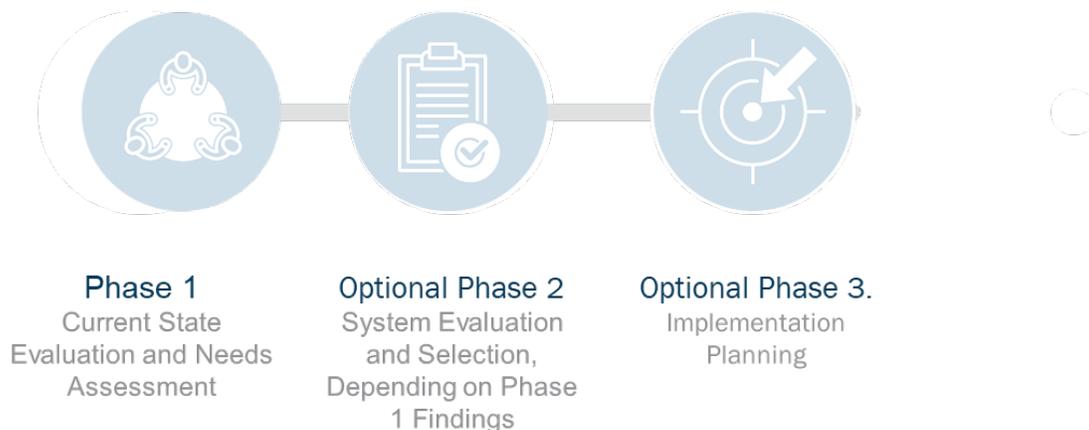
BerryDunn strives to be flexible when it comes to development and execution of an effective work plan. We understand that no two projects are exactly alike and believe that **one of the primary reasons we have been successful with similar projects is our willingness to be flexible in adapting to our clients' unique needs.**

The overarching benefits the County can expect of our approach include:

- A methodology based on our extensive experience conducting similar projects
- Quality assurance processes that incorporate the County's review and approval of all deliverables and key milestones
- Built-in project management and change management best practices—focused on keeping the project on time, on budget, and progressing at a healthy pace—for the County's stakeholders to understand why and how findings and recommendations will improve the current environment
- A System Needs Analysis that focus on how functional areas interact with each other and integrate with existing systems
- Thorough business process improvement activities, helping the County identify root causes of process and/or system deficiencies
- A focus on taking full advantage of the newest technology and harnessing efficiencies by reviewing business practices or implementing technology to enhance existing business processes performed by individual departments and those performed across the County
- An ability to satisfy all requirements set forth in the County's scope of work

Figure 7 presents an overview of our work plan intended to achieve the County's goals and objectives for this important initiative.

Figure 7: Work Plan Overview



Work Plan Details

On the following pages, we provide details of our work plan to conduct the County's project effectively and efficiently as described in Figure 7. We have changed the order of some deliverables based on best practices and previous experience.



PHASE 1: PROJECT PLANNING AND MANAGEMENT

- ▶ We will:
- ▶ Conduct initial project planning activities with the County’s project management team to identify stakeholders, in-scope functional areas and departments, and identify key dates in the project timeline to help ensure the project stays on time and on budget

- ▶ Issue a web survey to gain stakeholder insight and encourage feedback and collaboration
- ▶ Inventory all ERP-related and departmental systems to understand the full technology ecosystem
- ▶ Analyze business processes, workflows, data management, and reporting practices across departments
- ▶ Conduct interviews and work sessions to gather insights and validate findings
- ▶ Document functional and technical requirements and perform a gap analysis
- ▶ Deliver a strategic recommendation that aligns with the County’s long-term goals

Phase 1 is not just about technology—it’s about understanding how systems support people, processes, and priorities. Our approach helps ensure that the County’s unique operational context and stakeholder perspectives are central to the evaluation.

1.1 Initial Project Planning

We will conduct an initial project planning work session with the County’s project management team in order to:

- ▶ Introduce key team members
- ▶ Clarify project scope, goals, and objectives
- ▶ Identify known project constraints
- ▶ Refine dates and/or tasks, as appropriate
- ▶ Schedule and plan for a project kickoff meeting and introductory meetings with departmental staff

We will discuss our approach for managing communications between BerryDunn and the County, as well as our approach to scope, risk, and resource management. We will also assist the County in identifying stakeholders and/or stakeholder groups to include in the assessment process. These discussions will help us to refine our currently proposed Project Work Plan and Schedule, as well as inform introductory meetings with departmental staff.

1.2 Project Work Plan and Schedule ◀ Deliverable 1

Based on the information gathered from our project planning and introductory meeting, as well as from those details enclosed in this proposal, we will develop a Project Work Plan and Schedule, which will outline the tasks and timelines for the review process. The Project Work Plan and Schedule will also include agreed-upon procedures between BerryDunn and the County related to project control, including quality management and deliverable submission/acceptance management. After providing draft versions of these materials in advance, we will facilitate a work session with the County’s project team to review the drafts and solicit feedback. This virtual meeting will introduce the County’s project team to our document review process and provide an opportunity for the County to share input on a critical step in the process. We will incorporate the County’s feedback and finalize the documentation before distributing it in final form.

1.3 Biweekly Project Status Meetings ◀ Deliverable 2

We will provide biweekly progress updates to the County's project management team to help ensure alignment with project goals. We will use these meetings to describe the activities and accomplishments for the reporting period; plans for the upcoming reporting period; risks or issues encountered during the reporting period; and anticipated problems that might impact project deliverables. We will also use these meetings to highlight any work products and approaches that will contribute to deliverable development.

1.4 Information Request and Web Survey

We will develop both an information request and a strengths, weaknesses, opportunities, and threats web survey to help us gather applicable information and gain a foundational understanding of the County's current state. The information request will be provided to the County's project team to list desired available documentation that will be helpful to us during the project. Examples include but are not limited to the following:

- ▶ Standard operational procedures
- ▶ Organizational charts, including reporting lines and cross-functional collaboration within and between departments
- ▶ Documented workflow processes
- ▶ Training materials
- ▶ Software agreements
- ▶ Existing technology systems and tools used within the applicable departments
- ▶ Strategic planning documents for the organization and/or departments

These documents should not be created to fulfill this request; only existing documents would be needed.

The web survey will be provided to County project participants to better understand their perspectives and experiences. The web survey will be composed of thought-provoking questions, intended to inform project efforts. We will review the documents and data received in the information request process and the outcomes of the web survey to inform our efforts in this phase, as well as inform the remaining phases. We will create interview guides and survey questions tailored to the participants in the stakeholder engagement process, focusing on assessing the County's current state, strategic readiness assessment for the ERP/IMS future state, and barriers to success. We understand the importance of asking the right questions and, as a result, will meet with the County to review the draft questions and incorporate feedback before finalizing the survey for administration.

1.5 Kickoff Meeting

We will prepare for and facilitate an on-site project kickoff meeting with all project participants that will serve as an opportunity to introduce our project team members, discuss goals, present our project approach and methodology, review the schedule of key project dates, and answer questions. As part of this presentation, the County's project sponsor is expected to participate and speak to the goals and objectives of the initiative.

1.6 Fact-Finding Meetings

Following the project kickoff meeting, we will conduct a series of interviews with the County's departmental representatives by functional area. We will provide County staff with an outline of topics to be prepared to discuss during the fact-finding meetings, prompting staff to discuss system functionality that may not exist in the current environment but they feel should exist in the future environment; impediments created by the current system; potential opportunities for improvement in the use of

technology as well as policies and procedures, and other topics. Our team is experienced in examining business processes through the lens of identifying root cause factors that contribute to an end-user's perspective of a legacy software product—delineating between technology and process or policy factors. This provides us the opportunity to reimagine and discuss streamlined future state business processes with our clients while also allowing for sound approaches to current work to be appropriately brought forward into the future ERP/IMS solution.

We will explore a multitude of business processes and practices, data management, reporting practices, County policies, and procedural topics with County staff. These discussions will inform our analysis of the current environment and lay the groundwork for identifying high-impact opportunities and prioritizing future system requirements that align the County's operational objectives, strategic vision, and available resources.

Where appropriate, we will observe staff conducting business process routines. This can include, but not be limited to, observing back-office and front-office processes, daily and monthly processes, and process workflows in action. This will help identify areas where policies, procedures, and updated workflows are needed.

When necessary, the BerryDunn team will accommodate unanticipated scheduling challenges of County personnel to make the best use of time. Our approach is to do what we can to accommodate such needs, providing the opportunity for all stakeholders to contribute their thoughts and ideas.

1.7 Software Inventory Review

During the initial fact-finding process, we will facilitate a software inventory review with technical staff and department power users. This session is to inventory all ancillary and departmental software to determine opportunities for integration or consolidation. We will review the third-party systems in place today and review the potential integrations to the future environment. In our experience, the procurement of technology may replace multiple existing solutions in use today. In areas where best-of-breed systems are in place, BerryDunn will review the functionality needed to inform leadership about these potential integration needs and how they will be incorporated into a future RFP.

1.8 Gap Analysis and Software Inventory ◀ Deliverable 3

Drawing on the information gathered through our review of documentation, web survey results, and fact-finding sessions, we will prepare a draft Gap Analysis and Software Inventory report. This report will compare the current ERP state with identified needs. It will provide a summary of the processes and inputs that contribute to the County's current business processes, use of technology as well as future state functionality needs, and identify process-related challenges and opportunities for improvement that should be addressed through the adoption of moving to a new ERP/IMS solution. This report will include but not be limited to:

- ▶ A high-level summary description of the current state and future state processes
- ▶ Gaps between current state and future state; current state and future state integration, conversion, and reporting needs
- ▶ Primary challenges and areas for improvement provided by an upgraded or new ERP/IMS solution

Additionally, key items in the report will confirm technology and system utilization and identify options for the future systems environment.

We will provide a draft of the Gap Analysis and Software Inventory to the County's project team for review and facilitate a work session to discuss the report, gain feedback, and build consensus related to the presented decision points. We believe that it is important to obtain the County's validation and approval of these findings, as this information will serve as the basis for future requirements. We will then revise the report and update it to final.

1.09 Action Plan Recommendation Memo ◀ Deliverables 4

Based upon the work completed to date, we will draft a System Needs Analysis that considers all potential options, including maintaining the existing system as-is, enhancing the existing system, supplementing the existing system, or replacing the existing system. The analysis will include suggested time frames and strategies for solution implementation, necessary County resources, allocation of staff time, ERP/IMS success factors, and change management strategies. The goal of the analysis is to provide the County with enough information to determine which option would best meet its current and future operational needs. We will collect feedback on the draft from the County's project team before updating to final.

1.10 Stakeholder Validation Summary ◀ Deliverable 5

We will facilitate a stakeholder validation session to review the Action Plan Recommendation Memo to help the County's project team validate recommendations and findings and reach consensus for moving forward with a chosen option. We will then develop a final Stakeholder Validation Summary containing the County's option and distribute it to stakeholders.



OPTIONAL PHASE 2: SYSTEM EVALUATION AND SELECTION

- ▶ We will support:
 - ▶ Market research and development of RFI/RFP materials
 - ▶ Facilitation of vendor demonstrations and evaluations
 - ▶ Scoring, selection, and due diligence activities
 - ▶ Delivery of a final system recommendation report

We bring deep expertise in ERP procurement and vendor evaluation, helping ensure that the County attracts proposals that reflect best-in-class functionality and long-term value.

2.1 RFP Planning Meeting

Our team will meet with County procurement representatives to review and confirm the approach to planning for and developing a potential RFP Package and get up to speed on County policy, process, and templates. We recognize that each RFP process and software planning project is unique, and the County can expect our team to speak directly to the unique considerations that come along with a large initiative such as that of an ERP/IMS RFP process.

2.2 RFI Document and Vendor Response Matrix ◀ Deliverable 6

We will develop an RFI Document and Vendor Response Matrix using a proven format that incorporates information pertaining to the history of the project and a high-level description of the County's desired

features and functions. The RFI will focus on how vendors are able to address system and process challenges, the related system modules and functionality, implementation project timelines, and estimated costs. The matrix will help ensure that vendors' responses are easy to compare as all responses will follow a particular format and provide like information. We will review the draft RFI and response template with the County's project team, collecting any feedback or additional terms for inclusion, before updating to final and administering it.

We will then facilitate vendor outreach sessions for ERP/IMS vendors to provide information on the capabilities of the systems on the marketplace for two hours each. We will provide these vendors with a format to follow for ease of comparison. By holding these sessions, the County will be better informed when finalizing requirements for the future ERP/IMS solution. At the conclusion of these sessions, we will conduct a debrief survey to solicit feedback from participants of desired functionality to be included in the RFP for a future system.

2.3 Preliminary Functional and Technical Requirements ◀ Deliverable 7

BerryDunn has developed a database of functional and technical requirements based on our experience with other governmental agencies and our knowledge of software system functionality and best practices. Drawing from this database, we will make refinements for business processes and policies that are critical or unique to the County in order to help formally and thoroughly capture the functions that will need to be addressed using a new ERP/IMS. These requirements will be a critical component to translating the County's current and future needs effectively and allow vendors to accurately scope and price proposal responses.

These preliminary system requirements will include reporting needs, potential interfaces, and data conversion objects that must be converted from the legacy system to the new software. In our recent experience, those areas have significantly differentiated vendors' solutions and required a specific focus in the selection activities.

Requirements will be provided to the County in a draft format using Microsoft Excel, along with tailored guidance on how to review the requirements, how the requirements will fit into the process, and how to prepare for sessions to review the requirements with our project team.

2.4 Final Functional and Technical Requirements ◀ Deliverable 8

We will facilitate a series of joint requirements planning (JRP) work sessions with County stakeholders and our project team members to review the preliminary requirements. We will reconvene many of the same stakeholders, organized by business process and/or functional area who met during fact-finding activities to discuss the future system capabilities. These sessions will also include one focused on the technical aspects involved with the County's project. Using the preliminary list, we will review and confirm each item and assign a relative criticality to communicate to vendors responding to the list as part of their RFP responses. We will also facilitate similar meetings to review potential interfaces and data conversion objects. Requirements for inclusion in the RFP will include **budget estimates and staffing plans** and **data migration and integration plans**. Once these have been reviewed, we will update the list to final.

Our role in facilitating the JRP work sessions is to contribute our focused knowledge of the vendor marketplace and align the items requested in the list with the goals and objectives of the project. For example, we might comment that functionality being requested is beyond the core capabilities of vendors and might represent a cost increase. Conversely, we can help recommend requirements to include that might be commonplace today, but beyond the familiarity of County stakeholders.

2.5 Develop an RFP Package and Scoring Criteria ◀ Deliverable 9

We will develop a draft RFP Package using a proven format that incorporates information pertaining to the history of the project; a high-level description of the County's current environment, desired approach to implementing a new ERP/IMS solution, functional and technical requirements, and a structured list of points for vendors to address in their responses. Our project team will also work with the County to develop objective evaluation and scoring criteria to include in the RFP. We will then prepare a scoring matrix to track significant strengths and limitations of each proposal reviewed. Upon completion, we will coordinate a work session with the County's project team to review the draft RFP Package and collect any feedback or additional terms for inclusion before updating to final. We will provide the final RFP to County's project team for distribution through standard channels. For added guidance in distribution, we will provide a list that includes most of the major vendors in the market.

2.6 Vendor Questions, Addenda, and Pre-Proposal Conference

Our project team will assist the County's project management team in responding to vendor questions and developing corresponding addenda. Our project team will also coordinate, plan, and lead a pre-proposal session for interested vendors, facilitating the question-and-answer portion of the meeting. We will compile a list of questions raised and prepare suggested responses. These will be provided in a format that the County's project management team can review, revise, and publish as an addendum to the RFP, as determined by procurement staff.

2.7 Proposal Executive Summary Memo and Short-List Identification ◀ Deliverable 10

We will facilitate the proposal review process by analyzing vendor proposals to identify issues, risks, exceptions, omissions, and objections and identifying items for clarification. We will facilitate the proposal review process, compiling them into a single Proposal Executive Summary Memo. The memo will identify key areas for consideration by the County's evaluation team related to each vendor's ability to meet the RFP requirements and their alignment with the evaluation criteria within the RFP. This memo will also include a comparison of vendor responses to the functional and technical requirements.

We will facilitate a round-one scoring meeting to identify short-listed vendors and items needing clarification. We will meet with the evaluation team to review the proposal summaries, discuss each proposal received, assist in the scoring process, and collect scores to identify the top preferred vendors to invite for demonstrations. We will clarify any open items with these short-list vendors before issuing invitations for demonstrations.

2.8 Vendor Demonstration Agenda and Evaluation Templates ◀ Deliverable 11

We will assist the County's project team in planning demonstrations and writing demonstration scripts and developing an evaluation template. We will meet with the County's project team to discuss the format of vendor demonstration scripts. We will develop draft demonstration script and evaluation templates and provide it to the County's project team for review. After finalizing an approved version, we will provide the appropriate scripts to each vendor in advance of their demonstrations.

2.9 Vendor Demonstrations

One of our project team members will attend demonstrations and assist the County's project team with facilitation for a period of 10 days. Our project team's extensive background in the demonstration process will provide the County's project team with a unique perspective on how to score, prepare, evaluate, and participate in vendor demonstrations.

2.10 Round 2 Scoring

We will participate in the second round of vendor scoring immediately following the final demonstration to identify the vendor or vendors that the County's project team should perform its reference checks on.

2.11 Reference Check and Site Visit Preparation

We will assist the County's project team with identifying tasks that should be accomplished prior to meeting at each site visit. We will also coordinate with the County's project team to discuss the suggested approach for the reference checks.

2.12 Vendor Evaluation and Scoring Report ◀ Deliverable 12

We will participate in the final scoring meeting following the completion of reference checks and site visits. The objective will be to identify a preferred vendor and a second-choice vendor should contract negotiations with the first be unsuccessful.

2.13 ERP/IMS System Recommendation Report ◀ Deliverable 13

We will facilitate a work session with the County's project team to review how the evaluation committee scored each vendor. It is important to note that BerryDunn will not be a scoring member or recommend software vendors; however, we will have open and honest discussions with the County about past experiences with potential software vendors. We will draft an ERP/IMS Systems Recommendations Report with the evaluation committee's findings and review it with the County's project team before updating to final.



OPTIONAL PHASE 3: IMPLEMENTATION PLANNING

- ▶ We will:
- ▶ Assist the County with contract negotiations and approval assistance
- ▶ Help the County prepare for a successful implementation by developing a high-level roadmap and timeline

This phase will empower County staff with the tools and support needed to successfully implement a new solution and navigate change confidently and effectively.

3.1 Contract Negotiations and Approval Assistance ◀ Deliverable 14

At the conclusion of final scoring activities, we anticipate supporting the County with the contract negotiations and statement of work process when and where it will benefit the County most. We have been involved in this process from the client, vendor, and independent consultant perspectives and understand how the associated support needs vary and how the contract impacts the eventual implementation process. In conducting contract approval and negotiations activities, we will draw on these experiences to help ensure the County's best interests are met and project goals and objectives are achieved.

Working collaboratively with the County's project team, legal counsel, and preferred vendor, among other stakeholders, we will take part in various activities, including but not limited to:

- ▶ Developing a draft contract, using the County's contracting procedures and the vendor's proposal as starting points

- ▶ Reviewing the contract documents with the County’s project team to help ensure that requirements are clearly defined and to establish that the County agrees to the schedule, implementation process, fee arrangement, scope of services, staff resources needed, vendor resources, data migration and integration plan, deliverables, costs, acceptance criteria, and terms and conditions
- ▶ Participating in negotiations with the preferred vendor
- ▶ Supporting presentation development and delivery to County leadership as it relates to receiving approval and contract execution

Should it become clear at any point during contract approval and negotiations that the preferred vendor’s solution or contract terms will not meet the needs of the County, we might recommend halting the process with that vendor and commencing efforts with the second-choice vendor.

In recognition of the many variables not yet known related to the contract approval and negotiation timeline and work effort, we plan to commit up to 40 hours, billed as incurred.

3.2 Implementation Roadmap and Timeline ◀ Deliverable 15

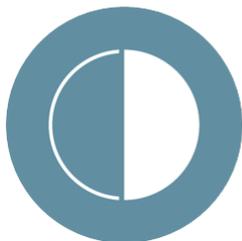
We will develop an Implementation Roadmap and Timeline that includes a summary of work completed during the selection process and provides an outline for stakeholder management and project governance; communication management; and decision, risk, and issue management for the implementation process. The overall objective of this Roadmap and Timeline is to establish an initial framework for the implementation based upon the work performed during the system selection phases. We will then facilitate a remote session to review the Roadmap and Timeline before incorporating the County’s feedback and edits and updating it to final form.

While the RFP did not request these services, we are prepared to offer two potential project management assistance service options for the County’s implementation. We describe these two potential service options below for further review and consideration.



Full-Time Management

With this level of service, our project team will act as the implementation project manager. In this role, we will identify project risks and issues, monitor project activities, provide recommendations to mitigate risks, and lead the coordination of vendor activities. There will be minimal project management tasks owned by stakeholders. This level of service assumes the County will provide a project management team (PMT) that we will oversee.



Implementation Oversight

With this level of service, we will act as an active advisory to an individual the County designates as project manager. We will also lead select implementation activities we mutually agree upon and likely to include project plan reviews, configuration and analysis support, testing, training, and production cutover support.

We are happy to customize our approach to providing implementation assistance with the County at the appropriate time to help ensure we provide its desired level of support.

3.3 Develop Project Charter

Based on our initial project planning discussions, we will draft a Project Charter that encompasses the full scope of the County’s implementation. This governance document will include a change management plan, stakeholder register, communication plan, risk and issues register, and status report templates. We will provide the Project Charter in draft version to the County and facilitate a remote session with the County’s project team to discuss the documents and collect feedback. We will then update the documents and submit them to the County in final form.

3.4 Project Plan Review

We will provide an in-depth review of the vendor’s implementation plans, including the Management Plan and Project Plan. We will discuss our recommended changes and considerations with the County’s project team before communicating requested changes to the vendor. The goal is to collaboratively discuss preferred changes based upon the County’s, vendor’s, and BerryDunn’s collective experience and perspective for the most advantageous end products.

3.5 Project Management Documents

Following the review of the vendor’s plans, we will develop any necessary supplemental materials we believe to be critical to the County’s implementation. These may include further definition of stakeholders, joint risk management plan, project documentation, and other items. The content areas will be determined by what is included in the vendor’s plans with the goal of removing any redundancy that might cause confusion to project stakeholders. This documentation will be reviewed and confirmed with the County’s project team before being put into use.

3.6 Implementation Activities

One of the keys to project success is enabling the County’s teams to take on appropriate roles and responsibilities and to make informed decisions for both implementation and long-term operational success and ownership of the software. Our project management approach is designed with this in mind. We will provide specialized expertise throughout the project.

Throughout the implementation, we will bring our prior implementation and local government experience to provide a forward-looking perspective, reduce risk, and promote the achievement of the goals and objectives for the project. We anticipate being involved in the following key project management or oversight activities of the implementation, as shown below and on the following page. As seen below, these activities include **working with the vendor on a data migration and integration plan, change management and training framework, and risk mitigation strategy.**

Table 2: Implementation Activities

| No | Key Implementation Activity | Project Management | | Project Oversight | |
|----|---|--------------------|--------|-------------------|--------|
| | | Lead | Assist | Lead | Assist |
| 1 | Reviewing the Project Plan and Schedule in conjunction with other County project team members | ✓ | | ✓ | |

| No | Key Implementation Activity | Project Management | | Project Oversight | |
|----|--|--------------------|--------|-------------------|--------|
| | | Lead | Assist | Lead | Assist |
| 2 | Managing the project scope, deliverables, and timeline with assistance from other project team members | ✓ | | | ✓ |
| 3 | Helping to ensure that the project team stays focused, tasks are completed on schedule, and that the project stays on track | ✓ | | | ✓ |
| 4 | Coordinating project tasks with assistance from other project team members | ✓ | | | ✓ |
| 5 | Functioning as the main point of contact for the vendor's project manager, participating in daily project activities (when applicable), and tracking project tasks | ✓ | | | ✓ |
| 6 | Facilitating an implementation kickoff meeting | ✓ | | | ✓ |
| 7 | Holding monthly meetings with the County's Executive Committee to update project status and budget status, and to research a verdict on any escalated process decisions that need to be made | ✓ | | ✓ | |
| 8 | Reviewing the project budget, including change orders, and the vendors' contract compliance | ✓ | | | ✓ |
| 9 | Facilitating the County's staff's development of workflow processes for each department | | ✓ | | ✓ |
| 10 | Facilitating the data conversion process with the vendor and County staff | | ✓ | | ✓ |
| 11 | Facilitating the development of software interfaces/integrations with the vendor and County staff | | ✓ | | ✓ |
| 12 | Working with the vendor and County staff and helping to ensure vendor accountability by: <ul style="list-style-type: none"> Identifying any opportunities to leverage technical enhancements to improve the products and services delivered to the County | ✓ | | | ✓ |

| | | Project Management | | Project Oversight | |
|----|--|--------------------|--------|-------------------|--------|
| No | Key Implementation Activity | Lead | Assist | Lead | Assist |
| | <ul style="list-style-type: none"> Facilitating the gathering and sharing of any technical information requested by the vendor | | | | |
| 13 | Providing risk management, including the following: <ul style="list-style-type: none"> Identifying project risks Developing mitigation strategies Communicating project risks to County and vendor staff Assigning key activities to mitigate or resolve project risks | ✓ | | | ✓ |
| 14 | Providing weekly or biweekly tracking of the following: <ul style="list-style-type: none"> Reporting of project risks and issues Recently completed tasks and upcoming project activities | ✓ | | | ✓ |
| 15 | Providing change management oversight, including the development and maintenance of a Change Management Plan that may include the following: <ul style="list-style-type: none"> Target State Definition Change Structure and Governance Approach Change Impact Assessment Stakeholder (or User) Analysis Communication Plan Behavior Change Plan | ✓ | | | ✓ |
| 16 | Managing the user acceptance training (UAT) process, including: <ul style="list-style-type: none"> Reviewing the vendor's test plan and any applicable test scripts | ✓ | | ✓ | |

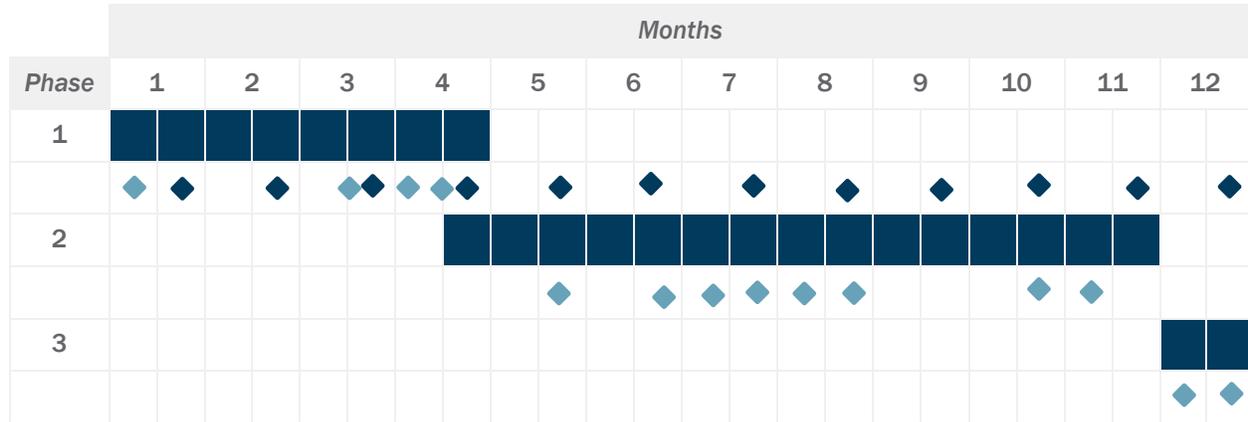
| | | Project Management | | Project Oversight | |
|----|--|--------------------|--------|-------------------|--------|
| No | Key Implementation Activity | Lead | Assist | Lead | Assist |
| | <ul style="list-style-type: none"> • Providing on-site assessment of testing activities • Providing recommendations for modifications to the testing plan to increase the likelihood of success • Directing County staff in the development of tailored test scripts • Managing logistics related to scheduling UAT activities • Providing analysis of test results • Overseeing regression testing and required configuration changes | | | | |
| 17 | Facilitating oversight of vendor training activities, including: <ul style="list-style-type: none"> • Reviewing the vendor's training plan and training materials • Overseeing vendor training activities • Providing recommendations for modifications to the training delivery • Providing feedback on the vendor's training documentation | ✓ | | ✓ | |
| 18 | Providing go-live support | ✓ | | | ✓ |

3.7 Project Closeout Memo

We will conduct a project closeout work session that involves discussing project lessons learned, measuring achievement of project goals and objectives, discussing incomplete implementation tasks, and conducting transition planning for moving to long-term operation of the ERP/IMS solution and associated policies and processes. We will document all the items discussed in a Project Closeout Memo.

Timeline and Deliverables by Phase

Below, we provide our proposed project timeline and deliverables by phase for the County’s requested work effort. We are happy to adjust this schedule to best accommodate the County’s needs, as appropriate.



◆ Deliverable ◆ Biweekly Project Status Meetings

6. Pricing and Payment

Table 3 presents the fixed-fee costs associated with our proposed work plan. These fees are based on our experience conducting projects of similar size and scope and the assumption that satisfying a deliverable is based on County of Frederick, Virginia's signed acceptance. That said, the County will not incur any additional costs associated with the process of reaching deliverable acceptance. We will submit monthly progress invoices based on the work completed toward each deliverable. Hourly rates for staff roles can be found in Table 4.

Table 3: Fixed-Fee Project Costs for Phases

| Phase | Fixed-Fee Cost |
|---|------------------|
| Phase 1: Current State Evaluation and Needs Assessment | \$55,000 |
| Optional Phase 2: System Evaluation and Selection | \$82,850 |
| Optional Phase 3: Implementation Planning | \$5,000 |
| Total Cost | \$142,850 |
| <i>Travel expense estimated allocation*</i> | \$9,500 |

**Travel expense will only be billed as incurred.*

Table 4: Hourly Rates per Proposed Project Team Member

| Project Team Member | Actual Hourly Billing Rate | Proposed Hourly Billing Rate |
|--|----------------------------|------------------------------|
| Jonathan Grace, Project Principal | \$540 | \$459 |
| Charlien Kirongozi, Engagement Manager | \$360 | \$306 |
| Ross DeFalle, Project Manager | \$320 | \$272 |
| Allisha Ouellette, Lead Business Analyst | \$300 | \$255 |
| Ashley Aaron, Business Analyst | \$170 | \$144.50 |
| Kate Offerdahl-Joyce, Procurement SME | \$360 | \$306 |

7. Client References

The greatest testament of our high-quality work is the expressed satisfaction shared by our clients. Below, we describe and provide contact information for several recent projects for the County's consideration. These clients can speak well to the quality and satisfaction we deliver on comparable engagements.



King George County and Schools, Virginia

Financial Management Software Consulting Services (07/2022 – 10/2023)

Lavita Cobb, Director of Finance
540.775.8568 | lcobb@co.kinggeorge.state.va.us

King George County contracted with BerryDunn to evaluate its BAI ERP system and select a more modern system to meet its needs. The County sought upgraded features and functionality to support increased automation and operational efficiencies and desired a consultant to educate staff on functionality available in modern systems. BerryDunn helped the County adhere to its schedule, identify efficiencies, and assist in defining future system needs. The County selected Tyler Munis as its new ERP system to meet its needs.



Fauquier County, Virginia

ERP System Selection and Due Diligence (01/2024 – present)

Mary Wyckoff, MPA, Policy, Risk, and Compliance Manager
540.422.8310 | mary.wyckoff.adm@fauquiercounty.gov

As part of its ERP replacement project, Fauquier County retained BerryDunn to conduct due diligence and perform a current environmental analysis and level-of-fit analysis with its vendor of choice. After conducting current environment fact-finding meetings and meeting with the County's procurement team to review, evaluate, and document the County's existing functionality and understand its processes, we developed a proposal summary memo comparing the vendor of choice proposal and demonstration outcomes with requirements previously developed to confirm responsiveness. expand on its requirements to verify the accuracy of what processes were needed in the new system. We then developed an action plan memo to capture our findings and help the County determine next steps. Based on our analysis, the County was comfortable moving forward with its vendor of choice, with some adjustments, and we are currently assisting the County with contract negotiations.



Middlesex County, Virginia

ERP Consulting Services (12/2024 to Present)

AnnMarie Ricardi, Assistant County Administrator
804.758.4330 | a.ricardi@co.middlesex.va.us

Middlesex County contracted with BerryDunn to modernize the County and Schools' legacy ERP environment. BerryDunn met with County and School staff to analyze current critical business processes. We mapped current state business processes, identified process improvement opportunities, and confirmed the accuracy of the mapped processes with County and School process owners. Business process improvement activities included identifying causes of process and/or system deficiencies and providing recommendations for solutions. In addition to process mapping, BerryDunn developed a needs assessment outlining current technology, current pain points, and gaps in

functionality and developed an RFP and functional and technical requirements to replace the County and Schools' legacy software. BerryDunn will assist in reviewing proposals, developing demonstration scenarios for vendor demonstrations, facilitating on-site vendor demonstrations, and assist with contract negotiations with the preferred vendor.



Town of Front Royal, VA

Finance System Selection (03/2024 to present)

B.J. Wilson, Director of Finance

540.631.2788 | bwilson@frontroyalva.com

The Town of Front Royal contracted BerryDunn to assist in developing a strategy for the long-term management of updated processes that would eliminate inefficient or redundant systems no longer serving their needs. As a result, the Town desired a centralized solution rather than using separate software for each of their departments. BerryDunn's plan of approach for this project included a needs analysis report, review of documentation, a web survey, fact-finding sessions, vendor selection, and contract negotiations and approval with the selected vendor. Currently, we are in the vendor evaluation phase and will soon be assisting the Town with vendor demonstration facilitation.

Appendix A: Requested, Negotiable Exception

We have one negotiable, requested exception to language in the County's General Terms and Conditions for Contractual Agreements. We believe in being fully transparent about any potential conflicts at the time of proposal. To this end, we have our Compliance Team perform a thorough review. As consultants focused on government clients, we are aware of the limitations on exceptions and additional constraints. If selected, we fully expect to work with the County to reach an agreement on these terms that is fair and beneficial to both parties.

Page 9, Section 16, Hold Harmless and Indemnification: BerryDunn's legal team may request minor changes to the contract terms at the time of award, to meet our Firm's risk standards and make sure our work is insurable.

“BerryDunn” is the brand name under which Berry, Dunn, McNeil & Parker, LLC and BDMP Assurance, LLP, independently owned entities, provide professional services in an alternative practice structure in accordance with the AICPA Code of Professional Conduct. BDMP Assurance, LLP is a licensed CPA firm that provides attest services, and Berry, Dunn, McNeil & Parker, LLC, and its subsidiary entities provide tax, advisory, and consulting services.

BDMP Assurance, LLP will lease professional and administrative staff, both of which are employed by Berry, Dunn, McNeil & Parker, LLC, in performing its services. These individuals will be under the direct control and supervision of BDMP Assurance LLP, which is solely responsible for their performance under any engagement with BDMP Assurance, LLP.

The entities falling under the BerryDunn brand are independently owned and neither entity is liable for the services provided by the other entity. Our use of the terms “our firm” and “we” and “us” and terms of similar import denote the alternative practice structure of Berry, Dunn, McNeil & Parker, LLC and BDMP Assurance, LLP.

This proposal is the work of Berry, Dunn, McNeil & Parker, LLC and BDMP Assurance, LLP and is in all respects subject to negotiation, agreement, and signing of specific contracts.

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Item 3: Memorandum of Understanding between County IT and Northwest Regional Adult Detention Center

Topic Synopsis

The purpose of this MOU is to formally define the roles, responsibilities and expectations between County IT staff and NRADC IT staff.

Recommended Action

Staff recommend that the IT Committee forward this item to the Board of Supervisors with a recommendation that the Board authorize the County Administrator (or designee) to execute the Memorandum of Understanding.

Note: The following MOU includes updates and revisoins as decided in the IT Committee meeting on March 3, 2026.

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (MOU) is entered into on the ____ day of ____ in 2025 (herein referred to as the “Effective Date”) by and between:

The County of Frederick (the “County”), Virginia, 107 N. Kent Street, Winchester, VA 22601 and

Northwestern Regional Adult Detention Center (the “Jail”), 141 Fort Collier Road, Winchester, VA 22603.

Parties may be referenced individually as “Party” and collectively as “Parties.”

SCOPE OF SERVICES

The County agrees to provide the following Information Technology (IT) Support Services to the Jail:

NETWORK SERVICES:

1. Wireless Internet Access Points configuration
2. Adding exceptions and blocking websites for GED classroom.
3. All switching and network hardware configuration.
4. Routing/configuration of network needs.
5. Gateway to the Internet.
6. Secure Sockets Layer/Transport Layer Security certificates.
7. Manage and Maintain County Business Phone system.

SYSTEM ADMINISTRATION:

1. Office 365 user account creation.
2. Active Directory/Group Policy Objects to manage access to network locations.
3. Server and Server Operating Systems configuration and management to include:
 - a. Patching
 - b. Upgrading
 - c. Monitoring
 - d. Troubleshooting
 - e. Repairing
 - f. Backups
4. Anti-virus/threat detection monitoring and clean-up.
5. Laserfiche access
6. BAI/AS400 access

Security and Threat Management:

1. Provide Help Desk level access to County security suite for Jail IT.

IT PROCUREMENT:

1. Provide Quotes and IT Purchase Order approvals
2. Ordering
3. Receiving shipments from IT vendors.
4. Jail shall be responsible for all costs associated with hardware (including but not limited to network switches, servers, and virtual environment infrastructure) and software (including but not limited to subscriptions and stand-alone programs) necessary for the use and benefit of its employees, contractors, and residents.

DURATION OF MOU

This MOU becomes effective on the date it is signed by both parties. It remains in force unless explicitly terminated, in writing, by either party.

ROLES AND RESPONSIBILITIES

The County agrees to:

- a. Provide qualified personnel with expertise in IT support services to perform the agreed tasks.
- b. Ensure that all services are performed with reasonable care, skill, and professionalism in accordance with industry standards.
- c. Maintain the confidentiality of any sensitive or proprietary information obtained during the provision of services, as allowed under the Freedom of Information Act.
- d. Respond promptly to any inquiries, issues, or requests for support from the Jail, as resources and staffing permit.
- e. Coordinate work with the Jail as appropriate to minimize downtime and involve Jail IT.
- f. Adhere to the following response and remediation timelines based on the severity and priority of identified vulnerabilities.
 1. Critical - 30 days
 2. High - 45 days
 3. Medium - 60 days
 4. Low - 120 days

(Note: These ratings are based on the Common Vulnerability Scoring System by FIRST
- <https://www.first.org/cvss/>)

The Jail agrees to:

- a. Provide the necessary access to relevant data, systems, and facilities required for the County to perform

the services.

- b. Provide clear and accurate instructions, requirements, and feedback to the County.
- c. Provide the County with an inventory of all software applications being utilized within the Jail's IT environment.
- d. Cooperate with the County in a timely manner and provide any additional information or resources necessary for the successful completion of the services.
- e. Provide the County with access to their vendor contacts.
- f. Adhere to the following response and remediation timelines based on the severity and priority of identified vulnerabilities.
 - 5. Critical - 30 days
 - 6. High - 45 days
 - 7. Medium - 60 days
 - 8. Low - 120 days

(Note: These ratings are based on the Common Vulnerability Scoring System by FIRST - <https://www.first.org/cvss/>)

RESOURCES

The Parties agree to provide the following resources.

The County will provide:

- a. Staff necessary to fulfill the scope of services outlined above.
- b. On-call support to assist in addressing after hours emergencies limited to Network, Server and Cybersecurity.
- c. IT Staff will provide an updated list of training platforms and courses used.
- d. Staff will inform the Jail IT of tools used by the County so that Jail can purchase the necessary licensing.

The Jail shall provide:

- a. Trained IT staff to assist with the following:
 - a. Maintain and support all Laptops, Desktops and associated software application. To include support for the GED classrooms. Ensuring the devices are up to date with industry standards.
 - b. Manage NRADC Granicus contract
 - c. Manage websites for NRADC
 - d. Maintain and share accurate documentation of the Jail IT environment.
- b. IT staff certified in the following disciplines, or equivalent experience:

- a. CompTIA A+
- b. CompTIA Network+
- c. CompTIA Security+
- d. Information Technology Infrastructure Library (ITIL)
- e. Nutanix Foundations for Correctional Systems Officer

Parties agree to provide the resources above at a minimum. The Parties may agree to provide additional resources in future agreements by amendments to this MOU or by another MOU. *Each party agrees to bear their own financial burden of resources committed in this MOU unless otherwise specified.*

COMMUNICATION BETWEEN PARTIES

The parties agree to use the County's IT Helpdesk for standard support requests. For emergencies, Jail staff shall use the on-call phone number (540-323-4406) to reach County IT staff.

Both parties agree to share a staff schedule and contact information

AMENDMENTS

The terms of this MOU may be amended upon written approval by both [all] original parties and their designated representatives.

TERM AND TERMINATION

Either party may terminate this MOU by providing written notice to the other party 90 days prior to the proposed termination date.

The undersigned Parties acknowledge and agree to this MOU:

SIGNATURES

FOR County of Frederick, Virginia

[Signature]
Michael Bollhoefer
County Administrator

DATE

FOR Northwestern Regional Adult Detention Center

[Signature]
Clay Corbin
Superintendent

DATE

Approved as to Form
County Attorney



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title: Authorization for the County Administrator to Execute a Contract in the Amount of \$55,000 with BerryDunn for a Phase 1 Current State Evaluation & Needs Assessment of the County's software and systems as recommended by the IT Committee.

Attachments:

[BOS03-11-26SoftwareEvalNeedsAssessmentBerryDunnProposal.pdf](#)

Item 2: BerryDunn – Current State of Software Evaluation & Needs Assessment

Topic Synopsis

County Administration formed the Integrated Management Systems (IMS) Committee in April 2025 to engage key stakeholders, assess business needs, and review existing systems and processes to ensure the County is equipped with appropriate enterprise software solutions. In August 2025, a Statement of Need was issued to solicit proposals from qualified firms. Following a competitive interview process, BerryDunn was recommended by the committee.

Recommended Action

Staff recommend that the IT Committee forward this to the Board. There is no need for appropriation, as there are available funds.

Item 3: Memorandum of Understanding between County IT and Northwest Regional Adult Detention Center



MEMORANDUM

TO: Frederick County Board of Supervisors

FROM: Wyatt Pearson, AICP, Director of Planning and Development
Patrick Fly, Director of Information Technology
Karen Orndorff, Purchasing Manager

RE: **County Government Software Evaluations & Needs Assessment**

DATE: January 16th, 2026

The purpose of this memo is to describe the activities and deliberations of the Integrated Management Systems (IMS) Committee in support of staff's request for funding to conduct a Phase 1 Current State Evaluation & Needs Assessment of the County's software and systems with BerryDunn.

County Administration formed the IMS Committee in April of 2025 and provided the following direction for the group to aspire towards:

“to identify an Integrated Management System (IMS) solution that aligns with the strategic goals of Frederick County. To engage all stakeholders, analyze their business needs and review all systems and processes to ensure the County is equipped with the best software to move forward. Ensure the system selected fosters process improvement, has a comprehensive and fully integrated reporting system and integrates with existing systems. Through collaboration, transparency and a focus on innovation, select an IMS that support the County's vision and fosters a culture of continuous improvement while serving the needs of staff, elected & appointed officials and the residents of Frederick County.”

The group was comprised of staff and constitutional office representatives and made decisions on a consensus basis. Throughout the process other staff and individuals were included on an ad hoc basis for participation in the deliberations. The core members of the Committee included:

Patrick Fly, Information Technology (Co-Chair)
Wyatt Pearson, Planning & Development (Co-Chair)
Jay Tibbs, Administration
Bill Orndoff, Treasurer
Derek Brill, Commissioner of Revenue's Office
Sharon Kibler, Finance
Michael Marciano, Human Resources
Karen Orndorff, Public Works

The Committee met multiple times between April and December of 2025. Discussions included but were not limited to; education on the use and potential capabilities of existing system (BAI Municipal Software), review of all software licenses current in County Government, shared or common data sets, interdepartmental processes and current integrations or lack thereof, examples from vendor presentation or colleagues elsewhere on capabilities of other systems available in the market.

Early in these discussions the majority of the group concluded that third party assistance would be necessary to map out the existing integrations and potential overlaps, and most importantly provide an informed and impartial opinion on whether the existing system should be enhanced, supplemented, replaced, or some combination of those approaches.

Accordingly, on August 6, 2025, a Statement of Needs was distributed with the intent of soliciting proposals from qualified firms to provide comprehensive evaluation, advisory, and implementation planning services related to an Enterprise Resource Planning (ERP) system.

Three consulting firms—BerryDunn, Plante Moran, and Luna Data Solutions—submitted proposals for the committee’s review. Based on the initial evaluation, BerryDunn was selected for an interview. Following the interview process, the committee unanimously agreed to move forward with BerryDunn as the recommended consulting firm.

Staff is requesting authorization for the County Administrator to execute a contract with BerryDunn for consulting services in the amount of \$55,000 for a Phase 1 Current State Evaluation & Needs Assessment, which will include but not be limited to the following tasks and deliverables:

Tasks:

- Conduct kickoff meetings and develop a detailed project work plan.
- Inventory all current ERP-related and department-specific systems/software.
- Analyze current business processes, workflows, data management, and reporting practices.
- Conduct interviews and workshops with stakeholders across all major departments.
- Document functional and technical requirements.
- Conduct a gap analysis comparing the current state with identified needs.
- Facilitate a review session with stakeholders to validate requirements and findings.

Deliverables:

- Project work plan and schedule
- Software inventory report
- Functional and technical requirements document
- Gap analysis report
- Provide a recommendation on whether to maintain the existing system as is, enhance the existing system, supplement the existing system, or replace it
- Stakeholder validation summary

Depending upon the results of the Phase 1 effort, the County could but is not obligated to continue working with Berry Dunn on Phase 2 System Evaluation and Selection, and Phase 3

Implementation Planning. Based upon BerryDunn's estimates the total cost associated with having a consultant's assistance throughout this process is likely to reach \$150,000.

As always, should you have any questions regarding this matter, please do not hesitate to contact us.

PROPOSAL

PROPOSAL FOR:

County of Frederick

IN RESPONSE TO AN RFP FOR
EVALUATION OF ERP AND IMS
CONSULTANT SEARCH SERVICES

SUBMITTED BY:

Berry, Dunn, McNeil & Parker, LLC
2211 Congress Street, Portland, ME 04102

Jonathan Grace, Project Principal

Berry, Dunn, McNeil & Parker, LLC
jgrace@berrydunn.com

Charline Petit Homme, Engagement Manager

Berry, Dunn, McNeil & Parker, LLC
charline.petithomme@berrydunn.com

Proposal Submitted On:

October 1, 2025 at 5 p.m. EST

1. Cover Letter

October 1, 2025

County of Frederick, Virginia
Attn: Missi Neal, Purchasing & Contracts Manager
107 N. Kent St.
Winchester, VA 22601

Dear Missi Neal and Members of the Selection Committee:

On behalf of Berry, Dunn, McNeil & Parker, LLC (“BerryDunn,” “we,” “our”), I am pleased to submit this proposal in response to the County of Frederick’s (the County’s) request for proposals (RFP) for its Evaluation of Enterprise Resource Planning (ERP)/Integrated Management System (IMS) Consultant Search. We have read the County’s request and reviewed its terms and conditions and the contents presented therein. Our proposal is a firm and irrevocable offer valid for 120 calendar days from the proposal deadline of October 1, 2025, at 5 p.m. EST.

BerryDunn is a nationally recognized professional services firm headquartered in Portland, Maine, with 10 office locations. We are focused on **inspiring organizations to transform and innovate** and have preserved our reputation for excellence throughout our 51-year history. Our firm’s culture is centered on a deep understanding of our clients’ commitment to serving the public. We proudly tailor each of our projects to recognize the work our clients do every day. **We care about what we do, and we care about the people impacted by our work—including the County’s staff and constituents.** As it relates to the County’s requested services, we would like to highlight the following unique attributes offered by our proposed team:



Demonstrated success delivering BAI assessments in the Commonwealth, with deep understanding of county landscapes



Proven track record executing similar scopes of work for neighboring regional governments



Experienced, scalable team of subject matter experts with extensive county government consulting expertise



Independent, vendor-neutral advisors with comprehensive ERP market insight through the BerryDunn Bridge program

We appreciate the opportunity to propose and the time and consideration taken by the County to review our submission. As a principal in BerryDunn's Local Government Practice Group, I can attest to the accuracy of our materials, and I am legally authorized to bind, negotiate, make presentations on behalf of, and commit our firm and our resources. **If you have any questions regarding our proposal or updates on the evaluation process, please consider me your primary point of contact and feel free to contact me directly.**

Sincerely,

A handwritten signature in blue ink, appearing to read "Jonathan Grace".

Jonathan Grace, Prosci® CCP, Principal

Berry, Dunn, McNeil & Parker, LLC

2211 Congress Street, Portland, ME 04102-1955

t: 207-541-2260 | e: jgrace@berrydunn.com

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2. Firm Overview and Qualifications

Firm Overview

BerryDunn is a nationally recognized professional services firm focused on inspiring organizations to transform and innovate. Formed in 1974 with 78 principals, 36 owners, and 10 office locations, **we have experienced sustained growth throughout our 51-year history.**

We employ more than 950 staff members—including more than 400 in our Consulting Services Team. From extensive project experience for more than 900 state, local, and quasi-governmental agencies, our team brings valuable perspectives to every engagement. Additionally, our team has prior experience serving state and local government agencies, providing them with an in-depth understanding of government operations, staffing needs, budgetary constraints, and the business processes required to provide necessary services to the internal divisions and the constituents the County serves.

Our firm provides a full range of professional services that support our ability to complete tasks outlined by the County. These include:

- **Software Planning and Procurement**
- **Software Implementation Project Management and Oversight**
- Business Process Improvement, Reviews, and Redesign
- Organizational Change Management (OCM)
- Organizational, Operational, and Staffing Analyses
- Performance Analyses
- Enterprise and Departmental Strategic Planning
- Leadership and Organization Development
- Master Planning
- Cost of Service and Fee Studies
- Project Assessments and Remediation
- IT Assessments
- IT Strategic Planning

Figure 1 illustrates the overall organization of BerryDunn's Local Government Practice Group. We provide unparalleled expertise and unique insights across these practices, supporting more than 500 local government clients in solving some of their biggest challenges and addressing opportunities to improve and plan.

Figure 1: Local Government Practice Group Specialization



Our Highly Specialized Enterprise Digital Transformation Practice

Of note to the County, we have a dedicated **Enterprise Digital Transformation (EDT) Practice** that focuses on providing advisory services that address clients' technological and business process modernization needs. The EDT Practice offers more than 30 years of relevant consulting experience, as well as firsthand insights gained from team members' prior experience serving within local government organizations. Leadership and subject matter experts (SMEs) within the EDT Practice are aligned with focus areas that allow them to specialize and offer customized approaches based on a client's geographic area and community, size and resources, technical environment, stakeholder groups, and industry. For instance, our experience with ERP projects, our experience with assessing BAI/AS400 for clients in the Commonwealth, and work with clients of similar size will benefit the County on this work effort. Having conducted more than 200 projects that span the system replacement life cycle or include business process improvement as a core focal point or part of a larger initiative, we bring unique insights and industry best practices to every engagement. We understand the functionality of local government organizations, and we understand the processes, policies, people, and technology that support it. It is through this and our independence and objectivity that we serve as trusted advisors to our clients and strong proponents to the projects they conduct.

BerryDunn Bridge and Our Independence



BerryDunn Bridge is a program facilitated by our Local Government Practice Group. This program was developed to promote information sharing between public-sector software providers and our consultants and helps continually expand our own—and our clients'—understanding of the public-sector software landscape. BerryDunn Bridge provides opportunities to share our clients' needs with the software vendor community and gain knowledge of upcoming technological trends, recent product developments, and find target markets for software providers.

Public-sector software providers opt into this program to establish a cadence of meetings between their team members and our own to keep up to date on industry and client trends. This includes knowledge-sharing opportunities ranging from focused discussions between management teams to software demonstrations with a broader audience of consulting staff. As a result of this program, we can best serve our clients and pass on our knowledge gained—including modern software system capabilities not currently being utilized or perhaps even previously contemplated by our clients.

BerryDunn is not affiliated with any specific vendor, allowing us to provide truly independent advisory services to our clients. In that respect, we recognize the importance of networking and continuous market research to help ensure we are apprised of industry best practices, emerging trends, and updates in the software vendor community.

3. Experience with Local Government ERP Projects

Commitment to Commonwealth

With BerryDunn, the County will be served by a firm and project team members who have **demonstrated their commitment to the Commonwealth**. We have completed more than 60 projects for nearly 50 clients in the Commonwealth, including those listed below. We have bolded the projects with similar scopes of work to the County’s project.

- ▲ Albemarle County
- ▲ American Association of Motor Vehicle Administrators (AAMVA)
- ▲ Arlington County
- ▲ **Arlington Public Schools**
- ▲ Averett University
- ▲ **Chesterfield County**
- ▲ **City of Alexandria**
- ▲ **City of Danville**
- ▲ **City of Fairfax**
- ▲ **City of Fredericksburg**
- ▲ City of Hampton
- ▲ City of Harrisonburg
- ▲ City of Lynchburg
- ▲ **City of Manassas**
- ▲ **City of Manassas Park**
- ▲ **City of Newport News**
- ▲ City of Norfolk
- ▲ **City of Richmond**
- ▲ City of Roanoke
- ▲ City of Suffolk
- ▲ **City of Waynesboro**
- ▲ City of Winchester
- ▲ County of Dinwiddie
- ▲ Fairfax County
- ▲ Falls Church City Public Schools
- ▲ **Fauquier County**
- ▲ George Mason University
- ▲ Gloucester County
- ▲ **Goochland County**
- ▲ **Henrico County**
- ▲ **King George County**
- ▲ Loudon County
- ▲ **Middlesex County**
- ▲ **New Kent County**
- ▲ Pittsylvania County
- ▲ **Powhatan County**
- ▲ Reston Association
- ▲ Stafford County
- ▲ Town of Christiansburg
- ▲ **Town of Front Royal**
- ▲ **Town of Herndon**
- ▲ Town of Leesburg
- ▲ Virginia Department of Behavioral Health and Developmental Services
- ▲ Virginia Employment Commission
- ▲ Virginia Polytechnic Institute and State University
- ▲ **Warren County**
- ▲ Washington and Lee University
- ▲ Washington County
- ▲ York County Schools

We also take pride in our local presence, as we have several employees who reside in the Commonwealth and/or have worked in the regional local government landscape.

Systems Consulting

BerryDunn has extensive experience in providing a variety of system consulting services to clients similar in size and complexity to the County. In Table 1, on the following pages, we have included a summary of public-sector system consulting projects with which our firm has assisted. We have also provided population data for additional context.

Table 1: Systems Consulting Experience

| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| Counties and Regional Governments | | | | | | | |
| Albemarle County, Virginia (107,000) | • | | | | | | |
| Adams County, Colorado (519,570) | • | • | • | • | • | • | • |
| Berks County, Pennsylvania (415,000) | • | • | • | • | • | • | |
| Calumet County, Wisconsin (53,000) | • | • | • | | | | |
| Carver County, Minnesota (102,100) | | | | | | • | • |
| Chesterfield County, Virginia (353,000) | • | • | • | • | • | • | |
| Clark County, Washington (488,000) | • | • | • | • | • | • | • |
| Coconino County, Arizona (140,000) | | | | | | • | • |
| Doña Ana County, New Mexico (218,000) | • | • | • | • | • | • | |
| Ellis County, Texas (185,000) | • | • | • | • | • | • | • |
| Fauquier County, Virginia (75,600) | | | | | | • | • |
| Goochland County, Virginia (23,000) | • | • | • | • | • | • | • |
| Hamilton County, Indiana (338,000) | • | • | • | • | • | • | • |
| Henrico County, Virginia (325,000) | • | • | • | • | • | | |
| Imperial County, California (180,000) | • | • | • | | | | |
| Kaua'i County, Hawai'i (72,000) | • | • | • | • | • | | |
| King George County, Virginia (28,000) | • | • | • | • | • | • | |
| Maui County, Hawai'i (167,000) | • | • | • | • | • | • | |
| McLean County, Illinois (170,000) | • | • | • | • | • | • | |
| Mesa County, Colorado (162,000) | • | • | • | • | • | • | • |
| Middlesex County, Virginia (10,900) | • | • | • | • | • | • | |

| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| Minnehaha County, South Dakota (183,000) | • | • | • | • | • | • | • |
| Mobile County Health Dept, Alabama (415,000) | • | • | • | • | • | • | • |
| Monroe County, Florida (74,000) | • | • | • | • | • | • | • |
| Montgomery County, Pennsylvania (831,000) | • | • | • | • | • | • | • |
| Morrow County, Oregon (12,000) | • | • | • | • | • | • | • |
| New Kent County, Virginia (18,000) | • | • | • | • | • | • | |
| Outagamie County, Wisconsin (184,000) | • | • | • | • | • | • | • |
| Peoria County, Illinois (179,000) | • | • | • | • | • | • | • |
| Person County, North Carolina (39,000) | | | | | | | • |
| Powhatan County, Virginia (30,000) | • | • | • | • | • | • | |
| Saginaw County, Michigan (191,000) | • | • | • | • | • | • | • |
| Scott County, Iowa (166,000) | • | • | • | • | • | • | • |
| Sheboygan County, Wisconsin (118,000) | | | | | | • | • |
| Stearns County, Minnesota (164,000) | • | • | • | • | • | • | |
| Sussex County, Delaware (200,000) | • | • | • | • | • | • | • |
| Wake County, North Carolina (1,129,000) | • | • | • | • | • | • | • |
| Warren County, Virginia (42,000) | • | • | • | • | • | • | • |
| Waukesha County, Wisconsin (407,000) | • | • | • | • | • | • | |
| Yamhill County, Oregon (107,000) | • | • | • | • | • | • | • |
| Municipalities | | | | | | | |
| City of Alameda, California (79,000) | | | | | | | • |

| | BerryDunn's Involvement | | | | | | |
|---|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| City of Alexandria, Virginia (150,000) | • | • | • | • | • | • | |
| City of Amarillo, Texas (199,000) | • | • | • | • | • | • | • |
| City of Aurora, Colorado (369,000) | • | • | • | • | • | • | • |
| City of Avondale, Arizona (85,000) | • | • | • | • | • | • | • |
| City of Beaverton, Oregon (97,000) | • | • | • | • | • | • | • |
| City of Bettendorf, Iowa (40,000) | • | • | • | • | • | • | • |
| City of Boca Raton, Florida (91,000) | • | • | • | • | • | • | • |
| City of Boulder, Colorado (105,000) | | | | | | | • |
| City of Brighton, Colorado (40,000) | • | | | | | | |
| City of Broken Arrow, Oklahoma (112,000) | • | • | • | • | • | • | • |
| City of Burlington, Vermont (43,000) | | | | | | | • |
| City of Cedar Falls, Iowa (41,000) | • | • | • | • | • | • | • |
| City of Cedar Park, Texas (77,600) | • | • | | | | | |
| City of Cleveland, Ohio (365,000) | • | • | • | • | • | • | • |
| City of Coral Springs, Florida (128,000) | • | • | • | • | • | • | • |
| City of Danville, Virginia (41,000) | • | • | • | • | • | • | |
| City of Denton, Texas (170,000) | • | • | • | • | • | • | |
| City of DeSoto, Texas (53,000) | • | • | • | • | • | • | |
| City of Detroit, Michigan (675,000) | • | • | • | • | • | • | • |
| City of Dover, Delaware (37,453) | • | • | • | • | • | • | • |
| City of Duncanville, Texas (40,000) | | | | | | | • |
| City of Edina, Minnesota (52,000) | • | • | • | • | • | • | • |
| City of Fairfax, Virginia (24,000) | • | • | • | • | • | • | |
| City of Fargo, North Dakota (122,000) | • | • | • | • | • | • | |
| City of Farmers Branch, Texas (35,000) | • | • | • | • | • | • | • |

| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| City of Fredericksburg, Virginia (27,000) | • | • | • | • | • | • | |
| City of Fort Collins, Colorado (165,000) | • | • | | | | | |
| City of Fountain Valley, California (56,000) | • | • | • | • | • | • | • |
| City of Frisco, Texas (177,000) | • | • | • | • | • | • | • |
| City of Gahanna, Ohio (35,000) | • | • | • | • | • | • | • |
| City of Gaithersburg, Maryland (68,000) | • | | | | | | |
| City of Garland, Texas (238,000) | • | | | | | | |
| City of Glendale, Arizona (237,000) | • | • | • | • | • | • | • |
| City of Grand Prairie, Texas (193,837) | | | | | | | • |
| City of Helena, Montana (32,000) | • | • | • | • | • | • | • |
| City of Independence, Missouri (117,000) | • | • | • | • | • | • | • |
| City of Irvine, California (273,000) | • | • | • | • | • | • | • |
| City of Irving, Texas (230,000) | • | • | • | • | • | • | • |
| City of Jacksonville, North Carolina (73,000) | • | • | • | • | • | • | |
| City of La Mesa, California (60,000) | • | | | | | | |
| City of Lakeville, Minnesota (64,000) | • | • | • | • | • | • | • |
| City of Lawrence, Kansas (96,000) | • | • | • | • | • | • | • |
| City of Livermore, California (90,000) | • | • | • | • | • | • | |
| City of Long Beach, California (470,000) | | | | | | | • |
| City of Manassas, Virginia (37,000) | • | • | • | • | • | • | • |
| City of Manassas Park, Virginia (17,000) | • | • | • | • | • | • | |
| City of Mansfield, Texas (70,000) | • | • | • | • | • | • | |

| | BerryDunn's Involvement | | | | | | |
|---|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| City of Midland, Texas (119,000) | • | • | • | • | • | • | • |
| City of Minot, North Dakota (48,000) | | | | | | • | • |
| City of Newport News, Virginia (183,000) | • | • | • | | | | |
| City of Ormond Beach, Florida (42,000) | | | | | | | • |
| City of Pasadena, California (140,000) | • | • | • | • | • | • | |
| City of Philadelphia, Pennsylvania (1,581,000) | • | • | | | | | • |
| City of Plano, Texas (287,000) | • | • | • | • | • | • | • |
| City of Puyallup, Washington (41,000) | | | | | | • | • |
| City of Redding, California (92,000) | • | • | • | • | • | • | • |
| City of Richland, Washington (53,000) | • | • | • | • | • | • | • |
| City of Richmond, Virginia (233,700) | • | • | • | | | | |
| City of San Leandro, California (90,000) | • | • | • | • | • | • | • |
| City of Santa Fe, New Mexico (70,000) | • | • | • | • | • | • | • |
| City of Simi Valley, California (126,000) | | | | | | | • |
| City Spokane Valley, Washington (98,000) | • | • | • | • | • | • | • |
| City of St. Charles, Missouri (70,000) | • | • | • | • | • | • | |
| City of Stillwater, Oklahoma (50,000) | • | • | • | • | • | • | |
| City of Sugar Land, Texas (89,000) | | | • | • | • | • | • |
| City of Surprise, Arizona (121,000) | • | • | • | • | • | • | • |
| City of Tampa, Florida (388,000) | • | • | • | • | • | • | • |
| City of Toledo, Ohio (265,000) | • | • | • | • | • | • | |
| City of Tucson, Arizona (525,000) | • | • | • | • | • | • | • |
| City of Waynesboro, Virginia (21,000) | • | • | • | • | • | • | • |
| City of Weatherford, Texas (31,000) | • | • | • | • | • | • | • |

| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| City of Wheat Ridge, Colorado (31,000) | • | • | • | • | • | • | |
| City of Wilmington, North Carolina (117,000) | • | • | • | • | • | • | • |
| Town of Front Royal, Virginia (16,000) | • | • | • | • | • | | |
| Town of Herndon, Virginia (22,000) | • | • | • | • | • | • | |
| Village of Oak Park, Illinois (52,000) | • | • | • | • | • | • | • |
| Regional and Special Purpose | | | | | | | |
| Coachella Valley Association of Governments, California (represents 10 cities, one county, and four Native American tribes) | • | • | • | • | • | • | • |
| Chicago Metropolitan Agency for Planning, Illinois (CMAP) (2,710,000) | • | • | • | • | • | • | • |
| City-County Information Technology Commission (CCITC), Wisconsin (serves Marathon County, the City of Wausau, three counties' healthcare, four police departments, and Marathon public library system) | • | • | • | • | • | • | |
| Consumnes Community Services District, California (210,000) | • | • | | | | | |
| Lafayette Consolidated Government, Louisiana (242,000) | • | • | • | • | • | • | |
| Louisville/Jefferson County Metro, Kentucky (740,000) | • | • | • | • | • | • | • |
| Loveland Housing Authority, Colorado (organization assists 1,200 households) | • | • | • | • | • | • | |
| Madison Metropolitan Sewer District, Wisconsin (429,000) | • | • | • | • | • | • | |
| Metropolitan Government of Nashville and Davidson County, Tennessee (684,000) | • | • | • | | | | • |

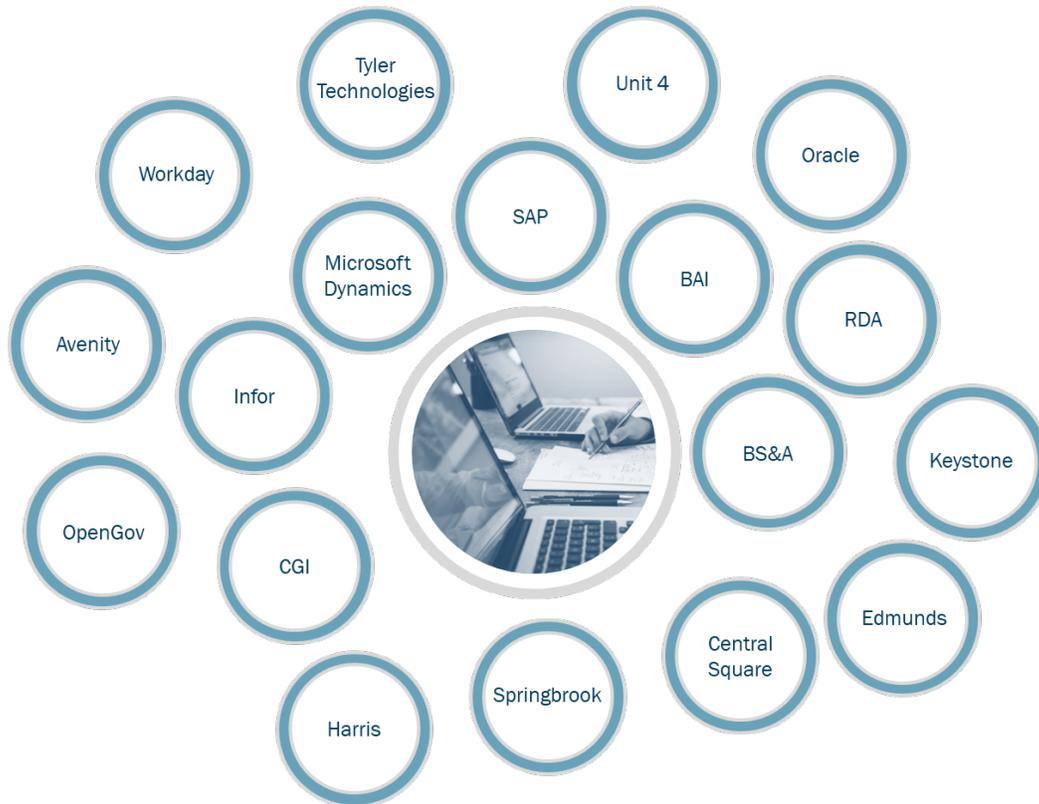
| | BerryDunn's Involvement | | | | | | |
|--|-------------------------|-------------------------|---------------------|---------------------------------|------------------|------------------------------------|---------------------------|
| | Needs Assessment | Requirements Definition | RFI/RFP Development | Evaluation Criteria Development | Vendor Selection | Contract Negotiations and Approval | Implementation Assistance |
| Omaha-Council Bluffs Metropolitan Area Planning Agency, Nebraska (968,000) | • | • | • | • | • | • | |
| Tri-County Health Department, Colorado (1,400,000) | • | • | • | • | • | • | • |
| Waste Commission of Scott County, Iowa (175,000) | • | • | • | • | • | • | |
| K-12 Public Education | | | | | | | |
| Arlington Public Schools, Virginia (26,000 students) | • | • | | | | | |
| Chesterfield County and Public Schools, Virginia (62,000 students) | • | • | • | • | • | • | |
| City of Worcester and Public School Department, MA (23,000 students) | • | • | • | • | • | • | • |
| Jefferson County School District, Colorado (69,000 students) | • | • | • | • | • | | |
| Laramie County School District One, Wyoming (14,000 students) | • | • | • | • | • | • | |
| Metro Nashville Davidson County Schools, Tennessee (86,000 students) | • | • | • | • | | | • |
| Newport School District, New Hampshire (1,000 students) | • | | | | | | |
| Syracuse City School District, New York (20,000 students) | | | | • | • | • | • |

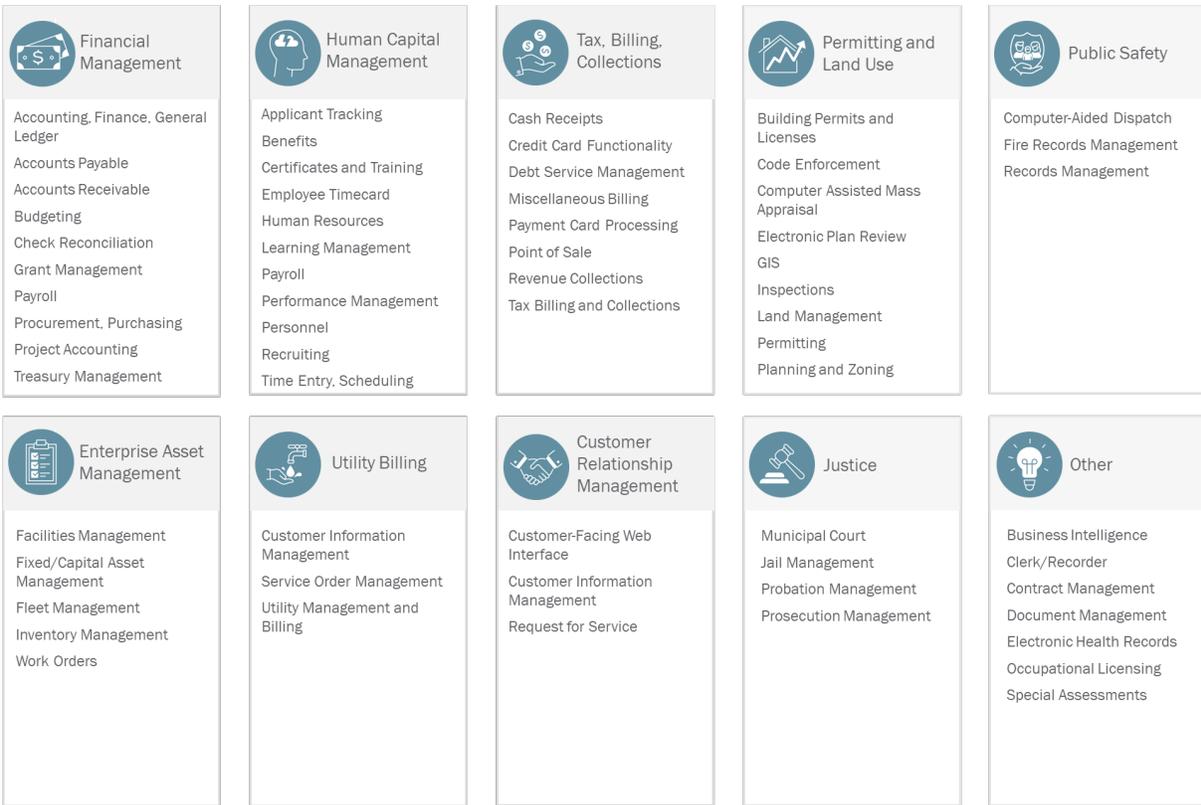
ERP Systems and Functional Area Familiarity

BerryDunn has extensive experience assisting clients in every stage of the enterprise system planning, selection, and implementation life cycle; experience and familiarity with most systems and their associated modules in the marketplace; and lack of affiliation with any specific vendor. Our experience assessing a wide variety of vendors means that we understand the capabilities and limitations of today's systems. Enterprise systems that we have reviewed as part of system planning engagements and those that clients have selected for implementation are included in Figure 2 below. While BerryDunn does not

recommend particular systems, we provide clients with the information, education, and tools needed to feel confident in the decision they make for moving forward with future solutions. The County will be pleased to notice that we have experience with multiple modules, also described in Figure 2, thereby helping ensure a thorough and insightful process.

Figure 2: ERP System Vendor and Functional Area Experience





4. Qualifications of Project Team

Organizational Structure

At BerryDunn, we believe in the synergy that accompanies a team approach. That said, we have carefully assembled a project team with unique and specialized qualifications that coincide with the needs and desired outcomes of the County. **These project team members will remain committed, available, and assigned to perform the County’s requested work effort.**

Figure 3 describes the organizational structure of our project team, followed by a listing of project staff. It should be noted we do not intend to subcontract any portion of the County’s desired scope of work.

Figure 3: Organizational Structure



About 70% of our consulting work comes from repeat business with clients. This speaks to our team’s ability to build strong working relationships that drive client satisfaction with our services and work products.

Roles, Responsibilities, and Qualifications

Below and on the following pages, we list our project team members’ experience, qualifications, and expertise as it relates to projects of this nature and work with comparable public-sector clients.



Jonathan Grace, PMP®, Prosci® CCP | Project Principal

Jon is a principal in our Local Government Practice Group with over 25 years of experience assisting public-sector agencies with project management, technology planning, business process improvement, software system selection, implementation and design. He has managed every step of the systems planning process and leverages his extensive knowledge of systems functionality and business process best practices to help ensure his clients experience successful selection and implementation outcomes. He also has experience serving BerryDunn’s K-12 public education clients. Prior to joining BerryDunn, he provided user support and assisted in system implementation of ERP products. Jon serves as project principal for projects across the country, and he has managed every step of the procurement process—from assessing the current environment to leading contract negotiations and large-scale system implementations.

As the **project principal**, Jon will have overall responsibility for the services we have proposed to the County. He will help ensure commitment of our firm and appropriate resource allocation and will review and approve all deliverables in accordance with BerryDunn’s quality assurance processes.



Charline Petit Homme, MPA, PMP®, Prosci® CCP | Engagement Manager

Charline is a manager in BerryDunn’s Local Government Practice Group with six years of public-sector experience. She is a Certified Project Management Professional® (PMP®) and has several years of experience with engagement and project management, business process diagramming, conducting research, data collection, organizational reporting, gap analysis, and recommendations development. Her experience also includes organizing and leading groups through the adoption of new ideas and concepts and promoting buy-in.

As the **engagement manager**, Charline will oversee project progress, the initiation and completion of tasks and milestones, meetings and information-gathering activities, project deliverable development, and the work of the project team.



Ross DeFalle, MBA, ITIL, LSSBB | Project Manager

Ross is a senior consultant in our Local Government Practice Group. He has more than three years of IT project management and systems implementation leadership and over seven years in client relationship building and account management. Ross is an experienced change agent for enterprise systems and leading concurrent projects following best practices, tracking scope, milestones, and deliverables. His experience includes providing strategic leadership for complex IT strategic plans, cultivating client relationships, and consistently achieving functionality goals. Ross has provided business process improvement services to many BerryDunn clients during enterprise system selection. His experience includes fact-finding, recommendations development, and requirements definition. He draws on experience and industry best practices when assisting clients with business process recommendations.

As the **project manager**, Ross will be responsible for maintaining a constructive and clear line of communication between the County’s staff and BerryDunn, maintaining communication and documentation in accordance with County standards, monitoring the progress of the project, tracking the initiation and completion of tasks and milestones, conducting regular status meetings, providing detailed progress reports, facilitating meetings and information-gathering activities, and helping ensure all deliverables are timely, accessible, and reviewed with stakeholders.



Allisha Ouellette, MBA, LSSGB | Lead Business Analyst

Allisha Ouellette is a senior consultant with BerryDunn’s Local Government Practice Group. She leverages her eight years of project management and coordination experience to develop high-quality deliverables, monthly aggregate reporting, and project management support for state and local government clients. Allisha understands small, local governments with competing resources as well as large, complex organizations.

As the **lead business analyst**, Allisha will provide business analysis support to the project team as it relates to facilitating meetings, preparing status reports, and developing project deliverables in a timely manner. She will also help assess the County’s current environment, develop requirements, and form recommendations across functional areas.



Ashley Aaron | Business Analyst

Ashley is a consultant in BerryDunn’s Local Government Practice Group. She specializes in public policy, research, data analytics, and data visualization. Prior to joining BerryDunn, Ashley served as a constituent liaison intern for a Salt Lake City, Utah, council member.

She also has experience as a research and data analytics intern with the U.S. Department of Housing and Urban Development (HUD), Office of General Counsel.

As the **business analyst**, Ashley will provide general business analysis support to the project team as it relates to facilitating meetings, preparing status reports, and developing project deliverables in a timely manner, and she will help assess the County's current environment, develop requirements, and form recommendations across functional areas.



Kate Offerdahl-Joyce, NIGP-CPP | Procurement SME

Kate is a manager in our Local Government Practice Group who focuses on procurement and contract analysis—having led more than 30 municipal clients through comparable system selection projects. They bring more than 15 years of procurement, process improvement, and recommendation implementation experience. With a strong background in project management, Kate has hands-on experience working with a wide array of teams and organizations to improve business processes to be more efficient, user-friendly, and time and cost-effective. Kate is also a National Institute of Governmental Purchasing Certified Procurement Professional.

As the **procurement SME**, Kate will oversee the RFP processes with the County as well as provide perspective on procurement process, contract negotiations and approval process, and best practices.

Jonathan Grace, Prosci® CCP



PRINCIPAL / PROJECT PRINCIPAL

Berry, Dunn, McNeil & Parker, LLC

Jon is a principal who has more than 25 years of experience assisting public-sector agencies with project management, technology planning, business process improvement, system implementation and design. Prior to joining BerryDunn, he provided user support and assisted in system implementations of ERP products.

EDUCATION AND CERTIFICATIONS

BS, Business Administration, Elon College

Prosci® Certified Change Practitioner

SELECT CLIENTS

Albermarle County and Schools, VA

Henrico County, VA

King George County, VA

Chesterfield County, VA

City of Danville, VA

City of Manassas Park, VA

Gloucester County, VA

Goochland County and Schools, VA

Middlesex County, VA

New Kent County and Schools, VA

Powhatan County, VA

Warren County, VA

PROJECT EXPERIENCE

Project Management: Jon has extensive experience in managing, planning, and implementing ERP systems. This perspective and insight benefits our ERP consulting clients across the country. He has led many business process improvement activities, strategic planning sessions, and assisted with OCM, supporting his ability to deliver large-scale implementation projects successfully.

Enterprise Systems Planning: Jon is an expert in the full life cycle of planning for and procuring a new ERP system, having assisted cities, counties, and school districts across the country with their ERP replacements initiatives. He has managed every step of the process—from assessing the current environment to conducting a needs assessment, defining functional and technical requirements, developing an RFP and scoring methodology, assisting with evaluation of proposals, and leading contract negotiations. He is knowledgeable about the functionality and limitations of various ERP systems available in the market as well as best practices in ERP business processes.

Commonwealth Familiarity (Virginia): Jon has served a number of Commonwealth public-sector clients, providing him with familiarity related to its Commissioner of Revenue and Treasurer functions—including personal property tax, business license, meals tax, vehicle decal, payment of property taxes, permits, licenses, fines, and pet tag requirements. This experience provides Jon with an understanding of the Commonwealth's cities, counties, and schools.

Operational Efficiency: Jon has led many business process improvement activities and assisted with OCM. This experience includes facilitating and developing as-is and to-be business process diagrams and has resulted in his ability to identify challenges with existing processes and provide recommendations.

Charline Petit Homme, MPA, Prosci® CCP, PMP®



MANAGER/ENGAGEMENT MANAGER

Berry, Dunn, McNeil & Parker, LLC

EDUCATION AND CERTIFICATIONS

MPA, Clark University

BA, Political Science, Clark University

Prosci® Certified Change Practitioner (CCP)

Certified Project Management Professional®

Institute of Cultural Affairs (ICA) Technology of Participation® (ToP®), Certified

SELECT CLIENTS

Chesterfield County and Public Schools, VA

City of Danville, VA

City of Wilmington, NC

Fauquier County and Public Schools, VA

Henrico County, VA

King George County and Public Schools, VA

Wake County, NC

Charline is a manager in our Local Government Practice Group and is particularly skilled in leading clients through complex transformational initiatives, including strategic planning projects. She is a strong facilitator and is certified in the ICA ToP® facilitation methodology. Her experience also includes organizing and leading groups through the adoption of new ideas and concepts, and promoting buy-in. She brings in-depth knowledge and involvement with strategic planning, change management, and relationship building through her strong communication, leadership, and project management skills. She is especially skilled at facilitating stakeholder engagement efforts and synthesizing outcomes to optimize results for her clients. Prior to joining BerryDunn, Charline spent multiple years serving the public-sector, supporting and conducting field research, data collection, organizational reporting, gap analysis, and recommendations development.

RELEVANT EXPERIENCE

Project Management and Support Charline is a Project Management Professional® (PMP®) and has served as engagement manager and project manager for a number of our projects in the Commonwealth. In these roles, Charline maintains a constructive and clear line of communication between the client and BerryDunn. In addition, she monitors the progress of the project, tracks the initiation and completion of tasks and milestones, and facilitates status update meetings and information-gathering activities.

Business Process Improvement: Charline has in-depth experience with an international perspective conducting field research. This involved collecting data and developing reports, as well as identifying gaps in policies and processes. These gaps translated into developing ways to streamline processes and increase efficiencies.

OCM: Charline helps her clients embrace change and prepare for a future environment through effective communication. Charline has assisted clients in developing timely and consistent communication to promote buy-in and project success.

Ross DeFalle, MBA, ITIL, LSSBB

SENIOR CONSULTANT/PROJECT MANAGER

Berry, Dunn, McNeil & Parker, LLC



Ross DeFalle is a senior consultant in our Local Government Practice Group and has more than three years of IT project management and systems implementation leadership and has over seven years in client relationship building and account management. Ross' experience includes providing strategic leadership for complex IT strategic plans, cultivating profitable client relationships, and consistently achieving functionality goals.

EDUCATION AND CERTIFICATIONS

MBA, Marketing, Arizona State University

BA, Economics, Lenoir-Rhyne University

Professional Certificate – Leading Smart Communities, Pepperdine University

ITIL 4 Foundation Certificate

Lean Six Sigma Black Belt Certified

SELECT CLIENTS

Athens-Clark County, GA

City of Charlottesville, VA

Fauquier County and Public Schools, VA

King George County and Public Schools, VA

Middlesex County, VA

New Kent County, VA

Pittsylvania County, VA

Town of Front Royal, VA

Union County, NC

Warren County, VA

PROJECT EXPERIENCE

Project Management: Ross' client work includes working alongside client staff to help understand workflows and align enterprise systems to improve operational performance. He helps ensure projects are completed on time by estimating project duration, costs, and projected return on investment while creating implementation plans to seamlessly facilitate software transitions. Ross acts as a change agent to identify client needs, resolve quality/functionality issues, and present client-side stakeholders with actionable insights for scaling ERP systems with organizational growth. Ross is instrumental in leading multiple concurrent projects by establishing best practices and meticulously tracking scope, milestones, and budgets to achieve objectives.

Business Process Improvement: Ross has provided business process improvement services to many BerryDunn clients during enterprise system selection. His experience includes fact-finding, recommendations development, and requirements definition. He draws on experience and industry best practices when assisting clients with business process recommendations

Account Management: As the IT Project Manager of Enterprise Systems, Ross worked with C-suite executives, community leaders, and key decision-makers within a wide range of client organizations including city governments and housing authorities. Ross drove substantial year-over-year revenue growth as an IT consultant by fully understanding technical and functional requirements, presenting clients with industry-leading software solutions, and negotiating favorable contracts

Allisha Ouellette, MBA, LSSGB

SENIOR CONSULTANT/LEAD BUSINESS ANALYST

Berry, Dunn, McNeil & Parker, LLC



EDUCATION AND CERTIFICATIONS

MBA, Thomas College
BS, Legal Studies/Pre-Law, Husson University
Lean Six Sigma Green Belt

SELECT CLIENTS

Athens-Clarke County, GA
Chicago Metropolitan Agency for Planning, IL
City of Aventura, FL
City of Cedar Falls, IA
City of Gainesville, FL
City of North Lauderdale, FL
King George County and Public Schools, VA
Marion County, FL
Middlesex County, VA
Town of Front Royal, VA
Warren County, VA

Allisha is a senior consultant in our Local Government Practice Group. She leverages her eight years of project management and coordination experience to develop high-quality deliverables, monthly aggregate reporting, and project management support for state and local government clients. Allisha has provided project management services for clients such as Syracuse City School District, New York, Coachella Valley Association of Governments, California, and Washington County, Oregon.

PROJECT EXPERIENCE

Business Analysis: Allisha provides high-quality business analysis services to a mix of large and small-scale clients in local and state government spaces. Not only does Allisha understand small, local governments with limited and competing resources, Allisha also provides deep knowledge of large, complex, specialized clients with complicated scopes of work including Jefferson County Public School District, Colorado; Denton County Transit Authority, Texas; Madison Metropolitan Sewerage District, Wisconsin; and Syracuse City School District.

Business Process Improvement: Allisha is experienced in assisting with current state (as-is) and future state (to-be) process diagramming and mapping for local government clients amid planning for large-scale ERP projects. For clients such as Athens-Clark County, Georgia and Chicago Metropolitan Agency for Planning Allisha provided multifaceted research and effective recommendations across processes, policies, organization, and technological scopes.

Project Coordination: Allisha brings strong communication, leadership, critical thinking, and analytic skills while overseeing and assisting on multiple selection and implementation projects. Her skills include creating and disseminating project schedules, preparing, and distributing key project documentation, and working cross-functionally to provide quality project management services to clients and vendors.

Ashley Aaron

CONSULTANT/BUSINESS ANALYST
BERRY, DUNN, MCNEIL & PARKER, LLC



Ashley Aaron is a consultant in BerryDunn’s Local Government Practice Group with experience in public policy, research, and data analytics. She is proficient in data visualization and content creation software including Excel and Stata.

EDUCATION AND CERTIFICATIONS

BA, Public Policy Studies,
Vanderbilt University

SELECT CLIENTS

City of Beverly, MA
Warren County, VA
Village of Royal Palm
Beach, FL

RELEVANT EXPERIENCE

Research and Analysis: Ashley served as a research and data analytics intern for the U.S. Department of HUD, Office of General Counsel, where she coded a program in R to translate 7,000+ addresses to counties to locate their Housing Authority in a civil rights lawsuit. She created and presented a PowerPoint with revisions to the HUD’s AFFH-T Mapping Tool to the Associate General Counsel and guided research on HUD’s protected characteristics to inform a 10-page recommendation presented to the office’s attorneys. Additionally, Ashley reviewed 25,000+ individual tenant files to identify discrimination and propose legal action to uphold the Civil Rights Act.

Constituent Communication: As a consultant liaison intern for Salt Lake City Council, District 2 (D2), Ashley managed all direct inquiries to Council Member Puy, serving as the first point of contact for nearly 29,000 constituents. She planned programming and conducted community outreach with the U.S. Environmental Protection Agency (EPA) to execute brownfields educational event for D2. In addition, she developed a policy memo on homelessness along the Jordan River Trail to assist the Director of Homeless Policy’s agenda. Ashley also tracked and analyzed annual cost changes for 45+ projects to devise \$58M+ budget for FY25 Capital Improvement Program.

Kate Offerdahl-Joyce, NIGP-CPP

MANAGER / PROCUREMENT SME

Berry, Dunn, McNeil & Parker, LLC



EDUCATION AND CERTIFICATIONS

BA, History, University of MN – Twin Cities

Master's Certificates in Government Contracting, Commercial Contracting, and IT/Information Security Project Management, Villanova University

National Institute of Governmental Purchasing Certified Procurement Professional (NIGP-CPP)

SELECT CLIENTS

Athens-Clark County, GA
City of Aventura, FL
City of Jacksonville, NC
City of Manassas Park, VA
City of Tampa, FL
City of Wilmington, NC
Coachella Valley Association of Governments, CA
Douglas County, CO
Fauquier County, VA
Middlesex County, VA
Town of Front Royal, VA
Warren County, VA

Kate Offerdahl-Joyce is a manager in the Local Government Practice Group who focuses on procurement and contract analysis. They bring more than 15 years of procurement, process improvement, and recommendation implementation experience. With a strong background in project management, Kate has hands-on experience working with a wide array of teams and organizations to improve business processes to be more efficient, user-friendly, and time- and cost-effective. Kate is also a National Institute of Governmental Purchasing Certified Procurement Professional.

RELEVANT EXPERIENCE

Government Procurement: Kate has over 13 years of experience with state and local government procurement. This experience includes RFP writing, vendor evaluation, and response development. They also are well-versed in eProcurement, reporting, and process improvement. While the IT Project Manager for National Association of State Procurement Officials (NASPO) ValuePoint, they worked with many public-sector offices, departments, and organizations, leading the implementation of a national eProcurement software as a service (SaaS) solution, improving business processes, and supporting onboarding and training activities.

System Selection: Kate has assisted numerous BerryDunn clients with market research and benchmarking, RFX development analysis, spend analysis and cost reduction, and contract management and negotiation. They are all well-versed in supplier performance evaluation and vendor management and relationship building.

Business Process and Operational Assessment: Kate helps both small and large-scale local government clients with procurement process analysis, procurement policy review and development, and process mapping and workflow optimization. Their work assessing procurement policies, procedures, and workflows identifies strengths to capitalize on, areas for improvement and increased efficiencies, and promotes enhanced service delivery.

Project Management: Kate's project management experience is extensive and wide-reaching. They have worked in various capacities, including across departments, with IT and supporting sales and product development. In their project management engagements, Kate has led all aspects of project management, including inception, discovery, planning, implementation, and execution. In all that they do, they seek to identify opportunities to improve, implement effective change, and help ensure successful partnerships.

5. Approach, Methodologies, and Work Plan

Understanding of the County's Environment and Objectives

The County is a vibrant and growing community whose operational complexity has outpaced the capabilities of its current ERP system. While the County's existing platform—BAI Municipal Software (AS400 / IBM® iSeries Power9)—has served its purpose, the County now relies heavily on supplemental systems to meet evolving needs. This approach has introduced inefficiencies and limited the County's ability to fully align its technology with its long-term goals.

BerryDunn understands that the County is ready to take a forward-looking, strategic step forward. This initiative is not simply about replacing software—it's about reimagining how technology can support the County's mission, empower its workforce, and prepare for future demands. The County seeks a trusted partner to guide a comprehensive evaluation of its ERP and related systems, helping determine whether modernization means maintaining, enhancing, supplementing, or replacing its current environment.

As the County's consulting partner, we would begin by assessing the current state. We would explore the full technology ecosystem, analyze business processes and data practices, and engage stakeholders to identify gaps and needs. This phase would culminate in a clear, actionable recommendation that reflects both the County's operational realities and its vision for its future ERP/IMS state.

Should the County choose to move forward with procuring a new system, BerryDunn is prepared to support the next phases of system evaluation and implementation planning. We would help craft a request for information (RFI) and RFP, facilitate vendor demonstrations, and guide system selection activities with an eye toward long-term value and alignment with the County's mission. Our team will also develop a roadmap for implementation, including strategies for data migration, integration, change management, and training, helping ensure that the County is equipped to adopt a new solution.

This initiative represents a cornerstone of Frederick County's digital transformation. It is an opportunity to streamline workflows, improve data reliability, and foster cross-departmental collaboration. BerryDunn recognizes that ERP modernization is more than a technical upgrade; it is also a chance to reduce manual effort, empower staff, and build a foundation for future capabilities such as cloud-based solutions and enhanced reporting. We are committed to helping the County realize these goals through a thoughtful, results-driven engagement.

How BerryDunn Can Help

With the County's goals and objectives in mind, we feel certain that we are well-positioned to partner with the County on this engagement. Below, we outline several attributes that we hope the County will consider as it determines the best path forward.



Extensive and proven experience with assessing BAI in the Commonwealth. We have developed a strong understanding of the Commonwealth's public-sector landscape through recent and/or ongoing engagements with more than 30 public-sector clients on recent or ongoing consulting engagements in the Commonwealth, including Chesterfield County, Fauquier County, Goochland County, Henrico County, King George County, Middlesex County, Powhatan County, Warren County, and more.

Many of these projects share similarities to the one requested by the County, including assessments of BAI systems. In addition, we are well-versed in complexities with revenue and tax processes. This

experience will help ensure we bring firsthand insights, as well as industry, regional, and national best practices to this project.



Team of SMEs with local government experience. With BerryDunn, the County will be served by a firm and a project team that are well-versed in local governmental operations and the functional and technical areas that support service delivery to internal and external stakeholders alike. Notably, our Local Government Practice Group is dedicated to serving public-sector clients, and 75% of our team members are former public-sector employees. Our team leverages their backgrounds, project experience, and knowledge of local government best practices to best identify ways in which to improve their clients' current environments and provide exceptional value. We also have a pool of 400 consultants to draw from should the need arise.



Resources and depth of experience of a large firm, with the ability to scale our services appropriately. With BerryDunn, the County will be served by a firm with extensive experience assisting clients in every stage of the enterprise system planning, selection, and implementation life cycle. In fact, we have conducted more than 200 comparable engagements for a variety of public-sector clients, and more than half were ERP-specific. Our clients find that their outcomes justify their long-term investment and result in smart operations. As a result of this and our independence from the vendor marketplace, we have become familiar with all major ERP vendors and the functionalities their systems provide. This includes familiarity with the County's current systems as well as those ERP systems it may consider in this process. Our team members have seen market changes and trends over the years, earning the trust of clients while assisting them in finding the best solution for their needs.



Independent, vendor-neutral advisors with comprehensive ERP market insight through BerryDunn Bridge. Central to our identity is the preservation of our independence and objectivity. Our team has many years of large-scale enterprise business process, system advisory, and implementation experience, but our firm does not sell, develop, or provide staff augmentation services for software, hardware, or implementation vendors. Further, we do not have any preferred vendors and the County will not find our name listed as partners, affiliates, or sponsors of any vendor, nor does BerryDunn sell hardware or software products. This—along with our BerryDunn Bridge program—allows us to provide unbiased system consulting services and share in the County's values of fiscal responsibility and transparency at all times.

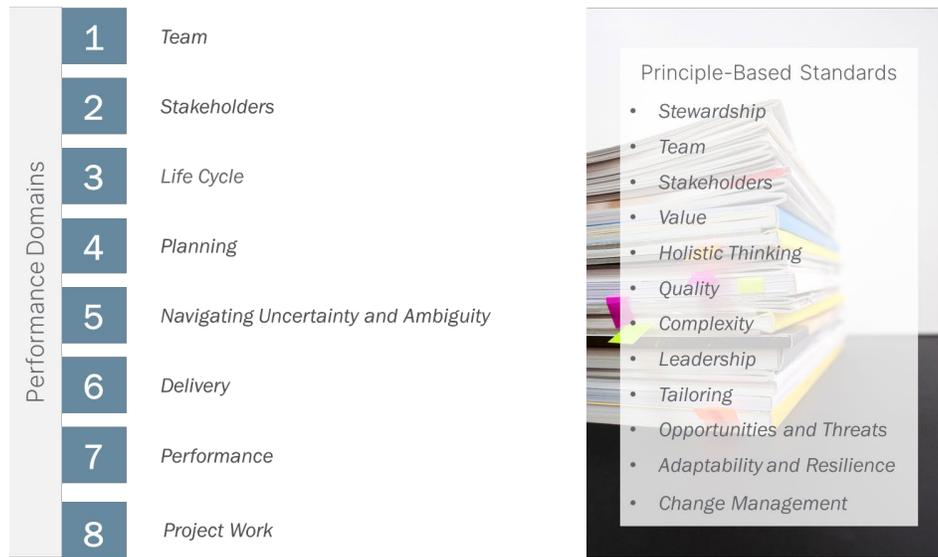
Guiding Methodologies

Project Management

To help ensure that project objectives are met and initiation and completion of project work are conducted in a timely manner, each BerryDunn project is led by an experienced project manager who understands and utilizes project management best practices. Our Consulting Services Team employs project management best practices from PMI's A Guide to the Project Management Body of Knowledge Guide (PMBOK® Guide).

Figure 4 illustrates the standards of project management as defined by performance domains and project delivery principles that are critical for effective delivery of project outcomes.

Figure 4: Performance Domains and Project Management Guiding Principles | PMBOK® Guide



Change Management

Stakeholders' willingness to adopt new processes and tools plays a significant role in the success—or failure—of system transformation projects. BerryDunn has observed resistance to change in virtually all our engagements. As such, our project management approach is carefully integrated with change management methodologies to promote buy-in and consensus for the project. We will work with you to proactively address resistance by:

- Engaging stakeholders at the right level throughout the project—from initial planning through implementation—to build understanding for the need for change and gain support from the people who will be using the future solutions and who are most familiar with current processes
- Developing and executing a communications plan that considers the information needs of each stakeholder group
- Documenting business processes and working with stakeholders to understand how their work will be performed in the future environment
- Monitoring training activities to help ensure that users will be prepared on day one

Figure 5: ADKAR Change Management Approach



We have adopted the Prosci® change management methodology and trained **over 100 consultants to become Prosci® Certified Change Practitioners (CCPs)**. A central focus of the Prosci® change management approach is the belief that, in order for change to work in an organization, individuals must be willing to change and understand change. Based on this belief, Prosci® developed the ADKAR change management approach, defined in Figure 5.

Consistent with the Prosci® methodology, the County can expect our change management approach to involve three stages, as described on below.

1: Preparing for Change

Involves developing change management strategies, based on input from the County stakeholders on the existing environment.

2: Managing Change

Involves overseeing assigned roles and tasks, providing training and coaching, using tools effectively, and executing a clear communication

plan.

3: Reinforcing Change

Involves evaluating action plans, reviewing the sustainability of change management activities, and promoting individual and team successes.

The County can be confident in our flexibility while developing and executing our change management approach. We understand that no two engagements are exactly alike, and we believe that one of the primary reasons we have been successful with similar projects is our willingness to be flexible in adapting to our clients’ unique needs.

Additionally, according to research conducted by Prosci®, the likelihood of project success increases significantly and in alignment with the level of change management focus applied to the project. Figure 6, below, shows that even small increases in focus on change management, from “poor” to “fair,” are likely to have a positive impact on system adoption and project success.

Figure 6: Change Management’s Impact on Project Success



Work Plan

Work Plan Overview

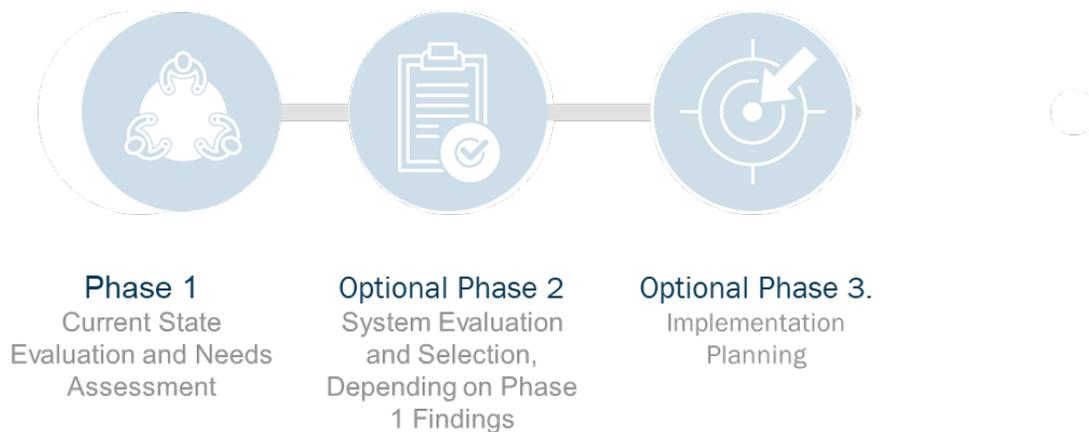
BerryDunn strives to be flexible when it comes to development and execution of an effective work plan. We understand that no two projects are exactly alike and believe that **one of the primary reasons we have been successful with similar projects is our willingness to be flexible in adapting to our clients' unique needs.**

The overarching benefits the County can expect of our approach include:

- A methodology based on our extensive experience conducting similar projects
- Quality assurance processes that incorporate the County's review and approval of all deliverables and key milestones
- Built-in project management and change management best practices—focused on keeping the project on time, on budget, and progressing at a healthy pace—for the County's stakeholders to understand why and how findings and recommendations will improve the current environment
- A System Needs Analysis that focus on how functional areas interact with each other and integrate with existing systems
- Thorough business process improvement activities, helping the County identify root causes of process and/or system deficiencies
- A focus on taking full advantage of the newest technology and harnessing efficiencies by reviewing business practices or implementing technology to enhance existing business processes performed by individual departments and those performed across the County
- An ability to satisfy all requirements set forth in the County's scope of work

Figure 7 presents an overview of our work plan intended to achieve the County's goals and objectives for this important initiative.

Figure 7: Work Plan Overview



Work Plan Details

On the following pages, we provide details of our work plan to conduct the County's project effectively and efficiently as described in Figure 7. We have changed the order of some deliverables based on best practices and previous experience.



PHASE 1: PROJECT PLANNING AND MANAGEMENT

- ▶ We will:
- ▶ Conduct initial project planning activities with the County’s project management team to identify stakeholders, in-scope functional areas and departments, and identify key dates in the project timeline to help ensure the project stays on time and on budget

- ▶ Issue a web survey to gain stakeholder insight and encourage feedback and collaboration
- ▶ Inventory all ERP-related and departmental systems to understand the full technology ecosystem
- ▶ Analyze business processes, workflows, data management, and reporting practices across departments
- ▶ Conduct interviews and work sessions to gather insights and validate findings
- ▶ Document functional and technical requirements and perform a gap analysis
- ▶ Deliver a strategic recommendation that aligns with the County’s long-term goals

Phase 1 is not just about technology—it’s about understanding how systems support people, processes, and priorities. Our approach helps ensure that the County’s unique operational context and stakeholder perspectives are central to the evaluation.

1.1 Initial Project Planning

We will conduct an initial project planning work session with the County’s project management team in order to:

- ▶ Introduce key team members
- ▶ Clarify project scope, goals, and objectives
- ▶ Identify known project constraints
- ▶ Refine dates and/or tasks, as appropriate
- ▶ Schedule and plan for a project kickoff meeting and introductory meetings with departmental staff

We will discuss our approach for managing communications between BerryDunn and the County, as well as our approach to scope, risk, and resource management. We will also assist the County in identifying stakeholders and/or stakeholder groups to include in the assessment process. These discussions will help us to refine our currently proposed Project Work Plan and Schedule, as well as inform introductory meetings with departmental staff.

1.2 Project Work Plan and Schedule ◀ Deliverable 1

Based on the information gathered from our project planning and introductory meeting, as well as from those details enclosed in this proposal, we will develop a Project Work Plan and Schedule, which will outline the tasks and timelines for the review process. The Project Work Plan and Schedule will also include agreed-upon procedures between BerryDunn and the County related to project control, including quality management and deliverable submission/acceptance management. After providing draft versions of these materials in advance, we will facilitate a work session with the County’s project team to review the drafts and solicit feedback. This virtual meeting will introduce the County’s project team to our document review process and provide an opportunity for the County to share input on a critical step in the process. We will incorporate the County’s feedback and finalize the documentation before distributing it in final form.

1.3 Biweekly Project Status Meetings ◀ Deliverable 2

We will provide biweekly progress updates to the County's project management team to help ensure alignment with project goals. We will use these meetings to describe the activities and accomplishments for the reporting period; plans for the upcoming reporting period; risks or issues encountered during the reporting period; and anticipated problems that might impact project deliverables. We will also use these meetings to highlight any work products and approaches that will contribute to deliverable development.

1.4 Information Request and Web Survey

We will develop both an information request and a strengths, weaknesses, opportunities, and threats web survey to help us gather applicable information and gain a foundational understanding of the County's current state. The information request will be provided to the County's project team to list desired available documentation that will be helpful to us during the project. Examples include but are not limited to the following:

- ▶ Standard operational procedures
- ▶ Organizational charts, including reporting lines and cross-functional collaboration within and between departments
- ▶ Documented workflow processes
- ▶ Training materials
- ▶ Software agreements
- ▶ Existing technology systems and tools used within the applicable departments
- ▶ Strategic planning documents for the organization and/or departments

These documents should not be created to fulfill this request; only existing documents would be needed.

The web survey will be provided to County project participants to better understand their perspectives and experiences. The web survey will be composed of thought-provoking questions, intended to inform project efforts. We will review the documents and data received in the information request process and the outcomes of the web survey to inform our efforts in this phase, as well as inform the remaining phases. We will create interview guides and survey questions tailored to the participants in the stakeholder engagement process, focusing on assessing the County's current state, strategic readiness assessment for the ERP/IMS future state, and barriers to success. We understand the importance of asking the right questions and, as a result, will meet with the County to review the draft questions and incorporate feedback before finalizing the survey for administration.

1.5 Kickoff Meeting

We will prepare for and facilitate an on-site project kickoff meeting with all project participants that will serve as an opportunity to introduce our project team members, discuss goals, present our project approach and methodology, review the schedule of key project dates, and answer questions. As part of this presentation, the County's project sponsor is expected to participate and speak to the goals and objectives of the initiative.

1.6 Fact-Finding Meetings

Following the project kickoff meeting, we will conduct a series of interviews with the County's departmental representatives by functional area. We will provide County staff with an outline of topics to be prepared to discuss during the fact-finding meetings, prompting staff to discuss system functionality that may not exist in the current environment but they feel should exist in the future environment; impediments created by the current system; potential opportunities for improvement in the use of

technology as well as policies and procedures, and other topics. Our team is experienced in examining business processes through the lens of identifying root cause factors that contribute to an end-user's perspective of a legacy software product—delineating between technology and process or policy factors. This provides us the opportunity to reimagine and discuss streamlined future state business processes with our clients while also allowing for sound approaches to current work to be appropriately brought forward into the future ERP/IMS solution.

We will explore a multitude of business processes and practices, data management, reporting practices, County policies, and procedural topics with County staff. These discussions will inform our analysis of the current environment and lay the groundwork for identifying high-impact opportunities and prioritizing future system requirements that align the County's operational objectives, strategic vision, and available resources.

Where appropriate, we will observe staff conducting business process routines. This can include, but not be limited to, observing back-office and front-office processes, daily and monthly processes, and process workflows in action. This will help identify areas where policies, procedures, and updated workflows are needed.

When necessary, the BerryDunn team will accommodate unanticipated scheduling challenges of County personnel to make the best use of time. Our approach is to do what we can to accommodate such needs, providing the opportunity for all stakeholders to contribute their thoughts and ideas.

1.7 Software Inventory Review

During the initial fact-finding process, we will facilitate a software inventory review with technical staff and department power users. This session is to inventory all ancillary and departmental software to determine opportunities for integration or consolidation. We will review the third-party systems in place today and review the potential integrations to the future environment. In our experience, the procurement of technology may replace multiple existing solutions in use today. In areas where best-of-breed systems are in place, BerryDunn will review the functionality needed to inform leadership about these potential integration needs and how they will be incorporated into a future RFP.

1.8 Gap Analysis and Software Inventory ◀ Deliverable 3

Drawing on the information gathered through our review of documentation, web survey results, and fact-finding sessions, we will prepare a draft Gap Analysis and Software Inventory report. This report will compare the current ERP state with identified needs. It will provide a summary of the processes and inputs that contribute to the County's current business processes, use of technology as well as future state functionality needs, and identify process-related challenges and opportunities for improvement that should be addressed through the adoption of moving to a new ERP/IMS solution. This report will include but not be limited to:

- ▶ A high-level summary description of the current state and future state processes
- ▶ Gaps between current state and future state; current state and future state integration, conversion, and reporting needs
- ▶ Primary challenges and areas for improvement provided by an upgraded or new ERP/IMS solution

Additionally, key items in the report will confirm technology and system utilization and identify options for the future systems environment.

We will provide a draft of the Gap Analysis and Software Inventory to the County's project team for review and facilitate a work session to discuss the report, gain feedback, and build consensus related to the presented decision points. We believe that it is important to obtain the County's validation and approval of these findings, as this information will serve as the basis for future requirements. We will then revise the report and update it to final.

1.09 Action Plan Recommendation Memo ◀ Deliverables 4

Based upon the work completed to date, we will draft a System Needs Analysis that considers all potential options, including maintaining the existing system as-is, enhancing the existing system, supplementing the existing system, or replacing the existing system. The analysis will include suggested time frames and strategies for solution implementation, necessary County resources, allocation of staff time, ERP/IMS success factors, and change management strategies. The goal of the analysis is to provide the County with enough information to determine which option would best meet its current and future operational needs. We will collect feedback on the draft from the County's project team before updating to final.

1.10 Stakeholder Validation Summary ◀ Deliverable 5

We will facilitate a stakeholder validation session to review the Action Plan Recommendation Memo to help the County's project team validate recommendations and findings and reach consensus for moving forward with a chosen option. We will then develop a final Stakeholder Validation Summary containing the County's option and distribute it to stakeholders.



OPTIONAL PHASE 2: SYSTEM EVALUATION AND SELECTION

- ▶ We will support:
- ▶ Market research and development of RFI/RFP materials
- ▶ Facilitation of vendor demonstrations and evaluations
- ▶ Scoring, selection, and due diligence activities
- ▶ Delivery of a final system recommendation report

We bring deep expertise in ERP procurement and vendor evaluation, helping ensure that the County attracts proposals that reflect best-in-class functionality and long-term value.

2.1 RFP Planning Meeting

Our team will meet with County procurement representatives to review and confirm the approach to planning for and developing a potential RFP Package and get up to speed on County policy, process, and templates. We recognize that each RFP process and software planning project is unique, and the County can expect our team to speak directly to the unique considerations that come along with a large initiative such as that of an ERP/IMS RFP process.

2.2 RFI Document and Vendor Response Matrix ◀ Deliverable 6

We will develop an RFI Document and Vendor Response Matrix using a proven format that incorporates information pertaining to the history of the project and a high-level description of the County's desired

features and functions. The RFI will focus on how vendors are able to address system and process challenges, the related system modules and functionality, implementation project timelines, and estimated costs. The matrix will help ensure that vendors' responses are easy to compare as all responses will follow a particular format and provide like information. We will review the draft RFI and response template with the County's project team, collecting any feedback or additional terms for inclusion, before updating to final and administering it.

We will then facilitate vendor outreach sessions for ERP/IMS vendors to provide information on the capabilities of the systems on the marketplace for two hours each. We will provide these vendors with a format to follow for ease of comparison. By holding these sessions, the County will be better informed when finalizing requirements for the future ERP/IMS solution. At the conclusion of these sessions, we will conduct a debrief survey to solicit feedback from participants of desired functionality to be included in the RFP for a future system.

2.3 Preliminary Functional and Technical Requirements ◀ Deliverable 7

BerryDunn has developed a database of functional and technical requirements based on our experience with other governmental agencies and our knowledge of software system functionality and best practices. Drawing from this database, we will make refinements for business processes and policies that are critical or unique to the County in order to help formally and thoroughly capture the functions that will need to be addressed using a new ERP/IMS. These requirements will be a critical component to translating the County's current and future needs effectively and allow vendors to accurately scope and price proposal responses.

These preliminary system requirements will include reporting needs, potential interfaces, and data conversion objects that must be converted from the legacy system to the new software. In our recent experience, those areas have significantly differentiated vendors' solutions and required a specific focus in the selection activities.

Requirements will be provided to the County in a draft format using Microsoft Excel, along with tailored guidance on how to review the requirements, how the requirements will fit into the process, and how to prepare for sessions to review the requirements with our project team.

2.4 Final Functional and Technical Requirements ◀ Deliverable 8

We will facilitate a series of joint requirements planning (JRP) work sessions with County stakeholders and our project team members to review the preliminary requirements. We will reconvene many of the same stakeholders, organized by business process and/or functional area who met during fact-finding activities to discuss the future system capabilities. These sessions will also include one focused on the technical aspects involved with the County's project. Using the preliminary list, we will review and confirm each item and assign a relative criticality to communicate to vendors responding to the list as part of their RFP responses. We will also facilitate similar meetings to review potential interfaces and data conversion objects. Requirements for inclusion in the RFP will include **budget estimates and staffing plans** and **data migration and integration plans**. Once these have been reviewed, we will update the list to final.

Our role in facilitating the JRP work sessions is to contribute our focused knowledge of the vendor marketplace and align the items requested in the list with the goals and objectives of the project. For example, we might comment that functionality being requested is beyond the core capabilities of vendors and might represent a cost increase. Conversely, we can help recommend requirements to include that might be commonplace today, but beyond the familiarity of County stakeholders.

2.5 Develop an RFP Package and Scoring Criteria ◀ Deliverable 9

We will develop a draft RFP Package using a proven format that incorporates information pertaining to the history of the project; a high-level description of the County's current environment, desired approach to implementing a new ERP/IMS solution, functional and technical requirements, and a structured list of points for vendors to address in their responses. Our project team will also work with the County to develop objective evaluation and scoring criteria to include in the RFP. We will then prepare a scoring matrix to track significant strengths and limitations of each proposal reviewed. Upon completion, we will coordinate a work session with the County's project team to review the draft RFP Package and collect any feedback or additional terms for inclusion before updating to final. We will provide the final RFP to County's project team for distribution through standard channels. For added guidance in distribution, we will provide a list that includes most of the major vendors in the market.

2.6 Vendor Questions, Addenda, and Pre-Proposal Conference

Our project team will assist the County's project management team in responding to vendor questions and developing corresponding addenda. Our project team will also coordinate, plan, and lead a pre-proposal session for interested vendors, facilitating the question-and-answer portion of the meeting. We will compile a list of questions raised and prepare suggested responses. These will be provided in a format that the County's project management team can review, revise, and publish as an addendum to the RFP, as determined by procurement staff.

2.7 Proposal Executive Summary Memo and Short-List Identification ◀ Deliverable 10

We will facilitate the proposal review process by analyzing vendor proposals to identify issues, risks, exceptions, omissions, and objections and identifying items for clarification. We will facilitate the proposal review process, compiling them into a single Proposal Executive Summary Memo. The memo will identify key areas for consideration by the County's evaluation team related to each vendor's ability to meet the RFP requirements and their alignment with the evaluation criteria within the RFP. This memo will also include a comparison of vendor responses to the functional and technical requirements.

We will facilitate a round-one scoring meeting to identify short-listed vendors and items needing clarification. We will meet with the evaluation team to review the proposal summaries, discuss each proposal received, assist in the scoring process, and collect scores to identify the top preferred vendors to invite for demonstrations. We will clarify any open items with these short-list vendors before issuing invitations for demonstrations.

2.8 Vendor Demonstration Agenda and Evaluation Templates ◀ Deliverable 11

We will assist the County's project team in planning demonstrations and writing demonstration scripts and developing an evaluation template. We will meet with the County's project team to discuss the format of vendor demonstration scripts. We will develop draft demonstration script and evaluation templates and provide it to the County's project team for review. After finalizing an approved version, we will provide the appropriate scripts to each vendor in advance of their demonstrations.

2.9 Vendor Demonstrations

One of our project team members will attend demonstrations and assist the County's project team with facilitation for a period of 10 days. Our project team's extensive background in the demonstration process will provide the County's project team with a unique perspective on how to score, prepare, evaluate, and participate in vendor demonstrations.

2.10 Round 2 Scoring

We will participate in the second round of vendor scoring immediately following the final demonstration to identify the vendor or vendors that the County's project team should perform its reference checks on.

2.11 Reference Check and Site Visit Preparation

We will assist the County's project team with identifying tasks that should be accomplished prior to meeting at each site visit. We will also coordinate with the County's project team to discuss the suggested approach for the reference checks.

2.12 Vendor Evaluation and Scoring Report ◀ Deliverable 12

We will participate in the final scoring meeting following the completion of reference checks and site visits. The objective will be to identify a preferred vendor and a second-choice vendor should contract negotiations with the first be unsuccessful.

2.13 ERP/IMS System Recommendation Report ◀ Deliverable 13

We will facilitate a work session with the County's project team to review how the evaluation committee scored each vendor. It is important to note that BerryDunn will not be a scoring member or recommend software vendors; however, we will have open and honest discussions with the County about past experiences with potential software vendors. We will draft an ERP/IMS Systems Recommendations Report with the evaluation committee's findings and review it with the County's project team before updating to final.



OPTIONAL PHASE 3: IMPLEMENTATION PLANNING

- ▶ We will:
- ▶ Assist the County with contract negotiations and approval assistance
- ▶ Help the County prepare for a successful implementation by developing a high-level roadmap and timeline

This phase will empower County staff with the tools and support needed to successfully implement a new solution and navigate change confidently and effectively.

3.1 Contract Negotiations and Approval Assistance ◀ Deliverable 14

At the conclusion of final scoring activities, we anticipate supporting the County with the contract negotiations and statement of work process when and where it will benefit the County most. We have been involved in this process from the client, vendor, and independent consultant perspectives and understand how the associated support needs vary and how the contract impacts the eventual implementation process. In conducting contract approval and negotiations activities, we will draw on these experiences to help ensure the County's best interests are met and project goals and objectives are achieved.

Working collaboratively with the County's project team, legal counsel, and preferred vendor, among other stakeholders, we will take part in various activities, including but not limited to:

- ▶ Developing a draft contract, using the County's contracting procedures and the vendor's proposal as starting points

- ▶ Reviewing the contract documents with the County’s project team to help ensure that requirements are clearly defined and to establish that the County agrees to the schedule, implementation process, fee arrangement, scope of services, staff resources needed, vendor resources, data migration and integration plan, deliverables, costs, acceptance criteria, and terms and conditions
- ▶ Participating in negotiations with the preferred vendor
- ▶ Supporting presentation development and delivery to County leadership as it relates to receiving approval and contract execution

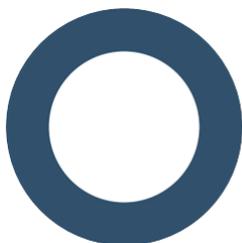
Should it become clear at any point during contract approval and negotiations that the preferred vendor’s solution or contract terms will not meet the needs of the County, we might recommend halting the process with that vendor and commencing efforts with the second-choice vendor.

In recognition of the many variables not yet known related to the contract approval and negotiation timeline and work effort, we plan to commit up to 40 hours, billed as incurred.

3.2 Implementation Roadmap and Timeline ◀ Deliverable 15

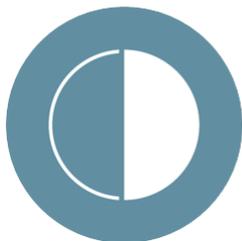
We will develop an Implementation Roadmap and Timeline that includes a summary of work completed during the selection process and provides an outline for stakeholder management and project governance; communication management; and decision, risk, and issue management for the implementation process. The overall objective of this Roadmap and Timeline is to establish an initial framework for the implementation based upon the work performed during the system selection phases. We will then facilitate a remote session to review the Roadmap and Timeline before incorporating the County’s feedback and edits and updating it to final form.

While the RFP did not request these services, we are prepared to offer two potential project management assistance service options for the County’s implementation. We describe these two potential service options below for further review and consideration.



Full-Time Management

With this level of service, our project team will act as the implementation project manager. In this role, we will identify project risks and issues, monitor project activities, provide recommendations to mitigate risks, and lead the coordination of vendor activities. There will be minimal project management tasks owned by stakeholders. This level of service assumes the County will provide a project management team (PMT) that we will oversee.



Implementation Oversight

With this level of service, we will act as an active advisory to an individual the County designates as project manager. We will also lead select implementation activities we mutually agree upon and likely to include project plan reviews, configuration and analysis support, testing, training, and production cutover support.

We are happy to customize our approach to providing implementation assistance with the County at the appropriate time to help ensure we provide its desired level of support.

3.3 Develop Project Charter

Based on our initial project planning discussions, we will draft a Project Charter that encompasses the full scope of the County’s implementation. This governance document will include a change management plan, stakeholder register, communication plan, risk and issues register, and status report templates. We will provide the Project Charter in draft version to the County and facilitate a remote session with the County’s project team to discuss the documents and collect feedback. We will then update the documents and submit them to the County in final form.

3.4 Project Plan Review

We will provide an in-depth review of the vendor’s implementation plans, including the Management Plan and Project Plan. We will discuss our recommended changes and considerations with the County’s project team before communicating requested changes to the vendor. The goal is to collaboratively discuss preferred changes based upon the County’s, vendor’s, and BerryDunn’s collective experience and perspective for the most advantageous end products.

3.5 Project Management Documents

Following the review of the vendor’s plans, we will develop any necessary supplemental materials we believe to be critical to the County’s implementation. These may include further definition of stakeholders, joint risk management plan, project documentation, and other items. The content areas will be determined by what is included in the vendor’s plans with the goal of removing any redundancy that might cause confusion to project stakeholders. This documentation will be reviewed and confirmed with the County’s project team before being put into use.

3.6 Implementation Activities

One of the keys to project success is enabling the County’s teams to take on appropriate roles and responsibilities and to make informed decisions for both implementation and long-term operational success and ownership of the software. Our project management approach is designed with this in mind. We will provide specialized expertise throughout the project.

Throughout the implementation, we will bring our prior implementation and local government experience to provide a forward-looking perspective, reduce risk, and promote the achievement of the goals and objectives for the project. We anticipate being involved in the following key project management or oversight activities of the implementation, as shown below and on the following page. As seen below, these activities include **working with the vendor on a data migration and integration plan, change management and training framework, and risk mitigation strategy.**

Table 2: Implementation Activities

| No | Key Implementation Activity | Project Management | | Project Oversight | |
|----|---|--------------------|--------|-------------------|--------|
| | | Lead | Assist | Lead | Assist |
| 1 | Reviewing the Project Plan and Schedule in conjunction with other County project team members | ✓ | | ✓ | |

| No | Key Implementation Activity | Project Management | | Project Oversight | |
|----|--|--------------------|--------|-------------------|--------|
| | | Lead | Assist | Lead | Assist |
| 2 | Managing the project scope, deliverables, and timeline with assistance from other project team members | ✓ | | | ✓ |
| 3 | Helping to ensure that the project team stays focused, tasks are completed on schedule, and that the project stays on track | ✓ | | | ✓ |
| 4 | Coordinating project tasks with assistance from other project team members | ✓ | | | ✓ |
| 5 | Functioning as the main point of contact for the vendor's project manager, participating in daily project activities (when applicable), and tracking project tasks | ✓ | | | ✓ |
| 6 | Facilitating an implementation kickoff meeting | ✓ | | | ✓ |
| 7 | Holding monthly meetings with the County's Executive Committee to update project status and budget status, and to research a verdict on any escalated process decisions that need to be made | ✓ | | ✓ | |
| 8 | Reviewing the project budget, including change orders, and the vendors' contract compliance | ✓ | | | ✓ |
| 9 | Facilitating the County's staff's development of workflow processes for each department | | ✓ | | ✓ |
| 10 | Facilitating the data conversion process with the vendor and County staff | | ✓ | | ✓ |
| 11 | Facilitating the development of software interfaces/integrations with the vendor and County staff | | ✓ | | ✓ |
| 12 | Working with the vendor and County staff and helping to ensure vendor accountability by: <ul style="list-style-type: none"> Identifying any opportunities to leverage technical enhancements to improve the products and services delivered to the County | ✓ | | | ✓ |

| No | Key Implementation Activity | Project Management | | Project Oversight | |
|----|--|--------------------|--------|-------------------|--------|
| | | Lead | Assist | Lead | Assist |
| | <ul style="list-style-type: none"> Facilitating the gathering and sharing of any technical information requested by the vendor | | | | |
| 13 | Providing risk management, including the following: <ul style="list-style-type: none"> Identifying project risks Developing mitigation strategies Communicating project risks to County and vendor staff Assigning key activities to mitigate or resolve project risks | ✓ | | | ✓ |
| 14 | Providing weekly or biweekly tracking of the following: <ul style="list-style-type: none"> Reporting of project risks and issues Recently completed tasks and upcoming project activities | ✓ | | | ✓ |
| 15 | Providing change management oversight, including the development and maintenance of a Change Management Plan that may include the following: <ul style="list-style-type: none"> Target State Definition Change Structure and Governance Approach Change Impact Assessment Stakeholder (or User) Analysis Communication Plan Behavior Change Plan | ✓ | | | ✓ |
| 16 | Managing the user acceptance training (UAT) process, including: <ul style="list-style-type: none"> Reviewing the vendor's test plan and any applicable test scripts | ✓ | | ✓ | |

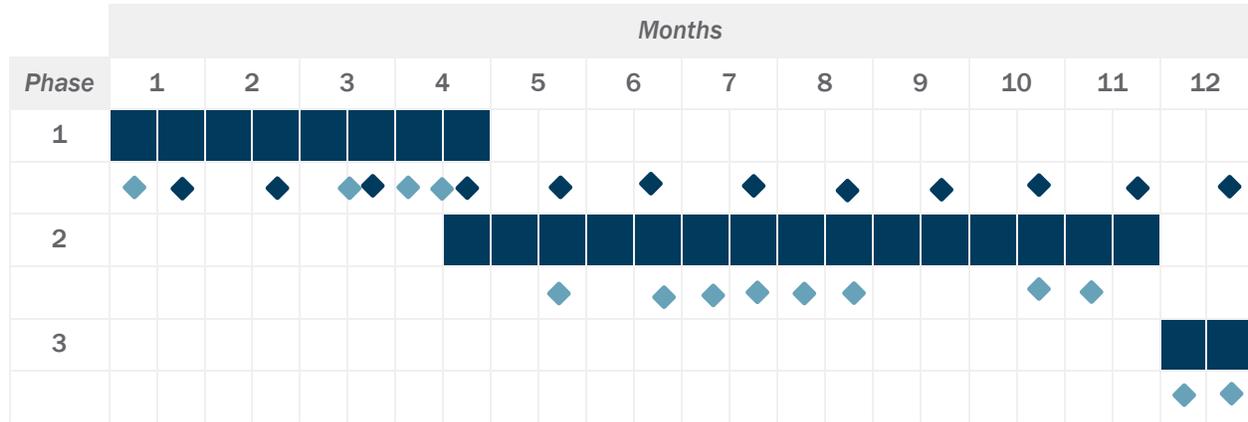
| | | Project Management | | Project Oversight | |
|----|--|--------------------|--------|-------------------|--------|
| No | Key Implementation Activity | Lead | Assist | Lead | Assist |
| | <ul style="list-style-type: none"> • Providing on-site assessment of testing activities • Providing recommendations for modifications to the testing plan to increase the likelihood of success • Directing County staff in the development of tailored test scripts • Managing logistics related to scheduling UAT activities • Providing analysis of test results • Overseeing regression testing and required configuration changes | | | | |
| 17 | Facilitating oversight of vendor training activities, including: <ul style="list-style-type: none"> • Reviewing the vendor's training plan and training materials • Overseeing vendor training activities • Providing recommendations for modifications to the training delivery • Providing feedback on the vendor's training documentation | ✓ | | ✓ | |
| 18 | Providing go-live support | ✓ | | | ✓ |

3.7 Project Closeout Memo

We will conduct a project closeout work session that involves discussing project lessons learned, measuring achievement of project goals and objectives, discussing incomplete implementation tasks, and conducting transition planning for moving to long-term operation of the ERP/IMS solution and associated policies and processes. We will document all the items discussed in a Project Closeout Memo.

Timeline and Deliverables by Phase

Below, we provide our proposed project timeline and deliverables by phase for the County’s requested work effort. We are happy to adjust this schedule to best accommodate the County’s needs, as appropriate.



◆ Deliverable ◆ Biweekly Project Status Meetings

6. Pricing and Payment

Table 3 presents the fixed-fee costs associated with our proposed work plan. These fees are based on our experience conducting projects of similar size and scope and the assumption that satisfying a deliverable is based on County of Frederick, Virginia's signed acceptance. That said, the County will not incur any additional costs associated with the process of reaching deliverable acceptance. We will submit monthly progress invoices based on the work completed toward each deliverable. Hourly rates for staff roles can be found in Table 4.

Table 3: Fixed-Fee Project Costs for Phases

| Phase | Fixed-Fee Cost |
|---|------------------|
| Phase 1: Current State Evaluation and Needs Assessment | \$55,000 |
| Optional Phase 2: System Evaluation and Selection | \$82,850 |
| Optional Phase 3: Implementation Planning | \$5,000 |
| Total Cost | \$142,850 |
| <i>Travel expense estimated allocation*</i> | \$9,500 |

**Travel expense will only be billed as incurred.*

Table 4: Hourly Rates per Proposed Project Team Member

| Project Team Member | Actual Hourly Billing Rate | Proposed Hourly Billing Rate |
|--|----------------------------|------------------------------|
| Jonathan Grace, Project Principal | \$540 | \$459 |
| Charlien Kirongozi, Engagement Manager | \$360 | \$306 |
| Ross DeFalle, Project Manager | \$320 | \$272 |
| Allisha Ouellette, Lead Business Analyst | \$300 | \$255 |
| Ashley Aaron, Business Analyst | \$170 | \$144.50 |
| Kate Offerdahl-Joyce, Procurement SME | \$360 | \$306 |

7. Client References

The greatest testament of our high-quality work is the expressed satisfaction shared by our clients. Below, we describe and provide contact information for several recent projects for the County's consideration. These clients can speak well to the quality and satisfaction we deliver on comparable engagements.



King George County and Schools, Virginia

Financial Management Software Consulting Services (07/2022 – 10/2023)

Lavita Cobb, Director of Finance
540.775.8568 | lcobb@co.kinggeorge.state.va.us

King George County contracted with BerryDunn to evaluate its BAI ERP system and select a more modern system to meet its needs. The County sought upgraded features and functionality to support increased automation and operational efficiencies and desired a consultant to educate staff on functionality available in modern systems. BerryDunn helped the County adhere to its schedule, identify efficiencies, and assist in defining future system needs. The County selected Tyler Munis as its new ERP system to meet its needs.



Fauquier County, Virginia

ERP System Selection and Due Diligence (01/2024 – present)

Mary Wyckoff, MPA, Policy, Risk, and Compliance Manager
540.422.8310 | mary.wyckoff.adm@fauquiercounty.gov

As part of its ERP replacement project, Fauquier County retained BerryDunn to conduct due diligence and perform a current environmental analysis and level-of-fit analysis with its vendor of choice. After conducting current environment fact-finding meetings and meeting with the County's procurement team to review, evaluate, and document the County's existing functionality and understand its processes, we developed a proposal summary memo comparing the vendor of choice proposal and demonstration outcomes with requirements previously developed to confirm responsiveness. expand on its requirements to verify the accuracy of what processes were needed in the new system. We then developed an action plan memo to capture our findings and help the County determine next steps. Based on our analysis, the County was comfortable moving forward with its vendor of choice, with some adjustments, and we are currently assisting the County with contract negotiations.



Middlesex County, Virginia

ERP Consulting Services (12/2024 to Present)

AnnMarie Ricardi, Assistant County Administrator
804.758.4330 | a.ricardi@co.middlesex.va.us

Middlesex County contracted with BerryDunn to modernize the County and Schools' legacy ERP environment. BerryDunn met with County and School staff to analyze current critical business processes. We mapped current state business processes, identified process improvement opportunities, and confirmed the accuracy of the mapped processes with County and School process owners. Business process improvement activities included identifying causes of process and/or system deficiencies and providing recommendations for solutions. In addition to process mapping, BerryDunn developed a needs assessment outlining current technology, current pain points, and gaps in

functionality and developed an RFP and functional and technical requirements to replace the County and Schools' legacy software. BerryDunn will assist in reviewing proposals, developing demonstration scenarios for vendor demonstrations, facilitating on-site vendor demonstrations, and assist with contract negotiations with the preferred vendor.



Town of Front Royal, VA

Finance System Selection (03/2024 to present)

B.J. Wilson, Director of Finance

540.631.2788 | bwilson@frontroyalva.com

The Town of Front Royal contracted BerryDunn to assist in developing a strategy for the long-term management of updated processes that would eliminate inefficient or redundant systems no longer serving their needs. As a result, the Town desired a centralized solution rather than using separate software for each of their departments. BerryDunn's plan of approach for this project included a needs analysis report, review of documentation, a web survey, fact-finding sessions, vendor selection, and contract negotiations and approval with the selected vendor. Currently, we are in the vendor evaluation phase and will soon be assisting the Town with vendor demonstration facilitation.

Appendix A: Requested, Negotiable Exception

We have one negotiable, requested exception to language in the County's General Terms and Conditions for Contractual Agreements. We believe in being fully transparent about any potential conflicts at the time of proposal. To this end, we have our Compliance Team perform a thorough review. As consultants focused on government clients, we are aware of the limitations on exceptions and additional constraints. If selected, we fully expect to work with the County to reach an agreement on these terms that is fair and beneficial to both parties.

Page 9, Section 16, Hold Harmless and Indemnification: BerryDunn's legal team may request minor changes to the contract terms at the time of award, to meet our Firm's risk standards and make sure our work is insurable.

“BerryDunn” is the brand name under which Berry, Dunn, McNeil & Parker, LLC and BDMP Assurance, LLP, independently owned entities, provide professional services in an alternative practice structure in accordance with the AICPA Code of Professional Conduct. BDMP Assurance, LLP is a licensed CPA firm that provides attest services, and Berry, Dunn, McNeil & Parker, LLC, and its subsidiary entities provide tax, advisory, and consulting services.

BDMP Assurance, LLP will lease professional and administrative staff, both of which are employed by Berry, Dunn, McNeil & Parker, LLC, in performing its services. These individuals will be under the direct control and supervision of BDMP Assurance LLP, which is solely responsible for their performance under any engagement with BDMP Assurance, LLP.

The entities falling under the BerryDunn brand are independently owned and neither entity is liable for the services provided by the other entity. Our use of the terms “our firm” and “we” and “us” and terms of similar import denote the alternative practice structure of Berry, Dunn, McNeil & Parker, LLC and BDMP Assurance, LLP.

This proposal is the work of Berry, Dunn, McNeil & Parker, LLC and BDMP Assurance, LLP and is in all respects subject to negotiation, agreement, and signing of specific contracts.

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Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title: Authorization for the County Administrator to Execute the Memorandum of Understanding between County IT Department and Northwest Regional Adult Detention Center as amended and recommended by the IT Committee.

Attachments:

[BOS03-11-26MOU_IT_Services_CoF_and_NRADC_Revised.pdf](#)

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (MOU) is entered into on the ____ day of ____ in 2025 (herein referred to as the “Effective Date”) by and between:

The County of Frederick (the “County”), Virginia, 107 N. Kent Street, Winchester, VA 22601 and

Northwestern Regional Adult Detention Center (the “Jail”), 141 Fort Collier Road, Winchester, VA 22603.

Parties may be referenced individually as “Party” and collectively as “Parties.”

SCOPE OF SERVICES

The County agrees to provide the following Information Technology (IT) Support Services to the Jail:

NETWORK SERVICES:

1. Wireless Internet Access Points configuration
2. Adding exceptions and blocking websites for GED classroom.
3. All switching and network hardware configuration.
4. Routing/configuration of network needs.
5. Gateway to the Internet.
6. Secure Sockets Layer/Transport Layer Security certificates.
7. Manage and Maintain County Business Phone system.

SYSTEM ADMINISTRATION:

1. Office 365 user account creation.
2. Active Directory/Group Policy Objects to manage access to network locations.
3. Server and Server Operating Systems configuration and management to include:
 - a. Patching
 - b. Upgrading
 - c. Monitoring
 - d. Troubleshooting
 - e. Repairing
 - f. Backups
4. Anti-virus/threat detection monitoring and clean-up.
5. Laserfiche access
6. BAI/AS400 access

Security and Threat Management:

1. Provide Help Desk level access to County security suite for Jail IT.

IT PROCUREMENT:

1. Provide Quotes and IT Purchase Order approvals
2. Ordering
3. Receiving shipments from IT vendors.
4. Jail shall be responsible for all costs associated with hardware (including but not limited to network switches, servers, and virtual environment infrastructure) and software (including but not limited to subscriptions and stand-alone programs) necessary for the use and benefit of its employees, contractors, and residents.

DURATION OF MOU

This MOU becomes effective on the date it is signed by both parties. It remains in force unless explicitly terminated, in writing, by either party.

ROLES AND RESPONSIBILITIES

The County agrees to:

- a. Provide qualified personnel with expertise in IT support services to perform the agreed tasks.
- b. Ensure that all services are performed with reasonable care, skill, and professionalism in accordance with industry standards.
- c. Maintain the confidentiality of any sensitive or proprietary information obtained during the provision of services, as allowed under the Freedom of Information Act.
- d. Respond promptly to any inquiries, issues, or requests for support from the Jail, as resources and staffing permit.
- e. Coordinate work with the Jail as appropriate to minimize downtime and involve Jail IT.
- f. Adhere to the following response and remediation timelines based on the severity and priority of identified vulnerabilities.
 1. Critical - 30 days
 2. High - 45 days
 3. Medium - 60 days
 4. Low - 120 days

(Note: These ratings are based on the Common Vulnerability Scoring System by FIRST
- <https://www.first.org/cvss/>)

The Jail agrees to:

- a. Provide the necessary access to relevant data, systems, and facilities required for the County to perform

the services.

- b. Provide clear and accurate instructions, requirements, and feedback to the County.
- c. Provide the County with an inventory of all software applications being utilized within the Jail's IT environment.
- d. Cooperate with the County in a timely manner and provide any additional information or resources necessary for the successful completion of the services.
- e. Provide the County with access to their vendor contacts.
- f. Adhere to the following response and remediation timelines based on the severity and priority of identified vulnerabilities.
 - 5. Critical - 30 days
 - 6. High - 45 days
 - 7. Medium - 60 days
 - 8. Low - 120 days

(Note: These ratings are based on the Common Vulnerability Scoring System by FIRST
- <https://www.first.org/cvss/>)

RESOURCES

The Parties agree to provide the following resources.

The County will provide:

- a. Staff necessary to fulfill the scope of services outlined above.
- b. On-call support to assist in addressing after hours emergencies limited to Network, Server and Cybersecurity.
- c. IT Staff will provide an updated list of training platforms and courses used.
- d. Staff will inform the Jail IT of tools used by the County so that Jail can purchase the necessary licensing.

The Jail shall provide:

- a. Trained IT staff to assist with the following:
 - a. Maintain and support all Laptops, Desktops and associated software application. To include support for the GED classrooms. Ensuring the devices are up to date with industry standards.
 - b. Manage NRADC Granicus contract
 - c. Manage websites for NRADC
 - d. Maintain and share accurate documentation of the Jail IT environment.
- b. IT staff certified in the following disciplines, or equivalent experience:

- a. CompTIA A+
- b. CompTIA Network+
- c. CompTIA Security+
- d. Information Technology Infrastructure Library (ITIL)
- e. Nutanix Foundations for Correctional Systems Officer

Parties agree to provide the resources above at a minimum. The Parties may agree to provide additional resources in future agreements by amendments to this MOU or by another MOU. *Each party agrees to bear their own financial burden of resources committed in this MOU unless otherwise specified.*

COMMUNICATION BETWEEN PARTIES

The parties agree to use the County's IT Helpdesk for standard support requests. For emergencies, Jail staff shall use the on-call phone number (540-323-4406) to reach County IT staff.

Both parties agree to share a staff schedule and contact information

AMENDMENTS

The terms of this MOU may be amended upon written approval by both [all] original parties and their designated representatives.

TERM AND TERMINATION

Either party may terminate this MOU by providing written notice to the other party 90 days prior to the proposed termination date.

The undersigned Parties acknowledge and agree to this MOU:

SIGNATURES

FOR County of Frederick, Virginia

[Signature]
Michael Bollhoefer
County Administrator

DATE

FOR Northwestern Regional Adult Detention Center

[Signature]
Clay Corbin
Superintendent

DATE

Approved as to Form
County Attorney



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title:

Resolution for Changes in the Secondary System of State Highways:
Snowden Bridge, Section 15

Attachments:

[BOS03-11-26RoadResSnowdenBridgeSection15.pdf](#)



Memorandum

To: Frederick County Board of Supervisors

From: Mark R. Cheran, Zoning and Subdivision Administrator *MRC*

Date: March 11, 2026

RE: Snowden Bridge, Section 15

The following abandonment and addition to the Secondary System of State Highways, pursuant to the statutory provision or provisions cited, are hereby requested; the right of way for which, including additional easements for cuts, fills and drainage, as required, is hereby guaranteed:

| | | |
|--------------------------------|----------|-----------|
| Route 1675 Parkland Drive | Addition | 0.06 mile |
| Route 1675 Parkland Drive | Addition | 0.10 mile |
| Route 1675 Parkland Drive | Addition | 0.05 mile |
| Route 1681 Norland Knoll Drive | Addition | 0.20 mile |
| Route 1681 Norland Knoll Drive | Addition | 0.06 mile |
| Route 1681 Norland Knoll Drive | Addition | 0.05 mile |
| Route 1682 Jewel Box Drive | Addition | 0.08 mile |

Staff is available to answer any questions.

MRC/slc



**RESOLUTION
BY THE
FREDERICK COUNTY BOARD OF
SUPERVISORS**

The Board of Supervisors of Frederick County, in regular meeting on the 11th day of March, 2026, adopted the following:

WHEREAS, the streets described on the attached Form AM-4.3, fully incorporated herein by reference, are shown on plats recorded in the Clerk's Office of the Circuit Court of Frederick County; and

WHEREAS, the Resident Engineer of the Virginia Department of Transportation has advised this Board that the streets meet the requirements established by the Secondary Street Acceptance Requirements of the Virginia Department of Transportation; and

WHEREAS, the County and the Virginia Department of Transportation have entered into an agreement on June 9, 1993, for comprehensive stormwater detention which applies to this request for addition; and

NOW, THEREFORE, BE IT RESOLVED, this Board requests the Virginia Department of Transportation to add the streets described in the attached Form AM-4.3 to the secondary system of state highways, pursuant to 33.2-705, Code of Virginia, and the Department's Secondary Street Acceptance Requirements; and

BE IT FURTHER RESOLVED, this Board guarantees a clear and unrestricted right-of-way, as described, and any necessary easements for cuts, fills and drainage; and

BE IT FURTHER RESOLVED that a certified copy of this resolution be forwarded to the Resident Engineer for the Virginia Department of Transportation.

John F. Jewell, Chairman

Jason C. Aikens

Albert L. Orndorff

Robert W. Wells

Michael D. Guevremont

Robert T. Liero

Gary R. Oates

A COPY ATTEST

Michael Bollhoefer
Frederick County Administrator



COMMONWEALTH OF VIRGINIA DEPARTMENT OF TRANSPORTATION
Form AM 4.3

In Frederick County

by Resolution of the governing body adopted 3/11/2026

The following VDOT Form AM-4.3 is hereby attached and incorporated as part of the governing body's resolution for changes to the secondary system of state highways.

A Copy Testee Signed (County Official): _____

Report of Changes in the Secondary System of State Highways

Project/Subdivision: **Snowden Bridge, Section 15**

| CHANGE TYPE | RTE NUM & STREET NAME | CHANGE DESCRIPTION | FROM TERMINI | TO TERMINI | LENGTH | NUMBER OF LANES | RECORDATION REFERENCE | ROW WIDTH |
|-------------|--------------------------------|----------------------------------|---------------------------------|---------------------------------|--------|-----------------|--------------------------------|-----------|
| Addition | Rt. 1675 - Parkland Drive | New subdivision street §33.2-705 | Starry Way Drive, Route 1678 | Norland Knoll Drive, Route 1681 | 0.06 | 2 | Instrument 190012762, Page 380 | 58 |
| Addition | Rt. 1675 - Parkland Drive | New subdivision street §33.2-705 | Lindy Way | Centifour Drive | 0.10 | 2 | Instrument 190012762, Page 380 | 50 |
| Addition | Rt. 1675 - Parkland Drive | New subdivision street §33.2-705 | Norland Knoll Drive, Route 1681 | Lindy Way | 0.05 | 2 | Instrument 190012762, Page 380 | 50 |
| Addition | Rt. 1681 - Norland Knoll Drive | New subdivision street §33.2-705 | Parkland Drive, Route 1675 | Centifour Drive | 0.20 | 2 | Instrument 190012762, Page 380 | 55.00 |
| Addition | Rt. 1681 - Norland Knoll Drive | New subdivision street §33.2-705 | Parkland Drive, Route 1675 | Barrister Street | 0.06 | 2 | Instrument 190012762, Page 380 | 55.00 |
| Addition | Rt. 1681 - Norland Knoll Drive | New subdivision street §33.2-705 | Centifour Drive | Jewel Box Drive, Route 1682 | 0.05 | 2 | Instrument 190012762, Page 380 | 55.00 |
| Addition | Rt. 1682 - Jewel Box Drive | New subdivision street §33.2-705 | Norland Knoll Drive, Route 1681 | Interlace Way | 0.08 | 2 | Instrument 190012762, Page 380 | 50 |



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Consent Agenda

Title:

Resolution to Request Funding Through the Virginia Department of Transportation (VDOT)
Airport Access Program

Attachments:

[BOS03-11-26ResRequestFunding-AirportAccessProgram.pdf](#)



RESOLUTION

Action:

| | | |
|---------------------------|-------------------|----------------------|
| TRANSPORTATION COMMITTEE: | February 23, 2026 | Recommended Approval |
| BOARD OF SUPERVISORS: | March 11, 2026 | Pending |

**RESOLUTION TO REQUEST FUNDING THROUGH THE
VIRGINIA DEPARTMENT OF TRANSPORTATION (VDOT) AIRPORT ACCESS PROGRAM**

WHEREAS, the Winchester Regional Airport Authority operates Winchester Regional Airport, located off of 491 Airport Road in Frederick County, Virginia; and

WHEREAS, the Frederick County Transportation Committee, by unanimous vote, recommended approval to the Board of Supervisors; and

WHEREAS, the existing public road network does not provide adequate access to the airport, and it is deemed necessary that improvements be made to Coverstone Drive in Frederick County, VA; and

WHEREAS, Frederick County hereby guarantees that the necessary environmental analysis, mitigation, fee simple right of way and utility relocations or adjustments, if necessary, for this project, will be provided at no cost to the Economic Development, Airport and Rail Access Fund; and

WHEREAS, Frederick County acknowledges that no land disturbance activities may occur within the limits of the proposed access project prior to appropriate notification from the Department of Transportation; and

WHEREAS, Frederick County hereby guarantees that all ineligible project costs will be provided from sources other than those administered by the Virginia Department of Transportation.

NOW, THEREFORE, BE IT RESOLVED that the Frederick County Board of Supervisors hereby requests that the Commonwealth Transportation Board provide Airport Access Program funding to provide an adequate road access to this airport facility; and

BE IT FURTHER RESOLVED THAT: Frederick County hereby commits to fund its local share of preliminary engineering, right-of-way, and construction (as applicable) of the project(s) under agreement with the Virginia Department of Transportation in accordance with the project financial document(s); and

BE IT FURTHER RESOLVED THAT: The Frederick County Administrator and/or his designee(s) is authorized to act on behalf of Frederick County to execute any and all documents necessary to secure the funding sought through the Airport Access Program.

Passed this 11th, day of March 2026 by the following recorded vote:

| | |
|--------------------------|-----------------|
| John F. Jewell, Chairman | Jason C. Aikens |
| Albert L. Orndorff | Robert W. Wells |
| Michael D. Guevremont | Robert T. Liero |
| Gary R. Oates | |

A COPY ATTEST

Michael Bollhoefer
Frederick County Administrator



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: County Officials

Title: VRA Bond Refunding/Refinancing

The County has the opportunity to save approximately \$100,000 per year for the next 10 years by refunding (refinancing) 3 outstanding loans. The upfront costs to accomplish this would be approximately \$40,000 for bond counsel.

Attachments:

[BOS03-11-26RefundingRefinancingBonds.pdf](#)



COUNTY of FREDERICK

Michael Bollhoefer
County Administrator

540/665-6382

Fax: 540/667-0370

E-mail: michael.bollhoefer@fcva.us

TO: Frederick County Board of Supervisors
FROM: Mike Bollhoefer, County Administrator
SUBJECT: Refunding Bonds
DATE: March 6, 2026

As discussed at the Board's regular meeting on February 11, 2026, the County has the opportunity to save approximately \$100,000 per year for the next 10 years by refunding (refinancing) three outstanding loans. The upfront costs to accomplish this would be approximately \$40,000 for the bond counsel. At the referenced meeting, the Board authorized staff to move forward with this process.

The draft Resolution Authorizing the Refinancing of Certain Obligations Owed to the Virginia Resources Authority is attached for your review and adoption.

Attachments: 1. Refunding summary
 2. Timeline
 3. Draft Resolution

Frederick County - VPFP Refunding Loan Candidates (est. rates as of 1.20.2026)

| Locality | Series | Par Refunded | Estimated Avg. Annual Debt Service Savings* | Estimated Total NPV Savings* | Estimated NPV Savings %* |
|------------------|--------|----------------------|---|------------------------------|--------------------------|
| Frederick County | 2014B | \$ 3,075,000 | \$ 18,296 | \$ 161,890 | 5.26% |
| Frederick County | 2015A | 10,145,000 | 79,734 | 706,423 | 6.96% |
| Frederick County | 2015B | 1,515,000 | 8,218 | 77,021 | 5.08% |
| Totals | | \$ 14,735,000 | \$ 106,248 | \$ 945,333 | 6.42% |

* excludes local costs of issuance

Key Dates for Participation in VRA VPFP Series 2026A Issuance:

Local Authorization Approval: By March 20, 2026 (if possible)
 VRA VPFP 2026A Pricing Date: April 28, 2026
 VRA VPFP 2026A Closing Date: May 12, 2026

Virginia Resources Authority
Virginia Pooled Financing Program
 Series 2026A (Spring VPFP)
 As of February 6, 2026

FEB 2026

| M | T | W | T | F |
|----|----|----|----|----|
| 2 | 3 | 4 | 5 | 6 |
| 9 | 10 | 11 | 12 | 13 |
| 16 | 17 | 18 | 19 | 20 |
| 23 | 24 | 25 | 26 | 27 |

MARCH 2026

| M | T | W | T | F |
|----|----|----|----|----|
| 2 | 3 | 4 | 5 | 6 |
| 9 | 10 | 11 | 12 | 13 |
| 16 | 17 | 18 | 19 | 20 |
| 23 | 24 | 25 | 26 | 27 |
| 30 | 31 | | | |

APRIL 2026

| M | T | W | T | F |
|----|----|----|----|----|
| | | 1 | 2 | 3 |
| 6 | 7 | 8 | 9 | 10 |
| 13 | 14 | 15 | 16 | 17 |
| 20 | 21 | 22 | 23 | 24 |
| 27 | 28 | 29 | 30 | |

MAY 2026

| M | T | W | T | F |
|----|----|----|----|----|
| | | | | 1 |
| 4 | 5 | 6 | 7 | 8 |
| 11 | 12 | 13 | 14 | 15 |
| 18 | 19 | 20 | 21 | 22 |
| 25 | 26 | 27 | 28 | 29 |

| <u>Role</u> | <u>Entity</u> | <u>Working Group</u> | <u>Defined</u> |
|-----------------------|------------------------------|----------------------|----------------|
| Borrower | Localities | | “LOC” |
| Local Bond Counsel | Local Bond Counsel | | “LBC” |
| Issuer | Virginia Resources Authority | | “VRA” |
| VRA Bond Counsel | McGuireWoods LLP | | “BC” |
| VRA Financial Advisor | Davenport & Company LLC | | “FA” |

Financing Schedule

| <u>Date</u> | <u>Activity</u> | <u>Responsible Party</u> |
|--|--|---|
| February 9 th – February 20 th
No Later than March 13 th | <ul style="list-style-type: none"> ▪ Refunding logistics conference calls ▪ Borrower provides finalized local costs of issuance amount to be included (if local costs of issuance will be borrowed) | <ul style="list-style-type: none"> ▪ LOC/LBC/VRA/BC ▪ LOC |
| Week of March 16 th | <ul style="list-style-type: none"> ▪ Distribute 1st preliminary local debt service schedules | <ul style="list-style-type: none"> ▪ VRA/FA |
| No later than March 20 th | <ul style="list-style-type: none"> ▪ All local approvals received, certified resolutions / ordinances filed, and execution of primary financing documents including: <ul style="list-style-type: none"> ▪ <i>Delivery of adopted, certified resolution / ordinance authorizing financing to McGuireWoods</i> ▪ <i>Execution and delivery of electronic and original signed hard copy Local Bond Sale and Financing Agreement signature page to McGuireWoods (as applicable for general obligation bonds and revenue bonds)</i> | <ul style="list-style-type: none"> ▪ LOC/LBC |
| No later than March 20 th | <ul style="list-style-type: none"> ▪ <i>Execution and delivery of electronic and original signed hard copy of Local Lease Acquisition Agreement and Financing Lease and Prime Lease signature pages to McGuireWoods (as applicable for lease financings)</i> | <ul style="list-style-type: none"> ▪ LOC/LBC |

| <u>Date</u> | <u>Activity</u> | <u>Responsible Party</u> |
|--------------------------------|---|--|
| Week of April 13 th | <ul style="list-style-type: none"> ▪ Distribute 2nd preliminary local debt service schedules | <ul style="list-style-type: none"> ▪ VRA/FA |
| By April 20 th | <ul style="list-style-type: none"> ▪ Locality DRAFT documents due and circulated to working group: <ul style="list-style-type: none"> ▪ Closing Transcript ▪ Closing Certificates ▪ Bond Counsel Opinion | <ul style="list-style-type: none"> ▪ LBC |
| April 28 th | <ul style="list-style-type: none"> ▪ Tentative Bond Sale Date | <ul style="list-style-type: none"> ▪ VRA/FA |
| By May 5 th | <ul style="list-style-type: none"> ▪ Signatures due in escrow to McGuireWoods on all Local Borrower Documents, including delivery of executed electronic <u>and</u> original signed hard copy closing documents to McGuireWoods | <ul style="list-style-type: none"> ▪ BC/LBC/LOC |
| May 11 th | <ul style="list-style-type: none"> ▪ Tentative Pre-Closing | <ul style="list-style-type: none"> ▪ All |
| May 12 th | <ul style="list-style-type: none"> ▪ Tentative Closing | <ul style="list-style-type: none"> ▪ All |

*** All dates are tentative and subject to change by Virginia Resources Authority ***

DRAFT

**RESOLUTION BY THE FREDERICK COUNTY BOARD OF SUPERVISORS
AUTHORIZING THE REFINANCING OF CERTAIN OBLIGATIONS OWED TO THE
VIRGINIA RESOURCES AUTHORITY**

The Board of Supervisors of Frederick County, in regular meeting on the 11th day of March, 2026, adopted the following:

WHEREAS, Frederick County (the "County") has previously entered into the following financing arrangements with the Virginia Resources Authority ("VRA"): (a) Local Lease Acquisition Agreement and Financing Lease dated as of June 26, 2014 (the "2014B Lease"), (b) Local Lease Acquisition Agreement and Financing Lease dated as of April 10, 2015 (the "2015A Lease"), and (c) Local Lease Acquisition Agreement and Financing Lease dated as of June 25, 2015 (the "2015B Lease," and together with the 2014B Lease and the 2015A Lease, the "Prior Leases");

WHEREAS, VRA has approached the County with an opportunity to refinance the County's obligations under some or all of the Prior Leases, which refinancing would reduce the annual payments of the County under the Prior Leases;

WHEREAS, the Board of Supervisors of Frederick County desires to authorize the refinancing of the County's obligations under the Prior Leases and the financing of the costs of issuance related to the refinancing (collectively, the "Refinancing Project");

WHEREAS, no public hearing is required for the Refinancing Project under the Virginia Code;

WHEREAS, the VRA has indicated its willingness to provide funds to undertake the Refinancing Project by amending (or amending and restating) the applicable Prior Lease (each Prior Lease as amended or as amended and restated, a "Financing Lease"), and VRA would make funds available from the proceeds of one or more series of its Infrastructure and State Moral Obligation Revenue Bonds (Virginia Pooled Financing Program) (the "VRA Bonds");

WHEREAS, the Financing Lease is expected to indicate that the proceeds requested from VRA (the "Proceeds Requested") will be an amount sufficient to refund, redeem and defease the portions of the Prior Leases designated for refinancing and pay cost of issuance, all subject to the parameters herein;

WHEREAS, the date of the sale of the VRA Bonds is referred to as the "VRA Sale Date;"

WHEREAS, VRA has informed the County that VRA's objective is to pay the County a purchase price for each Financing Lease that in VRA's judgment reflects its market value (the "Purchase Price Objective") taking into consideration the Proceeds Requested and such factors as the purchase price received by VRA for the VRA Bonds, the issuance costs of the VRA Bonds (consisting of the underwriters' discount and other costs incurred by VRA) (collectively, the "VRA Costs") and other market conditions relating to the sale of the VRA Bonds;

WHEREAS, such factors are expected to result in the County receiving a purchase price other than the par amount of the respective Financing Lease and consequently (i) the aggregate principal amount of each Financing Lease may be greater than or less than the Proceeds Requested in order to receive an amount of proceeds that is substantially equal to the Proceeds Requested or (ii) the

County may receive less than the Proceeds Requested if the financing parameters established under Section 1, Section 4 or Section 5 of this Resolution restrict the principal amount of the Financing Lease such that the maximum principal amount of the Financing Lease does not exceed the Proceeds Requested by at least the amount of the VRA Costs and any original issue discount, the amount to be paid to the County, given the Purchase Price Objective and market conditions; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF FREDERICK, VIRGINIA, AS FOLLOWS:

1. Authorization of Lease Financing. The Board hereby determines that it is necessary and advisable and will benefit the residents of the County through the promotion of their health, safety and welfare to enter into one or more Financing Leases with VRA to undertake the Refunding Project. The Refunding Project is hereby authorized on the terms and conditions set forth herein and in the applicable Financing Lease. The proceeds from the Financing Lease shall be used to pay all or a portion of the Refunding Project. The Refunding Project may be conducted in one or more series with appropriate nomenclature and series designations, as determined by the County Administrator (the "County Representative").

2. Authorization of County Representative. The County Representative is hereby authorized and directed to determine the final forms of the Financing Leases and related lease documents provided they are substantially similar to existing financing lease arrangements with VRA and to execute the Financing Leases and related lease documents in such form, with such completions, omissions, insertions and changes not inconsistent with this Resolution as may be approved by the County Representative, whose approval shall be evidenced conclusively by the execution and delivery thereof.

3. Rental Payments Subject to Appropriation. The County's obligation to make the rental payments under the Financing Leases and all other payments pursuant to those documents is hereby specifically stated to be subject to annual appropriation therefor by the Board, and nothing in this resolution or the Financing Leases shall constitute a pledge of the full faith and credit nor taxing power of the County or compel the Board to make any such appropriation.

4. Refunding of the Prior Leases. The refunding of all or a portion of the Prior Leases shall be executed as follows:

(a) the Board hereby authorizes and directs the County Representative to cause the Prior Leases to be refunded to be called for optional redemption on its earliest optional redemption date required under applicable federal tax law; and

(b) the County hereby authorizes the County Representative or VRA (as applicable) to cause to be prepared and to execute and deliver an escrow agreement or agreements with an escrow agent or escrow agents to be selected by the County Representative or VRA (as applicable) providing for the irrevocable deposit of the proceeds of each Financing Lease in amounts sufficient, when invested as set forth in the escrow agreement(s), to provide for the payment of the principal of, premium, if any, and interest on the refunded Prior Lease.

5. Parameters for undertaking the Refunding Project. (a) The County Representative is hereby authorized to determine whether to undertake the Refunding Project at any time and from time to time in connection with one or more of VRA's Virginia Pooled Financing Programs; provided that the parameters set forth in (b) below are satisfied.

(b) The Board hereby authorizes the Refunding Project to or at the direction of VRA on terms that VRA shall determine subject to VRA's Purchase Price Objective and market conditions described in the Recitals hereof; provided, however, that (i) each occasion that the County enters into a Financing Lease shall generate a net present value savings of at least 3% of the principal components of the Prior Lease being refunded, and (ii) each Financing Lease shall be payable in principal installments ending no later than the last fiscal year that a Prior Lease being refunded matures.

(c) Subject to the parameters in subsection (b), the County further authorizes the County Representative to accept the final terms presented by VRA, including the final principal amount and the amortization schedule (including the principal installment dates and amounts) of each Financing Lease.

(d) The actions of the County Representative in determining the final terms of each Financing Lease shall be conclusive, and no further action shall be necessary on the part of the Board. As set forth in the Financing Lease, the Board agrees to pay such "supplemental interest" and other charges as provided therein, including such amounts as may be necessary to maintain or replenish the VRA Reserve. The payment on the Financing Lease shall be payable in lawful money of the United States of America.

6. Execution of Documents. The County Representative is hereby authorized and directed to execute the Financing Lease and the other lease documents, and the Clerk of the Board (the "Clerk") is hereby authorized and directed to affix the seal of the County thereto. The County Representative is hereby authorized and directed to deliver the Financing Lease and the other lease documents to or at the direction of VRA upon payment of the purchase price therefor.

7. Official Statement. The County authorizes and consents to the inclusion if necessary of information with respect to the County contained in VRA's Preliminary Official Statement and VRA's Official Statement in final form, both prepared in connection with the sale of the VRA Bonds. If appropriate, such disclosure documents shall be distributed in such manner and at such times as any of them shall determine. The County Representative is authorized and directed to take whatever actions are necessary or appropriate to aid VRA in ensuring compliance with Securities and Exchange Commission Rule 15c2-12.

8. Further Actions; Authorization of County Representative. The County Representative and such officers and agents of the County as may be designated by the County Representative, are hereby authorized and directed to take such further action as they deem necessary or appropriate regarding the delivery of the Financing Lease, including necessary steps to qualify or register them for sale in one or more jurisdictions and to secure credit enhancement therefor. All actions previously taken by the County Representative and such officers and agents in connection with the delivery of the Financing Lease are hereby ratified and confirmed. The authorizations granted in this Resolution to the County Administrator and the Clerk may be carried out by the Deputy,

Interim or Acting County Administrator and any Assistant or Deputy Clerk, respectively, in the absence of the primary officers.

9. SNAP Investment Authorization. The Board authorizes the Treasurer to have the option to utilize the State Non-Arbitrage Program of the Commonwealth of Virginia ("SNAP") in connection with the investment of the proceeds of the Financing Lease. The Board acknowledges that the Treasury Board of the Commonwealth of Virginia is not, and shall not be, in any way liable to the County in connection with SNAP, except as otherwise provided in the contract creating the investment program pool.

10. Effective Date; Expiration of Authorization. This Resolution shall take effect from and after its adoption. The authorization to enter into a Financing Lease shall expire on June 30, 2027, but all other provisions of this Resolution shall remain in full force and effect.

Passed this 11th, day of March 2026 by the following recorded vote:

John F. Jewell, Chairman

Jason C. Aikens

Albert L. Orndorff

Robert W. Wells

Michael D. Guevremont

Robert T. Liero

Gary R. Oates

A COPY ATTEST

Michael Bollhoefer
Frederick County Administrator

No.



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Appointments to Boards, Committees, and Commissions

Title:

Conservation Easement Authority

3-year term of Wendy Dorsey expires 4/12/26

Ms. Dorsey wishes to be reappointed.

Attachments:



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Appointments to Boards, Committees, and Commissions

Title:

Parks & Recreation Commission - Red Bud District Rep.

4-year term of Dennis Grubbs expires 4/28/26
Mr. Grubbs wishes to be reappointed.

Attachments:



Board of Supervisors
Agenda Item Detail
Meeting Date: March 11, 2026
Agenda Section: Planning Commission Business - Public Hearings

Title:

Rezoning #01-26 of 700 Ross Street (Aikens & Allen LP LLP) to Rezone 0.20+/- Acres from B2 (General Business) Zoning District with Proffers to B2 (General Business) Zoning District with Modified Proffers Including a Reduction to Setback Requirements of §165-601.02. The Property is Generally 700 Ross Street at the Northeast Corner of the Intersection of Conway Street and Ross Street, Winchester and is Identified by Property Identification Number 54G 1 13A in the Stonewall Magisterial District.

Attachments:

[BOS03-11-26REZ01-26_Redacted.pdf](#)



REZONING #01-26
700 Ross Street
Staff Report for the Board of Supervisors
Prepared: March 3, 2026
 Staff Contact: Eric Bittner, Planner II

| <u>Executive Summary:</u>
Meeting Schedule | |
|--|---|
| Planning Commission: February 18, 2026 | Action: Recommend Approval |
| Board of Supervisors: March 11, 2026 | Action: Pending |
| Property Information | |
| Property Identification Number (PIN) | 54G-1-13A |
| Address | 700 Ross Street, Winchester |
| Magisterial District | Stonewall |
| Acreage | +/- 0.20 |
| Zoning & Present Land Use | Zoning: B2 (General Business) with proffers
Land Use: Vacant (residence) |
| Proposed Zoning | B2 with modified proffers |
| Adjoining Property Zoning & Present Land Use | |
| North: RP (Residential Performance) District | Land Use: Residential |
| South: City of Winchester; B2 highway Commercial | Land Use: Hotel |
| East: B2 (General Business) District | Land Use: Vacant |
| West: City of Winchester; B2 highway Commercial | Land Use: Residential |
| Proposed Use | |
| This is a request for a rezoning to amend approved proffers associated with REZ #14-03 – Hampton Inn. The amendments propose removing proffered use restriction of a parking lot only, restricting the use of the parcel to a hotel and parking, and a reduction of the 35’ front setback from Ross Street to 25’ from the right-of-way (ROW). | |
| Positives | Concerns |
| The proposed rezoning restricts allowed uses that would not be harmonious with the surrounding residential uses. | The B2 district is not typically associated with the “residential” future land use designation. |
| The removal of an existing access is an improvement to Ross Street. | Proffer C’s reduced front setback is a reduction of current setback standards of |

| | |
|--|--|
| | <p>§165-601.02. Reference the County Attorney’s comment. The Board should be aware that this proffer is intended to make the zoning ordinance less restrictive, which is atypical of proffers.</p> |
|--|--|

Review Agency Comments:

| Review Agency | Comment Date | Comment Summary | Status |
|--|-----------------------|--|---------------------------------------|
| Virginia Department of Transportation (VDOT) | 01/8/2026 | “VDOT has no comments.” | |
| Winchester Utilities | 12/16/2025 | No comment | |
| Frederick County Public Works | 1/22/2024 | “We offer no comment at this time.” | |
| City of Winchester Planning | 1/12/2026 | “Aikens to submit a minor site plan to the City to capture the shared parking arrangement and overall minor reduction in parking at their hotel street.” | Comments addressed through Proffer C. |
| Frederick County Fire Marshal | 12/18/2024 | “Future development shall comply with the Frederick County Fire Prevention Code and other applicable codes pertaining to life safety.” | |
| Frederick County Attorney | 01/8/2025
2/3/2025 | No comment.
“The proffer statement meets the requirements of the Frederick County Zoning Ordinance and the Code of Virginia and is legally sufficient as proposed for recordation. I have not reviewed the substance of the proffers as to whether the proffers are suitable and appropriate for this | |

| | | | |
|--|--|---|--|
| | | specific development, as my understanding is that review is being undertaken by staff and the Planning Commission.” | |
|--|--|---|--|

Planning & Zoning Staff Analysis:

Site History:

The single-family dwelling on the property was constructed in 1947, is not currently in use, and the structure is nonconforming due to its setbacks, being approximately 20’ from the ROW. The previous rezoning application (REZ #14-03) was approved by the Board of Supervisors on December 10, 2003, and rezoned the subject property from the Residential Performance (RP) district to B2 (General Business) Zoning District with proffers, restricting the allowed use to only vehicle parking. The dwelling on the property has not been in use for more than two years and its legal nonconforming use has been discontinued in keeping with §165-901.02. This property is partially located in the City of Winchester.

Comprehensive Plan Conformance:

The Comprehensive Plan (adopted November 2021) and the *Northeast Frederick Land Use Plan (NELUP, 2023)* provide guidance on the future development of the subject property. The Plan identifies the subject property as having a “residential” land use designation. The property is in the Sewer and Water Service Area (SWSA), but would be served by the City of Winchester, and inside the Urban Development Area (UDA).

While the NELUP does not directly address the residential area around Winchester, §165-402.01 of the Frederick County Zoning Ordinance speaks to the intent of the residential land use classification by shaping the intent of the zoning district intended to implement it.

“...intended to provide for a compatible mixture of quality residential housing types within the Urban Development Area, consistent with the residential land use policies of the Comprehensive Plan.”

The proposed proffer amendment and existing zoning (B2) is not otherwise in conformance with the Plan future land use policies. The intended use is intended to maximize the subject parcel’s strategic location adjacent to the Hampton Inn, City of Winchester, and adjoining areas identified with a “business” land use designation. As such, this makes it desirable for extending the existing use. The consolidation of residential uses and mixed-use nature of the surrounding area does provide the opportunity for complementary business uses. Careful consideration should be given to the permitted through the rezoning and their appropriateness to address retail and convenience-type needs for nearby residences.

The applicant has attempted to address this by restricting all other uses allowed in the B2 district. If accepted, the only allowed uses would be a hotel and parking.

Transportation & Site Access:

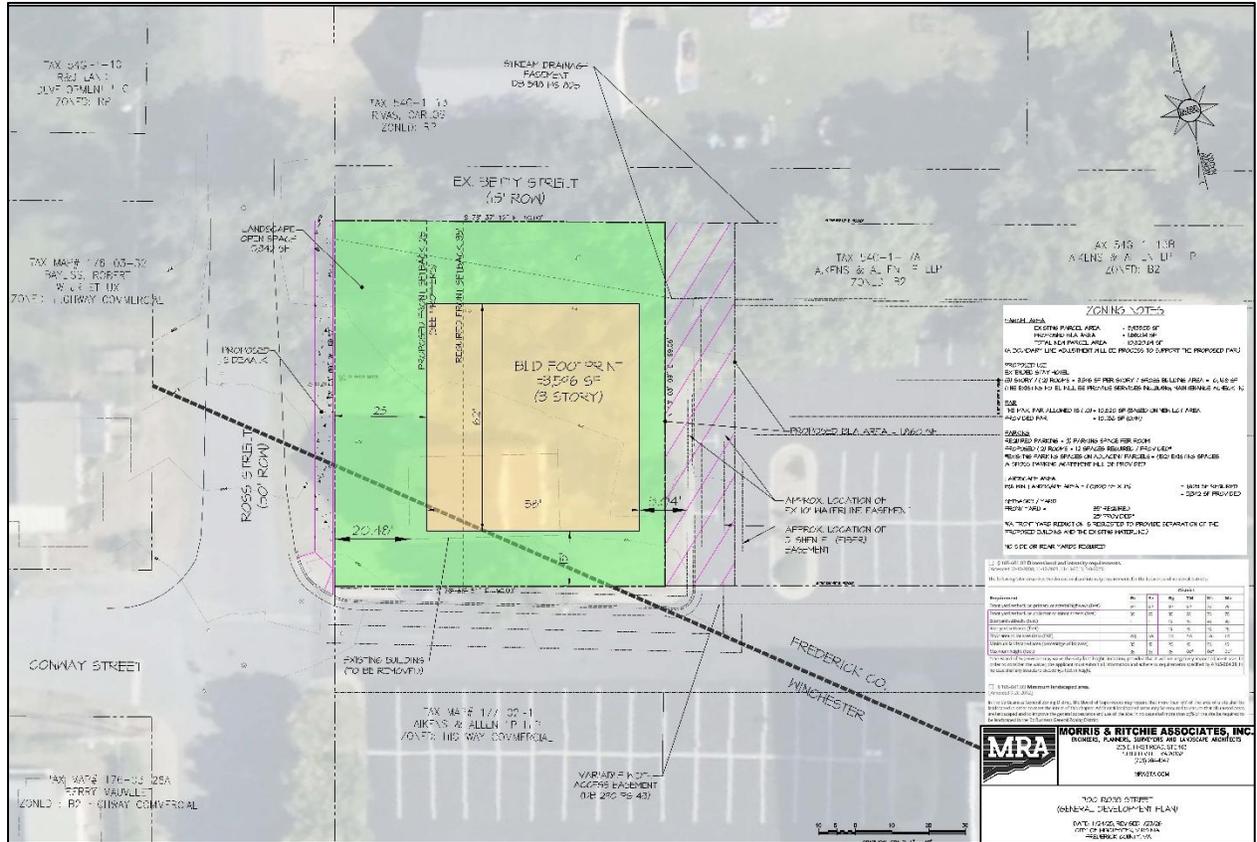
REZ #14-03 limited street access by requiring an internal connection to the existing Hampton Inn parking lot that is served by existing entrance on Ross Street and eliminating the existing access from the Parcel onto Ross Street. The proposed rezoning seeks to keep this proffer.

Ross Street is not identified in the Comprehensive Plan for improvement as part of the Eastern Road Plan. Currently, Ross Street right-of-way (ROW) is 50’ wide. There is a ROW dedication 15’ wide north of the property, though no improvements have been made.

Proffer Statement, Generalized Development Plan (GDP), & Impact Analysis:

| <p style="text-align: center;">Proffers
(January 23, 2026)</p> | <p style="text-align: center;">Staff Comment</p> |
|---|---|
| <p>A) Land Use Restrictions</p> | <p>Removes multiple uses that are not consistent with the residential future land use. This does limit the property use and any alternative use would require a new rezoning.</p> |
| <p>B) Access</p> | <p>The removal of this entrance improves conditions on Ross Street by ensuring limited entrances along the street.</p> |
| <p>C) Design Standards</p> | <p>The 10’ parking setback is identical to the current Zoning requirements of §165-202.01. Site plan approval would be required from the City of Winchester.</p> <p>The proposed 25’ setback would be a reduction from the 35’ setback currently required in the B2 district.</p> |

Below is the Generalized Development Plan (GDP) revised January 23, 2026, which depicts the proposed (revised) location of the hotel and removed entrance.



Planning Commission Summary from 2/18/2025 Public Hearing

The Planning Commission held a public hearing during their regular meeting on February 18, 2026. The primary topic of conversation was traffic and potential criminal impacts from transient guests; the latter was largely dismissed as a concern.

The Planning Commission recommended **approval** of the proposed rezoning application (12-1; Commissioner Whitacre – No).

This is a proffer amendment affecting the allowed land use, requiring a public hearing.

Following a public hearing, staff is seeking a decision from the Board of Supervisors on this rezoning application.

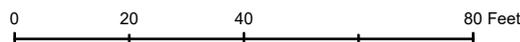
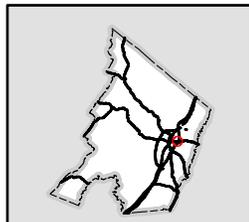
REZ # 01 - 26: 700 Ross Street

PIN: 54G - 1 - 13A

Rezoning from B2 to B2 with Amended Proffers
Zoning Map



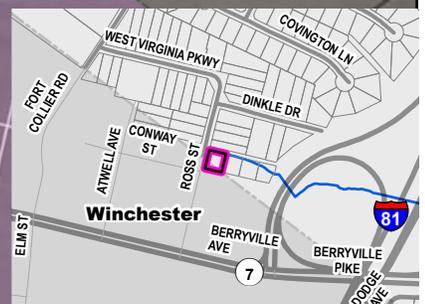
-  Application
-  Sewer and Water Service Area
-  Parcels
-  B2 (General Business District)
-  RP (Residential Performance District)



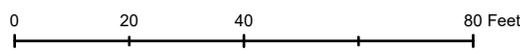
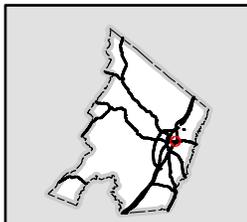
REZ # 01 - 26: 700 Ross Street

PIN: 54G - 1 - 13A

Rezoning from B2 to B2 with Amended Proffers
Location Map



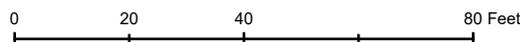
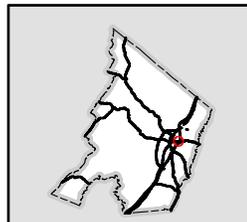
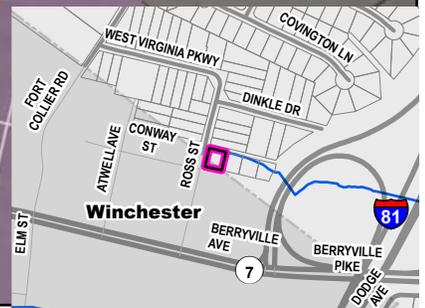
-  Application
-  Sewer and Water Service Area
-  Parcels



REZ # 01 - 26: 700 Ross Street

PIN: 54G - 1 - 13A

Rezoning from B2 to B2 with Amended Proffers
Long Range Land Use Map



PROFFER STATEMENT ADMENDMENT
REZONING #14-03 OF HAMPTON INN

DATE: January 23, 2026
REZONING: REZ # _____
PROPERTY: Tax Parcel 54G-((1))-13A
MAGISTERIAL DISTRICT: Stonewall
RECORD OWNER: Aikens & Allen LP, LLP
APPLICANT: Aikens & Allen LP, LLP
PROJECT NAME: 700 Ross Street
ORIGINAL DATE OF PROFFERS October 24th, 2003

The original Proffer # 14-03, Sections A & C referenced below reads as follows:

A) Land Use Restrictions

The applicants hereby proffer to redevelop the existing residential parcel as a parking lot only.

C.) Design Standards

The applicants hereby proffer to develop the parking lot with a minimum setback of ten (10) feet from Ross Street and further proffer to develop the parking lot in conformance with the parking lot design standards specified in the City of Winchester Zoning Ordinance to ensure continuity with the existing parking lot serving the Hampton Inn.

The amended Proffer shall remove and amend both sections A and C.

New proffers

A) Land Use Restrictions

The applicants hereby proffer to redevelop the existing parcel as a hotel and parking lot only.

C.) Design Standards

The applicants hereby proffer to develop the property with hotel use that is setback a minimum of 25' from Ross Street and/or a parking lot with a minimum setback of ten (10) feet from Ross Street and further develop the parking lot in conformance with the parking lot design standards specified in the City of Winchester Zoning Ordinance to ensure continuity with the existing parking lot serving the Hampton Inn.

All other previously approved proffers with Rezoning #14-03 remain in effect along with the addition to of a 25' front yard setback specifically for the permitted use of a hotel use as depicted on the GDP associated with this application.

Owners' Signature

The conditions proffered above shall be binding upon the heirs, executors, administrators, assigns, and successors in their interest of the Owner. In the event the Frederick County Board of Supervisors grants this rezoning and accepts the conditions, the proffered conditions shall apply to the land rezoned in addition to other requirements set forth in the Frederick County Code.

Respectfully Submitted

Witness / Attest:

Owner:

Signature: _____

Signature: _____

Print Name: _____

Print Name: _____

Title: _____

Title: _____

Date: _____

Date: _____

HAMPTON INN – ROUTE 7 REZONING

**Tax Parcel 54G-((1))-13A
Stonewall Magisterial District**

Preliminary Matters

Pursuant to Section 15.2-2296 Et. Seq. of the Code of Virginia, 1950, as amended, and the provisions of the Frederick County Zoning Ordinance with respect to conditional zoning, the undersigned applicant hereby proffers that in the event the Board of Supervisors of Frederick County, Virginia, shall approve Rezoning Application # 14-03 for the rezoning of 0.20± acres from the RP, Residential Performance District to establish 0.20± acres of RP, Residential Performance District, development of the subject property shall be done in conformity with the terms and conditions set forth herein, except to the extent that such terms and conditions may be subsequently amended or revised by the applicant and such be approved by the Frederick County Board of Supervisors in accordance with the said Code and Zoning Ordinance. In the event that such rezoning is not granted, then these proffers shall be deemed withdrawn and have no effect whatsoever. These proffers shall be binding upon this applicant and their legal successors, heirs, or assigns.

The subject property, more particularly described as the land owned by Aikens & Allen L.P., L.L.P. being all of Tax Map Parcel 54G-((1))-13A, and further described by Deed Book 942, Page 580 recorded July 16, 1999 in the Frederick County Clerk of the Court Office.

The applicants hereby proffer the following:

A.) Land Use Restrictions

The applicants hereby proffer to redevelop the existing residential parcel as a parking lot only.

B.) Access

The applicants hereby proffer to eliminate the existing access to Ross Street (Route 712), and to provide access to the 0.20± acre parcel through an internal connection to the existing Hampton Inn parking lot that is served by an existing entrance on Ross Street.

C.) Design Standards

The applicants hereby proffer to develop the parking lot with a minimum setback of ten (10) feet from Ross Street and further proffer to develop the parking lot in conformance with the parking lot design standards specified in the City of Winchester Zoning Ordinance to ensure continuity with the existing parking lot serving the Hampton Inn.

D.) Signatures

The conditions proffered above shall be binding upon the heirs, executors, administrators, assigns and successors in the interest of the applicant and owner. In the event the Frederick County Board of Supervisors grants this rezoning and accepts the conditions, the proffered conditions shall apply to the land rezoned in addition to other requirements set forth in the Frederick County Code.

Respectfully Submitted:

By: [Signature]
Aikens & Allen L.P., L.L.P. 10-24-03
Date

Commonwealth of Virginia

City/County of Frederick To Wit:

The foregoing instrument was acknowledged before me this 24th day of October 2003 by Walter H. Aikens, manager of Aikens + Allen L.P., L.L.P.

[Signature]

Notary Public

My Commission Expires February 29, 2004

I was commissioned a Notary as Donna L. Stephens

TAX 54G-1-10
R&J LAND
DEVELOPMENT LLC
ZONED: RP

TAX 54G-1-13
RIVAS, CARLOS
ZONED: RP

STREAM DRAINAGE
EASEMENT
DB 598 PG 825



EX. BETTY STREET
(15' ROW)

TAX 54G-1-17A
AIKENS & ALLEN LP LLP
ZONED: B2

TAX 54G-1-13B
AIKENS & ALLEN LP LLP
ZONED: B2

TAX MAP# 176-03-32
BAYLISS, ROBERT
W JR ET UX
ZONED: HIGHWAY COMMERCIAL

LANDSCAPE
OPEN SPACE
±5,342 SF

ZONING NOTES

PARCEL AREA
EXISTING PARCEL AREA = 8,438.55 SF
PROPOSED BLA AREA = 1,862.14 SF
TOTAL NEW PARCEL AREA = 10,300.69 SF
(A BOUNDARY LINE ADJUSTMENT WILL BE PROPOSED TO SUPPORT THE PROPOSED FAR.)

PROPOSED USE
EXTENDED STAY HOTEL
(3) STORY / (12) ROOMS = 3,596 SF PER STORY / GROSS BUILDING AREA = 10,788 SF
(THE EXISTING HOTEL WILL BE PROVIDE SERVICES INCLUDING; MAINTENANCE & CHECK-IN)

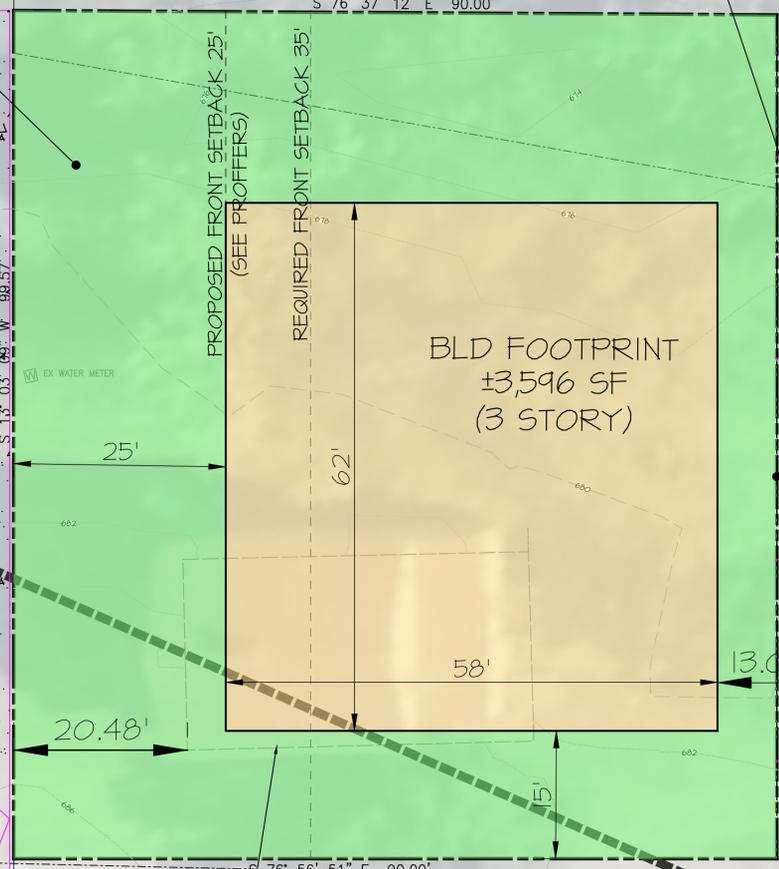
FAR
THE MAX. FAR ALLOWED IS (1.0) = 10,820 SF (BASED ON NEW LOT AREA)
PROVIDED FAR = 10,788 SF (0.99)

PARKING
REQUIRED PARKING = (1) PARKING SPACE PER ROOM
PROPOSED (12) ROOMS = 12 SPACES REQUIRED / PROVIDED*
*EXISTING PARKING SPACES ON ADJACENT PARCELS = (152) EXISTING SPACES
A CROSS PARKING AGREEMENT WILL BE PROVIDED

LANDSCAPE AREA
15% MIN. LANDSCAPE AREA = (10,820 SF X .15) = 1,623 SF REQUIRED
= 5,342 SF PROVIDED

SETBACKS / YARD
FRONT YARD = 35' REQUIRED
25' PROVIDED*
*(A FRONT YARD REDUCTION IS REQUESTED TO PROVIDE SEPARATION OF THE PROPOSED BUILDING AND THE EXISTING WATERLINE.)

NO SIDE OR REAR YARDS REQUIRED



BLD FOOTPRINT
±3,596 SF
(3 STORY)

PROPOSED BLA AREA = 1,860 SF

APPROX. LOCATION OF
EX 10' WATERLINE EASEMENT

APPROX. LOCATION OF
5' SHENTEL (FIBER)
EASEMENT

EXISTING BUILDING
(TO BE REMOVED)

TAX MAP# 177-02-1
AIKENS & ALLEN LP LLP
ZONED: HIGHWAY COMMERCIAL

VARIABLE WIDTH
ACCESS EASEMENT
(DB 290 PG 43)

CONWAY STREET

FREDERICK CO.
WINCHESTER

TAX MAP# 176-03-28A
BERRY MAUVELET
ZONED : B2 HIGHWAY COMMERCIAL

§ 165-601.02 Dimensional and intensity requirements.
[Amended 12-10-2008; 11-18-2009; 11-13-2013; 3-8-2023]

The following table describes the dimensional and intensity requirements for the business and industrial districts:

| Requirement | District | | | | | |
|---|----------|-----|-----|-----|-----|-----|
| | B1 | B2 | B3 | TM | M1 | M2 |
| Front yard setback on primary or arterial highways (feet) | 50 | 50 | 50 | 75 | 75 | 75 |
| Front yard setback on collector or minor streets (feet) | 35 | 35 | 35 | 35 | 75 | 75 |
| Side yard setbacks (feet) | - | - | 15 | 15 | 25 | 25 |
| Rear yard setbacks (feet) | - | - | 15 | 15 | 25 | 25 |
| Floor area to lot area ratio (FAR) | 0.3 | 1.0 | 1.0 | 2.0 | 1.0 | 1.0 |
| Minimum landscaped area (percentage of lot area) | 35 | 15 | 25 | 15 | 25 | 15 |
| Maximum height (feet) | 35 | 35 | 35 | 60* | 60* | 60* |

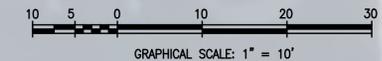
*The Board of Supervisors may waive the sixty-foot height limitation, provided that it will not negatively impact adjacent uses. In order to consider the waiver, the applicant must submit all information and adhere to requirements specified by § 165-204.28. In no case shall any structure exceed 150 feet in height.

§ 165-601.03 Minimum landscaped area.
[Amended 9-26-2012]

In the B2 Business General Zoning District, the Board of Supervisors may require that more than 15% of the area of a site shall be landscaped in order to meet the intent of this chapter. Additional landscaped areas may be required to ensure that all unused areas are landscaped and to improve the general appearance and use of the site. In no case shall more than 25% of the site be required to be landscaped in the B2 Business General Zoning District.

MORRIS & RITCHIE ASSOCIATES, INC.
ENGINEERS, PLANNERS, SURVEYORS AND LANDSCAPE ARCHITECTS
205 E. HIRST ROAD, STE 106
PURCELLVILLE, VA 20132
(703) 994-4047
MRAGTA.COM

100 ROSS STREET
(GENERAL DEVELOPMENT PLAN)
DATE: 11/24/25, REVISED 1/23/26
CITY OF WINCHESTER, VIRGINIA
FREDERICK COUNTY, VA



MORRIS & RITCHIE ASSOCIATES, INC.

ENGINEERS, ARCHITECTS, PLANNERS, SURVEYORS,
AND LANDSCAPE ARCHITECTS



700 ROSS STREET IMPACT ANALYSIS STATEMENT

Date: November 26, 2025

OWNER / APPLICANT / CONTACT:

AIKENS & ALLEN LLP

C/O Mr. Jason Aikens

PO Box 2468

Winchester, VA 22604-1668

EMAIL: jason@aikensgroup.com

PREPARED BY:

MORRIS & RITCHIE ASSOCIATES, INC.

205 E. HIRST RD, SUITE 106

PURCELLVILLE, VA 20132

INTRODUCTION

The purpose of this report is to evaluate the impacts to Frederick County associated with a minor proffer amendment for the 0.20-acre property identified as Tax Map Parcel 54G-1-13A. The subject parcel is located at the northeast corner of Conway and Ross Streets. It is zoned B-2, General Business District, and will remain in that zoning classification.

Rezoning Application #14-03 (Hampton Inn), approved on December 10, 2003, restricted the parcel to future parking exclusively for the adjacent hotel. The 9,000-square-foot lot would have produced only a minimal number of new spaces, and the anticipated demand for overflow parking has not materialized. As a result, the parcel has remained in its existing condition and currently contains an aging, vacant residential structure.

The proposed amendment removes the parking-only limitation and allows redevelopment of the parcel with a 12-unit extended-stay hotel associated with the existing Hampton Inn. This redevelopment replaces a deteriorating residential structure with a compatible commercial use, improving the visual character of the area while supporting the operational efficiency of the hotel. The amendment also requests a reduction of the existing 35-foot front setback along Ross Street to 25 feet to maintain adequate separation from the existing 10-foot waterline easement.

Approval of the amendment would allow the parcel to be utilized in a manner consistent with County commercial development objectives and the Comprehensive Plan. The proposal will contribute to long-term economic activity, strengthen adjacent commercial uses, and enhance the built environment along Ross Street.

205 E. Hirst Road, Suite 106, Purcellville, VA 20132 (703) 994-4047 www.mragta.com

BASE INFORMATION

Location: 700 Ross Street
Magisterial District: Stonewall
Property ID: 54G-1-13A
Current Zoning: B-2 (General Business District)
Current Use: Vacant residential
Parcel Area: 0.20 acres

Surrounding Properties

North:
15' Betty Lane right-of-way and residential uses beyond
Zoning: RP (Residential Performance District) and B-2 (General Business District)

South:
Existing Hampton Inn hotel
Zoning: B-2 (Highway Commercial District – City of Winchester)

East:
Parking facilities for the Hampton Inn
Zoning: B-2 (General Business District – Frederick County)

West:
Ross and Conway Streets; existing residential uses beyond
Zoning: B-2 (Highway Commercial District – City of Winchester)

COMPREHENSIVE PLAN

The 700 Ross Street parcel lies within the Eastern Frederick Urban Area Plan as identified in the 2035 Comprehensive Plan. Prior approvals have designated the property for General Business use. The proposed extended-stay hotel is consistent with the Plan's vision for business development and supports the continued strengthening of the commercial corridor along Berryville Avenue (Route 7). The use is compatible with surrounding development patterns and complements the existing Hampton Inn.

SUITABILITY OF THE SITE

The 9,000-square-foot parcel contains minimal environmental features, limited primarily to tree cover and a drainage easement. Site disturbance will be limited and conducted in accordance with all applicable County, State, and Federal regulations. The small scale of redevelopment results in a low environmental impact profile and is appropriate for the parcel's location and existing zoning.

ENVIRONMENTAL

Wetlands

According to the National Wetlands Inventory, no wetlands exist on the property. A detailed environmental investigation will be completed during the site plan stage. Any required approvals or mitigation for potential impacts will comply with County, State, and Federal requirements.

Soils and Steep Slopes

Per the Soil Survey of Frederick County, Virginia and the County's GIS database, the property contains the soil type:

Weikert-Berks Channery Silt Loams, 7-15% slopes.

These soils are suitable for development with proper drainage controls. Any limitations related to soil characteristics will be addressed through appropriate engineering design and construction practices. No steep slopes exceeding 15% have been identified on the parcel.

TRANSPORTATION

The site is served by the existing road network, including Ross Street and Conway Street, with direct access to Route 7 (Berryville Avenue) and the southbound interchange ramps of I-81 located less than 500 feet away.

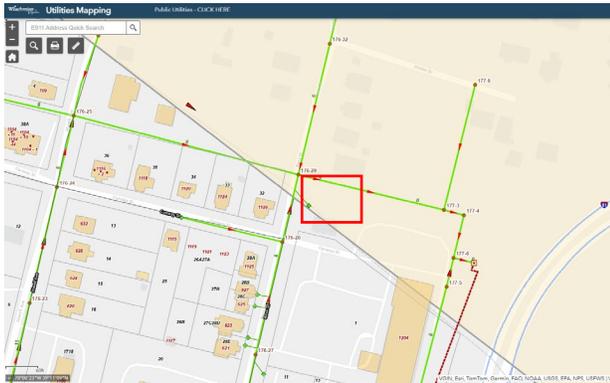
Traffic impacts are minimal due to the small scale of the proposed use. Based on the ITE Trip Generation Manual, Land Use Code 311 (All-Suites Hotel), projected site-generated trips for a 12-unit extended-stay hotel are:

Daily Trips: 75 trips/day
AM Peak Hour: 6 trips
PM Peak Hour: 7 trips

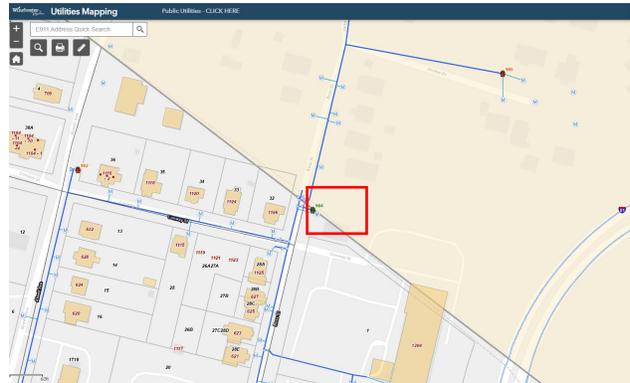
Given these low volumes and the proximity to major roadways, no transportation improvements are anticipated or required.

UTILITIES

The City of Winchester will provide both water and sanitary sewer service via existing 8-inch mains located within Ross Street. Adequate capacity is anticipated, and final flow calculations and service confirmations will be provided with the site plan.



8" Existing Water



8" Existing Sanitary

SITE DRAINAGE

Existing drainage patterns will remain largely unchanged. Stormwater management facilities and Best Management Practices (BMPs) will be designed in accordance with County, State, and Federal stormwater regulations. Erosion and sediment controls will mitigate potential short-term impacts during construction. Any permanent stormwater facilities will be sized to meet regulatory requirements.

SOLID WASTE DISPOSAL

The project will not generate a significant increase in solid waste. Private haulers will collect refuse and transport it to the Frederick County landfill. Waste disposal services may be coordinated with the existing Hampton Inn to maximize efficiency.

HISTORICAL SITES AND STRUCTURES

The Eastern Frederick Land Use Plan identifies no historically significant structures or features on the subject property. The proposed redevelopment will not adversely impact any known historical or cultural resources.

MORRIS & RITCHIE ASSOCIATES, INC.

ENGINEERS, ARCHITECTS, PLANNERS, SURVEYORS,
AND LANDSCAPE ARCHITECTS



January 23, 2026

Eric Bittner
County of Frederick
Department of Planning and Development
30 North Market Street,
Frederick, MD 21701

RE: Proposed Rezoning for 700 Ross Street
Property Identification Numbers (PIN): 54G-1-13A

Dear Eric Bittner,

In response to your comments dated January 5th, 2026, regarding the project referenced above, we offer the following:

1. **Comment: Comprehensive Plan Conformance.** The Comprehensive Plan (adopted November 2021) and the *Northeast Frederick Land Use Plan (NELUP)* provide guidance on the future development of the subject property. The Plan identifies the subject properties with a “residential” land use designation and as being within the limits of the Urban Development Area (UDA). Section §165-402.01 of the Frederick County Zoning Ordinance speaks to the intent of the residential land use classification by shaping the intent of the zoning district intended to implement it. “...intended to provide for a compatible mixture of quality residential housing types within the Urban Development Area, consistent with the residential land use policies of the Comprehensive Plan.”

The proposed rezoning does not implement uses typically associated with the “residential” land use designation in the Comprehensive Plan. However, staff recognize that the intended use is intended to maximize the subject parcel’s strategic location adjacent to the Hampton Inn, City of Winchester, and adjoining areas identified with a “business” land use designation. As such, this makes it desirable for extending the existing use. The consolidation of residential uses and mixed-use nature of the surrounding area does provide the opportunity for complementary business uses. Careful consideration should be given to the B2 district uses permitted (and prohibited) through the rezoning and their appropriateness to address retail and convenience-type needs for nearby residences.

Response: Comment acknowledged and proffers have updated to reference the proposed use as hotel and supporting parking which logical extension of the existing and adjacent use.

MORRIS & RITCHIE ASSOCIATES, INC.

ENGINEERS, ARCHITECTS, PLANNERS, SURVEYORS,
AND LANDSCAPE ARCHITECTS



2. **Comment: General Development Plan.** The site does not identify pavement area or parking. The parking may be addressed through shared parking of the adjacent parking lot serving the Hampton Inn

Response: Comment acknowledged as a shared parking agreement will be provide.

3. **Comment: Transportation.** The submitted Impacts Analysis estimated the 3,956' hotel would generate 75 trips day. However, the proffer statement does not restrict the use of the property to only a hotel establishment (as assumed in the analysis) and allows many other B2 (General Business) Zoning District uses, some of which may have a significant transportation impact on the transportation network (for example convenience store with fueling stations). The applicant should consider including a prohibited land uses list to preclude uses that are not conducive to the neighborhood.

Extending the sidewalk from Ross Street and a pedestrian crossing may be necessary along Ross Street.

The proposed transportation improvements for site access appear to be sufficient.

County Staff will continue to coordinate with VDOT staff on the traffic impacts as it relates to the rezoning proposal.

Response: Comment acknowledged and the proffers limit the development to hotel and parking. A sidewalk has been proposed along the frontage of Ross Street as suggested.

4. **Comment: Proffer Statement.** The following revisions are offered for consideration as it relates to the proffer statement dated November 26, 2025:

- Proffer C may still be desirable if additional parking lot spaces are anticipated on the parcel.

Response: Acknowledged

5. **Other Application Materials & Fee.** Based on the fees adopted by the Board of Supervisors, the rezoning fee for this rezoning application would be \$5,020.

Response: Acknowledged and the fee has been submitted.

If you have any questions, please do not hesitate to contact me at 703-431-8264 or cstephenson@mragta.com

Sincerely,
Chris Stephneson, PLA



Jan 5, 2025

Chris Stephenson,
Morris & Ritchie Associates Inc.
205 E. Hirst Rd, St. 106
Purcellville, VA 20132

**RE: Proposed Rezoning for 700 Ross Street
Property Identification Numbers (PIN): 54G-1-13A**

Dear Mr. Stephenson:

Planning and Development staff had the opportunity to review the draft rezoning application (REZ). This application seeks to rezone approximately +/-0.20 acres from the B2 (General Business) Zoning District with proffers to the B2 Zoning District with proffers to a 12-unit hotel. The subject property is located at 700 Ross Street in the Stonewall Magisterial District. Prior to formal submission to the County, please ensure that these comments and all review agency comments are adequately addressed. At a minimum, a letter describing how each of the agencies and their comments have been addressed should be included as part of the submission.

- **Comprehensive Plan Conformance.** The Comprehensive Plan (adopted November 2021) and the Northeast Frederick Land Use Plan (NELUP) provide guidance on the future development of the subject property. The Plan identifies the subject properties with a “residential” land use designation and as being within the limits of the Urban Development Area (UDA). Section §165-402.01 of the Frederick County Zoning Ordinance speaks to the intent of the residential land use classification by shaping the intent of the zoning district intended to implement it. “...*intended to provide for a compatible mixture of quality residential housing types within the Urban Development Area, consistent with the residential land use policies of the Comprehensive Plan.*”

The proposed rezoning does not implement uses typically associated with the “residential” land use designation in the Comprehensive Plan. However, staff recognize that the intended use is intended to maximize the subject parcel’s strategic location adjacent to the Hampton Inn, City of Winchester, and adjoining areas identified with a “business” land use designation. As such, this makes it desirable for extending the existing use. The consolidation of residential uses and mixed-use nature of the surrounding area does provide the opportunity for complementary business uses. Careful consideration should be given to the B2 district uses permitted (and prohibited) through the rezoning and their appropriateness to address retail and convenience-type needs for nearby residences.

- **General Development Plan.** The site does not identify pavement area or parking. The parking may be addressed through shared parking of the adjacent parking lot serving the Hampton Inn.

- **Transportation.** The submitted Impacts Analysis estimated the 3,956' hotel would generate 75 trips day. However, the proffer statement does not restrict the use of the property to only a hotel establishment (as assumed in the analysis) and allows many other B2 (General Business) Zoning District uses, some of which may have a significant transportation impact on the transportation network (for example convenience store with fueling stations). The applicant should consider including a prohibited land uses list to preclude uses that are not conducive to the neighborhood.

Extending the sidewalk from Ross Street and a pedestrian crossing may be necessary along Ross Street.

The proposed transportation improvements for site access appear to be sufficient.

County Staff will continue to coordinate with VDOT staff on the traffic impacts as it relates to the rezoning proposal.

- **Proffer Statement.** The following revisions are offered for consideration as it relates to the proffer statement dated November 26, 2025:
 - Proffer C may still be desirable if additional parking lot spaces are anticipated on the parcel.
- **Other Application Materials & Fee.** Based on the fees adopted by the Board of Supervisors, the rezoning fee for this rezoning application would be \$5,020.

All the above comments and reviewing agency comments should be appropriately addressed before staff can accept this rezoning application for a public hearing. The Applicant should verify with Planning & Development staff application completeness prior to final submission.

Please feel free to contact me with questions regarding this application.

Sincerely,



Eric Bittner,
Planner II

Cc: Jason Aikens, (jason@aikensgroup.com)

REQUEST FOR REZONING COMMENTS



Project Name: _____

Acreage: _____

PIN(s): _____

Address (or general location):

Existing Zoning District: _____

Proposed Zoning District: _____

Staff Name (Email Address): _____

Agency Name Completing Comments (select one):

- Frederick Water
- Virginia Department of Transportation
- Winchester Regional Airport
- Virginia Department of Health
- Historic Resources Advisory Board
- Frederick County (FC) Public Schools
- FC Public Works
- FC Inspections
- FC Fire Marshal
- FC Parks & Recreation
- FC County Attorney
- Other (Specify): _____

Reviewer Name (Email Address): _____

Review Agency Comments:

**Comments that may not fit in the box should be attached to the cover sheet on agency or department letterhead.*

Resubmission to address comments requested? Y _____ or N _____

REQUEST FOR REZONING COMMENTS



Project Name: _____

Acreage: _____

PIN(s): _____

Address (or general location):

Existing Zoning District: _____

Proposed Zoning District: _____

Staff Name (Email Address): _____

Agency Name Completing Comments (select one):

- Frederick Water
- Virginia Department of Transportation
- Winchester Regional Airport
- Virginia Department of Health
- Historic Resources Advisory Board
- Frederick County (FC) Public Schools
- FC Public Works
- FC Inspections
- FC Fire Marshal
- FC Parks & Recreation
- FC County Attorney
- Other (Specify): _____

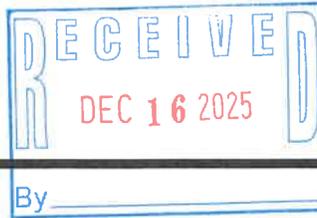
Reviewer Name (Email Address): _____

Review Agency Comments:

**Comments that may not fit in the box should be attached to the cover sheet on agency or department letterhead.*

Resubmission to address comments requested? Y _____ or N _____

REQUEST FOR REZONING COMMENTS



Project Name: 700 Ross Street

Acreage: .20

PIN(s): 54-G-1-13-A

Address (or general location):

700 Ross Street

Existing Zoning District: B2(with proffers)

Proposed Zoning District: B2(with Proffers)

Staff Name (Email Address): eric.bittner@fcva.us

Agency Name Completing Comments (select one):

- Frederick Water
- Virginia Department of Transportation
- Winchester Regional Airport
- Virginia Department of Health
- Historic Resources Advisory Board
- Frederick County (FC) Public Schools
- FC Public Works
- FC Inspections
- FC Fire Marshal
- FC Parks & Recreation
- FC County Attorney
- Other (Specify): _____

Reviewer Name (Email Address): Adam Hounshell a.hounshell@fcva.us

Review Agency Comments:

**Comments that may not fit in the box should be attached to the cover sheet on agency or department letterhead.*

see attached

Resubmission to address comments requested? Y or N



Frederick County Fire and Rescue Department

Office of the Fire Marshal

1080 Coverstone Drive

Winchester, VA 22602

Phone: 540-665-6350 Fax: 540-678-4739

fmo@fcva.us

Plan Review

Rezoning

Status: Approved

Owner

Aikens Group
700 Ross Street
Winchester, Virginia 22601

Engineering Firm :

Morris & Ritchie Associates, Inc.

Printed Date: 12/18/2025

General Information

| | | | |
|--------------------|------------|------------------|------------------------|
| Received Date: | 12/16/2025 | Occupancy Type: | Residential |
| Review Begin Date: | 12/18/2025 | Property Use: | 1 or 2 family dwelling |
| Review End Date: | 12/18/2025 | Activity Number: | I1210171 |
| Hours: | 1.0000 | Review Cause: | Application |

Activity Details

| | |
|--------------|---------------------|
| Project Name | Extended Stay Hotel |
|--------------|---------------------|

Comments:

All future development shall meet the requirements of the Frederick County Fire Prevention Code and all other applicable codes.

Adam Hounshell
Lieutenant/Assistant Fire Marshal

REQUEST FOR REZONING COMMENTS



Project Name: _____

Acreage: _____

PIN(s): _____

Address (or general location):

Existing Zoning District: _____

Proposed Zoning District: _____

Staff Name (Email Address): _____

Agency Name Completing Comments (select one):

- Frederick Water
- Virginia Department of Transportation
- Winchester Regional Airport
- Virginia Department of Health
- Historic Resources Advisory Board
- Frederick County (FC) Public Schools
- FC Public Works
- FC Inspections
- FC Fire Marshal
- FC Parks & Recreation
- FC County Attorney
- Other (Specify): _____

Reviewer Name (Email Address): _____

Review Agency Comments:

**Comments that may not fit in the box should be attached to the cover sheet on agency or department letterhead.*

Resubmission to address comments requested? Y _____ or N _____

REQUEST FOR REZONING COMMENTS



Project Name: 700 Ross Street

Acreage: .20

PIN(s): 54-G-1-13-A

Address (or general location):

700 Ross Street

Existing Zoning District: B2(with proffers)

Proposed Zoning District: B2(with Proffers)

Staff Name (Email Address): eric.bittner@fcva.us

Agency Name Completing Comments (select one):

- Frederick Water
- Virginia Department of Transportation
- Winchester Regional Airport
- Virginia Department of Health
- Historic Resources Advisory Board
- Frederick County (FC) Public Schools
- FC Public Works
- FC Inspections
- FC Fire Marshal
- FC Parks & Recreation
- FC County Attorney
- Other (Specify): _____

Reviewer Name (Email Address): Andrew Fox (andrew.fox@fcva.us)

Review Agency Comments:

**Comments that may not fit in the box should be attached to the cover sheet on agency or department letterhead.*

The proffer statement meets the requirements of the Frederick County Zoning Ordinance and the Code of Virginia and is legally sufficient as proposed for recordation. I have not reviewed the substance of the proffers as to whether the proffers are suitable and appropriate for this specific development, as my understanding is that review is being undertaken by staff and the Planning Commission.

Resubmission to address comments requested? Y or N



Outlook

Re: 700 Ross Street Rezoning

From Andrew Fox <andrew.fox@fcva.us>**Date** Thu 1/8/2026 3:30 PM**To** Eric Bittner <eric.bittner@fcva.us>**Cc** Patricia Ferrell <patricia.ferrell@fcva.us>

Thanks Eric, I have reviewed. I don't have any legal comments or concerns. I don't think you need a formal letter for a minor proffer amendment but if you do I can prepare one.

Thanks,
Andy



Andrew R. Fox
County Attorney
County of Frederick
(540) 722-8262

This message contains information that may be confidential and protected by attorney-client privilege and not subject to release under the Virginia Freedom of Information Act. This message is intended only for the designated recipient(s). Please do not forward or disseminate without first contacting the Frederick County Attorney's Office.



'[External]'Re: '[External]'Re: Eric Bittner shared the folder "700 Ross Street" with you

From David Stewart <David.Stewart@winchesterva.gov>

Date Mon 1/12/2026 1:06 PM

To Eric Bittner <eric.bittner@fcva.us>

Hello Eric,

I'm home on paternity leave this week. But as soon as I can today I will respond regarding g the Ross Street project. I had asked for Aikens to submit a minor site plan to the City to capture the shared parking arrangement and overall minor reduction in parking at their hotel street. I believe I have no additional comment but let me confirm later today. Thank you,

David

Sent via the Samsung Galaxy S25, an AT&T 5G smartphone
Get [Outlook for Android](#)



REZONING APPLICATION
FREDERICK COUNTY, VIRGINIA

| | |
|--------------------|-------|
| Submittal Deadline | _____ |
| P/C Meeting | _____ |
| BOS Meeting | _____ |

1. Property Owner(s) (please attach additional page(s) if more than two owners):

Name: Aikens & Allen LP LLP

Specific Contact Person if Other than Above: Jason Aikens

Address: PO Box 2468 Winchester, VA 22604-1668

Telephone: 540-667-3752 Email: jason@aikensgroup.com

Name: _____

Specific Contact Person if Other than Above: _____

Address: _____

Telephone: _____ Email: _____

2. Other Interested Parties (such as a contract purchaser) (please attach additional page(s) if necessary):

Name: _____

Specific Contact Person if Other than Above: _____

Address: _____

Telephone: _____ Email: _____

3. Law firm, engineering firm, or other person, if any, serving as the primary contact person for this application:

Firm Name: Morris & Ritchie Associates, INC

Specific Contact Person at Firm: Chris Stephenson

Address: 205 E. Hirst Rd, Suite 106 Purcellville, VA 20132

Telephone: 703-431-8264

Email: cstephenson@mragta.com

**Please note that, if a law firm, engineering firm, or other person, other than the owner of the property, will be acting on behalf of the owner and/or executing papers on behalf of the owner in connection with the rezoning, the owner will need to execute a power of attorney form granting the firm or person such authority.*

4. Project Name: 700 Ross Street

5. Property Information:

| | |
|--|--|
| Property Identification Number(s): | PID #15105 Tax Map # 54/G 1/ 13/ A/ |
| Total acreage of the parcel(s): | 0.20 |
| Total acreage of the parcel(s) to-be-rezoned: | 0.20 |
| Current zoning designation(s) and acreage(s) in each designation: | B2 |
| Proposed zoning designation(s) and acreage(s) in each designation: | B2 |
| Magisterial District(s): | Stonewall |

Location - the property is located at (give street address(es) if assigned or otherwise exact location based on nearest road and distance from nearest intersection, using road names and route numbers):

700 Ross Street at the northeast corner of the intersection of Conoway St and Ross St

Is this property within ½ miles of the Town of Stephens City, the Town of Middletown, the City of Winchester, Clarke County, or Shenandoah County (specify which):

City of Winchester

Adjoining Properties:

| | Zoning: | Use: |
|--------|---|-------------------|
| North: | RP | ROW / Residential |
| South: | Winchester - B2 (Highway Commercial District) | Hotel |
| East: | B2 (General Business) | Vacant |
| West: | Winchester - B2 (Highway Commercial District) | ROW / Residential |

6. Disclosure of real parties in interest.

Virginia Code § 15.2-2289 provides that localities may by ordinance require any applicant for a zoning amendment to make complete disclosure of the equitable ownership of the real estate to be affected including, in the case of corporate ownership, the name of stockholders, officers, and directors, and in any case the names and addresses of all real parties of interest. Frederick County has, by County Code § 165-101.09, adopted such an ordinance.

For each business entity that is an owner or contract purchaser of the property, **please list the name and address of each person owning an interest in, or who is an officer or director of, any entity that is an owner or contract purchaser of the property** (you need not indicate the amount or extent of the ownership interest). Please note that this requirement does not apply to a corporation whose stock is traded on a national or local stock exchange and having more than 500 shareholders.

Aikens Investments LP LLP - 1025 Martinsburg Pike, Winchester VA 22603 - Jason Aikens

Allen Investments LLC - 1625 Apple Blossom Drive, Winchester VA 22601 - Erik Beatly

Both of these partnerships are partners of Aikens and Allen LP LLP

Please attach additional page(s) if necessary.

7. Signature(s):

I (we), the undersigned, do hereby respectfully make application and petition the Frederick County Board of Supervisors to amend the zoning ordinance to change the zoning map of Frederick County, Virginia. I (we) authorize Frederick County officials to enter the property for site inspection purposes.

I (we) understand that the sign issued when this application is submitted must be placed at the front property line at least seven days prior to the Planning Commission public hearing and the Board of Supervisors public hearing and maintained so as to be visible from the road right-of-way until the hearing.

I (we) hereby certify that this application and its accompanying materials are true and accurate to the best of my (our) knowledge.

Owner:  _____ Date 11/24/25

If signing on behalf of an entity, please state name of entity and your title:

Adkins: Allen LP LLP - Partner _____

Owner: _____ Date _____

If signing on behalf of an entity, please state name of entity and your title:

Other Applicant Party (if any): _____ Date _____

If signing on behalf of an entity, please state name of entity and your title:

If additional signature lines are necessary, such as if more than two people are owners, please use additional copies of this page.

**A signed Power of Attorney form is required if someone is signing on the owner(s) behalf.*

BK 942860580

* 8311
\$ = 50,000
POB of 2408
Winchester, VA 22604

THIS DEED, made and dated this 16th day of July, 1999, by and between MARY P. COOKSON and THOMAS L. COOKSON, parties of the first part, hereafter called the Grantors, and AIKENS & ALLEN, L.P., L.L.P., a Virginia Limited Liability Partnership, party of the second part, hereafter called the Grantee.

WITNESSETH: That for and in consideration of the sum of Ten Dollars, (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, the Grantors do hereby grant and convey with general warranty of title unto the Grantees in fee simple absolute, all of that certain tract or parcel of land, lying and being situate along the East side of Ross Street, the majority of which lies in Stonewall Magisterial District, in the County of Frederick, Virginia and a small portion lying within the City of Winchester, Virginia and being the remaining portion of Lot 42 of Shannon Hills Addition to the City of Winchester, Virginia (the plat of said Subdivision being of record in the Clerk's Office of the Circuit Court for the City of Winchester, Virginia in Deed Book 41 at Page 519, *et seq.*;) said Lot 42 fronts one hundred feet (100'), more or less, along the East side of Ross Street and extends back in an easternly direction a distance of ninety feet (90') (formerly Conway Street which is now abandoned), more or less, to Betty's Lane and which Lot is further shown on the plat of survey drawn by Greenway Engineering, dated June 10, 1998, of record in the Clerk's Office of the Circuit Court of the City of Winchester, Virginia in Deed Book 290 at Page 43 and in the Clerk's Office of the Circuit Court of Frederick County, Virginia in Deed Book 910 at Page 941, wherein the same is designated as "54G-((1))-13A,

BENJAMIN M. BUTLER, ESQ.
KUYKENDALL, JOHNSTON,
McKEE & BUTLER, P.L.C.
P. O. Drawer 2097
Winchester, VA 22604

BK 94 2 PG 0581

Thomas L. Cookson, Mary P. Cookson, DB 869 PG 778 (Fred.Co.)" and by this reference made a part hereof as if set out in full; and being the same property conveyed to Thomas L. Cookson and Mary P. Cookson by Deed dated November 8, 1996 of record in the Clerk's Office of the Circuit Court of Frederick County, Virginia in Deed Book 869 at Page 778. Reference is made to aforesaid Deed for a more particular description of the property herein conveyed.

This conveyance is made subject to all easements, rights of way and restrictions of record affecting the subject property.

The Grantors do hereby covenant that they has the right to convey to the Grantees that the Grantees shall have quiet and peaceable possession of the said property, free from all liens and encumbrances, and that they will grant such further assurances of title as may be requisite.

WITNESS the following signatures and seals:



Thomas L. Cookson



Mary P. Cookson

BK 942PG0582

STATE OF VIRGINIA

CITY/COUNTY OF Manchester, TO-WIT:

I, [REDACTED], a Notary Public in and for the State and jurisdiction aforesaid, do hereby certify that Thomas L. Cookson and Mary P. Cookson, whose names are signed to the foregoing Deed dated the 16th day of July, 1999, have personally appeared before me and acknowledged the same in my State and jurisdiction aforesaid.

Given under my hand this 16th day of July, 1999.

My Commission expires: September 30, 2000.

[REDACTED]

Notary Public

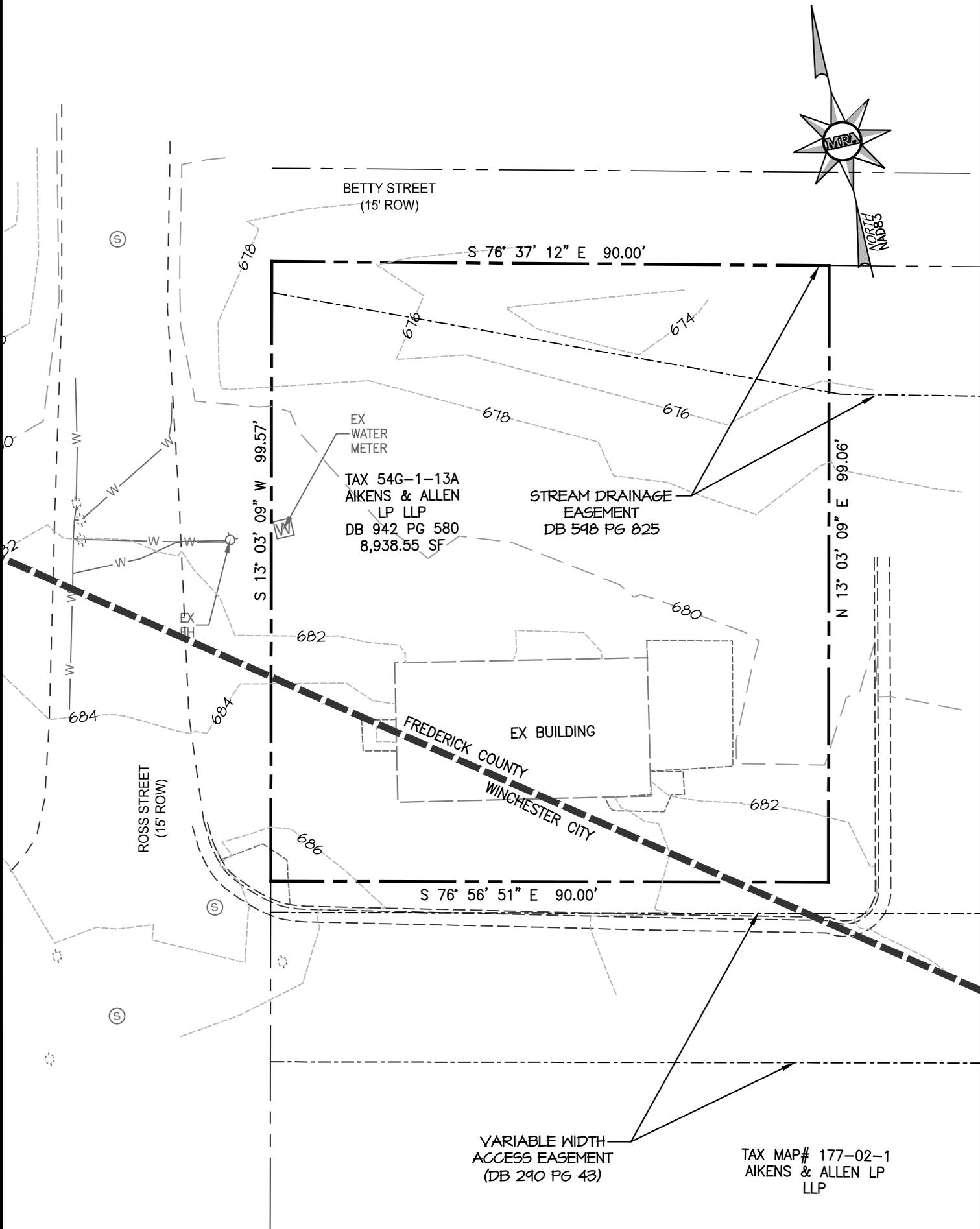


99B-0059 -A:\COKSN.RVS - cah

VIRGINIA: FREDERICK COUNTY, SCT.

This instrument of writing was produced to me on the 19 day of July, 1999, at 1:43 pm and with certificate of acknowledgment thereto annexed was admitted to record. Tax imposed by Sec. 58.1-802 of \$.50, and 58.1-801 have been paid, if assessable.

[REDACTED] erk



BETTY STREET
(15' ROW)

S 76° 37' 12" E 90.00'

S 13° 03' 09" W 99.57'

N 13° 03' 09" E 99.06'

S 76° 56' 51" E 90.00'

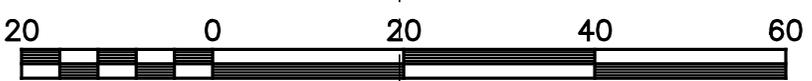
TAX 54G-1-13A
AIKENS & ALLEN
LP LLP
DB 942 PG 580
8,938.55 SF

STREAM DRAINAGE
EASEMENT
DB 598 PG 825

EX BUILDING
FREDERICK COUNTY
WINCHESTER CITY

VARIABLE WIDTH
ACCESS EASEMENT
(DB 290 PG 43)

TAX MAP# 177-02-1
AIKENS & ALLEN LP
LLP



Scale 1" = 20'

EXISTING CONDITIONS EXHIBIT
ON THE LANDS OF
AIKENS & ALLEN LP LLP
TAX MAP NO. 54G-1-13A
DB 942 PG 580
STONEWALL DISTRICT
FREDERICK COUNTY, VIRGINIA



MORRIS & RITCHIE ASSOCIATES, INC.
ENGINEERS, PLANNERS, SURVEYORS AND LANDSCAPE ARCHITECTS
205 E HIRST ROAD, STE 106
PURCELLVILLE, VA 20132
PHONE: 703-994-4047
MRAGTA.COM

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| | |
|--|----------------|
| | JOB NO: 23500 |
| | SCALE: 1"= 20' |
| | DATE: 11/20/25 |
| | DRAWN BY: NAB |
| | DESIGN BY: NAB |
| | CHECK BY: NAB |
| | SHEET: 1 OF 1 |



COUNTY OF FREDERICK
P.O. BOX 225

WINCHESTER, VA 22604-0225
C. WILLIAM ORNDOFF, JR

Real Estate Taxes Paid for Tax Year 2025

Map Number: 54G 1 13A Account#: 8015105

| Dept# | Ticket# | Seq# | Owner Name | Bill Date | Description | Tax Paid |
|--------|---------|------|-----------------------------|-----------|-------------|----------|
| RE2025 | 325 | 1 | AIKENS &
ALLEN LP
LLP | 4/15/2025 | .50 ACRE | \$376.32 |
| RE2025 | 325 | 2 | AIKENS &
ALLEN LP
LLP | 4/15/2025 | .50 ACRE | \$376.32 |

Total Paid: \$752.64

This amount represents payments applied during calendar year 2025 and does not include Penalty, Interest or Credit Card Fees.

Close this Window

Print This Page

ORDINANCE



Action:

| | | |
|-----------------------|-------------------|----------------------|
| PLANNING COMMISSION: | February 18, 2026 | Recommended Approval |
| BOARD OF SUPERVISORS: | March 11, 2026 | Pending |

**AMENDING THE ZONING DISTRICT MAP
REZONING #07-25 FOR 700 STREET (AIKENS & ALLEN, LP)**

WHEREAS, REZONING #01-26 of 700 Ross Street (Aikens and Allen, LP) submitted to rezone 0.20+/- acres from B2 (General Business) Zoning District with proffers to the B2 (General Business) Zoning District with revised proffers to develop parking and a hotel. The property is located at 700 Ross Street, Winchester and is identified by Property Identification Number 854G-1-13A in the Stonewall Magisterial District; and

WHEREAS, the Frederick County Planning Commission discussed this rezoning on February 18, 2026, and recommended approval; and

WHEREAS, the Frederick County Board of Supervisors held a public hearing on March 11, 2026; and

WHEREAS, the Frederick County Board of Supervisors finds the approval of this rezoning to be in the best interest of public health, safety, and welfare, and in conformance with the Comprehensive Plan;

NOW, THEREFORE, BE IT ORDAINED by the Frederick County Board of Supervisors, that Chapter 165 of the Frederick County Code, Zoning, the Zoning District Map is amended in accordance with Rezoning #01-26 of 700 Ross Street (Aikens and Allen, LP) submitted to rezone 0.20+/- acres from B2 (General Business) Zoning District with proffers to the B2 (General Business) Zoning District with revised proffers dated January 23, 2026. The conditions voluntarily proffered in writing by the Applicant and the Property Owner are attached.

This ordinance shall be in effect on the date of adoption.

Passed this 11th day of March 2026 by the following recorded vote:

John F. Jewell, Chairman

Jason C. Aikens

Albert L. Orndorff

Robert W. Wells

Michael D. Guevremont

Robert T. Liero

Gary R. Oates

A COPY ATTEST

Michael Bollhoefer
Frederick County Administrator



Board of Supervisors

Agenda Item Detail

Meeting Date: March 11, 2026

Agenda Section: Planning Commission Business - Other Planning Business

Title: Information and Discussion: Portable Restrooms Code Amendment

The Lake Holiday community is seeking to have portable restrooms allowed at some of their common spaces (beach, etc.). Staff is seeking direction regarding preparing an ordinance to send to public hearing.

Attachments:

[BOS03-11-26OA_PortRestrooms.pdf](#)



MEMORANDUM

TO: Board of Supervisors
FROM: Wyatt Pearson, AICP, Director of Planning and Development
SUBJECT: Ordinance Amendment – Portable Restrooms
DATE: March 4, 2026

Proposal:

This is a proposal to amend Chapter 161 – Sewage Disposal and Sewers to consider clarifying how and when portable restrooms can be utilized and not be classified as an illegal pump and haul. More specifically, clarify allowances for seasonal and special event related use for public or community spaces and events.

This ordinance amendment was requested by members of the Lake Holiday community.

Current Standard:

Portable restrooms are currently considered in practice to be “pump and hauls” unless associated with temporary special events and/or new construction activities. This is not explicitly stated in the code but has been administered in practice.

Summary & Requested Action:

This item is presented for information and discussion. Staff is seeking direction from the Board of Supervisors on desired changes. Following a discussion staff is seeking consensus from the Board to move forward with this amendment and to authorize staff to schedule public hearings (TBD).



Board of Supervisors

Agenda Item Detail

Meeting Date: March 11, 2026

Agenda Section: Planning Commission Business - Other Planning Business

Title: Information and Discussion: Zoning Ordinance Amendment - Apartment Buffer Standards

Board members have indicated an interest in an ordinance amendment to modify the County's buffer standards when apartments are located adjacent to single family homes. Staff is seeking direction regarding preparing an ordinance to send to public hearing.

Attachments:

[BOS03-11-26OA_ResidSepBuffer_MultiFamily.pdf](#)



MEMORANDUM

TO: Board of Supervisors
FROM: Wyatt Pearson, AICP, Director of Planning and Development
SUBJECT: Ordinance Amendment – Residential Separation Buffers Multi-Family
DATE: March 4th, 2026

Proposal:

This is a proposal to amend Chapter 165 - Zoning Ordinance to amend residential separation buffers for multifamily structures contained in §165-203.02. The purpose of this amendment is evaluate and modify the residential separation buffers relative to multifamily structures to: ensure the current standard is not overly restrictive, in keeping with best practices, and ensure that dissimilar adjoining housing types are still adequately buffered.

This ordinance amendment was requested in relation to a development proposal on property zoned Residential Performance (RP).

Current Standard:

As stated in the ordinance, “Residential separation buffers shall be established to adequately buffer different housing types from dissimilar housing types within adjacent separate developments.” The current standard imposes a Category C buffer between multifamily structures and single family detached structures (100-100’ Full Screen/150’ Landscape Screen/200’ No Screen).

Summary & Requested Action:

This item is presented for information and discussion. Staff is seeking direction from the Board of Supervisors on desired changes. Following a discussion, staff is seeking consensus from the Board to move forward with this amendment and to authorize staff schedule public hearings (TBD).

WGP



RESOLUTION

Action:

BOARD OF SUPERVISORS:

March 11, 2026

Pending

**DIRECTING THE PLANNING COMMISSION TO HOLD A PUBLIC HEARING
CHAPTER 165, ZONING ORDINANCE**

**CHAPTER 165
ZONING ORDINANCE**

**ARTICLE II
SUPPLEMENTARY USE REGULATIONS; PARKING; BUFFERS; AND REGULATIONS FOR
SPECIFIC USES**

PART 203 – BUFFERS AND LANDSCAPING

§165-203.02 BUFFER AND SCREENING REQUIREMENTS

WHEREAS, a proposal to amend Chapter 165 – Zoning Ordinance to evaluate and modify the residential separation buffers relative to multifamily structures to: ensure the current standard is not overly restrictive, in keeping with best practices, and ensures that dissimilar adjoining housing types are still adequately buffered; and

WHEREAS, the amendment will be referred to the Development Review and Regulations Committee (DRRC) for review at their next regular meeting; and

WHEREAS, the Board of Supervisors discussed the proposed changes on March 11, 2026; and

WHEREAS, the Frederick County Board of Supervisors finds it appropriate in public necessity, convenience, general welfare, and good zoning practice to direct the Frederick County Planning Commission to hold a public hearing regarding an amendment to Chapter 165;

NOW, THEREFORE, BE IT REQUESTED by the Frederick County Board of Supervisors, that in the interest of public health, safety, general welfare, and good zoning practice, the Frederick County Planning Commission hold a public hearing to consider changes to Chapter 165-203.02 Buffer and Screening Requirements.

Passed this 11th, day of March 2026 by the following recorded vote:

John F. Jewell, Chairman

Jason C. Aikens

Albert L. Orndorff

Robert W. Wells

Michael D. Guevremont

Robert T. Liero

Gary R. Oates

A COPY ATTEST

Michael L. Bollhoefer
Frederick County Administrator