

WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

MINUTES

The October Board Meeting of the Western Virginia Regional Industrial Facility Authority was held on Friday, October 21, 2016 at 10:00 a.m. at the Roanoke Valley-Alleghany Regional Commission office, 313 Luck Avenue, SW, Roanoke, VA 24016. Attendance was as follows:

MEMBERS PRESENT: Kevin Boggess, Tom Gates, Gary Larrowe, Chris Morrill, Ken McFadyen, Rob Ledger (Alternate); Jill Loope; Melinda Payne, Brent Robertson (9)

ALTERNATES PRESENT: Richard Caywood

GOVERNMENTS: Botetourt County, Franklin County, City of Roanoke, City of Salem, Roanoke County

STAFF/OTHERS: Laura Carini, City of Roanoke Attorney's Office; Beth Doughty and John Hull, Roanoke Regional Partnership; and Sherry Dean, Jackie Pace, and Wayne Strickland, Roanoke Valley-Alleghany Regional Commission

1. CALL TO ORDER, ROLL CALL

Chairman Chris Morrill called the meeting to order. Jackie Pace read the roll call and established a quorum was present.

2. ACTION ON THE SEPTEMBER 15, 2016 MEETING MINUTES

Chairman Morrill read an email received from Wayne Bowers. Mr. Bowers stated that the draft September 15, 2016 Minutes indicated that two alternates were present (Richard Caywood and Rob Ledger). Mr. Bowers further stated that Richard Caywood attended as an alternate, but became a voting member for Roanoke County since Jill Loope was not in attendance. Mr. Bowers suggested that the Minutes be changed to list Richard Caywood as a member. For clarity, he said it would be good to put "Alternate" in parenthesis after Richard Caywood's name when listed as a member. His comments concluded that the change would make it clear that Mr. Caywood voted on all items.

Mr. Gates reported that at the September 15, 2016 Board Meeting, Mr. Caywood had not been officially sworn in as a Roanoke County alternate. Caywood asked that the Minutes be reflected to show that he did not participate as an alternate or in any capacity, other than a guest, at the September meeting.

Western Virginia Regional Industrial Facility Authority Board Action:

A motion by Tom Gates to accept the Minutes from the September 15, 2016 meeting, as amended, was seconded by Brent Robertson and approved unanimously.

3. APPROVAL OF FINANCIAL REPORTS

Sherry Dean presented the Statement of Financial Income and Expenses for the periods July 2015 through June 2016, and July through September 2016; as well as the Statement of Financial Position as of September 30, 2016.

Western Virginia Regional Industrial Facility Authority Board Action:

A motion by Tom Gates to approve the Financial Reports, as presented, was seconded by Kevin Boggess and approved unanimously.

4. ADOPTION OF FY 2017 OPERATING BUDGET

Sherry Dean reported that no official action has been taken on the WVRIFA's FY 2017 Operating Budget. The Board did review the draft budget in June 2016, which totaled \$31,800 in revenues, which was provided from local governments. However, no official action was taken on the Budget.

An updated FY'17 Draft Operating Budget, provided by the WVRIFA Executive Director, was presented. The Budget now totals \$52,084, which includes additional funds to cover administrative fees for the Regional Commission.

The Draft FY'17 Operating Budget showed revenues from member dues totaling \$52,084 (\$20,437.87 paid as of 10/12/2016, with a remaining balance of \$31,636.13 in payments due. The Expenses included: Staffing: (Regional Commission staff \$20,834, Regional Partnership Executive Director \$10,000, Technical Assistance \$5,000) and Professional Services (Audit \$5,000, Legal \$10,000, Local Gov't Liability Insurance \$650, and Misc. – postage, supplies, webhosting, etc. \$600).

Doughty stated that the \$20,834 for administrative services for the Regional Commission staff is pro-rated since it is less than a full year.

Doughty reported localities have already paid part of the Operating Budget items. These funds came in as part of the local government dues payments to the Partnership. This led to a discussion about how the Board wants to continue paying the Authority dues. Do they want to pay the dues through the Partnership, or should the dues be sent directly to the Authority? The Operating Budget pertains to all members of the Authority. Funds that will be used by the Participation Committee as it develops the 100-acre Wood Haven site will be separate from the operating funds. Doughty noted that the expenses incurred related to the Wood Haven development will be run through the Participation Committee.

Western Virginia Regional Industrial Facility Authority Board Action:

A motion by Tom Gates to approve the FY 2017 Operating Budget for the Western Virginia Regional Industrial Authority, as presented, was seconded by Brent Robertson and approved unanimously.

Chairman Morrill asked Doughty to address the issue of localities receiving bills now or receiving separate ones. Doughty stated localities could receive a bill or it can be added to the Partnership bill. Gates said he thought it would be appropriate to have billings from the two separate entities so it would be clear what they are. Doughty noted that the Bylaws call for funds not to be "comingled" so the separate billing is preferable.

Chairman Morrill stated that at some point, members will need to talk about hiring an attorney to address any legal issues. Wayne Strickland said separate funding for the operating budget and land development would be clearer when the Authority undergoes its upcoming audit. Doughty said she didn't think acquiring legal services had to go through an RFP since it was for professional services. Chairman Morrill asked Tom Gates, Brent Robertson and Kevin Boggess to work with Doughty and Strickland on the issue of who the board should contract with concerning an attorney.

Strickland said it would be helpful if the Board could act on having the Regional Commission send invoices directly to Authority members for the remaining amount required for operating the Authority through June 30, 2017.

Western Virginia Regional Industrial Facility Authority Board Action:

A motion by Jill Loope to approve moving the operating funds that the Partnership has for the Authority to the Authority's account and for the Regional Commission to send out invoices to cover the remaining costs associated with the administration of the Authority through June 30, 2017. The motion was seconded by Melinda Payne and approved unanimously.

5. ADOPTION OF PROPOSED AMENDMENTS TO THE BYLAWS

As part of the transition of administrative functions to the Regional Commission, two proposed revisions to the WVRIFA Bylaws were presented for consideration and action:

- Page 2, Article III, Section 3.1 – Change principal office of the Board from the Roanoke Regional Partnership to the Roanoke Valley-Alleghany Regional Commission, 313 Luck Avenue, SW, Roanoke, VA 24016.
- Page 7, Article IX, Section 9.1 – Addition of paragraph to read: "Checks drawn upon accounts of the Authority shall be executed via single signature by the Chair, Vice Chair, Treasurer, Assistant Treasurer, or Executive Director if under \$5,000. Checks \$5,000 or greater must be signed by two of the aforementioned authorized individuals."

The group discussed the amount of funds requiring two signatures and it was decided that checks in the amount of \$2,500 or greater would require two signatures.

Western Virginia Regional Industrial Facility Authority Board Action:

A motion by Tom Gates to approve the two amendments to the Bylaws, with the recommended change of the amount designated for two signatures on checks from \$5,000 to \$2,500. Motion was seconded by Rob Ledger and approved unanimously.

6. **APPROVAL OF APPOINTMENTS**

Doughty stated that the Bylaws reference (Article VI, Section 6.1) that the Board may also appoint an assistant treasurer and assistance secretary and such other positions as in its judgment may be necessary. Doughty asked that Wayne Strickland be appointed to serve as assistant treasurer and Jackie Pace be appointed to serve as assistant secretary.

Wayne Strickland stated that the Regional Commission has a staff member, Jeremy Holmes, who serves as their FOIA Officer and that Mr. Holmes can serve in this capacity for the Authority as well.

Western Virginia Regional Industrial Facility Authority Board Action:

A motion by Tom Gates to approve the appointments of Wayne Strickland to serve as Assistant Treasurer and Jackie Pace to serve as Assistant Secretary to the Industrial Facility Authority was seconded by Kevin Boggess and approved unanimously.

7. **UPDATE ON WOOD HAVEN PROJECT**

Doughty reported on the status of the Wood Haven Project.

- o The Authority closed on a \$10 million loan on October 14, 2016. Currently, there is \$8.1 million remaining in Union Bank, following the payment of \$190,000 for financial and legal fees. Union Bank still holds \$1.9 million of the \$10 million loan which must be completely drawn down in 18 months.
- o Options on the property expire at the end of December 2016.
- o Title and survey work have been completed, and Phase One assessment came back clean. Could move forward to close on the property if that is the preference of the members.
- o A Planning Committee to develop a Master Plan for the site has been formed. The Committee is composed of economic development and planning staff from the three participating localities (Cities of Salem and Roanoke and Roanoke County). Doughty and Hull will also serve on the Committee. Hull has drafted an RFQ for the Master Plan. The RFQ will be posted on October 24 and October 28, 2016 and responses to the RFQ will be received until November 17, 2016. After receiving vendor responses, the Planning Committee will review the responses and evaluate the vendors' qualifications. The Committee will also work on a timeline for community meetings and bring back recommendations to the Participation Committee.

8. **APPOINTMENTS OF WOOD HAVEN PLANNING COMMITTEE & PARTICIPATION COMMITTEE**

Doughty stated that the Authority does not need to appoint the Planning & Participation Committees since they are already outlined in the Participation Agreement. Doughty further stated that further actions related to the Wood Haven site would be taken by the Participation Committee not the Authority. Doughty stated there would probably not be a need for the Authority to meet every month and that the Participation Committee would meet on an as required basis. Chairman Morrill asked if the Participation Committee members would handle authorization on the closing of the property. Doughty responded yes.

Laura Carini, with the Roanoke City Attorney's office, spoke to clarify that everything the Participation Committee recommends must be approved by the Authority Board. Carini stated that the Participation Committee doesn't have any real power, so any actual official action must be voted on and approved by the full board of the Western Virginia Regional Industrial Facility Authority. Carini responded that the Participation Committee should bring their recommendations/options to the Board for approval. Carini further noted that State law provides that only the Board has the power to approve actions. Rob Ledger also reported that under the Participation Agreement, any Committee action must be ratified by the full Authority Board.

Chairman Morrill stated that the Authority Board members will need to keep monthly meetings on their calendar, but the meetings could be canceled if needed.

Gary Larrowe asked Carini, to speed up the process, could the Authority Board allow the work of the Participation Committee to take the necessary actions to close on the property? Carini responded that Authority members could vote to recommend such action.

Western Virginia Regional Industrial Facility Authority Board Action:

A motion by Gary Larrowe that the Industrial Facility Authority Board authorize the Participation Committee to take actions necessary to proceed with closing on the property. Motion was seconded by Kevin Boggess and approved unanimously.

9. PRESENTATION OF ANNUAL REPORT FOR FY2014-2016

Doughty presented the Western Virginia Regional Industrial Facility Authority Annual Report which outlined a list of significant actions taken and accomplishments during fiscal years 2014, 2015 and 2016.

10. CLOSED MEETING PURSUANT TO SECTION 2.2-3711

A communication was previously sent from Chris Morrill, Chairman of the Western Virginia Regional Industrial Facility Authority, requesting that the Authority convene in a Closed Meeting to discuss the potential acquisition of privately-owned property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body, pursuant to section 2.2-3711(A)(3) of the Code of Virginia (1950), As Amended.

Western Virginia Regional Industrial Facility Authority Board Action:

Motion was made by Tom Gates and seconded by Kevin Boggess to go into a Closed Meeting, per the request pursuant to Section 2.2-3711(A)(3) of the Code of Virginia, 1950, As Amended. The motion was adopted and carried by a vote of 9 to 0. The Western Virginia Regional Industrial Facility Authority went into a Closed Meeting at 10:35 a.m.

Motion was made by Tom Gates and seconded by Kevin Boggess to end the Closed Meeting and return to the regular board meeting. The motion was adopted and carried by a vote of 9 to 0. The Western Virginia Regional

Industrial Facility Authority ended the Closed Meeting and returned to its regular board meeting at 10:53 a.m.

11. **ADOPTION OF RESOLUTION OF CERTIFICATION OF CLOSED MEETING**

Motion was made by Tom Gates and seconded by Kevin Boggess to adopt the following certification resolution:

WHEREAS, the Western Virginia Regional Industrial Facility Authority has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by the Western Virginia Regional Industrial Facility Authority that such closed meeting was conducted in conformity with Virginia law.


NOW, THEREFORE, BE IT RESOLVED, that the Western Virginia Regional Industrial Facility Authority hereby certifies that, to the best of each member's knowledge: (1) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting which this certification resolution applies; and (2) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed, or considered by the Western Virginia Regional Industrial Facility Authority.

The motion was adopted by a Roll Call vote of 9 to 0 as follows: YES – Gary Larrowe, Ken McFadyen, Brent Robertson, Christopher Morrill, Rob Ledger (Alternate for Bowers), Tom Gates, Jill Loope, Kevin Boggess and Melinda Payne. ABSENT: Mike Burnette, Barry Thompson and Pete Peters.

11. **NEXT STEPS**

- Issue RFQ for Master Plan.
- Planning Committee will present to the Participation Committee the process to be used in developing the Master Plan for Wood Haven.
- Bylaws for the Participation Committee will be presented at the next meeting.
- Options will be exercised by the Roanoke Valley Development Corporation for assignment to the WVRIFA at closing by the end of December.

There being no other business, the meeting was adjourned.


Secretary


Attest

NEXT MEETING OF THE WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

**Friday, November 18, 2016 at 10:00 A.M.
Roanoke Valley-Alleghany Regional Commission (Top Floor Conference Room)
313 Luck Avenue, SW, Roanoke, VA 24016**