



Virginia's First Regional Industrial Facility Authority

6580 Valley Center Drive, Suite 124

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MEMORANDUM

Bland County

Henry M. Blessing
Lace (Nick) Asbury

Craig County

Jay Polen

Giles County

Chris McKlarney
Richard McCoy

Montgomery County

Mary W. Biggs, *Chair*
Craig Meadows

Pulaski County

Andy McCready
Danny Wilson

Roanoke County

Charlotte Moore
Jill Loope

Wythe County

Joe Hale
Coy McRoberts

City of Radford

Tim Cox
Basil Edwards

City of Roanoke

Brian Townsend
William Bestpitch

Town of Christiansburg

Randy Wingfield
Barry D. Helms,
Secretary/Treasurer

Town of Dublin

Doug Irvin
William H. Parker

Town of Pearisburg

Kenneth F. Vittum,
Vice-Chair
Rick Tawney

Town of Pulaski

Joseph Goodman
Shawn Utt

DATE: June 3, 2014
TO: Virginia's First Regional Industrial Facility Authority Board Members
FROM: Christy Straight, Regional Planner
SUBJECT: Meeting to be held on Tuesday, June 10 at Noon

A meeting of the Virginia's First Regional Industrial Facility Authority Board of Directors will be held on **Tuesday, June 10 immediately following the Commerce Park Participation Committee Meeting beginning at Noon.** The meeting will be held at the **New River Valley Business Center, 6580 Valley Center Drive, Fairlawn, VA.** Lunch will be provided. All agenda materials and enclosures are available online at <http://www.nrvpdc.org/vafirst.html>.

Please mark your calendar and contact us on your plans for attendance.

- 1) **Roll Call and Agenda Approval** – A quorum of one representative from seven of the thirteen member governments is required.
- 2) **Public Comments** – No public comment is anticipated.
- 3) **Approval of Minutes: April 9, 2014 Meeting** – Draft minutes were sent previously.
- 4) **Old Business**
 - a) **FY 13 Audit Recommendation to Engage Consultant for Financial Reports for Audit** – The Executive Committee recommends delaying procurement of these services until new management is in place for FY15. This also includes analysis of the current revenue and expense structure.
 - b) **Administrative Staffing Approaches** – The joint executive committees have met and recommend the Authority contract with one proposer to provide turnkey services for management and marketing services for FY15.
 - c) **Town of Christiansburg withdrawal request** – The Town requests the Authority vote to allow Christiansburg to withdrawal from Virginia's First with terms to include payment of current and following years' dues with available excess dues to be refunded after an accounting review of excess dues and loan obligations made by Virginia's First pending future approval by the Authority Board.
 - d) **Other Old Business**
- 7) **New Business**
 - 8) **Closed Session pursuant to 1950 Code of Virginia, Section 2.2-3711, (29) (public contract negotiation)**
 - a) Approval of Closed Session Meeting pursuant to 1950 Code of Virginia, Section 2.2-3712 (A) for briefing by staff and discussion, all as allowed by 1950 Code of Virginia 2.2-3711, (29) (public contract negotiation)
 - b) Certification of Closed Session: Roll Call Vote certifying compliance with 1950 Code of Virginia, Section 2.2-3712 (D) requirements that (i) only public business matters lawfully exempted from open meeting requirements under this chapter and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting by the Executive Committee

9) Other Business

10) Adjournment - Next scheduled full VFRIFA meeting: Wednesday, August 13, 2014

Virginia's First REGIONAL INDUSTRIAL FACILITY AUTHORITY

Meeting Minutes

April 9, 2014

NRV Airport, Dublin, VA

1. Roll Call and Agenda Approval

A meeting of the Virginia's First Regional Industrial Facility Authority (Virginia's First) was held on Wednesday, April 9, 2014 at the New River Valley Airport in Dublin. Ms. Biggs, chairman, called the CPPC meeting to order at 2:09 pm.

Roll call by member jurisdiction was taken and a quorum determined with ten of thirteen member governments represented: Craig, Giles, Montgomery, Pulaski, and Roanoke counties, Cities of Radford and Roanoke, and Christiansburg, Pearisburg and Pulaski towns. No representatives from Bland County and Town of Dublin were present.

2. Public Comments

No public comments were made.

3. Approval of Minutes: November 13, 2013 Meeting

Motion: Mr. McCready moved the board approve the November 13, 2013 Authority board minutes. Mr. Vittum seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

4. Financial Report for Third Quarter Fiscal Year 2013-2014

The report for the third quarter of this fiscal year was provided to board members. No questions were brought forward by board members.

5. Administrative Staff Report

a. FY 15 Insurance Renewal

An application has been submitted to the Authority's insurance carrier, VACORP, to renew the Authority's policy.

Motion: McKlarney moved the board renew its insurance policy with VACORP. Mr. Vittum seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

b. FY 13 Audit Recommendation to Engage Consultant for Financial Reports for Audit

The authority's auditor recommended centralization of records with the Authority related debt documentation for the Pulaski County IDA. The auditor also recommended using financial accounting consultants for preparing records for audit. A copy of the auditor's recommendations and management response were provided in the agenda packet for the

meeting. Ms. Edmonds asked what kind of consulting accountant was needed. A CPA was recommended.

Motion: Mr. McCready moved the board adopt the auditor's recommendation and engage a CPA to provide pre-audit financial reporting services for the FY2015. Mr. McKlarney seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

6. Old Business

a. **Reorganization for Commerce Park Only Focus – Options from Attorney Theresa Fontana**

The memo of analysis and recommendations for reorganization of the authority and the Commerce Park Participation Committee (CPPC) prepared by Ms. Fontana was included in the agenda packet for this meeting. She summarized these for the board members and answered questions posed by the meeting attendees.

Mr. McCready asked if the reorganization would allow the Authority to form other projects. The proposed structure would make this possible. Mr. Byrd asked if other organizations could join the Authority for a future project, would they also have to buy into the Commerce Park. Ms. Fontana was of the opinion that would not be necessary.

Ms. Edmonds asked what would happen to the balance of Virginia's First dues. This would be determined in the financial analysis, potentially with options to cash out or receive shares in Commerce Park. Ms. Fontana suggested consolidating dues and shares. Mr. Morgan noted the excess dues have been committed to a loan to the Commerce Park.

A table that compares issuance of 1,818 shares per Commerce Park member government and replacing the \$55,000 raised annually by VFRIFA dues from the eleven member governments with an added investment based on percentage of original issuance shares was also provided in the agenda packet for this meeting as a related matter for structuring the financial investment.

Motion: Mr. McCready moved the board authorize the executive committee to solicit financial analysis bids and contract with the selected bidder to provide options for a simplified financial structure with a not-to-exceed price of \$20,000. Mr. Edwards seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

b. **Administrative Staffing Approaches**

Alternatives listed in the agenda have been received and include proposals from the NRV Economic Development Alliance and the NRV Planning District Commission as well as a suggestion from Pulaski County. These were all provided in the agenda packet for this

meeting. Mr. Morgan suggested the executive committees handle the proposals and identify how the services could be provided. Ms. Edmonds asked how much money was available for these services. Mr. Morgan stated about \$45,000 is available with the costs divided among the Authority and the CPPC.

Mr. McCready asked Mr. Bopp if they are offering management for one or all; Mr. Bopp indicated they would offer management for Commerce Park or combined management through contracted staff, but would not offer financial/bookkeeping services.

Motion: Mr. McCready moved the board authorize the joint VFRIFA and CPPC executive committees to begin negotiations with all offerors for an administrative arrangement, as well as local governments and CPAs to provide services with the budgeted amount and then call a special meeting of the board to ratify their decision. Mr. Goodman seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

Mr. Morgan indicated he would like to complete his service to the Authority in August and requested deferred payment until 2015.

Motion: Mr. Utt moved the board retain Mr. Morgan's services through August with payments deferred until January 2015. Mr. McCready seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

c. Budget Proposal for Fiscal Year 2013-2014

The proposed budget has been sent to member governments. It includes expenses of \$627,915, with \$559,815 in debt payments, offset by \$412,500 Commerce Park investment, \$65,000 VFRIFA dues, \$131,415 use of reserve funds, and \$19,000 miscellaneous revenue.

Motion: Ms. Edmonds moved the final budget approval be scheduled for the August annual meeting, dues and shares confirmed now for 2015, and authorization for ongoing expenses be given with Executive Committee oversight. Mr. McCready seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

d. Completions of Support Agreement with Radford, Pulaski Town & County, Pearisburg and Giles County

All parties to the agreement have executed the agreement except Giles County which is scheduled to ratify on April 17.

7. New Business

a. Approval of Requests from CPPC from Preceding Meeting

Motion: Mr. Cox moved the board approve the items approved by the CPPC and authorize the executive committee to negotiate an option on the Mebane House. Mr. McCready seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

b. Other New Business

Mr. Morgan indicated action is needed by the Authority to create International Boulevard at the NRV Commerce Park.

Motion: Mr. McCready moved the board authorize the executive committee to concur and empower the chair to sign document necessary to create International Boulevard according to VDOT requirements. Mr. Cox seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

Mr. Wingfield submitted the resolution passed by the Town of Christiansburg's town council requesting the Authority confirm the Town of Christiansburg's withdrawal from Virginia's First with a refund of dues in the amount of \$20,000. Mr. Morgan noted Virginia Code requires withdrawing members must pay the current and following years' dues and refund all excess dues previously received. He also noted when Salem and Narrows withdrew, the Authority allowed them to take their excess dues after payment of the current and following years' dues.

Motion: Mr. McCready moved the board conduct a financial review and consideration of state code in advance of acting on Christiansburg's request to withdrawal. Mr. Cox seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

Mr. Huber requested the board consider authorizing closure of the Commerce Park access road as needed to minimize unauthorized presence on site during Red Sun Farms construction.

Motion: Mr. McCready moved the board allow closure of the access road at a point suitable to allow access by authorized persons. Mr. Goodman seconded the motion.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

8. Closed Session (if needed)

No closed session was held.

9. Other Business

No further business was brought before the board.

10. Adjournment

With no further business to discuss, Ms. Biggs adjourned the meeting at 3:30 pm.

The next scheduled regular Authority board meeting is August 13, 2014. Tentative dates and locations for called special meetings will be monthly on the second Wednesday at noon at the NRV Business Center.

Motion: On motion of Mr. Cox, seconded by Mr. McCready and carried unanimously, the meeting was adjourned with the next scheduled meeting to be held on August 13, 2014 at noon, with advance notice to all Board members; and, by signature of the Chair and Secretary-Treasurer, representing the required two member localities, a special meeting of the Authority Board of Directors shall be held immediately following each regular or called meeting of the CPPC, for the purpose of receiving and acting on requests from the CPPC regarding Commerce Park projects and properties; with the next such CPPC to be held at noon on Wednesday, August 13, 2014.

Action: The motion passed unanimously, with Bland and Wythe Counties and Town of Dublin absent.

Respectfully Submitted,

Approved by,

Joseph N. Morgan, Executive Director

Mary Biggs, Chair and

Barry Helms, Secretary / Treasurer

Virginia's FIRST REGIONAL INDUSTRIAL FACILITY AUTHORITY

Attendance

April 9, 2014

NRV Airport, Dublin, VA

Jurisdiction	Member	Alternate
Bland County	<input type="checkbox"/> Nick Asbury <input type="checkbox"/> Henry M. Blessing	<input type="checkbox"/> Eric Workman
Craig County	<input checked="" type="checkbox"/> Jay Polen	
Giles County	<input checked="" type="checkbox"/> Chris McKlarney <input type="checkbox"/> Richard McCoy	
Montgomery	<input type="checkbox"/> Craig Meadows <input checked="" type="checkbox"/> Mary Biggs	<input checked="" type="checkbox"/> Carol Edmonds <input checked="" type="checkbox"/> Brian Hamilton
Pulaski County	<input checked="" type="checkbox"/> Andy McCready <input checked="" type="checkbox"/> Danny Wilson	<input type="checkbox"/> Joe Sheffey <input type="checkbox"/> Jared Linkous
Roanoke County	<input type="checkbox"/> Charlotte Moore <input checked="" type="checkbox"/> Jill Loope	<input type="checkbox"/> Joseph "Butch" Church
Wythe County	<input type="checkbox"/> Joe Hale <input type="checkbox"/> Coy McRoberts	
City of Radford	<input checked="" type="checkbox"/> Tim Cox <input checked="" type="checkbox"/> Basil Edwards	
City of Roanoke	<input type="checkbox"/> Bill Bestpitch <input checked="" type="checkbox"/> Brian Townsend	<input type="checkbox"/> Anita Price
Town of Christiansburg	<input checked="" type="checkbox"/> Randy Wingfield <input type="checkbox"/> Barry Helms	
Town of Dublin	<input type="checkbox"/> Bill Parker <input type="checkbox"/> Doug Irvin	
Town of Pearisburg	<input type="checkbox"/> Rick Tawney <input checked="" type="checkbox"/> Ken Vittum	
Town of Pulaski	<input checked="" type="checkbox"/> Joseph Goodman <input checked="" type="checkbox"/> Shawn Utt	<input type="checkbox"/> John White

Others Present: Aric Bopp (NRVEDA), Patrick Collingnon (Volvo), David Denny, Theresa Fontana (Authority Counsel), Eric (Pulaski County), Janet Flory (Hillside Farms), Laura Flory (Hillside Farms), Dave Dobyys (New Dublin Presbyterian Church), Marty McMahan (Montgomery County), Peter Huber (Pulaski County)

Staff Present: Joe Morgan, Kevin Byrd, Christy Straight