

WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

MINUTES

The February Board meeting of the Western Virginia Regional Industrial Facility Authority (WVRIFA) was held on Friday, February 16, 2018 at 10:30 a.m. at the Roanoke Valley-Alleghany Regional Commission office located at 313 Luck Avenue, SW, Roanoke, VA 24016.

ATTENDANCE

Board Members: Gary Larrowe, Botetourt County; Brent Robertson, Franklin County; Bob Cowell, City of Roanoke; Chris Bever (*Alternate for Tom Gates*), Roanoke County; Melinda Payne, City of Salem; and Barry Thompson and Pete Peters, Town of Vinton.

Staff: Sam Darby, WVRIFA Counsel (Glenn Feldmann Darby & Goodlatte); John Hull, Assistant Director, Western Virginia Regional Industrial Facility Authority; and Sherry Dean and Jackie Pace, Finance and Administrative Services (Roanoke Valley-Alleghany Regional Commission).

Others: C.J. Boothe and Paul Schneider, Roanoke Gas Company (RGC Resources); Lisa Link, Roanoke Regional Partnership; and Amanda Moore, Citizen.

1. CALL TO ORDER, ROLL CALL

Chairman Larrowe called the meeting to order at 10:30 a.m. Jackie Pace called the roll and reported that a quorum was present.

2. PUBLIC COMMENT PERIOD

Chairman Larrowe stated that the WVRIFA allows a 30-minute comment period in which citizens may sign-in for up to three minutes of speaking time. Chairman Larrowe opened the floor for comments from the public.

Amanda Moore, 7921 Sequoia Drive, Roanoke, VA

Ms. Moore asked if the rezoning application had been filled out. Mr. Hull responded no. Ms. Moore also asked if there was a way to look at the application before it was presented to the Board. Both Mr. Darby and Chairman Larrowe stated no, since it would be a work product until it was filed. Ms. Moore asked what date is envisioned for the rezoning. Mr. Hull stated that was difficult to say, noting that the timeline is in flux since still awaiting resolution concerning the Traffic Impact Analysis report, there could also be another round of comments, and awaiting revisions with VDOT. Chairman Larrowe also added as with any other rezoning there is always a public comment period.

Administered by:

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3. **ACTION ON THE DECEMBER 15, 2017 BOARD MINUTES**

The December 15, 2017 WVRIFA Board Minutes were previously distributed in the agenda packet.

Western Virginia Regional Industrial Facility Authority Board Action:

Melinda Payne moved approval of the December 15, 2017 Minutes, as presented. The motion was seconded by Barry Thompson and carried.

4. **PRESENTATION OF FINANCIAL REPORTS**

The following WVRIFA Financial Reports were previously distributed in the agenda packet: (1) Statement of Financial Position (as of 1/31/2018); (2) Profit & Loss Budget vs. Actual (July 2017 through January 2018); (3) FY2018 Operating Fund Locality Due Payment Summary (7/1/17-6/30/18); and (4) Statement of Cash Balances (as of 1/31/2018).

Western Virginia Regional Industrial Facility Authority Board Action:

Bob Cowell moved acceptance of the Financial Reports, as presented. The motion was seconded by Barry Thompson and carried.

5. **GRANTING OF EASEMENT TO RGC RESOURCES**

John Hull reported that Roanoke Gas is seeking an easement to accommodate bringing natural gas service to the Wood Haven property. A new connection is necessary since the existing 2-inch line on Wood Haven Road is inadequate for future users in the park. Roanoke Gas intends to bore under I-81 to bring an 8-inch steel line to the northwestern side of the property connecting to gas infrastructure in the vicinity of Loch Haven Drive. A regulator station will be constructed at the terminus of the steel line in the northwestern area of the property. A 6-inch plastic line, at 45 pounds per square inch, will run along the western edge of the property in the development plan's buffer zone back to Wood Haven Road. Space will be left for connections at the regulator station that would accommodate a high-volume gas user and most users would be accommodated via the plastic line planned for the property's western edge.

Mr. Hull stated that the easement being sought is incomplete with a gap in the middle due to uncertainty regarding the location of a potential stormwater pond facility related to the Virginia Department of Transportation's (VDOT) I-81 turning lane project. Current plans show taking of a Right-of-Way and the construction of a stormwater pond in the area immediately west of the boring location. VDOT is considering the elimination of this pond and a final decision will not be made until late March. Should VDOT decide that the pond is necessary, the easement route would then circumvent the pond. Mr. Hull stated that if the decision is made to build the pond, the resulting easement route and pond will take approximately 0.63 acres of the 56.9-acre pad on the western side of the property. If the pond is eliminated, the easement route would be direct along the property's northern boundary with significantly less impact on the development.

The WVRIFA Board can consider a portion of the route, which is the easement as presented in the February agenda packet. Mr. Hull stated that considering a partial

easement at today's meeting would allow Roanoke Gas to begin work on the project and to save on project expenses related to multiple contractor equipment deployments.

Mr. Hull noted that the WVRIFA Participation Committee met prior to the Board meeting and recommended that the Board proceed with granting the proposed easement to RGC Resources.

Before the motion, Sam Darby stated he had a "plain vanilla" resolution for the Board to consider adopting entitled "Authorizing the Grant of an Easement in Roanoke County, VA".

WVRIFA Participation Committee Action:

Chris Bever moved adoption of the resolution, as provided by Mr. Darby, to grant to RGC Resources an easement to providing gas services to the Wood Haven Road property in Roanoke County, VA. The motion was seconded by Melinda Payne and carried.

6. DISCUSSION OF PROPOSED CHANGES TO THE WVRIFA BOARD BYLAWS


At the December 15, 2017 Board meeting, Sam Darby brought to the members' attention that they may want to consider amending Article V, Section 5.4 in the Bylaws. Mr. Darby said he could envision possible voting problems with the current wording in the Bylaws. At the December meeting, Mr. Darby was directed to draft language pertaining to this issue to be brought back to a future meeting for further review and discussion.

"At all meetings of the Board, a majority of the Member Localities that are represented by at least one Board Member, shall constitute a quorum for the transaction of business, and a majority vote while a quorum is present shall constitute the decision of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn or recess the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice."

At the February meeting, Mr. Darby presented a PowerPoint showing different scenarios -- voting count by board member vs. voting count by member localities. Mr. Darby said looking at the Bylaws there are 6 member localities and a total of 12 board members. Mr. Darby introduced the definitions of board member, individual representative, and member locality. He noted that the Bylaws now state that 4 member localities are needed for a quorum, not a majority of the 12 potential board members. Mr. Darby said he could envision a scenario where if 3 of the member localities were represented by 2 board members and 3 were represented by 1 board member and there was a vote, if a majority of the board members were counted the vote would be 6 to 3 and the motion would carry even though there is a potential that the 3 members of the Participation Committee weren't voting for the measure. Or, if only the member localities are counted on that same vote, it would be a 3-3 tie and the motion would fail. Mr. Darby is recommending for consideration that it be made clear that the action is taken by the member localities, rather than a majority of the board members. Pete Peters asked what would happen if you had 2 members from the same locality who split their vote - how would you count that locality? Mr. Darby noted if there were conflicting votes by board members that he would suggest not counting that as a vote, (not a "no" vote but would be counted as not making a vote). Mr. Darby asked members that they may want to consider further the split vote issue. Chairman Larowe stated to him the votes would nullify each other. Mr. Darby stated that

he would amend the language in the Bylaws and present for consideration at the next meeting. (Notice is to be given 10 days prior to the scheduled meeting at which time an amendment to the bylaws is being requested.)

There being no other business, the meeting was adjourned at 10:47 a.m.


Secretary, Brent Robertson


Attest