

WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

PARTICIPATION COMMITTEE
Wood Haven Road Project

MINUTES

A Virtual Meeting of the WVRIFA Participation Committee for the Wood Haven Road Project was held on Friday, May 21, 2021 at 10:00 a.m. remotely via Zoom.

NOTE: The Virtual May 21, 2021 Meetings of the WVRIFA Participation Committee and the WVRIFA Board of Directors were held simultaneously (jointly) since several items on both agendas were the same.

1. CALL MEETING TO ORDER

Chairman O'Donnell called the meeting to order at 10:06 a.m.

2. ROLL CALL

Chairman O'Donnell welcomed those in attendance and asked Virginia Mullen to call the roll. Ms. Mullen noted that a quorum was established.

Participation Committee Members Attendance:

James Taliaferro, City of Salem (participated remotely from 114 North Broad Street, Salem, VA)

Brent Robertson (Alternate for Mr. Bob Cowell), City of Roanoke (participated remotely from 215 Church Ave, Roanoke, VA)

Dan O'Donnell, Roanoke County (participated remotely from 5204 Bernard Drive, Roanoke VA)


Staff Attended Virtually: John Hull, WVRIFA Director; Sam Darby, WVRIFA Counsel; and Virginia Mullen, WVRIFA Finance/Administrative Staff.

Others Attended Virtually: Gary Larowe, Botetourt County; Ken McFadyen, Botetourt County; Luke Campbell, Botetourt County; Christopher Whitlow, Franklin County; Jill Loope, Roanoke County; Rob Light, City of Salem; Richard "Pete" Peters, Town of Vinton; Chris Burns, Balzer and Associates Inc.

3. APPROVAL OF CONSENT AGENDA ITEMS

The following Consent Agenda items were distributed earlier: (A) February 19, 2021 Participation Committee Minutes and (B) March 9, 2021 Special Called Closed Participation Committee Minutes.

ADMINISTERED BY:

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

Motion: by Jay Taliaferro to approve items (A) & (B) under the Consent Agenda, as presented. The motion was seconded by Dan O'Donnell.

WVRIFA Participation Committee Action: Roll Call Vote – Ayes 3 (O'Donnell, Robertson, Taliaferro); Nays 0; and Abstentions 0. Motion carried unanimously.

4. **PUBLIC COMMENT PERIOD**

There were no comments.

5. **PARTICIPATION COMMITTEE DUES DISCUSSION**

John Hull reported that as the capital fund is spent down, there will not be interest income or capital reserves with which to pay maintenance costs. Maintenance has to this point been paid out of the original bond issuance and its interest income. Mr. Hull noted that the Participation Committee would not need to look at this until FY23 and the information provided today does not require action. The estimates, Mr. Hull provided are listed in the PowerPoint presentation included with the minutes.

6. **GRADING PROJECT UPDATE AND POTENTIAL CHANGE OF ORDER**

John Hull reported that the project underway currently is the clearing and grading project that will bring the property to the highest level of readiness in the Virginia Business Ready Sites Program- state site certification program. Clearing is complete. There has been some discovery of rock on the site- the area is illustrated in green on page 5 of the PowerPoint presentation included with the minutes. Mr. Burns explained that there is a potential of discovering more rock. Mr. Burns reported the estimate to remove the rock from the three areas shaded in green on the presentation is about \$572,000 (approx. 26,000 cubic yards). Mr. Burns illustrated an upgraded grading plan that would avoid some rock excavation and will bring the estimate of \$572,000 down to about \$350,000. Mr. Burnes noted that at this point is not known what final grade would be required for the site. He further explained that the proposed solution is to over drill about three feet into the rock blast below the finished grade, which leaves flexibility in the future. The over blasting would be an additional \$60,000.

Mr. Hull summarized that the proposal includes design change and the initial not to exceed \$415,000 on a net basis after factoring in savings from less material overall. He noted there is potential for additional rock in the area to the north and if that is encountered the discussion would be brought back to the Authority. Mr. Hull noted the potential Woodhaven funding left after the rock change order would be about \$556,000.

Mr. Dan O'Donnell asked Mr. Hull to provide a schedule of the anticipated upcoming work and to notify the neighborhood even though the work should not be that disruptive.

Motion: by Jay Taliaferro to recommend to the WVRIFA Board to authorize the executive director to proceed with the proposal, as described. The motion was seconded by Dan O'Donnell.

ADMINISTERED BY:

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

WVRIFA Participation Committee Action: Roll Call Vote – Ayes 3 (O'Donnell, Robertson, Taliaferro); Nays 0; and Abstentions 0. Motion carried unanimously.

7. OTHER PROJECT UPDATES

John Hull updated the group with the following schedule:

Clearing:	Completed
Grubbing:	Completed
Stump Grinding:	Through June
Grading of Site:	May through September
Seeding:	September/October

8. OTHER BUSINESS

Mr. Hull reported that Robinson Cox sent an audit engagement letter that will be distributed to members via email and included with the minutes. The letter serves as a required notice that the audit will proceed in July/August and is part of the audit process.

Chair O'Donnell updated the group that a phone conference is scheduled for next week, that includes himself, Jill Loope, Bob Cowell, John Hull, and Joyce Waugh of the Roanoke Regional Chamber of Commerce. The purpose is to get the word out to senators that the project is well along and is shovel ready and to emphasize its importance.

9. ADJOURNMENT OF THE WVRIFA PARTICIPATION COMMITTEE

The WVRIFA Participation Committee Meeting adjourned at 10:43 a.m.



Virginia Mullen, Recording Secretary
WVRIFA Participation Committee

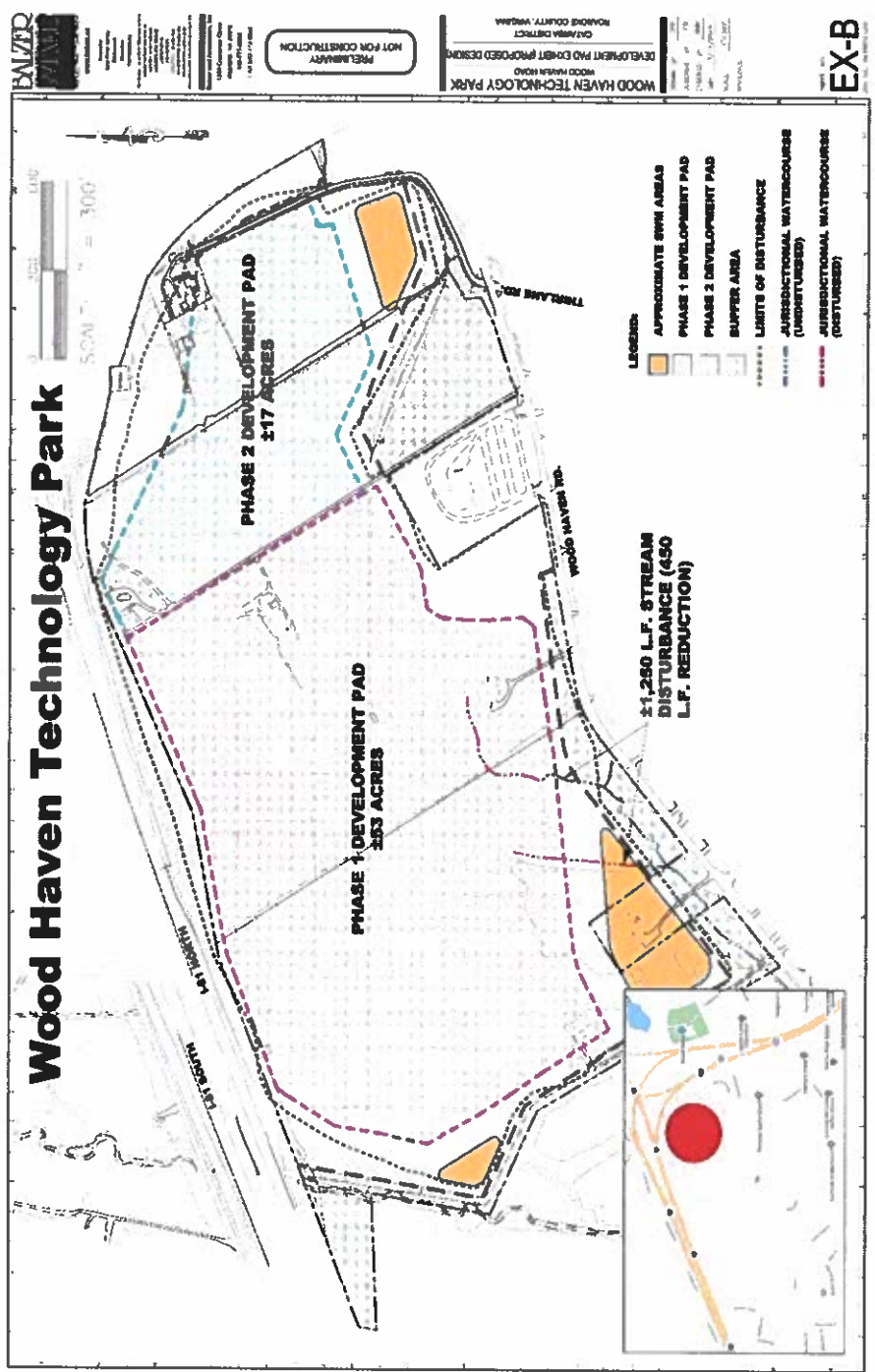
ADMINISTERED BY:

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**WESTERN VIRGINIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY**

WVRIFA Project Update

5.21.2021



PARTICIPATION COMMITTEE DUES DISCUSSION

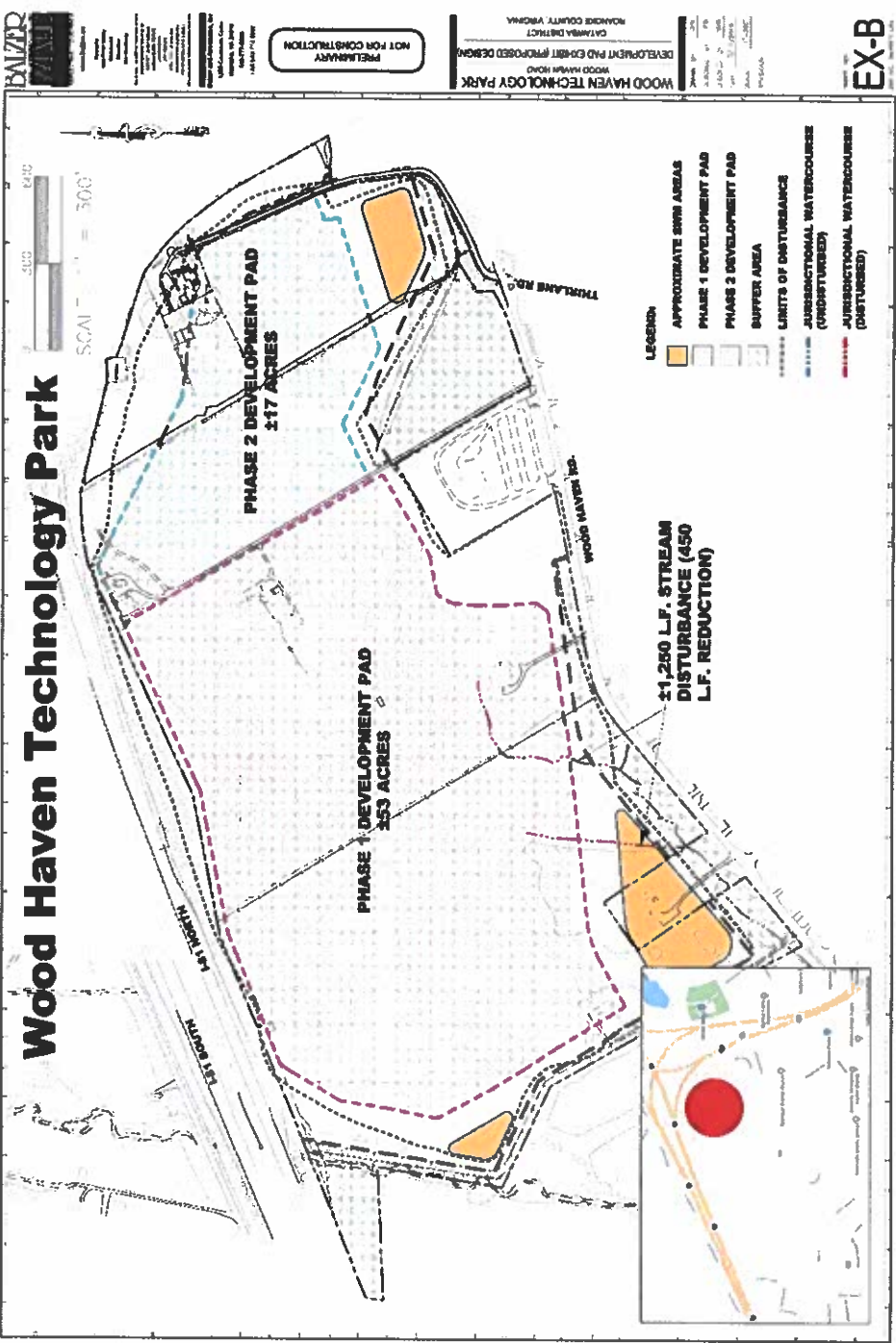
Wood Haven Annual Expenses

	Annual
Sign Electricity	\$ 400.00
Mowing	\$ 4,000.00
Landscape Maintenance	\$ 5,000.00
Marketing	\$ 7,500.00
Other Repairs/Maintenance	\$ 5,100.00
Misc. Expenses	\$ 3,000.00
Total Annual Costs	\$ 25,000.00

Per Capita Breakdown

City of Roanoke	\$ 11,050.00
Roanoke County	\$ 11,050.00
City of Salem	\$ 2,900.00
Total Annual Costs	\$ 25,000.00


PARTICIPATION COMMITTEE DUES DISCUSSION



GRADING PROJECT UPDATE





- 
- Design Change
 - Initial Not to Exceed of \$415,000
 - Potential for Additional Rock in Area to North
 - Will Revisit with PC/Authority

PROPOSAL

Clearing:
Grubbing:
Stump Grinding:
Grading of Site:
Seeding:

Completed
Completed
Through June
May through September
September/October

SCHEDULE

- Audit Engagement Letter

OTHER BUSINESS

An aerial photograph of a city at dusk or dawn. The city lights are visible, and the sky is a deep blue with scattered white clouds. In the background, there are dark, silhouetted mountains. A logo for the Western Virginia Regional Industrial Facility Authority is overlaid on the left side of the image. The logo consists of a white rounded rectangle with a red, yellow, and green horizontal stripe at the bottom. The text "WESTERN VIRGINIA" is in a large, bold, black font, and "REGIONAL INDUSTRIAL FACILITY AUTHORITY" is in a smaller, bold, black font below it.

WESTERN VIRGINIA
REGIONAL INDUSTRIAL FACILITY AUTHORITY



ROBINSON, FARMER, COX ASSOCIATES, PLLC
Certified Public Accountants

May 20, 2021

Western Virginia Regional Industrial Facility Authority
Attn: Board of Directors and John Hull, Executive Director
P.O. Box 2569
Roanoke Virginia 24010-2569

Dear Board Members and Mr. Hull:

We are pleased to confirm our understanding of the services we are to provide the Western Virginia Regional Industrial Facility Authority for the year ended June 30, 2021. We will audit the financial statements of the business-type activities, including the related notes to the financial statements, which collectively comprise the basic financial statements of the Western Virginia Regional Industrial Facility Authority as of and for the year ended June 30, 2021. Accounting standards generally accepted in the United States of America provide for certain required supplementary information (RSI), such as management's discussion and analysis (MD&A), to supplement the Western Virginia Regional Industrial Facility Authority's basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. As part of our engagement, we will apply certain limited procedures to the Western Virginia Regional Industrial Facility Authority's RSI in accordance with auditing standards generally accepted in the United States of America. These limited procedures will consist of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We will not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance. The following RSI is required by U.S. generally accepted accounting principles and will be subjected to certain limited procedures, but will not be audited:

- Management's Discussion and Analysis, if prepared

Audit Objectives

The objective of our audit is the expression of opinions as to whether your financial statements are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles and to report on the fairness of the supplementary information referred to in the second paragraph when considered in relation to the financial statements as a whole. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America and the standards for financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and will include tests of the accounting records of the Western Virginia Regional Industrial Facility Authority and other procedures we consider necessary to enable us to express such opinions. We will issue a written report upon completion of our audit of the Western Virginia Regional Industrial Facility Authority's financial statements. Our report will be addressed to the Board of Directors of the Western Virginia Regional Industrial Facility Authority. We cannot provide assurance that unmodified opinions will be expressed. Circumstances may arise in which it is necessary for us to modify our opinions or add emphasis-of-matter or other-matter paragraphs. If our opinions are other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or issue reports, or may withdraw from this engagement.

BLACKSBURG OFFICE:
108 South Park Drive
Blacksburg, Virginia 24060
(540) 552-7322

CONTACT:
Corbin Stone, CPA, MBA
Managing Director
cstone@rfca.com

We will also provide a report (that does not include an opinion) on internal control related to the financial statements and compliance with the provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a material effect on the financial statements as required by *Government Auditing Standards*. The report on internal control and on compliance and other matters will include a paragraph that states (1) that the purpose of the report is solely to describe the scope of testing of internal control and compliance, and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control on compliance, and (2) that the report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. The paragraph will also state that the report is not suitable for any other purpose. If during our audit we become aware that the Western Virginia Regional Industrial Facility Authority is subject to an audit requirement that is not encompassed in the terms of this engagement, we will communicate to management and those charged with governance that an audit in accordance with U.S. generally accepted auditing standards and the standards for financial audits contained in *Government Auditing Standards* may not satisfy the relevant legal, regulatory, or contractual requirements.

Audit Procedures—General

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We will plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the government or to acts by management or employees acting on behalf of the government. Because the determination of waste and abuse is subjective, *Government Auditing Standards* do not expect auditors to perform specific procedures to detect waste or abuse in financial audits nor do they expect auditors to provide reasonable assurance of detecting waste and abuse.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, an unavoidable risk exists that some material misstatements may exist and not be detected by us, even though the audit is properly planned and performed in accordance with U.S. generally accepted auditing standards and *Government Auditing Standards*. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform the appropriate level of management of any material errors, fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to later periods for which we are not engaged as auditors.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include tests of the physical existence of inventories, and direct confirmation of receivables and certain other assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will request written representations from your attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will require certain written representations from you about your responsibilities for the financial statements; compliance with laws, regulations, contracts, and grant agreements; and other responsibilities required by generally accepted auditing standards.

Audit Procedures—Internal Control

Our audit will include obtaining an understanding of the government and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. Tests of controls may be performed to test the effectiveness of certain controls that we consider relevant to preventing and detecting errors and fraud that are material to the financial statements and to preventing and detecting misstatements resulting from illegal acts and other noncompliance matters that have a direct and material effect on the financial statements. Our tests, if performed, will be less in scope than would be necessary to render an opinion on internal control and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to *Government Auditing Standards*.

An audit is not designed to provide assurance on internal control or to identify significant deficiencies or material weaknesses. Accordingly, we will express no such opinion. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards and *Government Auditing Standards*.

Audit Procedures—Compliance

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of the Western Virginia Regional Industrial Facility Authority's compliance with the provisions of applicable laws, regulations, contracts, agreements, and grants. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion in our report on compliance issued pursuant to *Government Auditing Standards*.

Other Services

We will also assist in preparing the financial statements and related notes of the Western Virginia Regional Industrial Facility Authority in conformity with U.S. generally accepted accounting principles based on information provided by you. These nonaudit services do not constitute an audit under *Government Auditing Standards* and such services will not be conducted in accordance with *Government Auditing Standards*. We will perform the services in accordance with applicable professional standards. The other services are limited to the financial statement services previously defined. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities.

Management Responsibilities

Management is responsible for designing, implementing, establishing, and maintaining effective internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, and for evaluating and monitoring ongoing activities to help ensure that appropriate goals and objectives are met; following laws and regulations; and ensuring that management and financial information is reliable and properly reported. Management is also responsible for implementing systems designed to achieve compliance with applicable laws, regulations, contracts, and grant agreements. You are also responsible for the selection and application of accounting principles, for the preparation and fair presentation of the financial statements and all accompanying information in conformity with U.S. generally accepted accounting principles, and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements.

Management is also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, including identification of all related parties and all related-party relationships and transactions, (2) additional information that we may request for the purpose of the audit, and (3) unrestricted access to persons within the government from whom we determine it necessary to obtain audit evidence.

Your responsibilities include adjusting the financial statements to correct material misstatements and for confirming to us in the written representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements of each opinion unit taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the government involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the government complies with applicable laws, regulations, contracts, agreements, and grants and for taking timely and appropriate steps to remedy fraud and noncompliance with provisions of laws, regulations, or contracts or grant agreements that we report.

You are responsible for the preparation of the supplementary information, which we have been engaged to report on, in conformity with U.S. generally accepted accounting principles. You agree to include our report on the supplementary information in any

document that contains and indicates that we have reported on the supplementary information. You also agree to include the audited financial statements with any presentation of the supplementary information that includes our report thereon. Your responsibilities include acknowledging to us in the written representation letter that (1) you are responsible for presentation of the supplementary information in accordance with GAAP; (2) you believe the supplementary information, including its form and content, is fairly presented in accordance with GAAP; (3) the methods of measurement or presentation have not changed from those used in the prior period (or, if they have changed, the reasons for such changes); and (4) you have disclosed to us any significant assumptions or interpretations underlying the measurement or presentation of the supplementary information.

Management is responsible for establishing and maintaining a process for tracking the status of audit findings and recommendations. Management is also responsible for identifying and providing report copies of previous financial audits, attestation engagements, performance audits or other studies related to the objectives discussed in the Audit Objectives section of this letter. This responsibility includes relaying to us corrective actions taken to address significant findings and recommendations resulting from those audits, attestation engagements, performance audits, or other studies. You are also responsible for providing management's views on our current findings, conclusions, and recommendations, as well as your planned corrective actions, for the report, and for the timing and format for providing that information.

You agree to assume all management responsibilities relating to the financial statements and related notes and any other nonaudit services we provide. You will be required to acknowledge in the management representation letter our assistance with preparation of the financial statements and related notes and that you have reviewed and approved the financial statements and related notes prior to their issuance and have accepted responsibility for them. Further, you agree to oversee the nonaudit services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of those services; and accept responsibility for them.

Engagement Administration, Fees, and Other

We understand that your employees will prepare all cash, accounts receivable, or other confirmations we request and will locate any documents selected by us for testing.

We will provide copies of our reports to the Western Virginia Regional Industrial Facility Authority; however, management is responsible for distribution of the reports and the financial statements. Unless restricted by law or regulation, or containing privileged and confidential information, copies of our reports are to be made available for public inspection.

The audit documentation for this engagement is the property of Robinson, Farmer, Cox Associates and constitutes confidential information. However, subject to applicable laws and regulations, audit documentation and appropriate individuals will be made available upon request and in a timely manner to the Virginia State Auditor of Public Accounts or its designee, a federal agency providing direct or indirect funding, or the U.S. Government Accountability Office for purposes of a quality review of the audit, to resolve audit findings, or to carry out oversight responsibilities. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of Robinson, Farmer, Cox Associates personnel. Furthermore, upon request, we may provide copies of selected audit documentation to the aforementioned parties. These parties may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

The audit documentation for this engagement will be retained for a minimum of five years after the report release date or for any additional period requested by the Virginia State Auditor of Public Accounts. If we are aware that a federal awarding agency or auditee is contesting an audit finding, we will contact the party(ies) contesting the audit finding for guidance prior to destroying the audit documentation.

We expect to begin our audit on approximately August 9, 2021 and to issue our reports no later than September 30, 2021. Corbin C. Stone, CPA is the engagement partner and is responsible for supervising the engagement and signing the reports or authorizing another individual to sign them.

Our fee for these services for the fiscal year ending June 30, 2021 shall not exceed \$7,600. This fee is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. If

significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs.

We appreciate the opportunity to be of service to the Western Virginia Regional Industrial Facility Authority and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us.

Very truly yours,

ROBINSON, FARMER, COX ASSOCIATES



Corbin C. Stone
Certified Public Accountant
Member

This letter correctly sets forth the understanding of the Western Virginia Regional Industrial Facility Authority.

Management signature: _____

Title: _____

Governance signature: _____

Title: _____