

WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

A Joint Meeting of the WVRIFA Board of Directors and the WVRIFA Participation Committee will be held on Friday, June 15, 2018 at 10:30 A.M. at the Roanoke Valley-Alleghany Regional Commission office (Top Floor Conference Room), 313 Luck Avenue, SW, Roanoke, VA 24016. The agenda follows.

Board of Directors Western Virginia Regional Industrial Facility Authority

AGENDA

1. Call to Order of the WVRIFA Board Meeting Gary Larrowe, Chair
2. Roll Call of the WVRIFA Board Jackie Pace
3. Approval of the May 18, 2018 WVRIFA Board Minutes, pp. 2-4..... Chair Larrowe
4. Joint Public Comment Period Chair Larrowe

A 30-minute joint public comment period will be allowed. Citizens may sign-up for up to three (3) minutes of speaking time.
5. Briefing on Drawdown and Investment of Remaining Bond Funds Beth Doughty
6. Briefing on Wood Haven Property Rezoning Process and Possible Revisions Beth Doughty
 - a. Action by the WVRIFA Board Chair Larrowe
7. Authorization to Renew MOU with the Roanoke Valley-Alleghany Regional Commission, pp. 5-8 Beth Doughty
 - a. Action by the WVRIFA Board Chair Larrowe
8. Consideration of Request to Form a Participation Committee Brent Robertson
 - a. Action by the WVRIFA Board Chair Larrowe
9. Other Business Chair Larrowe
10. Adjournment of the WVRIFA Board Meeting Chair Larrowe

ADMINISTERED BY:

Roanoke Valley-Alleghany Regional Commission
313 Luck Ave., SW, Roanoke, VA 24016
info@wvrifa.org / www.wvrifa.org

MINUTES

A meeting of the Western Virginia Regional Industrial Facility Authority Board of Directors was held on Friday, May 18, 2018 at 10:30 a.m. at the Roanoke Valley-Alleghany Regional Commission office (Top Floor Conference Room), 313 Luck Avenue, SW, Roanoke, VA.

1. CALL TO ORDER, ROLL CALL

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

ATTENDANCE

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

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

Others Present: Nancy Hughes, Amanda Moore, Citizen; Ed Painter, Roanoke Gas Company (RGC Resources); Greg St. Clair, Citizen; and Wanda McGill, City of Roanoke.

2. PUBLIC COMMENT PERIOD

Chairman Larrowe asked if any members of the public would like to comment and none were voiced.

3. APPROVAL OF CONSENT AGENDA ITEMS

The following Consent Agenda items were distributed earlier: (A) April 20, 2018 Board Minutes, (B) FY'18 Financial Reports ending April 30, 2018, and (C) Signed Audit Letter with Robinson, Farmer, Cox Associates to Perform Auditing Services for WVRIFA (for year ending June 30, 2018).

WVRIFA Board Action:

Tom Gates moved approval of Items A, B & C under the Consent Agenda, as distributed. The motion was seconded by Kevin Boggess and carried.

4. **RATIFICATION OF A RESOLUTION OF LODGE DOCUMENT TO REFLECT UPDATED BANK SIGNATURE CARDS**

Sherry Dean stated that this is a standard resolution from Union Bank & Trust. The update to the resolution is to add Gary P. Larrowe, as Chairman, to the list of WVRIFA officers for bank signatures cards.

WVRIFA Board Action:

Tom Gates moved ratification of the resolution of lodge document with Union Bank & Trust to reflect the addition of Gary P. Larrowe, as Chairman, to the bank signature cards of WVRIFA officers. The motion was seconded by Barry Thompson and carried.

5. **APPROVAL OF THE FY 2019 WVRIFA OPERATING BUDGET**

The WVRIFA Operating Budget for FY 2019 was distributed earlier in the agenda packet. Sherry Dean stated that the FY2019 Budget totals \$112,378. Under Revenues, WVRIFA is requesting the same amount of locality dues as last year (totaling \$56,250). Under Operating Expenses, the Roanoke Regional Partnership asked for a \$5,000 increase for their work (from \$10,000 to \$15,000). Reserve funds total \$56,128 (\$8,900 estimated in FY18 and \$47,228 from FY16 & 17).

WVRIFA Board Action:

Kevin Boggess moved approval of the FY2019 WVRIFA Operating Budget, as presented. The motion was seconded by Melinda Payne and carried.

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

Granger Macfarlane referred to page 47 of the agenda packet under Witnesseth (line five) it states "... construct, install, operate, repair, replace and maintain a gas pipeline...". He stated since this is a permanent right of way (as stated on line four), he asked about the size of any replacement. He asked if it implied that if the gas line is to be replaced that they (Roanoke Gas) could put any size in that they wanted other than what is currently in the ground. Sam Darby replied yes and noted that there is no restriction on the size. Macfarlane said the right of way for a 42" pipeline is about 165 ft., and the construction right of way is about 225 to 250 ft. Darby said this is 25 ft., so it would be restricted by the width of the easement.

John Hull reported that at the February 16, 2018 WVRIFA Board meeting, the Board took action to proceed with granting a partial easement to RGC Resources. The gas line will connect two facilities on Loch Haven Drive bringing a more reliable supply of gas to the area. Only a partial easement was approved at the February meeting since staff was unsure of the easement path regarding the location of a potential stormwater pond facility related to the Virginia Department of Transportation's I-81 auxiliary lane project. Mr. Hull reported since that time, VDOT has determined that the stormwater pond facility is not necessary so the remainder of the easement area can now be filled in.

Mr. Hull distributed at the meeting a revised easement document. Hull noted that language revisions to the easement were made and accepted by Roanoke Gas (in consultation with WVRIFA Attorney Sam Darby). Regarding the easement, Hull reported that Roanoke Gas will begin work (boring and some clearing) as early as May 25. A diagram was included showing a 10 ft. wide area (backs up on I-81) that will need to be cut to get to the bore head area. Since

work is about to begin, notice will be posted on the WVRIFA website and letters will be mailed to landowners who adjoin the work area.

Chairman Larrowe noted that the WVRIFA Participation Committee met prior to the Board meeting and recommended approval of the easement request.

WVRIFA Board Action:

Tom Gates moved approval of the easement request, as presented. Motion was seconded by Rob Ledger and carried.

7. CONSIDERATION OF GO VIRGINIA GRANT AGREEMENT

John Hull that WVRIFA staff was successful in securing a \$200,000 grant from GO Virginia in February of this year to help support infrastructure enhancements (i.e., water and sewer utilities) to the Wood Haven Road site. The total project cost is \$960,000. The \$200,000 in State funds will help to off-set the remainder of the costs to be paid by WVRIFA.

A GO Virginia Per Capita Allocation Grant Agreement between the Virginia Department of Housing and Community Development, Regional Council Two, Virginia Tech and WVRIFA was presented for approval. The agreement is for a two-year schedule of work to commence in the fall.

WVRIFA Board Action:

Jill Loope moved to approve the GO Virginia Grant Agreement, as presented. Motion was seconded by Barry Thompson and carried.

8. CONSIDERATION OF THE FORMATION OF A PARTICIPATION COMMITTEE FOR A PROPOSED FRANKLIN COUNTY PROJECT

Brent Robertson distributed at the meeting a handout entitled "Exchange Milling Rail Switch Funding and Performance Agreement". Mr. Robertson stated that the Franklin County Board of Supervisors is proposing that WVRIFA be a pass-through agent to receive and distribute funds related to the replacement of a railroad switch in Rocky Mount.

Mr. Darby said he would look into statutes concerning some unresolved legal issues/questions. Mr. Darby stated he would also continue working with the Franklin County Attorney to develop more information to present at the next scheduled meeting. No action was taken at the May meeting.

The meeting was adjourned at 10:53 a.m.

Submitted by:

Brent Robertson
Secretary

Memorandum of Understanding
Between
Western Virginia Regional Industrial Facility Authority
and
Roanoke Valley Alleghany Regional Commission

THIS MEMORANDUM OF UNDERSTANDING made as of this 1st day of July 2018, by and between the WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY (WVRIFA) and ROANOKE VALLEY ALLEGHANY REGIONAL COMMISSION (RVARC).

WHEREAS, WVRIFA is a regional agency focused on economic development for the greater Roanoke Region; and

WHEREAS, WVRIFA relies on contracted staff to provide support for the organization and the RVARC has provided staff support services for the WVRIFA; and

WHEREAS, the RVARC wishes to provide services to WVRIFA, and

WHEREAS, during the August 18, 2016 WVRIFA Board of Directors meeting, the Board approved an agreement to RVARC to provide services for FY 2016-17 and beyond; and

WHEREAS, during the August 18, 2016 Board of Directors meeting, the WVRIFA board also approved having the Roanoke Regional Partnership staff to act as the executive director, which was memorialized under a separate memorandum; and

WHEREAS, both RVARC and WVRIFA are interested in having RVARC provide staff services for Fiscal Year 2016-17 and beyond; and

WHEREAS, the parties wish to set forth their understandings with respect to the services to be provided in this Memorandum:

NOW, THEREFORE, in consideration of the foregoing and the mutual obligations and undertakings set forth herein, and subject to the terms and contingencies set forth herein, the parties set the following understandings:

Responsibilities:

The **Executive Director** agrees to provide the RVARC with the following:

1. WVRIFA Board agenda items or cancellation notice two weeks prior to the regularly scheduled meeting date.
2. Participation Committee (Wood Haven Project) agenda items, if needed, two weeks prior to the regularly scheduled WVRIFA board meeting date.
3. Approval of Agenda and reports at a minimum of **five** office days prior to each meeting, with the option of adding agenda items up to four days prior to the meeting date and excepting agenda reports that will be distributed at the meeting.
4. Develop and prepare requested locality dues for next fiscal year for budgeting purposes with the Director of Finance **for by December meeting** each year.
5. Develop and prepare the draft Participation Committee (Wood Haven) budget with the Director of Finance to be presented at the **February** meeting.

6. Develop and prepare the draft WRIFA operating budget with the Director of Finance by **April 1 (budget to be presented at the April meeting)**.

The **RVARC** agrees to provide the following services to WVRIFA for Operating and Wood Haven Participation Committee established October 11, 2016 which includes City of Roanoke, Roanoke County and City of Salem:

1. Board/Staff Support shall include:

- a. Reserve meeting space at RVARC headquarters; if a meal is provided at meetings, the RVARC will be reimbursed;
- b. Office Manager and Director of Finance shall attend all board meetings and Participation Committee (Wood Haven) meetings, unless notified by the Executive Director;
- c. Prepare meeting minutes for board and Participation Committee (Wood Haven) meetings;
- d. Ensure compliance with Code of Virginia regulations as it relates to board member documentation;
- e. Prepare and distribute the Agendas for the Board meeting and Participation Committee (Wood Haven) meeting seven days prior to each meeting;
- f. Upload documents for meetings (minutes/agendas) to the WVRIFA page;
- g. Maintain basic webpage for WVRIFA information and documents;
- h. Serve as point of contact for WVRIFA, including mailing location;
- i. Assist executive director with bookkeeping and regular meetings associated with the Participation Committee (Wood Haven);
- j. Provide miscellaneous printing with the understanding that any large print jobs will not be provided without additional compensation; and
- k. Provide three basic email accounts for WVRIFA staff.

2. Finance services shall include:

- a. Manage operating account, LGIP investment account and Participation Committee account through utilization of QuickBooks software, including purchase and maintenance of said software and necessary computer hardware;
- b. Provide annual invoices to member localities for dues/shares based on the amounts provided based on anticipated budgets and in consultation with the Executive Director (these amounts should be provided to localities via letter by December 31st of each year for next fiscal year;
- c. Serve as billing address, but not external point of contact for financial matters;
- d. Act as point of contact for bank, manage bank account, and deposit funds into bank account for accounts in item (a) above;
- e. Reconcile operating/LGIP/Participation Committee accounts on a monthly basis;
- f. Receive and enter bills into bookkeeping software, prepare checks for payment, and mail checks to pay for bills (checks greater than \$2500 must be signed by two authorized individuals);
- g. Advise status of past due items to the executive director/executive committee;
- h. Prepare quarterly financial reports with input and review by the treasurer;
- i. Develop and prepare annual budget with the Executive Director, for next fiscal year. Draft budget for Participation Committee shall be presented at **February** meeting and

approved by WVRIFA board by April 1st each year. WVRIFA operating budget, for next fiscal year, should be completed and approved ~~at~~ **on or before** the May board meeting each year.

- j. Procure an audit firm and assist in audit process. Cost of an auditor not included in this MOU;
- k. Procure insurance services as needed. Cost of insurance not included in this MOU;
- l. Procure legal services as needed. Cost of legal services and cost of published legal notices not included in this MOU;
- m. Serve as fiscal agent for the authority.

Other Services

Other services not included but may be provided for an additional fee on a project specific cost basis:

- a. Grant applications
- b. Procurement
- c. Preparation and advertisements of RFPs related to site improvements
- d. Administration and management of contracts and grants
- e. Additional public meetings and workshops
- f. Work associated with other committees or sub-committees not described above.
- g. Work related to rezoning proceedings other than processing expenses and other tasks covered elsewhere by this agreement.

Fee for Services

The services agreed to within this Memorandum will be performed for a fee of \$25,000. Payment for these services will be provided to the RVARC from WVRIFA at a rate of \$2,083.33 per month.

Duration of MOU

The effective period of this Memorandum of Understanding begins on July 1, 2018 and remains in effect and shall automatically be renewed for one (1) additional terms of one (1) year(s) each, unless either party provides the other party written notice, at the address of the other party listed below, of the intention not to renew at least ninety (90) days prior to the expiration of the initial Term or any Renewal Term. Either party may request a review of this Memorandum of Understanding at any time.

Points of Contact

RVARC

Wayne Strickland
Executive Director
313 Luck Ave
PO Box 2569
Roanoke, VA 24010-2569
(540) 343-4417
wstrickland@rvarc.org

WVRIFA

Beth Doughty
Executive Director
111 Franklin Plaza Ste 333
Roanoke, VA 24011
(540) 343-1550 x 102
beth@roanoke.org

Concurrence

It is agreed that this written statement embodies the entire agreement of the parties regarding this affiliation, and no other agreements exist between the parties except as expressed in this document. All parties to this agreement concur with the level of support and resource commitments that are documented herein.

Severability

If any clause, provision or section of this Memorandum is held to be illegal or invalid by any court, the invalidity of the clause, provisions or sections, and this Memorandum will be construed and enforced as if the illegal or invalid clause, provision or section has not been contained in it.

Successors and Assigns

This Memorandum will be binding upon, inure to the benefit of and be enforceable by the parties and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Understanding in one or more counterpart signature pages as of the date first above written.

Roanoke Valley Alleghany Regional Commission

By: _____

Name: _____

Title: Executive Director

Western Virginia Regional Industrial Facility Authority

By: _____

Name: _____

Title: Chair, Board of Directors