

MINUTES

The June Board Meeting of the Western Virginia Regional Industrial Facility Authority (WVRIFA) was held Friday, June 9, 2017 at 11:15 a.m. at the Roanoke Valley-Alleghany Regional Commission office (313 Luck Avenue, SW, Roanoke, VA 24016).

MEMBERS PRESENT: Wayne Bowers, City of Roanoke; Brian Townsend, City of Roanoke; Tom Gates, Roanoke County; Jill Loope, Roanoke County; Gary Larrowe, Botetourt County; Ken McFadyen, Botetourt County; Brent Robertson, Franklin County; Ben Tripp (*Alternate for Melinda Payne*), City of Salem; and Barry Thompson, Town of Vinton.

MEMBERS ABSENT: Michael Burnette, Franklin County; Kevin Boggess, City of Salem; and Pete Peters, Town of Vinton.

STAFF/OTHERS PRESENT: Sam Darby, Glenn Feldmann Darby & Goodlatte; Beth Doughty and John Hull, WVRIFA; and Sherry Dean, Jackie Pace and Wayne Strickland, Roanoke Valley-Alleghany Regional Commission. Two citizens were in attendance.

1. CALL TO ORDER, ROLL CALL

Chairman Larrowe called the meeting to order at 11:20 a.m. Jackie Pace called the roll and stated that a quorum was present.

2. ACTION ON THE MARCH 17, 2017 BOARD MINUTES

The Minutes of the March 17, 2017 WVRIFA Board Meeting were previously distributed.

Western Virginia Regional Industrial Facility Authority Board Action:

Tom Gates moved approval of the Minutes of the March 17, 2017 WVRIFA Board Meeting, as presented. The motion was seconded by Wayne Bowers and carried.

3. PUBLIC COMMENT PERIOD

Chairman Larrowe stated that WVRIFA will allow a 30-minute public comment period at which time citizens may sign-up for up to three (3) minutes of speaking time. Chairman Larrowe asked if any citizen would like to make public comments to the WVRIFA Board. No comments were voiced.

4. APPROVAL OF THE DRAFT FY 2018 WVRIFA OPERATING BUDGET

The draft FY 2018 WVRIFA Operating Budget was presented. "Income" totaled \$56,250.00, which included member dues, based on per capita, from localities. "Expenses" included: Staffing (\$38,335.00), Professional Services for Audit (\$6,665.00), Legal (\$10,000.00), Local Government Liability Coverage (\$650.00), and Other Misc. such as postage, supplies, webhosting, etc. (\$600.00).

Western Virginia Regional Industrial Facility Authority Board Action:

Brent Robertson moved approval of the Draft FY 2018 WVRIFA Operating Budget, as presented. The motion was seconded by Wayne Bowers and carried.

5. UPDATE ON THE WOOD HAVEN ROAD PROJECT

Beth Doughty reported that three voluntary community meetings were held to engage the community/neighborhood on the development of the Wood Haven Road property. Most of the comments heard throughout the process related to traffic, how the property was selected, lighting and design concerns, how the buffer area will be lighted, storm water concerns, and philosophical disagreements about government's role in developing real estate for economic development. Ms. Doughty noted that the concerns are being addressed and posted on the website (www.wvrifa.org) in a "Frequently Asked Questions" format. It is also anticipated to incorporate the design concerns in the Master Plan, which is approaching its final stage of development (to a rezoning) by Draper Aden. The rezoning process is anticipated to begin in late summer or early fall.

6. REQUEST FOR A CLOSED MEETING

A communication was previously sent from Gary Larrowe, Chairman of the WVRIFA Board, requesting that the Board 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.

Motion was made by Tom Gates and seconded by Ken McFadyen 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 WVRIFA Board went into a Closed Meeting at 11:30 a.m.

7. END CLOSED MEETING AND RECONVENE REGULAR MEETING

Motion was made by Tom Gates and seconded by Brent Robertson that the WVRIFA Board end the Closed Meeting and return to its regular committee meeting. The WVRIFA Board ended the Closed Meeting and returned to its regular committee meeting at 11:35 a.m.

8. ADOPTION OF RESOLUTION OF CERTIFICATION OF CLOSED MEETING

Motion was made Tom Gates and seconded by Brent Robertson to adopt the following certification resolution:

WHEREAS, the Western Virginia Regional Industrial Facility Authority Board 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 Board that such closed meeting was conducted in conformity with Virginia law.

NOW, THEREFORE, BE IT RESOLVED, that the Western Virginia Regional Industrial Facility Authority Board 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 Board.

The motion was adopted by a Roll Call vote as follows:

Member & Vote

Gary Larrowe – Yes	Tom Gates – Yes
Ken McFadyen – Yes	Jill Loope – Yes
Brent Robertson – Yes	Kevin Boggess – Absent
Michael Burnette – Absent	Ben Tripp – Yes
Brian Townsend – Yes	Barry Thompson – Yes
Wayne Bowers – Yes	Pete Peters – Absent

9. OTHER BUSINESS

A copy of a resolution "Authorizing the Sale and Purchase of Property in Roanoke County, Virginia" along with Exhibit A (Purchase Contract) were distributed at the meeting. Sam Darby, WVRIFA Legal Counsel, stated that the contract was negotiated by and between Mr. Dan Layman, real estate attorney representing the Western Virginia Regional Industrial Facility Authority, and Stafford C. Lewis, Sr. and Stafford C. Lewis, Jr. (Trustees of the Lewis Living Trust) whose address is 7838 Wood Haven Road, Roanoke, VA. The contract is between the Purchaser (WVRIFA) and the Sellers (Stafford C. Lewis, Sr. and Stafford C. Lewis, Jr.) for three parcels of property located on Wood Haven Road and Thirlane Road in Roanoke County, VA for a negotiated price of \$1.6 million.

The WVRIFA Participation Committee, at their meeting held prior to the WVRIFA Board meeting, recommended the following action to the WVRIFA Board for consideration: "Unanimous consent by the WVRIFA Participation Committee agreeing to the acquisition of the property addressed in the [Participation Committee] Closed Meeting concerning the Stafford Lewis property of 16 acres in three different parcels on Wood Haven Road, for a negotiated price of \$1.6 million.

Western Virginia Regional Industrial Facility Authority Board Action:

Motion was made by Tom Gates and seconded by Wayne Bowers that the Western Virginia Regional Industrial Facility approve the acquisition of property as described in the resolution, including Exhibit A (Contract) which would provide additional acreage to the Wood Haven Development Project.

The motion was adopted by a Roll Call vote as follows:

Member & Vote

Gary Larrowe – Yes
Ken McFadyen – Yes
Brent Robertson – Yes
Michael Burnette – Absent
Brian Townsend – Yes
Wayne Bowers – Yes

Tom Gates – Yes
Jill Loope – Yes
Kevin Boggess – Absent
Ben Tripp – Yes
Barry Thompson – Yes
Pete Peters – Absent

There being no other business, the meeting was adjourned at 11:40 a.m.


Secretary


Attest

**PROPOSED NEXT MEETING DATE OF THE
WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**

**Friday, July 21, 2017 at 10:00 A.M.
Roanoke Valley-Alleghany Regional Commission (Top Floor Conference Room)
313 Luck Avenue, SW, Roanoke, VA 24016**

FY 2018 DRAFT OPERATING BUDGET
Western Virginia Regional Industrial Facility Authority

FY 2018 WVRIFA Income	
Member Dues	
Botetourt County	\$6,100.63
Franklin County	\$10,270.28
Roanoke City	\$18,160.33
Roanoke County	\$15,584.79
Salem	\$4,634.41
Vinton	\$1,499.56
Subtotal WVRIFA Income	\$56,250.00
FY 2018 WVRIFA Expenses	
Staffing	
RVARC-Staff	\$25,000.00
RRP – Executive Director	\$10,000.00
Technical Assistance	\$3,335.00
Professional Services	
Audit	\$6,665.00
Legal	\$10,000.00
Local government liability coverage	\$650.00
Other Misc. (postage, supplies, webhosting, etc)	\$600.00
Subtotal WVRIFA Expenses	\$56,250.00

WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

CERTIFICATION RESOLUTION

RESOLUTION CERTIFYING CLOSED MEETING WAS HELD IN CONFORMITY WITH THE CODE OF VIRGINIA

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.

The 9th day of June, 2017

Administered by:
Roanoke Valley-Alleghany Regional Commission
P.O. Box 2569, Roanoke, VA 24010
540.343.4417 / info@wvrifa.org / www.wvrifa.org

WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

RESOLUTION OF THE WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Authorizing the Purchase of Property in Roanoke County, Virginia

WHEREAS, the Western Virginia Regional Industrial Facility Authority (the "Authority"), a public service authority formed and existing in accordance with the provisions of Chapter 64 of Title 15.2 of the Code of Virginia, 1950, as amended, and being the Virginia Regional Industrial Facilities Act (§§ 15.2-6400 through 15.2-6416) (the "Act"), has been given the opportunity to purchase certain property in Roanoke County, Virginia (the "Property") to complement property already owned by the Authority and located on Wood Haven Road in Roanoke County, Virginia ("Roanoke County").

WHEREAS, the Executive Director has negotiated with STAFFORD C. LEWIS, SR. and STAFFORD C. LEWIS, JR., TRUSTEES of the LEWIS LIVING TRUST, whose address is 7838 Wood Haven Road, Roanoke, Virginia 24019, the owner of the Property a purchase price of \$1,600,000; and,

WHEREAS, the Executive Director has advised the Board of Directors of the Western Virginia Regional Industrial Facility Authority that the Property is in a strategic location and would be a helpful addition to the Authority's existing property located on Wood Haven Road in Roanoke County, Virginia; and the Executive Director, has recommended to the Board that it approve the transaction as outlined in a purchase contract (the "Contract"), the form of which is attached hereto and made a part hereof as **Exhibit A**; and

NOW, THEREFORE, be it resolved by the Board of Directors of the Western Virginia Regional Industrial Facility Authority that the Executive Director is hereby authorized and directed to purchase the Property on the terms outlined in the Contract and is further authorized to take such further action as may be necessary or convenient to secure the Property as an asset of the Authority; and,

BE IT FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to execute and deliver the Contract in substantially the form attached as Exhibit A, with such completions, omissions, insertions and changes not inconsistent with this Resolution as may be approved by the Executive Director, whose approval shall be evidenced conclusively by the execution and delivery thereof, and to take all such further action as may be necessary or convenient to purchase the Property.

This resolution shall take effect immediately.

Directors Absent	<u>3</u>
Votes For	<u>9</u>
Votes Against	—
Abstentions	—

CERTIFICATION

The undersigned secretary of the Western Virginia Regional Industrial Facility Authority does hereby certify that the foregoing is a true, complete and correct Resolution adopted by a vote of a majority of the Directors of the Western Virginia Regional Industrial Facility Authority, present at a regular meeting of the Board of Directors of the Western Virginia Regional Industrial Facility Authority duly called and held June 9, 2017, at which a quorum was present and acting throughout, and that the same has not been amended or rescinded and is in full force and effect as of the date of this certification June 9th, 2017.



Brent Robertson, Secretary/Treasurer
Western Virginia Regional Industrial Facility Authority

(SEAL)