

**JAMES RIVER WATER AUTHORITY
BOARD OF DIRECTORS
SPRING CREEK SPORTS CLUB
181 CLUBHOUSE WAY
ZION CROSSROADS, VIRGINIA
JANUARY 7, 2014
10:30 A.M.**

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

Absent: Erick Gomez

Others Present: Kurt Krueger, McGuireWoods LLP, Legal Counsel; Joe Hines, Timmons Group; David Saunders, Timmons Group; Michael Lockaby, County Attorney, Louisa County; Christian Goodwin, Deputy County Administrator, Louisa County; Andy Wade, Economic Development Director, Louisa County; Barbara Horlacher, Finance Director, Fluvanna County; Bobby Popowicz, Community Development Director, 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 January 7, 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

December 3, 2013

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 5-0, the Board approved the minutes of the December 3, 2013, meeting.

APPROVAL OF THE BILLS

Discussion ensued amongst the Board in regards to the process for payment of bills. After discussion, it was agreed that the Finance Director from each County would discuss options and determine the best method. It was also determined that the signature cards were required to be updated.

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 5-0, the Board voted to have new signature cards signed.

OTHER BUSINESS

Update – Permitting Process – Timmons Group

Mr. Hines stated that Timmons Groups had met with the Virginia Department of Environmental Quality (DEQ) and it was determined that the JRWA had the following two (2) options, 1) Go through the process of a Major Permit Modification and leave the basics of the current permit in place to essentially move the permit downstream; or 2) Apply for re-issuance of the existing permit. Mr. Hines explained the processes and differences of each option and recommended Option 2.

On the motion of Mr. Watson, seconded by Mr. Nichols, which carried by a vote of 5-0, the Board voted to move forward with the recommendation of Timmons Group to proceed with Option 2.

Mr. Hines described the public notification process that would be required for both options and recommended that the JRWA advertise to receive public comments at the next regularly scheduled JRWA meeting. Mr. Hines presented a draft public notification advertisement for the Board's consideration.

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 5-0, the Board voted to approve to move forward with publishing the draft advertisement as presented.

Mr. Hines noted that DEQ would require a wetland delineation and presented the Board with a proposal for consideration to allow Timmons Group to move forward with that work in order to stay on track and complete the permit application. Mr. Dubé suggested that Mr. Hines work with the Finance Committee to establish a document that showed all anticipated upcoming project costs.

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 5-0, the Board voted to accept the proposal for wetland delineation from Timmons Group.

Finance Committee Report

Mr. Goodwin noted that the Finance Committee met with Virginia Resources Authority (VRA) and discussed ways to structure the debt. Mr. Goodwin said it appeared that the best way to proceed was through the Authority, which would involve a credit feasibility analysis. Mr. Goodwin noted that the easement should be in place before debt issuance and therefore, given the requirements, it looked as if August would be the earliest point in which the application could be submitted, which would make the funds available in November. Mr. Goodwin added that the operating agreement would be sent to VRA for their response.

PPEA – Louisa County

Mr. Dubé said Louisa County received an unsolicited PPEA proposal to construct the entire water project, but the Board of Supervisors had not yet accepted the proposal for advertisement and therefore he was unable to provide any details. Mr. Dubé added that he planned to present

the proposal for the Board's consideration at one of their upcoming meetings. Discussion ensued amongst the Board in regards to how the PPEA proposal to Louisa County could legally apply to the James River Water Project.

CLOSED SESSION

On the motion of Mr. Dubé, seconded by Mr. Chesser, which carried by a vote of 5-0, the Board voted to enter Closed Session at 11:48 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. Watson, seconded by Mr. Nichols, which carried by a vote of 5-0, the Board voted to return to regular session at 12:08 p.m.

RESOLUTION - CERTIFICATION OF CLOSED SESSION

On the motion of Mr. Watson, 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.

NAME

Goodman B. Duke
D.D. Watson
Joe Chesser
Erick Gomez
Robert C. Dubé

VOTE

Yes/Aye
Yes/Aye
Yes/Aye
Absent
Yes/Aye

Steven M. Nichols

Yes/Aye

OTHER ITEMS FROM BOARD OR STAFF NOT ON AGENDA

On the motion of Mr. Nichols, seconded by Mr. Watson, which carried by a vote of 5-0, the Board voted to accept the legal services proposal from Hefty and Wiley.

The Board expressed their appreciation for the services of Mr. Krueger and McGuireWoods and explained that their services would be retained until January 10, 2014. The Board noted that the proposal by Hefty and Wiley fit more in the direction foreseen by the JRWA.

ADJOURNMENT

On the motion of Mr. Watson, seconded by Mr. Dubé, which carried by a vote of 5-0, the Board voted to adjourn the January 7, 2014, meeting at 12:10 p.m.

BY ORDER OF

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