

**JAMES RIVER WATER AUTHORITY
BOARD OF DIRECTORS
SPRING CREEK SPORTS CLUB
181 CLUBHOUSE WAY
ZION CROSSROADS, VIRGINIA
DECEMBER 3, 2013
10:30 A.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; Christian Goodwin, Deputy County Administrator, Louisa County; and April Lowe, Executive Assistant/Deputy Clerk, Louisa County

CALL TO ORDER

Chairman Duke called the December 3, 2013, 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

November 5, 2013

On the motion of Mr. Dubé, seconded by Mr. Watson, which carried by a vote of 6-0, the Board approved the minutes of the November 5, 2013, meeting.

November 26, 2013, Finance Committee

Mr. Gomez provided a brief report regarding the Finance Committee meeting that was held on November 26, 2013, specifically concerning funding options. Discussion ensued amongst the Board with respect to the options presented, along with possibilities for ownership of the project and revenue sources to repay the debt. After discussion, the Finance Committee was directed to meet with the Virginia Resources Authority (VRA).

The Board determined that the Finance Committee minutes would require approval from the Finance Committee at their next meeting, rather than the JRWA Board.

OTHER BUSINESS

Discussion – Finance Committee Report

This item of business was discussed above.

Discussion – Service Agreement

After discussion, the Board concurred that the Service Agreement required input and direction from VRA and it could be discussed and potentially redesigned after the meeting with them to satisfy their requirements.

Discussion – Permitting Process

Mr. Hines noted that Timmons Group had provided the Board with a proposal for permit relocation and joint permit application submission on behalf of the JRWA and presented an overview of the document's contents. Discussion ensued amongst the Board and Mr. Hines regarding the requirements of the permit relocation.

On the motion of Mr. Nichols, seconded by Mr. Chesser, which carried by a vote of 6-0, the Board voted to accept the proposal submitted by Timmons Group for permit relocation and joint permit application submission on behalf of the JRWA not to exceed \$15,000.

CLOSED SESSION

On the motion of Mr. Dubé, seconded by Mr. Chesser, which carried by a vote of 6-0, the Board voted to enter Closed Session at 11:35 a.m. for the purpose of discussing the following:

1. Contract regarding legal services - 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. Dubé, seconded by Mr. Nichols, which carried by a vote of 6-0, the Board voted to return to regular session at 11:54 a.m.

RESOLUTION - CERTIFICATION OF CLOSED SESSION

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

Mr. Duke noted that during closed session, a committee was formed for the purpose of interviewing firms for legal services for a recommendation to the Board.

ADJOURNMENT

On the motion of Mr. Dubé, seconded by Mr. Chesser, which carried by a vote of 6-0, the Board voted to adjourn the December 3, 2013, meeting at 11:55 a.m.

BY ORDER OF

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