

MINUTES

The December Board Meeting of the Western Virginia Regional Industrial Facility Authority (WVRIFA) was held Friday, December 16, 2016 at 10:00 a.m. at the Roanoke Valley-Alleghany Regional Commission office, 313 Luck Avenue, SW, Roanoke, VA 24016. Attendance follows:

MEMBERS PRESENT: Wayne Bowers (City of Roanoke), Michael Burnette (Franklin County), Tom Gates (Roanoke County), Jill Loope (Roanoke County), Chris Morrill (City of Roanoke), Ken McFadyen (Botetourt County), Melinda Payne (City of Salem), Brent Robertson (Franklin County), Barry Thompson (Town of Vinton)

ALTERNATES PRESENT: Richard Caywood (Roanoke County), Rob Ledger (City of Roanoke)

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

1. **CALL TO ORDER, ROLL CALL**

Chairman Morrill called the meeting to order at 10:00 a.m. Jackie Pace called the roll and stated that a quorum was present.

2. **ACTION ON THE OCTOBER 21, 2016 MEETING MINUTES**

The Minutes of the October 21, 2016 WVRIFA Board Meeting were previously distributed.

Western Virginia Regional Industrial Facility Authority Board Action:

Melinda Payne moved approval of the Minutes of the October 21, 2016 WVRIFA Board, as presented. Motion was seconded by Jill Loope and carried.

3. **APPROVAL OF FINANCIAL REPORTS**

Sherry Dean presented the Statement of Financial Income and Expenses for the period July through November 2016 showing Profit and Loss Budget vs. Actual for both the WVRIFA Operating and Wood Haven Road Project. The Statement of Financial Position, as of November 30, 2016, was also presented.

Doughty reported that the costs (approximately \$9,000) associated with obtaining the bond were provided by the Roanoke Regional Partnership and will be billed to the Authority. The Partnership paid for some of the costs of the bond from money left in the DHCD grant (to use the 80% that DHCD would pay).

Bowers asked how much of the bond has been used. Dean responded \$8.1 million was drawn down and Doughty said approximately \$5.3 million has been spent. Members asked about examining ways to better invest the unused funds, such as investing in an LGIP Account. Chair Morrill stated it might be beneficial to consider forming a committee to look at when the money will be needed and how to invest funds that will not be drawn down until a later date.

Gates suggested that the finance directors from each locality work with the finance staff of the Regional Commission to look at ways to better invest the funds.

Western Virginia Regional Industrial Facility Authority Board Action:

Wayne Bowers moved approval of the Financial Reports, as presented. Motion was seconded by Barry Thompson and carried.

4. ELECTION OF OFFICERS

Article VI, Section 6.2 of the WVRIFA Bylaws, states that the officers of the Authority are elected for one-year terms for each calendar year by the Board. Doughty stated that the current officers have expressed a willingness to serve another one-year term if the Board so approves (Chair, Chris Morrill; Vice Chair, Tom Gates; and Secretary/Treasurer, Brent Robertson). Chair Morrill asked if there were any additional nominations from the floor. None were voiced.

Western Virginia Regional Industrial Facility Authority Board Action:

Ken McFadyen moved that the current WVRIFA officers be re-elected for another one-year term (January 1-December 31, 2017) – Chair, Chris Morrill; Vice Chair, Tom Gates; and Secretary/Treasurer, Brent Robertson. Motion was seconded by Barry Thompson and carried.

5. APPROVAL OF WVRIFA PARTICIPATION COMMITTEE BYLAWS

Chair Morrill stated that the Participation Committee approved the Bylaws (at their meeting held prior to the WVRIFA Board) and is recommending that the WVRIFA Board ratify that action approving the Participation Committee Bylaws, as presented

Laura Carini outlined the proposed Bylaws for the WVRIFA Participation Committee, stating that they are in line with the Participation Agreement. Each locality has one voting member on the Participating Committee (i.e., the city manager and/or county administrator representing Roanoke County, the City of Roanoke and the City of Salem). Committee members may appoint a designee in their place, but if both are present at the same meeting, the CAO is the official voting member. At the prior Participation Committee meeting, Tom Gates was appointed to serve as the Chair.

Carini stated that under State Code, the WRVIRA is the board that has the authority to make actions, so the Participation Committee will make recommendations to the WVRIFA Board, and then the Board will ratify those actions. Language was added “such approval

may not be unreasonably withheld". Minutes will be taken at all meetings. Carini noted that the Bylaws have also been reviewed by legal counsels of the participating localities.

Western Virginia Regional Industrial Facility Authority Board Action:

Jill Loope moved that the WVRIFA Board approve the Bylaws of the WVRIFA Participation Committee, as presented. Motion was seconded by Brent Robertson and carried.

6. SELECTION OF CONSULTANT FOR MASTER PLAN

Doughty stated that after the acquisition of the property, master planning can begin. This item was presented earlier to the Participation Committee, and they are recommending the approval of Draper Aden as the consultant to undertake the master planning and related services. The next step is for the WVRIFA Board to act on the recommendation.

Doughty directed John Hull to report on the process used to select the consultant for the Master Plan for the Wood Haven Road Project. The localities which make up the Participation Committee formed a Selection Committee (composed of planning and economic development officials from the three localities, as well as John Hull with the Regional Partnership). They were tasked with developing a Request for Qualifications (RFQ) for master planning and related services (the RFQ was advertised in November 2016). The scope included development of the master plan and activities needed to map development constraints on the property. Services also include assistance with rezoning application and attendance at rezoning hearings. Six proposals were received and reviewed by the Selection Committee. Three finalists were recommended for interviews (Draper Aden Associates, Timmons, and Thompson & Litton). After interviews, the Selection Committee unanimously selected the firm of Draper Aden to begin negotiations for a scope of work and contract.

The Selection Committee met with Draper Aden to scope out the contract services. Draper Aden prepared an initial proposal which was reviewed and comments were made by the Selection Committee. Draper Aden addressed the comments and then submitted a revised proposal which was approved by the Participation Committee. Doughty stated that the master planning process is anticipated to be finished by the end of June 2017.

Chair Morrill reported that the Participation Committee is recommending approval by the WVRIFA Board to enter into contract negotiations with Draper Aden for the Wood Haven Road Master Planning and related services.

Western Virginia Regional Industrial Facility Authority Board Action:

Tom Gates moved that the WVRIFA Board approve the Participation Committee's recommendation to enter into contract negotiations with Draper Aden to serve as the consultant to develop the Wood Haven Road Master Plan and related services. Motion was seconded by Wayne Bowers and carried.

(Doughty stated that the other five unsuccessful bidders would be notified. A 10-day notice of award would also be posted on the WVRIFA website. Bowers asked if the contract would be with the WVRIFA Board. Staff confirmed that was correct.)

7. APPALACHIAN POWER EDGE GRANT

For Information Only. Doughty shared that the Roanoke Regional Partnership received an Appalachian Power Edge Grant and was awarded the maximum funding amount of \$20,000. This amount will fund the due diligence items: Phase I ESA, Preliminary Geological Assessment, and Preliminary Geotechnical Report.

8. REPORT FROM COMMITTEE ON LEGAL COUNSEL

Doughty began by thanking Chris Morrill for allowing Laura Carini, with the City Attorney's office, to provide legal assistance over the last several years on this process.

At the October WVRIFA Board meeting, a committee was appointed to recommend a provider of legal services for the Western Virginia Regional Industrial Facility Authority. Committee members included Kevin Boggess, Tom Gates, Brent Robertson, Beth Doughty and Wayne Strickland. The committee met to discuss various firms that provide legal services in the region and is recommending to the WVRIFA Board that they consider entering into an agreement with Sam Darby, with the firm of Glenn Feldmann Darby & Goodlatte, to provide legal services to the Western Virginia Regional Industrial Facility Authority.

Western Virginia Regional Industrial Facility Authority Board Action:

Tom Gates moved to approve the Committee's recommendation to enter into a contract agreement with Sam Darby, with Glenn Feldmann Darby & Goodlatte, to provide legal services to the Western Virginia Regional Industrial Facility Authority. Motion was seconded by Melinda Payne and carried.

9. DESIGNATION OF COMMITTEE TO REVIEW AUDIT SERVICE PROPOSALS

Sherry Dean stated that a Request for Proposals for Audit Services for the WVRIFA, for the period July 1, 2015 – June 30, 2017, was advertised on December 4, 2016 and one proposal was received (Robinson, Farmer, Cox Associates). Dean asked that a committee be formed to work with the Regional Commission staff to review the proposal.

Western Virginia Regional Industrial Facility Authority Board Action:

It was unanimously approved that Gary Larrowe and Kevin Boggess be designated to serve on the committee to review the audit proposal, along with finance staff of the Regional Commission.

10. OTHER BUSINESS

Chair Morrill said in order to abide with State law, the Board would need to officially designate a FOIA Officer for the Western Virginia Regional Industrial Facility Authority. Chair Morrill stated that Jeremy Holmes serves as the FOIA Officer for the Roanoke Valley-Alleghany Regional Commission, who provides administrative support for the WVRIFA Board.

Western Virginia Regional Industrial Facility Authority Board Action:

Tom Gates moved to officially designate Jeremy Holmes to serve as the FOIA Officer for the Western Virginia Regional Industrial Facility Authority. Motion was seconded by Jill Loope and carried.

There being no other business, the meeting was adjourned at 10:25 a.m.


Secretary


Attest

NEXT MEETING OF THE WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

**Friday, January 20, 2017 at 10:00 A.M.
Roanoke Valley-Alleghany Regional Commission (Top Floor Conference Room)
313 Luck Avenue, SW, Roanoke, VA 24016**