1. **Roll Call and Agenda Approval**

Chairman Biggs called the meeting of the Authority to order at 4:35 p.m. at the New River Valley Competitiveness Center, Valley Center Drive, in Pulaski County. A roll call of the Board of Directors was taken and a quorum determined with the following 12 of the 15 member governments represented: Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent (see attached).

Ms. Biggs requested approval of the agenda.

Motion: Mr. McKlarney moved the board approve the amended agenda. Mr. Irvin seconded the motion.

Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

2. **Public Comments**

No public comments were made.

3. **Approval of July 14, 2010 Minutes**

Motion: Mr. Townsend moved the Board approve the July 14, 2010 Authority meeting minutes. Mr. Irvin seconded the motion.

Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.


These reports are from the new Quick Books accounting software purchased for VA1st. In addition to the reports, the following payables for FY 2010 have been submitted for payment:

- Joe Morgan (November & December) - $5,048.03 (VA 1st share $1,762.02 - Commerce Park share $3,286.01)
- PDC Administration (November) - $1,578.58 (VA 1st share $294.09 - Commerce Park Share $1,284.49)

Motion: Mr. Meadows moved the board accept the first and second quarter treasurer’s reports. Mr. Parker seconded the motion.

Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of...
Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

5. Administrative Staff Report
   a. Program of Work Status
   An update on the adopted program is included in the minutes of this meeting. Board members had no questions or comments regarding this item.

   b. Draft Annual Report
   Approval of the annual report was requested. Submittal of the annual report to all member governments is required by Section 15.2-6403E, 1950 Code of Virginia, as amended. The one page draft annual report was included in the minutes of this meeting and sent to all board members, alternates and other interested parties. Attached to the draft were: the updated program of work status, FY10 Consolidated Annual Financial Report and Commerce Park update/marketing brochures.

   Staff will submit the annual report and attachments to local government executives/clerks once the report is approved by the board.

   Motion: Mr. McKlarney moved approve the board annual report and accept the accountant’s audit. Mr. Utt seconded the motion.

   Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

   c. Board Member Documentation Required
   The annual financial disclosure form due by January 18 was sent to all board members and alternates, along with the status of other credentials. Staff checked to confirm the appointment resolutions, oaths of office and other required credentials are current for all board members.

   Missing credentials were highlighted and needed documents were sent to both the individual member and the appointing local government. Fortunately, if the reappointment has not occurred, the current member may serve until reappointed or until a replacement is named and takes the oath of office. Since several member governments have noted intent to withdraw from the Authority, it is essential all board members and alternates have current credentials.

   d. Strategic Planning Emphasis – Organizational Structure, Workforce Resources, and Internet Gateway
   Due to staff focus on other matters and uncertainty about the status of withdrawing members, Mr. Morgan has not yet prepared recommendations to the Executive Committee for undertaking strategic planning. He anticipates more emphasis on strategic planning can occur during the next six months. A table listing the other known regional industrial facility authorities established in Virginia is included in the minutes of this meeting.
6. **Old Business**
   
   a. **Unanimous Approval of Allocation of $600,000 Excess Funds Distribution Plan**

   Included in the minutes of this meeting is the current summary of declaration of intent by all Authority members to consent to the proposed $600,000 Excess Funds Distribution Plan. All four member governments (Giles & Pulaski counties, the Town of Pearisburg, and the City of Radford) that placed conditions on the distribution plan have indicated support for the current plan. Mr. Morgan and Mr. Edwards attended the Pearisburg Council’s Finance Committee meeting earlier in the week to discuss the Town’s condition. Mr. Vittum advised the board that the Town Council removed their conditions on the distribution plan on January 10. Authorization was requested to implement the plan and distribute the excess funds accordingly.

   Mr. Townsend asked for clarification of what manner of distribution localities requested for their funds as well as the exceptions that had since been removed by the four localities. Mr. Morgan replied that members would be receiving excess dues in a variety of ways, including additional Commerce Park shares, rebates and credit against future Authority dues. Mr. Morgan also stated that all conditions had been removed, which was confirmed by the representatives of the four respective member governments present at this January 12, meeting.

   Mr. Morgan introduced Mr. Jim Guynn, legal counsel for the Authority. Mr. Guynn concurred that the well circulated notice of intent forms from all 15 member governments and adoption by 12 of 15 member governments that were in attendance at this January 12, 2011 Authority meeting will satisfy the requirements of the organizational documents, including the organizational agreement, by-laws and authorizing legislation in the Code of Virginia.

   Motion: Mr. Tripp moved the board authorize staff to implement the plan and distribute the excess funds accordingly. Mr. Helms seconded the motion.

   Action: The motion passed unanimously on a roll call vote with representation present from the counties of Craig, Giles, Montgomery, Pulaski, and Roanoke; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

7. **New Business**

   a. **Report from Participation Committee(s):**
      
      i. **Commerce Park**

      Included in the records of this meeting are the Commerce Park Participation Committee meeting minutes from August 11 and November 10. The board is requested to consent to the actions listed below of the Commerce Park Participation Committee since the last meeting of the Authority.

      a) **Participation Agreement Recording**

      Authority Attorney Jim Guynn reported on the progress of documenting the adoption of Amendment #2 to the Participation Agreement by recording with the Circuit Court Clerk of Pulaski County as the participation committee’s previous agreement and amendments were recorded. Mr. Townsend asked that copies of the executed agreement be sent to localities.
b) **Boundary Adjustments’ Completion**

Attorney Guynn also reported on options for completion of the boundary adjustments for the New Dublin Presbyterian Church buffer and the NRV Airport entrance road parcel swap, in case Rural Development does not approve the proposed boundary change documentation prepared by Mr. Guynn. If obtaining the RD consent is too cumbersome, an option arrangement might achieve the boundary change buffer and swap purposes.

Mr. Morgan said he is still waiting to hear if the proposal will be accepted by Rural Development. Mr. Hamilton noted the airport has already provided five acres in the exchange and this transfer/boundary adjustment is to give them the delineated five acres to complete the exchange.

**Motion:** Mr. Townsend moved the board consent to the boundary adjustment and land exchange, pending Rural Development’s approval of these land transfers. Mr. Huber seconded the motion.

**Action:** The motion passed unanimously with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

c) **Water and Sewer Capacity Reserve**

Consent to establish the appropriate reserve funding was requested, depending on the availability of excess dues from VA1st, surplus land sale proceeds or other reserve funding source.

**Motion:** Mr. Edwards moved the board consent to establishment of appropriate reserve funding for the Commerce Park water and sewer project. Mr. McKlarney seconded the motion.

**Action:** The motion passed unanimously with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

d) **Surplus Property Sale by Listing or Auction**

Consent is requested for continued engagement of Woltz and Associates for either sale under a listing agreement or by auction on terms agreeable to the Commerce Park Participation Committee, once lender consent to surplus property sale is received. Currently, Rural Development objects to the sale of the surplus property. The Authority’s attorney and previous bond counsel disagree with Rural Development’s interpretation regarding whether restrictions exist that would allow Rural Development to arbitrarily prevent sale and release of any and all of the Commerce Park real estate as long as the fair market appraisal requirements are met and such appraised value is applied to any outstanding loan principal. Mr. Morgan requested the board authorize a renewal of the listing or auction agreement with Woltz.

Mr. McKlarney asked if Rural Development’s objection is from the Richmond or the local area office of Rural Development. Mr. Morgan stated his understanding that the objection comes from the local area office after consultation with the Richmond state office, as reported by correspondence from Travis Jackson of the local area office. Mr. Morgan also understands legal counsel in the Atlanta Rural Development office will make a final determination. Mr. Morgan has discussed the issue with Ms. Alley of the local area office in Wytheville and believes Rural
Development may have some confusion on the lease or sale of property for industrial lots and the sale of any surplus property. The Authority’s attorney does not see a distinction between property designated for industrial development and surplus / buffer property but some representatives of Rural Development do apparently make such distinction.

Motion: Irving moved the board consent to authorization of a renewal of the listing or auction agreement with Woltz and Associates. Mr. Meadows seconded the motion.

Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

e) Agricultural and Residential Lease Renewals

Confirmation was requested of renewal of the existing agricultural leases by Dale Flory, Guthrie Farms and Dalton Farms, as well as the residential leases of Lisa Rice and Steve Crockett. The Rice lease is effective as of November 2010 at a rent of $6,000 per year. The Crockett lease waives rent in return for grounds maintenance and building monitoring for the Mebane House.

Motion: Mr. Parker moved the board confirm renewal of the agricultural and residential leases for 2011. Mr. Welker seconded the motion.

Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

b. NRV Wireless Authority

NRV Planning District Executive Director Kevin Byrd updated the board on the project. Funding has been awarded for the broadband project, and Radford and Christiansburg have been invited to participate. The wireless authority expects their responses by February. The project has changed from the initial application -- Citizens Telephone Cooperative is leading the project and the wireless authority is secondary at request of the National Telecommunications and Information Administration (NTIA). Citizens expanded the project scope to expand the network from Wytheville to Roanoke and Botetourt counties. The project will include public schools, community colleges and universities, hospitals, and government facilities in the project area. Funding sources include the Virginia Tobacco Commission and the wireless authority in addition to the NTIA grant. The network will be owned by Citizens with lower rates available to authority owners and a range of rates for other categories. Construction is expected begin in the spring of 2011. The project is now in an environmental review. Thompson and Litton engineers were recently awarded the engineering contract for project.

c. Member Withdrawal Requests

As allowed by legislative amendment effective on July 1, 2010, four Virginia’s First Regional Industrial Facility Authority (VA1st) member governments have indicated plans to withdraw, as provided in 1950 Code of Virginia Section 15.2-6415. Withdrawal is allowed upon resolution of the governing body of the withdrawing member and approval by a majority of the remaining members, subject to satisfaction of any outstanding obligations. Authorization of withdrawal was
recommended upon consent of a majority of the VA1st member governments to the satisfaction of the legal counsel of the Authority and legal counsel of the withdrawing member. Such consent could be by vote of the VA1st Board members representing a majority of the remaining VA1st member governments and/or by ratification of the withdrawal by a majority of the governing bodies of the remaining VA1st member governments, as legal counsel directs.

Mr. Morgan noted that Craig County and Roanoke County are considering withdrawal and the Town of Narrows’ and the City of Salem’s governing bodies have passed resolutions requesting withdrawal of their membership in the authority.

i. Submitted by Town of Narrows & City of Salem

Included in the minutes of this meeting are the resolutions from the Town of Narrows and City of Salem councils seeking withdrawal. Approval of withdrawal was recommended by the Executive Director. Since the excess dues plan distribution was approved previously in this meeting, withdrawal was recommended conditioned on the Town’s acceptance of $32,500 as its excess dues allocation, which deducts $7,500 of dues understood to be in arrears from the $40,000 per member excess dues allocation, and likewise the City’s acceptance of $35,000 as its excess dues allocation, which deducts the $5,000 unpaid FY11 dues. If the excess dues plan had not been approved, withdrawal was recommended without any payment to the Town and City, but with request for both to bring their dues payment current through June 30, 2011.

The next order of business stated was for the Authority’s Board of Directors to act on the resolutions presented, followed either by ratification or denial of the withdrawal request by remaining members. Mr. Morgan suggested sending localities notice of the board’s action and requesting approval from members’ governing bodies, and when the majority approve, withdrawal would be complete.

Mr. Townsend asked if it is necessary for localities’ legislative body to approve or if it is adequate for the executive/administrator to approve the board action. Mr. Morgan suggested sending notice and see what response is received. Mr. Townsend stated some uncertainty whether this issue is appropriate to put before his council (i.e., is it a large enough issue to warrant the consultation required) and thinks it is not necessarily for his council.

Mr. McKlarney asked if it is necessary to even put the question before the Authority Board; if the locality is meeting the intent of the Code of Virginia, does the Board still need to vote on it? Mr. Morgan and Mr. Guynn replied that meeting the Code means a member is allowed to request withdrawal through a resolution and seek approval by the Authority Board. Mr. Guynn stated the Authority Board’s approval of the withdrawal is required.

Mr. Hamilton, of Montgomery County, asked would the Board want to let a member withdraw without a proper buyout. This requirement for meeting obligations is more complex for Commerce Park members than for non-Commerce Park members, such as Salem and Narrows. Mr. Welker noted the Code requires two years’ dues to be paid by a withdrawing member. Mr. Morgan agreed the Code does suggest two years dues be paid upon withdrawal, but recommended just one year of dues as an allowable negotiation.
Ms. Biggs asked for clarification if the Board’s action needs to go to member governments for approval. Upon consultation between Mr. Morgan and Mr. Guynn it appears to be in order for the Authority Board to decide without consulting their local governing bodies.

Mr. Wingfield suggested requiring payment of current year’s dues. Mr. Morgan asked if any withdrawing members had concerns of the withdrawal terms. Mr. Tripp said Salem has none. Mr. Townsend pointed out the Narrows and Salem resolutions restate the terms laid out in the Code of Virginia.

Motion: Mr. Welker moved the Town of Narrows and City of Salem be authorized to withdraw from the Authority with payment of accumulated declared excess dues, minus the current and the next years’ dues and any outstanding dues in arrears. Mr. Tripp seconded the motion.

Action: The motion passed unanimously on a roll call vote with representation from Craig, Giles, Montgomery, Pulaski, and Roanoke counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland and Wythe counties and the Town of Narrows were absent.

Based on the above adopted action, the payment upon withdrawal to Narrows is calculated at $27,500 ($40,000 excess dues, less $5,000 dues for FY 12 and $7,500 dues in arrears) and $30,000 for Salem ($40,000 excess dues, less $5,000 dues for FY11 and $5,000 dues for FY12).

ii. Anticipated from Craig County and Roanoke County

Since Craig and Roanoke counties are also Commerce Park Participation Committee (CPPC) members, it was recommended that withdrawal be conditioned on advance payment of their proportionate share of Commerce Park debt. An alternate to full withdrawal is assumption of passive status by these counties, should Commerce Park lenders not consent to withdrawal from the CPPC or make an immediate claim on the advance payments ahead of the current debt service schedule. Passive status might not require participation at VA1st or CPPC meetings or further contribution to VA1st or CPPC operating costs beyond the fiscal year in which withdrawal is completed. For both counties, it is anticipated the counties will retain ownership of shares of equity in the Commerce Park project.

Mr. Chittum stated the Roanoke County Board of Supervisors held a discussion on withdrawal and concluded they would like to find a way to pay out and withdraw from an active status with the Commerce Park. Mr. Chittum noted paying out would remove equity, which is a concern for Roanoke County. They would rather continue debt service obligation and retain some ownership. Roanoke County would consider that option rather than outright withdrawal. No immediate decision was required.

Mr. Townsend asked if the payout would be prepaying debt service and what would be the obligations of passive membership. Mr. Morgan responded it is anticipated passive status would include no more annual costs, no meeting and decision-making participation, and pre-payment of debt obligations. Another option is a technical failure to pay shares fees on time, which would be a forfeiture of those shares (which forfeited shares would be divided among remaining owners). However, after forfeiture, some contingent equity arrangement could be pledged to the withdrawing member by the remaining members.
Mr. Chittum asked if the locality desiring to withdraw or assume a passive status should bring a proposal to board for consideration. Mr. Townsend suggested that would be appropriate within his understanding of the parameters.

Mr. Polen stated he anticipates Craig County following along with Roanoke County’s approach. Mr. Morgan stated he has had no further discussion with other Craig County representatives to report since the November Commerce Park Participation Committee meeting, when he reported on his October meeting with the Craig County Board of Supervisors.

Mr. Huber suggested letting the asset value cover a member’s share of operational costs until the asset value has declined to zero. Ms. Biggs asked if this concept should be reserved for further consideration. Mr. Morgan stated withdrawal and passive status options are being worked on at a staff level and he will continue to get related input from the Executive Committee. Mr. Hamilton asked what the operating costs are for Commerce Park and Mr. Morgan outlined the current costs. Mr. Townsend asked if the payout would include only debt service or also operating costs as well. Mr. Morgan stated the Code of Virginia only says obligations without further definition, so the extent of obligations is open to determination by the Participation Committee. If too many members left, then operating costs would become a larger burden to remaining members. Mr. Edwards asked about Wythe County’s obligations. Mr. Morgan noted they are paid up and that the Wythe County administrator has expressed interest in staying in as a vehicle for future opportunities, those this has not been discussed by his board. Wythe County is not a Commerce Park Participation Committee member.

d. Basic Administrative Service Level

Based on actual expense for FY10 and the first half of FY11, it appears the basic cost of VA1st administrative services is less than budgeted. Payments to the NRV Planning District Commission (PDC) have averaged $543.87 per month, with $1,288.42 per month budgeted. Payments to Joe Morgan as executive director have averaged $712.72 per month, with $700 budgeted. For planning purposes it is recommended that total budgeted administration in the future be $1,400 per month, about $600 per month less than the current budget. It is also recommended a memorandum of understanding be developed with the PDC for continued basic administrative support services through FY12. This recommendation is made assuming VA1st expects no increased service demand for basic administrative support services. If special project assistance is needed, it is likely the PDC will be able to provide services on a project budget basis, as was the case with the one million gallon per day water and sewer capacity expansion administration provided to the Pulaski County Public Service Authority for a lump sum of $55,000.

Motion: Mr. Parker moved the board approve adjustments to administrative costs for future budget planning as requested above. Mr. Polen seconded the motion.

Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, and Pulaski counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland, Roanoke and Wythe counties and the Town of Narrows were absent.
e. FY 12 Budget Preparation

Included in the minutes of this meeting are the submissions for regional agency budget review by Giles, Montgomery, Pulaski counties and Radford City. No change is recommended in the upcoming FY 2011-12 overall contribution requests to member governments from previous fiscal years. All VA1st member governments would be billed $5,000 for dues. All Commerce Park Participation Committee member governments would be billed $2.75 per share of Commerce Park ownership. The anticipated changes in Authority membership may result in less dues revenue for VA1st. The Commerce Park water and sewer expansion reserve requirement and debt restructuring may result in shifting expenditures, particularly reduced administrative expense. However, there are no plans for requesting any increase in either VA1st annual dues or the $2.75 per share Commerce Park expense allocation. Authorization is requested to notify member governments to anticipate level funding in revenue requests for FY 2011-12. Mr. Morgan suggested continuing to deal with any future excess funds from future dues be dealt with through excess dues distribution.

Motion: Mr. Irvin moved member governments be advised annual dues for the upcoming fiscal year ending June 30, 2012 be $5,000 per member and that Commerce Park Participation Committee contributions remain at $2.75 for each share held as of 2010. Mr. Helms seconded the motion.

Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, and Pulaski counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland, Roanoke and Wythe counties and the Town of Narrows were absent.

f. Confirmation of Authority Chair for 2010 per Code of Virginia 15.2-6403D

VA1st Chair Mary Biggs was elected to serve through FY 12; however the Code of Virginia requires annual confirmation of the election of the chair of regional industrial facility authorities.

Motion: Mr. Parker moved the board confirm the election of the authority officers. Mr. McKlarney seconded the motion.

Action: The motion passed unanimously with representation from Craig, Giles, Montgomery, and Pulaski counties; cities of Radford, Roanoke, Salem; and towns of Christiansburg, Dublin, Pearisburg and Pulaski. Bland, Roanoke and Wythe counties and the Town of Narrows were absent.

g. Other Reports and Business

Mr. Morgan’s availability to the authority after June will be limited to hours and income based on restrictions for those receiving Social Security retirement. He stated there is no clear path to arrangements for future administration at this point, and offered to continue to serve the authority past his Social Security retirement eligibility to the extent desired by the Authority board.

Mr. Meadows expressed appreciation for Mr. Morgan’s efforts so far and Ms. Biggs supported those comments.

8. Closed Session (if needed)

No closed session was held.
9. **Other Business**

No other business was brought before the board.

10. **Adjournment**

Motion: Mr. Helms moved the meeting be adjourned. Mr. Welker seconded the motion.

Action: The motion carried unanimously.

With no further business to discuss, the meeting adjourned at 5:45 pm. The next scheduled meeting of the Authority will be held on July 13, 2011, with the time and location to be announced. The next Commerce Park meeting will be on Wednesday, February 9, 2011, Wednesday, April 13, 2011 or in conjunction with a ground breaking ceremony for the water and sewer expansion construction.

In the interim the Executive Committee will advise staff on any matters needing action and appropriate reporting will be made to the membership.

Respectfully Submitted,                        Approved by,

Joseph N. Morgan, Executive Director              Barry Helms, Secretary / Treasurer
### Virginia's FIRST REGIONAL INDUSTRIAL FACILITY AUTHORITY

#### Attendance

**January 12, 2011**
New River Competitiveness Center
Radford, VA

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**Others Present:** Deborah Flippo, Aric Bopp, Jim Guynn, Janet Flory

**Staff Present:** Joe Morgan, Christy Straight, Kevin Byrd