

**JAMES RIVER WATER AUTHORITY
BOARD OF DIRECTORS
SPRING CREEK SPORTS CLUB
181 CLUBHOUSE WAY
ZION CROSSROADS, VIRGINIA
MARCH 4, 2014
10:30 A.M.**

Present: Goodman B. Duke, Erick Gomez, D.D. Watson, Joe Chesser, Robert C. Dubé, and Steven M. Nichols

Others Present: Brendan Hefty, Hefty & Wiley, P.C., Legal Counsel; Joe Hines, Timmons Group; David Saunders, Timmons Group; Michael Lockaby, County Attorney, Louisa County; Andy Wade, Economic Development Director, Louisa County; Bobby Popowicz, Community Development Director, Fluvanna County; Wayne Stephens Public Works Director and County Engineer, Fluvanna County; Dean Rodgers, General Manager, Louisa County Water Authority; and April Lowe, Executive Assistant/Deputy Clerk, Louisa County

CALL TO ORDER

Chairman Duke called the March 4, 2014, regular meeting of the James River Water Authority (JRWA) Board of Directors to order at 10:30 a.m., which was followed by the Pledge of Allegiance.

READING AND APPROVAL OF MINUTES OF PRECEDING MEETINGS

February 4, 2014

On the motion of Mr. Nichols, seconded by Mr. Chesser, which carried by a vote of 6-0, the Board approved the minutes of the February 4, 2014, meeting.

APPROVAL OF THE BILLS

Mr. Nichols stated that the following bills had been received:

- Hefty & Wiley, P.C. for legal services the first quarter of 2014 in the amount of \$6,250;
- Timmons Group for engineering services from October 2013 through January 2014 in the amount of \$3,325;
- McGuireWoods, LLP for legal services from October 2013 through January 2014 in the amount of \$14,337; and
- McGuireWoods, LLP for legal services from August and September of 2010 in the amount of \$13,338.50.

Mr. Nichols said based on previous conversations, he drafted a letter to McGuireWoods stating that the JRWA was unable to honor their request for payment of invoiced services dated August and September of 2010.

On the motion of Mr. Dubé, seconded by Mr. Watson, which carried by a vote of 6-0, the Board voted to deny payment for the invoice from McGuireWoods, LLP for services dated August and September 2010 and send the letter as written and approved payment of the bill for McGuireWoods, LLP for services from October 2013 through January 2014 in the amount of \$14,337.

On the motion of Mr. Dubé, seconded by Mr. Watson, which carried by a vote of 6-0, the Board approved the following bills:

- Hefty & Wiley, P.C. - \$6,250
- Timmons Group - \$3,325

OTHER BUSINESS

Update – Permit Relocation – Timmons Group

Mr. Hines provided the Board with copies of the Joint Permit Application (JPA) in draft form and explained the process once submitted. Mr. Hines said he would be meeting with staff from both counties after the meeting to confirm the information was correct. Mr. Hines reviewed the water numbers that would be presented, which derived from the water supply plans from each County. The JRWA presented several questions regarding the information presented in the document, which were addressed by Mr. Hines. Mr. Hines stated that it would be appropriate for the JRWA to make a motion to allow Timmons Group to submit the JPA to the Virginia Department of Environmental Quality (DEQ) pending final procedural approval by the County Administrators, County engineers, and the General Manager of the Louisa County Water Authority.

Mr. Hines noted that Timmons Group had completed the wetlands delineation and would be submitting that to the core of engineers almost concurrently with submitting the JPA for their approval with jurisdictional determination.

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 6-0, the Board approved the submittal of the Joint Permit Application pending review by the County Administrators, County engineers, and the General Manager of the Louisa County Water Authority.

Discussion – Unsolicited JRWA PPEA Proposal

Mr. Dubé noted that the unsolicited PPEA proposal was made available to the Board via email and questioned if everyone had the opportunity to review it. Mr. Dubé said at this point the Board would have to decide whether they wanted to accept it for advertisement or not, which posed no cost or risk to the JRWA. Mr. Dubé added that if the Board decided to advertise for competing proposals, the policy required that it be advertised for at least 45 days and at that

point, the JRWA would need to convene a group to review any competing proposals received. Mr. Nichols recommended advertising for 60 days because of the size of the project. Mr. Gomez asked several questions regarding the engineering services for the project. Mr. Gomez commented that he thought that during the permitting and budgeting process there would be some preliminary engineering for the intake structure and pipeline routing in which the JRWA would own and could provide the specifications to contractors to be used to base a construction estimate upon. Mr. Gomez expressed his concern that the JRWA did not have the professional expertise to be able to effectively evaluate the proposals. After discussion, the Board decided to move forward with the advertisement for competing proposals.

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 5-1, with Mr. Gomez voting against, the Board voted to accept the unsolicited proposal for publication for a 60-day period.

Bookkeeping Procedures

Mr. Chesser presented the Board with draft bookkeeping procedures, including information regarding deposits and withdrawals.

Discussion ensued amongst the Board regarding electronic payments versus paper checks and the inclusion of a Treasurer's Report for each meeting. After discussion, the JRWA decided to move forward with the procedures as presented by Mr. Chesser and order business style checks.

On the motion of Mr. Nichols, seconded by Mr. Dubé, which carried by a vote of 6-0, the Board voted to accept the procedures as presented and authorize Mr. Chesser to order business style checks.

CLOSED SESSION

On the motion of Mr. Watson, seconded by Mr. Chesser, which carried by a vote of 6-0, the Board voted to enter Closed Session at 11:43 a.m. for the purpose of discussing the following:

1. Unsolicited PPEA Proposals - In accordance with §2.2-3711.A.29 VA Code Ann., for the purpose of discussion of the award of a public contract involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body.

RESUMPTION OF REGULAR SESSION

On the motion of Mr. Watson, seconded by Mr. Nichols, which carried by a vote of 6-0, the Board voted to return to regular session at 12:18 p.m.

RESOLUTION - CERTIFICATION OF CLOSED SESSION

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 6-0, the Board voted to adopt the following resolution:

WHEREAS, the James River Water Authority Board of Directors has convened a Closed Meeting pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D of the Code of Virginia requires a certification by the James River Water Authority Board of Directors that such closed meeting was conducted in conformity with the Virginia Law.

NOW, THEREFORE BE IT RESOLVED that the James River Water Authority Board of Directors does hereby certify that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting was heard, discussed or considered by the James River Water Authority Board of Directors.

<u>NAME</u>	<u>VOTE</u>
Goodman B. Duke	Yes/Aye
D.D. Watson	Yes/Aye
Joe Chesser	Yes/Aye
Erick Gomez	Yes/Aye
Robert C. Dubé	Yes/Aye
Steven M. Nichols	Yes/Aye

OTHER ITEMS FROM BOARD OR STAFF NOT ON AGENDA

The JRWA discussed developing a Request for Proposals (RFP) for an engineering consultant to provide independent analysis and consulting services regarding the evaluation and award of proposals received under the PPEA. Mr. Nichols said he would work with Mr. Dubé to draft a RFP and send to the JRWA for review.

ADJOURNMENT

On the motion of Mr. Chesser, seconded by Mr. Dubé, which carried by a vote of 6-0, the Board voted to adjourn the March 4, 2014, meeting at 12:20 p.m.

BY ORDER OF

GOODMAN B. DUKE, CHAIRMAN
BOARD OF DIRECTORS
JAMES RIVER WATER AUTHORITY