

**BOARD OF DIRECTORS' MEETING**

**of the Western Virginia Regional Industrial Facility Authority**

Friday, August 18, 2023 at 10:00 a.m.

Roanoke Valley – Alleghany Regional Commission (Top Floor Conference Room)  
313 Luck Ave., SW, Roanoke, VA 24016

*Note: The August 18<sup>th</sup> meeting will be a Joint Meeting with the WVRIFA Participation Committee (both meetings will be held in conjunction with each other on the same date, time and location.)*

**REVISED AGENDA**

1. Welcome, Call to Order ..... Chair Larrowe
2. Roll Call ..... Virginia Mullen
3. **Action Requested:** Approval of Consent Agenda Items..... Chair Larrowe
  - A. Approval of Agenda
  - B. May 19, 2023 WVRIFA Board Minutes, pp. 3 – 4
  - C. Financial Reports Ending June 30, 2023, pp. 5 – 9
  - D. Audit Engagement Letter, pp. 10 – 15
4. Public Comment Period ..... Chair Larrowe

*The WVRIFA Board will allow a 30-minute public comment period in which a citizen may sign-up for up to three (3) minutes of speaking time.*
5. Project Update .....John Hull
6. Other Business ..... Chair Larrowe
7. Request for Closed Meeting, p. 16 ..... Chair Larrowe

*Pursuant to Section 2.2-3711 A. 3. of the Code of Virginia, 1950, as amended, for the purpose of discussion or consideration of acquisition of real property for a public purpose, or of the disposition of publicly held real property where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.*
8. End of Closed Mtg., Reconvene Regular Participation Committee Mtg. .... Chair Larrowe

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**ADMINISTERED BY:**

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

- 9. Adoption of Certification of Resolution of Closed Meeting, p. 17 ..... *Chair Larrowe*
- 10. Action by the WVRIFA Board as a Result of the Closed Meeting ..... *Chair Larrowe*
- 11. Adjournment ..... *Chair Larrowe*

## **MINUTES**

The May meeting of the Western Virginia Regional Industrial Facility Authority (WVRIFA) Board was held on Friday, May 19, 2023 at 10 a.m. at the Roanoke Higher Education Center (Room #212), 108 N Jefferson Street, Roanoke VA.

**NOTE:** *The May 19, 2023 Meetings of the WVRIFA Board of Directors and the WVRIFA Participation Committee were held simultaneously (jointly) since several items on both agendas were the same.*

### **1. CALL MEETING TO ORDER**

Chair Larrowe called the WVRIFA Board of Directors' Meeting to order at 10:00 a.m.

### **2. ROLL CALL**

Chair Larrowe asked Virginia Mullen to call the roll of the WVRIFA Board. Ms. Mullen reported that a quorum was established.

Board Members Present: Gary Larrowe, Botetourt County; Ken McFadyen, Botetourt County; Michael Burnette, Franklin County; Richard Caywood, Roanoke County; Doug Blount, Roanoke County; Brent Robertson, City of Roanoke; Marc Nelson; City of Roanoke; James Taliaferro, City of Salem; Cody Sexton, Town of Vinton.

Others Present: Luke Campbell, Botetourt County.

Staff Present: John Hull, WVRIFA Director; Matt Miller, Roanoke Regional Partnership; Sam Darby, WVRIFA Counsel; Sherry Dean and Virginia Mullen, WVRIFA Finance/Administrative Staff.

### **3. ACTION REQUESTED: APPROVAL OF THE CONSENT AGENDA ITEMS**

The following consent agenda items were distributed earlier: (A) May 19, 2023 WVRIFA Board Agenda and (B) April 21, 2023 WVRIFA Board Minutes.

**Motion:** by James Taliaferro to approve the consent agenda items (A), and (B), as presented. The motion was seconded by Michael Burnette.

#### **ADMINISTERED BY:**

Roanoke Valley-Alleghany Regional Commission  
313 Luck Avenue, SW, Roanoke, VA 24016  
[info@wvrifa.org](mailto:info@wvrifa.org) / [www.wvrifa.org](http://www.wvrifa.org)

**WVRIFA Board Action:** Motion carried unanimously.

4. **PUBLIC COMMENT PERIOD**

There were no comments.

5. **ACTION REQUESTED: ACCEPTANCE OF THE BUSINESS READY SITE PROGRAM (BRSP) GRANT CONTRACT**

**A. Original BRSP Contract**

**B. Redline Version with Proposed Changes and VEDP Comments to the BRSP Contract**

Mr. John Hull reported that the original BRSP contract and the redline version with proposed changes and VEDP Comments to the BRSP were previously distributed with the agenda packet. Mr. Hull explained that the two comments in the redline version of the document have been addressed by VEDP via email and the email responses are satisfactory to WVRIFA's expectations.

**Motion:** by Richard Caywood to approve the the WVRIFA Participation Committee's recommendation of acceptance of the VEDP grant contract with the email comments and clause agreements, received from VEDP. The motion was seconded by James Taliaferro.

**WVRIFA Board Action:** Roll call vote: Ayes – 9 (Larowe, McFadyen, Burnette, Caywood, Blount, Robertson, Nelson, Taliaferro, Sexton); Nays – 0; Abstentions – 0. Motion carried unanimously.

6. **OTHER BUSINESS**

No other business was discussed.

7. **ADJOURNMENT OF THE WVRIFA BOARD OF DIRECTORS' MEETING**

The WVRIFA Board of Directors' meeting adjourned at 10:11 a.m.

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Richard Caywood, Secretary  
WVRIFA Board of Directors

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Attest

**ADMINISTERED BY:**

Roanoke Valley-Alleghany Regional Commission  
313 Luck Avenue, SW, Roanoke, VA 24016  
[info@wvrifa.org](mailto:info@wvrifa.org) / [www.wvrifa.org](http://www.wvrifa.org)

**Western Virginia Regional Industrial Facility Authority**  
**As of June 30, 2023**  
**Statement of Cash Balances**

Operating Fund	\$	45,264	
Woodhaven Project	\$	<u>727,840</u>	includes Bond loan pmt cash rec'd
Total Cash	\$	<u><u>773,104</u></u>	

**Western Virginia Regional Industrial Facility Authority**  
**FY2023 (7/1/22-6/30/23)**  
**Operating Fund Locality Due Payment Summary**

<b>Revenue</b>	<b>FY2023</b>	<b>Paid as</b>	
<i>Member Dues</i>	<b>Budget</b>	<b>of 6/30/23</b>	<b>Remainder Due</b>
* Botetourt County	\$ 6,089.00	\$ 6,089.00	\$ -
*** Franklin County	\$ 9,873.50	\$ 9,873.50	\$ -
** Roanoke City	\$ 18,126.17	\$ 13,594.62	\$ 4,531.55
*** Roanoke County	\$ 16,106.95	\$ 16,106.95	\$ -
** Salem City	\$ 4,593.75	\$ 3,445.32	\$ 1,148.43
*** Town of Vinton	\$ 1,460.63	\$ 1,460.63	\$ -
<b>Total Revenue</b>	<b>\$ 56,250.00</b>	<b>\$ 50,570.02</b>	<b>\$ 5,679.98</b>

Invoices Outstanding:

Botetourt County	\$ -
Franklin County	\$ -
Roanoke City	\$ 4,531.55 paid July
Roanoke County	\$ -
Salem City	\$ 1,148.43 paid July
Town of Vinton	\$ -

Invoiced outstanding 6/30/23	<u>\$ 5,679.98</u>
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Total Revenue Recorded/Accrued as of 6/30/23	\$ 56,250.00
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- \* pays biannual
- \*\* pays quarterly
- \*\*\* pays all at one time

**Western Virginia Regional Industrial Facility Authority  
 FY2023 (7/1/22-6/30/23)  
 Woodhaven Project Dues Locality Payment Summary**

<b>Revenue</b>	<b>FY2023</b>	<b>Paid as</b>	
<i>Member Dues</i>	<b>Budget</b>	<b>of 6/30/23</b>	<b>Remainder Due</b>
** Roanoke City	\$ 11,050.00	\$ 8,287.50	\$ 2,762.50
*** Roanoke County	\$ 11,050.00	\$ 11,050.00	\$ -
** Salem City	\$ 2,900.00	\$ 2,175.00	\$ 725.00
	\$ -	\$ -	\$ -
<b>Total Revenue</b>	<b>\$ 25,000.00</b>	<b>\$ 21,512.50</b>	<b>\$ 3,487.50</b>

Invoices Outstanding:

Roanoke City	\$ 2,762.50	paid in July
Roanoke County	\$ -	
Salem City	\$ 725.00	paid in July

Invoiced outstanding 6/30/23	<u>\$ 3,487.50</u>
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Total Revenue Recorded/Accrued as of 6/30/23	\$ 25,000.00
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\*\* pays quarterly

\*\*\* pays all at one time

Western Virginia Regional Industrial Facility Authority  
Profit & Loss Budget vs. Actual  
July 2022 through June 2023

	Debt Fund				Operating				Woodhaven			
	Jul '22 - Jun 23	Budget	\$ Over Budget	% of Budget	Jul '22 - Jun 23	Budget	\$ Over Budget	% of Budget	Jul '22 - Jun 23	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense												
Income												
Grants												
VBRSF Site Development	0.00				0.00				75,000.00	75,000.00	0.00	100.0%
Total Grants	0.00				0.00				75,000.00	75,000.00	0.00	100.0%
Investments												
Interest-Savings, Short-term CD	0.00				0.00				21,579.65	14,000.00	7,579.65	154.14%
Total Investments	0.00				0.00				21,579.65	14,000.00	7,579.65	154.14%
Locality Support Revenue	830,055.40	829,747.86	307.54	100.04%	56,250.00	56,250.00	0.00	100.0%	25,000.00	25,000.00	0.00	100.0%
Total Income	830,055.40	829,747.86	307.54	100.04%	56,250.00	56,250.00	0.00	100.0%	121,579.65	114,000.00	7,579.65	106.65%
Expense												
Contract Services												
Accounting Fees	0.00				7,690.00	7,800.00	-110.00	98.59%	0.00			
Engineering	0.00				0.00				11,864.50	12,000.00	-135.50	98.87%
Landscaping	0.00				0.00				75,500.00	75,500.00	0.00	100.0%
Legal Fees	0.00				1,445.68	2,500.00	-1,054.32	57.83%	2,180.82	1,770.00	410.82	123.21%
Performance Bond	0.00				0.00				0.00	3,000.00	-3,000.00	0.0%
Total Contract Services	0.00				9,135.68	10,300.00	-1,164.32	88.7%	89,545.32	92,270.00	-2,724.68	97.05%
Facilities and Equipment												
Property Maintenance	0.00				0.00				8,250.00	7,300.00	950.00	113.01%
Rent, Parking, Utilities	0.00				0.00				127.53	200.00	-72.47	63.77%
Total Facilities and Equipment	0.00				0.00				8,377.53	7,500.00	877.53	111.7%
Insurance	0.00				0.00	0.00	0.00	0.0%	0.00			
Operations												
Roanoke Reg. Partnership Staff	0.00				19,064.00	19,064.00	0.00	100.0%	0.00			
RVARC Staff	0.00				24,999.96	25,000.00	-0.04	100.0%	0.00			
Supplies	0.00				0.00	375.00	-375.00	0.0%	0.00			
Telephone, Telecommunications	0.00				183.50				183.50			
Total Operations	0.00				44,247.46	44,439.00	-191.54	99.57%	183.50			
Other Types of Expenses												
Bond Loan Interest Expense	260,055.40	259,747.86	307.54	100.12%	0.00				0.00			
Insurance - Liability, D and O	0.00				870.00	910.00	-40.00	95.6%	0.00			
Marketing	0.00				0.00				0.00	0.00	0.00	0.0%
Misc. Expenses	0.00				0.00				0.00	500.00	-500.00	0.0%
Technical Assistance	0.00				0.00	601.00	-601.00	0.0%	0.00			
Total Other Types of Expenses	260,055.40	259,747.86	307.54	100.12%	870.00	1,511.00	-641.00	57.58%	0.00	500.00	-500.00	0.0%
Total Expense	260,055.40	259,747.86	307.54	100.12%	54,253.14	56,250.00	-1,996.86	96.45%	98,106.35	100,270.00	-2,163.65	97.84%
Net Ordinary Income	570,000.00	570,000.00	0.00	100.0%	1,996.86	0.00	1,996.86	100.0%	23,473.30	13,730.00	9,743.30	170.96%
Net Income	570,000.00	570,000.00	0.00	100.0%	1,996.86	0.00	1,996.86	100.0%	23,473.30	13,730.00	9,743.30	170.96%

\* bond loan principle paid



**Western Virginia Regional Industrial Facility Authority**  
**Statement of Financial Position**  
As of June 30, 2023

	<u>Jun 30, 23</u>	<u>Jun 30, 22</u>	<u>\$ Change</u>	<u>% Change</u>
<b>ASSETS</b>				
<b>Current Assets</b>				
<b>Checking/Savings</b>				
LGIP Investment Cash Woodhaven	541,844.91	595,265.26	-53,420.35	-8.97%
Union Bank Bond Cash Woodhaven	185,995.74	126,529.88	59,465.86	47.0%
Union WVRIFA Operating	45,263.54	44,473.80	789.74	1.78%
<b>Total Checking/Savings</b>	<u>773,104.19</u>	<u>766,268.94</u>	<u>6,835.25</u>	<u>0.89%</u>
<b>Accounts Receivable</b>				
Accounts Receivable	23,786.90	15,475.66	8,311.24	53.71%
<b>Total Accounts Receivable</b>	<u>23,786.90</u>	<u>15,475.66</u>	<u>8,311.24</u>	<u>53.71%</u>
<b>Other Current Assets</b>				
Accrued Receivables	3,863,001.91	3,862,930.57	71.34	0.0%
Prepaid Expense	940.00	870.00	70.00	8.05%
<b>Total Other Current Assets</b>	<u>3,863,941.91</u>	<u>3,863,800.57</u>	<u>141.34</u>	<u>0.0%</u>
<b>Total Current Assets</b>	<u>4,660,833.00</u>	<u>4,645,545.17</u>	<u>15,287.83</u>	<u>0.33%</u>
<b>Fixed Assets</b>				
Land-WoodHaven	5,842,017.18	5,842,017.18	0.00	0.0%
<b>Total Fixed Assets</b>	<u>5,842,017.18</u>	<u>5,842,017.18</u>	<u>0.00</u>	<u>0.0%</u>
<b>TOTAL ASSETS</b>	<u><u>10,502,850.18</u></u>	<u><u>10,487,562.35</u></u>	<u><u>15,287.83</u></u>	<u><u>0.15%</u></u>
<b>LIABILITIES &amp; EQUITY</b>				
<b>Liabilities</b>				
<b>Current Liabilities</b>				
<b>Accounts Payable</b>				
Accounts Payable	367.00	3,224.02	-2,857.02	-88.62%
<b>Total Accounts Payable</b>	<u>367.00</u>	<u>3,224.02</u>	<u>-2,857.02</u>	<u>-88.62%</u>
<b>Other Current Liabilities</b>				
Accrued Payable	0.00	15.15	-15.15	-100.0%
Bond Interest Payable	115,526.95	122,293.35	-6,766.40	-5.53%
Deferred Revenue	9,284.16	9,827.92	-543.76	-5.53%
<b>Total Other Current Liabilities</b>	<u>124,811.11</u>	<u>132,136.42</u>	<u>-7,325.31</u>	<u>-5.54%</u>
<b>Total Current Liabilities</b>	<u>125,178.11</u>	<u>135,360.44</u>	<u>-10,182.33</u>	<u>-7.52%</u>
<b>Long Term Liabilities</b>				
Revenue Bond Payable	9,732,000.00	10,302,000.00	-570,000.00	-5.53%
<b>Total Long Term Liabilities</b>	<u>9,732,000.00</u>	<u>10,302,000.00</u>	<u>-570,000.00</u>	<u>-5.53%</u>
<b>Total Liabilities</b>	<u>9,857,178.11</u>	<u>10,437,360.44</u>	<u>-580,182.33</u>	<u>-5.56%</u>
<b>Equity</b>				
Retained Earnings	50,201.91	54,104.55	-3,902.64	-7.21%
Net Income	595,470.16	-3,902.64	599,372.80	15,358.14%
<b>Total Equity</b>	<u>645,672.07</u>	<u>50,201.91</u>	<u>595,470.16</u>	<u>1,186.15%</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>10,502,850.18</u></u>	<u><u>10,487,562.35</u></u>	<u><u>15,287.83</u></u>	<u><u>0.15%</u></u>



CPAs | CONSULTANTS

# ROBINSON, FARMER, COX ASSOCIATES, PLLC

*Certified Public Accountants*

June 16, 2023

Western Virginia Regional Industrial Facility Authority  
Attn: Board Members and  
Sherry Dean, Finance Director  
P.O. Box 2569  
Roanoke Virginia 24010-2569

Dear Board Members and Mrs. Dean:

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, 2023.

### Audit Scope and Objectives

We will audit the financial statements of the business-type activities and the disclosures, which collectively comprise the basic financial statements of the Western Virginia Regional Industrial Facility Authority as of and for the year ended June 30, 2023. Accounting standards generally accepted in the United States of America (GAAP) 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 (GAAS). 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 appropriate evidence to express an opinion or provide any assurance. The following RSI is required by GAAP and will be subjected to certain limited procedures, but will not be audited:

- 1) Management’s Discussion and Analysis, if prepared

The objectives of our audit are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error; issue an auditor’s report that includes our opinion about whether your financial statements are fairly presented, in all material respects, in conformity with GAAP; and 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. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment of a reasonable user made based on the financial statements.

The objectives also include reporting on internal control over financial reporting and compliance with provisions of laws, regulations, contracts, and award agreements, noncompliance with which could have a material effect on the financial statements in accordance with *Government Auditing Standards*.

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

We will conduct our audit in accordance with GAAS, the standards for financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States and the *Specifications for Audits of Authorities, Boards and Commissions* issued by the Auditor of Public Accounts of the Commonwealth of Virginia 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. As part of an audit in accordance with GAAS and *Government Auditing Standards*, we exercise professional judgment and maintain professional skepticism throughout the audit.

We will evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management. We will also evaluate the overall presentation of the financial statements, including the disclosures, and determine whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. 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 or 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, there is an unavoidable risk that some material misstatements may not be detected by us, even though the audit is properly planned and performed in accordance with GAAS 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 any later periods for which we are not engaged as auditors.

In connection with this engagement, we may communicate with you or others via email transmission. As emails can be intercepted and read, disclosed, or otherwise used or communicated by an unintended third party, or may not be delivered to each of the parties to whom they are directed and only to such parties, we cannot guarantee or warrant that emails from us will be properly delivered and read only by the addressee. Therefore, we specifically disclaim and waive any liability or responsibility whatsoever for interception or unintentional disclosure of emails transmitted by us in connection with the performance of this engagement. In that regard, you agree that we shall have no liability for any loss or damage to any person or entity resulting from the use of email transmissions, including any consequential, incidental, direct, indirect, or special damages, such as loss of revenues or anticipated profits, or disclosure or communication of confidential or proprietary information.

We will also conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the government's ability to continue as a going concern for a reasonable period of time.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, tests of the physical existence of inventories, and direct confirmation of receivables and certain assets and liabilities by correspondence with selected customers, creditors, and financial institutions. We will also request written representations from your attorneys as part of the engagement.

We have identified the following significant risk(s) of material misstatement as part of our audit planning:

- According to GAAS, significant risks include management override of controls, and GAAS presumes that revenue recognition is a significant risk. Accordingly, we have considered these as significant risks.

- Risk related to identifying all adjusting entries necessary to present the financial statements in accordance with current reporting standards.

It is noted that the identified risks are based on the prior period audit and audit planning has not been concluded for the current year; therefore, modifications to significant risks may be necessary.

Our audit of financial statements does not relieve you of your responsibilities.

#### **Audit Procedures—Internal Control**

We will obtain an understanding of the government and its environment, including the system of internal control, sufficient to identify and assess the risks of material misstatement of the financial statements, whether due to error or fraud, and to design and perform audit procedures responsive to those risks and obtain evidence that is sufficient and appropriate to provide a basis for our opinions. 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*. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control. 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**

##### ***Financial Statement Preparation***

We will also assist in preparing the financial statements and related notes of the Western Virginia Regional Industrial Facility Authority in conformity with accounting principles generally accepted in the United States of America 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 and other nonaudit services provided. 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.

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.

## Responsibilities of Management for the Financial Statements

Our audit will be conducted on the basis that you acknowledge and understand your responsibility 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 accounting principles generally accepted in the United States of America with the oversight of those charged with governance, and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements.

Management is responsible for making drafts of financial statements, all financial records, and related information available to us and for the accuracy and completeness of that information (including information from outside of the general and subsidiary ledgers). 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, such as records, documentation, identification of all related parties and all related-party relationships and transactions, and other matters; (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. 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 GAAS and *Government Auditing Standards*.

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 accounting principles generally accepted in the United States of America (GAAP). 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.

With regard to publishing the financial statements on your website, you understand that websites are a means of distributing information and, therefore, we are not required to read the information contained in those sites or to consider the consistency of other information on the website with the original document.

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 Scope and 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.

#### **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.

As an attest client, Robinson, Farmer, Cox Associates cannot retain your documents on your behalf. This is in accordance with the ET 1.295.143 of the *AICPA Code of Professional Conduct*. The Western Virginia Regional Industrial Facility Authority is responsible for maintaining its own data and records.

Our ShareFile and Engagement Organizer are used solely as a method of exchanging information and are not intended to store the Western Virginia Regional Industrial Facility Authority's information. At the end of the engagement, Robinson, Farmer, Cox Associates will provide the Western Virginia Regional Industrial Facility Authority with a copy (in an agreed-upon format) of deliverables and data related to the engagement.

Upon completion of the engagement, data and other content will either be removed from the ShareFile and Engagement Organizer portals or become unavailable to Robinson, Farmer, Cox Associates within a reasonable time frame as determined by our internal record retention policy.

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 Auditor of Public Accounts or its designee, a federal agency providing direct or indirect funding, or the U.S. Government Accountability Office for the 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 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.

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. We expect to begin our audit on approximately August 7, 2023 and to issue our reports no later than October 31, 2023.

Our fee for services will be \$8,100. The aforementioned 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.

**Reporting**

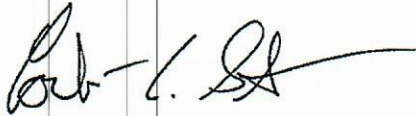
We will issue a written report upon completion of our audit of the Western Virginia Regional Industrial Facility Authority's financial statements. Our report will be addressed to the Board of Directors of the Western Virginia Regional Industrial Facility Authority. Circumstances may arise in which our report may differ from its expected form and content based on the results of our audit. Depending on the nature of these circumstances, it may be necessary for us to modify our opinions, add a separate section, or add an emphasis-of-matter or other-matter paragraph to our auditor's report, or if necessary, withdraw from this engagement. 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 we may withdraw from this engagement.

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 state (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 report 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.

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 attached copy and return it to us.

Very truly yours,

ROBINSON, FARMER, COX ASSOCIATES



Corbin C. Stone  
Certified Public Accountant  
Member

**RESPONSE:**

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

Management signature:  \_\_\_\_\_

Title: Executive Director

Governance signature:  \_\_\_\_\_

Title: Board Chair

# WESTERN VIRGINIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

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August 17, 2023

Dear WVRIFA Board Members:

This is to request a Closed Meeting during the next scheduled meeting of the WVRIFA Board on Friday, August 18, 2023 at 10:00 a.m. at the Roanoke Valley-Alleghany Regional Commission (Top Floor Conference Room), 313 Luck Ave., SW, Roanoke, VA 24016.

The Closed Meeting is in pursuant to Section 2.2-3711 A. 3. of the Code of Virginia, 1950, as amended, for the purpose of discussion or consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.

Sincerely,

Gary Larrowe  
Chair  
WVRIFA Board



**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 18<sup>th</sup> day of August, 2023*

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