

**JAMES RIVER WATER AUTHORITY
BOARD OF DIRECTORS
SPRING CREEK SPORTS CLUB
181 CLUBHOUSE WAY
ZION CROSSROADS, VIRGINIA
NOVEMBER 3, 2015
10:30 A.M.**

Present: Steven M. Nichols, Goodman B. Duke (Chairman), Erick Gomez, Joe Chesser (Treasurer), and Christian R. Goodwin

Absent: D.D. Watson

Others Present: Brendan Hefty, Hefty & Wiley, P.C., Legal Counsel; Joe Modica, MBP Engineering; Pete Morris, Faulconer Construction; Ed Stelter, Faulconer Construction; Wayne Stephens, Fluvanna Engineer; Pam Baughman, Louisa County Water Authority; Andy Wade, Louisa County Economic Development Director

CALL TO ORDER

Chairman Duke called the October 5, 2015, regular meeting of the James River Water Authority (JRWA) Board of Directors to order at 10:32 a.m. Mr. Nichols led the Board in the Pledge of Allegiance.

ADOPTION OF AGENDA

On the motion of Mr. Goodwin seconded by Mr. Chesser, which carried by a vote of 5-0, the Board approved the November 3, 2015, agenda.

READING AND APPROVAL OF MINUTES OF PRECEDING MEETINGS

On the motion of Mr. Nichols, seconded by Mr. Chesser, which carried by a vote of 5-0 the Board approved the minutes of the October 6, 2015, meeting.

FINANCIAL REPORT

Approval of Bills

Mr. Nichols said the following bills had been received for payment:

- Faulconer Construction; construction planning draw #6, \$4,750

On the motion of Mr. Gomez, seconded by Mr. Nichols, which carried by a vote of 5-0, the Board approved payment for the aforementioned bills.

DISCUSSION/INFORMATION ITEMS

Update – Financing Schedule

Mr. Nichols advised that deadlines for the fall pool, and likely any special pool issuance, had passed. Given the permit schedule, it is likely that the VRA spring pool would be utilized. The deadline is 2/8/16 for application.

Update - Permit Relocation

Mr. Nichols advised that a permit could be in hand as early as next week pending meetings on the issue later this week.

Update – Guaranteed Maximum Price (GMP)

Mr. Nichols advised that progress was continuing toward finalizing plans, and that the Authority is 85% design specifications from the engineers. These will be reviewed by Mr. Stephens and Mr. Robins in conjunction with Mr. Modica from MBP.

ACTION ITEMS

None.

CLOSED MEETING

On the motion of Mr. Nichols, seconded by Mr. Chesser, which carried by a vote of 5-0, the Board voted to enter Closed Session at 10:43 a.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. Goodwin seconded by Mr. Nichols, which carried by a vote of 5-0, the Board voted to return to regular session at 11:18 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	Absent
Erick Gomez	Yes/Aye
Christian R. Goodwin	Yes/Aye
Steven M. Nichols	Yes/Aye
Goodman B. Duke	Yes/Aye

OTHER ITEMS

Mr. Nichols asked representatives from Faulconer Construction what would be done to mitigate construction impact on trees/landscaping, as well as what we would be done if any historical artifacts were encountered. Mr. Nichols asked for this information as soon as possible, and Mr. Stelter and Mr. Morris agreed to provide it.

Mr. Goodwin noted that Louisa County was willing to consider altering the pipeline route to avoid the recusing supervisor's property in Fluvanna. Mr. Nichols responded that this had already been proposed and declined as the supervisor in question feels that this would only affect more property owners in the district.

Mr. Nichols noted that easement letters are being drafted, and that language and timing are sensitive issues. The letters should highlight the joint benefit of the project, and it is preferable that they come from LCWA/JRWA rather than a vendor.

A brief discussion of the Hefty Wiley bill ensued. On the motion of Mr. Nichols, seconded by Mr. Goodwin, the Board voted 5-0 to approve the last Hefty Wiley quarterly bill for 2015 in the amount of \$7,500, and authorized the Treasurer to remit payment.

ADJOURNMENT

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

Board voted to adjourn the November 3, 2015, meeting at 11:25 a.m.

BY ORDER OF:

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

DRAFT

ADDENDUM NO. 1 TO

**“AGREEMENT BETWEEN LOUISA COUNTY, VIRGINIA, FLUVANNA COUNTY,
VIRGINIA, THE LOUISA COUNTY WATER AUTHORITY AND THE JAMES RIVER
WATER AUTHORITY REGARDING THE JAMES RIVER WATER PIPELINE”
DATED OCTOBER 1, 2013**

November ____, 2015

The parties hereby agree to supplement the Agreement among them, dated October 1, 2013, as follows, in order more clearly to express the intent of the parties, their respective rights and duties thereunder and to protect the public health, safety and general welfare of the citizens of Louisa and Fluvanna Counties. The terms of this Addendum shall not be deemed to amend the Agreement except as expressly stated herein, and the rights and obligations of the parties to the Agreement shall in all other respects be unchanged.

1. Louisa County and LCWA will design and construct the system to be able to deliver not less than 400,000 gallons per day of treated water to Fluvanna County’s Zion Crossroads connection point. Louisa County and LCWA will make all reasonable efforts to complete construction of the project in an expeditious manner by December 31, 2018.

2. Treated water will be provided to Fluvanna County at LCWA’s standard rate for commercial customers.

3. LCWA agrees to provide additional treated water capacity reservation for Fluvanna County when requested, absent a valid utility-related reason why such capacity cannot be reserved.

4. If additional capacity is not available within the then-existing capabilities of the system, LCWA will consider Fluvanna County capital contributions for treatment plant and other system expansion(s) at the time of the request for such additional capacity reservations. Depending on the financial factors in such a transaction, rate reductions may be considered.

Witness the following signatures and seals.

FOR LOUISA COUNTY, VIRGINIA:

APPROVED NOV 16, 2015

Date: _____

Chairman, Board of Supervisors

FOR FLUVANNA COUNTY, VIRGINIA:

APPROVED NOV 18, 2015

Date: _____

Chairman, Board of Supervisors

FOR LOUISA COUNTY WATER AUTHORITY:

APPROVED NOV 18, 2015

Date: _____

Chairman, Board of Directors

FOR THE JAMES RIVER WATER AUTHORITY:

PENDING MEETING ON DEC 1, 2015

Date: _____

Chairman, Board of Directors

APPROVED AS TO FORM:

Attorney for Louisa County

County Attorney for Fluvanna County

Louisa County Water Authority Attorney

James River Water Authority Attorney