

WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

MINUTES

A Special Meeting of the Western Virginia Regional Industrial Facility Authority (WVRIFA) Board was held on Friday, March 30, 2018 at 11:15 a.m. at the Roanoke Valley-Alleghany Regional Commission office (Top Floor Conference Room), 313 Luck Avenue, SW, Roanoke, VA.

The purpose(s) of the Special WVRIFA Board Meeting included ratification of the Participation Committee's FY2019 Budget and adoption of amendments to the Bylaws of the WVRIFA Board.

1. CALL MEETING TO ORDER, ROLL CALL

Chairman Larrowe called the meeting to order at 11:15 a.m. and asked Jackie Pace to call the roll. Ms. Pace noted that a quorum was present.

Board Members Present: Kevin Boggess, City of Salem; Tom Gates, Roanoke County; Gary Larrowe, Botetourt County; Rob Ledger (Designated Alternate for Bob Cowell), City of Roanoke; Jill Loope, Roanoke County; Granger Macfarlane, City of Roanoke; Ken McFadyen; Botetourt County; Melinda Payne, City of Salem; Brent Robertson, Franklin County; and Barry Thompson, Town of Vinton.

Staff Present: Beth Doughty, WVRIFA Director, and John Hull, WVRIFA Assistant Director; Sam Darby, WVRIFA Counsel (Glenn Feldmann Darby and Goodlatte); and Sherry Dean and Jackie Pace, WVRIFA Administrative Staff (Roanoke Valley-Alleghany Regional Commission).

Others Present: Keith and Amanda Moore, Citizens.

2. PUBLIC COMMENT PERIOD

Chairman Larrowe opened the public comment period and asked if any members of the public would like to make a comment.

Keith Moore: *"I would like to make one brief comment. We have been involved in coming to these meetings for a few months now and I haven't heard any proposals for any other economic development projects other than the Wood Haven project and I am wondering what the purpose of this authority is. If it's going to put all its eggs in one basket or what other baskets do you have out there."*

ADMINISTERED BY:

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Amanda Moore: *"I have sent to WVRIFA. It seems like we have been told we have to compete with Asheville and Charlotte and all these other counties. In doing research, I found out that in Charlotte City, which is in Virginia, six governments went together to make another authority to attract people and they are having trouble doing it. They have one business there. The Board of Supervisors there is getting a lot of heat because it has been over 17 years. I sent this to my Board of Supervisors, to WVRIFA, to Tom Gates, and I'm disappointed that you went and spent all this money when there are other counties trying to get the same thing we are getting. It has been said to us that we've got to try and compete with these other states, when we are competing with something in our state and they are having trouble getting companies to come to them."*

(For clarification purposes, Chairman Larrowe noted that in Mrs. Moore's comment above it should be noted that it is Charlotte County, VA not Charlotte City, VA.)

Amanda Moore: *"Yes, it was reported by WDBJ 7 and I have copy of if anybody would like to read what they reported. I understand there is also an authority in the New River Valley near I-81 and I-77 that is trying to find people and businesses."*

Chairman Larrowe stated that Charlotte County is a very rural locality which is different than the Roanoke market. He also said he believes she is referring to Progress Park in Wytheville which has done well and is seeking to acquire additional land.

Hearing no further comments, Chairman Larrowe closed the public comment period.

3. **APPROVAL OF THE FEBRUARY 16, 2018 MINUTES**

The Minutes of the February 16, 2018 meeting of the WVRIFA Board were previously distributed.

WVRIFA Board Action:

Upon motion by Mr. Ledger, seconded by Mr. Gates and carried, the Minutes of the February 16, 2018 WVRIFA Board Meeting were approved, as distributed.

4. **FINANCIAL REPORTS**

The following Financial Reports were distributed earlier in the agenda packet: (1) Statement of Cash Balances (as of 2/28/18), (2) FY2018 Operating Fund Locality Due Payment Summary, (3) Statement of Financial Position (as of 2/28/18), and (4) Profit & Loss Budget vs. Actual (7/17 through 2/18).

WVRIFA Board Action:

The Financial Reports were unanimously accepted, as presented.

5. **RATIFICATION AND APPROVAL OF THE WVRIFA PARTICIPATION COMMITTEE'S FY 2019 BUDGET**

The WVRIFA Participation Committee met prior to the WVRIFA Board meeting and approved their Budget for FY 2019. The Bylaws of the WVRIFA Participation Committee state that the Committee's budget must also be ratified and approved by the WVRIFA Board of Directors. The Participation Committee's FY 2019 Budget showed \$4,048,000.00 in Total Revenues and \$1,825,441.00 in Total Expenses (the budget was previously distributed in the Board's agenda packet).

WVRIFA Board Action:

Upon motion by Mr. Gates, seconded by Mr. Robertson and carried, the Participation Committee's FY2019 Budget was ratified and approved by the WVRIFA Board, as presented.

6. ADOPTION OF PROPOSED AMENDMENTS TO THE BYLAWS OF THE WVRIFA BOARD

The staff report in the March agenda packet stated that proposed amendments to the Board Bylaws would be considered to Article V, Section 5.4 (Quorum) and Article XI Amendments. Chairman Larrowe noted that the correct Article for the Amendments should be noted as Article **XII** (not Article XI). A corrected staff report was distributed at the meeting.

Sam Darby highlighted the proposed amendment to Article V Meetings of Board and Committees, Section 5.4 Quorum. Mr. Darby noted that at some point and time there could be a failure to move forward on a voting issue, noting if the Board Members are counted (there are 12), rather than the Member Localities (there are 6). The proposed amendment essentially clarifies that the votes that count be the Member Localities rather than the votes of the individual Board Members.

Mr. Darby is proposing that Article V, Section 5.4 be deleted and the following substituted in its place (proposed changes are highlighted in **bold**):

"At all meetings of the Board, a majority of the Member Localities that are represented by at least one (1) Board Member, shall constitute a quorum for the transaction of business, and a majority vote **of the Member Localities** while a quorum is present shall constitute the decision of the Board. **Conflicting votes cast by two (2) Board Members of one Member Locality will not count as a vote of such Member Locality.** 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."

Mr. Darby also is proposing that Article XII (Amendments) of the Bylaws be deleted and the following substituted in its place (proposed changes are highlighted in **bold** and/or with ~~strike through~~):

"These Bylaws may be amended by a majority vote of the **Locality M**~~m~~**embers of the Board** at any regular or special meeting of the Board upon ten (10) days written notice of such amendment."

WVRIFA Board Action:

Upon motion by Mr. McFadyen, seconded by Mr. Robertson and carried, the proposed amendments to Article V, Section 5.4 and to Article XII of the WVRIFA Bylaws were adopted, as presented.

7. OTHER BUSINESS


Chairman Larrowe stated he had talked earlier with Brent Robertson (Franklin County Administrator and WVRIFA Board Member) about the possibility of the WVRIFA Board taking a field trip to Franklin County to visit their new industrial park and see how WVRIFA might assist other localities with their economic development projects. Chairman Larrowe asked members how they felt about holding a future Board meeting in Franklin County. Kevin Boggess stated he thought it would be beneficial for members to see the development and

construction that is underway at the Franklin County Industrial Park. Mr. Robertson said the County would be pleased to host an upcoming WVRIFA Board meeting at the park which would include a tour and lunch for members. Chairman Larowe asked Ms. Pace to work with Mr. Robertson to find an appropriate meeting date.

The meeting adjourned at 11:28 a.m.



Secretary, Brent Robertson



Attest