

**JAMES RIVER WATER AUTHORITY
BOARD OF DIRECTORS
VIRGINIA COMMUNITY BANK MEETING ROOM
TROY, VIRGINIA
OCTOBER 15, 2013
2:00 P.M.**

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

Others Present: Kurt Krueger, McGuireWoods LLP, Legal Counsel; Joe Hines, Timmons Group; David Saunders, Timmons Group; Michael Lockaby, County Attorney, Louisa County; Andy Wade, Economic Development Director, Louisa County; Barbara Horlacher, Finance Director, Fluvanna County; Bobby Popowicz, Community Development Director, Fluvanna County; Wayne Stephens Public Works Director and County Engineer, Fluvanna County; and April Lowe, Executive Assistant/Deputy Clerk, Louisa County

CALL TO ORDER

The October 15, 2013, regular meeting of the James River Water Authority (JRWA) Board of Directors was called to order at 2:00 p.m., which was followed by the Pledge of Allegiance.

ELECTION OF THE CHAIRMAN

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 6-0, the Board elected Mr. Duke to serve as Chairman of the James River Water Authority Board of Directors.

On the motion of Mr. Dubé, seconded by Mr. Chesser, which carried by a vote of 6-0, the Board voted to close the nominations.

OTHER ITEMS FROM BOARD OR STAFF NOT ON AGENDA

Mr. Dubé stated he would like to add a closed session 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.

CLOSED SESSION

On the motion of Mr. Dubé, seconded by Mr. Nichols, which carried by a vote of 6-0, the Board voted to enter Closed Session at 2:09 p.m. for the purpose of discussing the following:

1. 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. Nichols, seconded by Mr. Dubé, which carried by a vote of 6-0, the Board voted to return to regular session at 2:53 p.m.

RESOLUTION - CERTIFICATION OF CLOSED SESSION

On the motion of Mr. Nichols, seconded by Mr. Dubé, 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 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 BUSINESS

Articles of Incorporation and Bylaws

Mr. Nichols questioned for clarification of Section 3 of the Articles of Incorporation of the JRWA in reference to if there was a requirement of elected officials to serve on the JRWA. After discussion of the Board and Legal Counsel, it was determined that the only members serving by

virtue of their offices were the two (2) County Administrators. In addition, it was determined that if a member holds an elected or appointed office, their term on the JRWA would expire concurrently with the end of the elected or appointed office, unless the member was re-appointed to the JRWA as a citizen representative.

The JRWA Board of Directors recommended the following changes to the JRWA Bylaws:

- Section 3.1 – Change the date, frequency, time, and location of the regular meetings to the first Tuesday of each month at 10:00 a.m. at the Virginia Community Bank Meeting Room, located at 10050 Three Notch Road, Troy, Virginia.

On the motion of Mr. Watson, seconded by Mr. Chesser, which carried by a vote of 6-0, the Board voted to Change the date, frequency, time, and location of the regular meetings to the first Tuesday of each month at 10:00 a.m. at the Virginia Community Bank Meeting Room, located at 10050 Three Notch Road, Troy, Virginia.

Election of the Vice-Chairman

On the motion of Mr. Watson, seconded by Mr. Chesser, which carried by a vote of 6-0, the Board elected Mr. Gomez to serve as Vice-Chairman of the James River Water Authority Board of Directors.

Election of the Secretary/Treasurer

On the motion of Mr. Watson, seconded by Mr. Gomez, which carried by a vote of 6-0, the Board elected Mr. Chesser to serve as Secretary/Treasurer of the James River Water Authority Board of Directors.

Interjurisdictional Agreement with Louisa County, Fluvanna County, the Louisa County Water Authority, and the James River Water Authority

Mr. Gomez said Section 1.1 (a) (2) of the agreement mentioned service fees and he thought it should also outline the verbiage of a service agreement. Discussion ensued amongst the Board and Mr. Krueger recommended that the JRWA first have a discussion regarding how the project will be built in order to determine a cost estimate, which would drive how the water reservation fee would be set.

The Board determined that the current main points of the project included the permit, the project design and cost, and the service agreement.

On the motion of Mr. Chesser, seconded by Mr. Dubé, which carried by a vote of 6-0, the Board voted to approve the interjurisdictional agreement with Louisa County, Fluvanna County, the Louisa County Water Authority, and the James River Water Authority.

Virginia Freedom of Information Act (FOIA) and Virginia Conflict of Interest Act (COIA)

Mr. Krueger reminded the Board that each member is required to have a primer on FOIA and COIA and shall submit a financial disclosure statement to the Clerk of the County, if one has not already been submitted in another role. If one has been submitted, the member shall inform the clerk that the previously submitted disclosure statement shall also be used in the role as a JRWA Board member.

ADJOURNMENT

The Board suggested that, prior to the next meeting, both County Administrators, along with the General Manager of the Louisa County Water Authority and the County Engineer for Fluvanna County meet to have preliminary discussions regarding the design of the project and the permit and have them both attend the next JRWA meeting for discussion of such.

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 6-0, the Board voted to adjourn the October 15, 2013, meeting at 3:36 p.m.

BY ORDER OF:

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