

**JAMES RIVER WATER AUTHORITY
BOARD OF DIRECTORS
SPRING CREEK SPORTS CLUB
181 CLUBHOUSE WAY
ZION CROSSROADS, VIRGINIA
November 1, 2016
10:30 A.M.**

Present: Joe Chesser (Treasurer), D.D. Watson, Mark Dunning, Steven M. Nichols, and Christian R. Goodwin

Absent: Goodman B. Duke (Chairman)

Others Present: Mr. Brendan Hefty, Legal Counsel (Hefty, Wiley, and Gore); Walter “Nat” Perkins (MBP); Pete Morris (Faulconer Construction); Eric Dahl (Fluvanna County); Pam Baughman (Louisa Water Authority); Wayne Stephens (Fluvanna County)

CALL TO ORDER

Mr. Watson called the meeting of the James River Water Authority (JRWA) Board of Directors to order at 10:30 a.m. Mr. Nichols led the Board in the Pledge of Allegiance.

ADOPTION OF AGENDA

On the motion of Mr. Nichols, seconded by Mr. Goodwin, which carried by a vote of 5-0, the Board approved the agenda.

APPROVAL OF MINUTES OF PRECEDING MEETINGS

On the motion of Mr. Nichols, seconded by Mr. Goodwin, which carried by a vote of 5-0, the Board approved the minutes of the October 4, 2016, meeting.

FINANCIAL REPORT

Bills were presented for: MBP (engineering consulting), \$1,010.72; Hefty, Wiley, and Gore (legal services) \$7,500; and Steven Wunsch (accounting/audit services) \$2,800. On the motion of Mr. Goodwin, seconded by Mr. Nichols, which carried by a vote of 5-0, the Board approved the bills as presented.

DISCUSSION/INFORMATION ITEMS

Reimbursement to Counties for Pre-Financing Expenses

Mr. Nichols noted that the member localities had funded the Authority nearly \$500,000 to pay for costs incurred prior to financing, and that there was an expectation and understanding that these costs would

be paid back, though not by any definite date. The funds might be used to reduce future debt service contributions from the localities. A discussion ensued regarding the amount of funds the JRWA desired to keep in its balances, as well as cashflow requirements and requisition timing for debt funding. Mr. Goodwin suggested that there were two issues: how much the JRWA recommended holding in reserve, and when the member localities expected reimbursement. It was generally decided that Mr. Chesser would work with Mr. Dahl to calculate exact reimbursements in advance of the next JRWA meeting, and that Mr. Goodwin and Mr. Nichols would brief their Boards for a decision in the near term.

County Contributions to JRWA for Recent VRA Debt Interest Payment

(covered above)

Pump Station Operations & Maintenance Options

Mr. Nichols and Mr. Goodwin noted the need for staff planning when the pump station comes online in 2019. Mr. Perkins agreed to work with Timmons Group to create a staffing estimate in time for the January 2017 JRWA meeting. The JRWA might then work with Fork Union Sanitary District or Louisa County Water Authority to source required services.

Accounting Services

Mr. Chesser noted that the JRWA's accounting requirements would require the services of an outside accountant due to complexity and fund accounting requirements. A proposal from Monfalcone and Garris was reviewed. Mr. Goodwin asked if the JRWA might consider having Fluvanna or Louisa County provide the accounting for the JRWA since both localities already have detailed accounting systems and necessary expertise onstaff. This could lead to lower accounting and audit costs, and reduce requirements on the JRWA Treasurer. The JRWA Treasurer could still write checks and serve in general treasury duties, which would create enhanced controls. It was generally agreed that this was a viable concept, and Mr. Nichols and Mr. Goodwin will discuss with their Boards and report at the next JRWA meeting.

ACTION ITEMS

(none)

CLOSED SESSION

On the motion of Mr. Goodwin, seconded by Mr. Watson, which carried by a vote of 5-0, the Board voted to enter Closed Session at 10:59 a.m. for the purpose of discussing the following:

1. In accordance with §2.2-3711.A.3 VA Code Ann., for the purpose of discussion of the acquisition of property, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body, specifically related to the pipeline parcels.
2. 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, specifically related to the Comprehensive Agreement.

RESUMPTION OF REGULAR SESSION

On the motion of Mr. Goodwin seconded by Mr. Watson, which carried by a vote of 5-0, the Board voted to return to regular session at 11:22 a.m.

RESOLUTION - CERTIFICATION OF CLOSED SESSION

On the motion of Mr. Goodwin, seconded by Mr. Nichols, which carried by a vote of 5-0, 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>
Joe Chesser	Yes/Aye
D.D. Watson	Yes/Aye
Mark Dunning	Yes/Aye
Christian R. Goodwin	Yes/Aye
Steven M. Nichols	Yes/Aye
Goodman B. Duke	(absent)

OTHER MATTERS

Mr. Goodwin noted that the Minor Modification of the Virginia Department of Environmental Quality’s Withdrawal Permit for the JRWA had been approved on October 25th, 2016.

ADJOURNMENT

On the motion of Mr. Goodwin, seconded by Mr. Nichols, which carried by a vote of 5-0, the Board

voted to adjourn the meeting at 11:24 a.m.

BY ORDER OF:

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

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