

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

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

Others Present: Brendan Hefty, Hefty & Wiley, P.C., Legal Counsel; Joe Modica, MBP Engineering; Pete Morris, Faulconer Construction; Joe Hines, Timmons Engineering; Bobby Popowicz, Fluvanna Community Development; Andy Wade, Louisa Economic Development; R.J. Wright, Faulconer Construction

CALL TO ORDER

Chairman Duke 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. Chesser, which carried by a vote of 6-0, the Board approved the agenda.

READING AND APPROVAL OF MINUTES OF PRECEDING MEETINGS

On the motion of Mr. Watson, seconded by Mr. Nichols, which carried by a vote of 5-0 (with Mr. Dunning abstaining) the Board approved the minutes of the February 2, 2016, meeting.

FINANCIAL REPORT

Mr. Chesser stated that the Authority had \$316,180.64 in available funds. No bills were submitted for payment.

DISCUSSION/INFORMATION ITEMS

Update – Virginia Resources Authority (VRA) Debt Application

Mr. Goodwin briefed the Board on the most recent conference call regarding debt issuance. He noted that inclusion in the Spring Pool was still a possibility, but that VRA's deadline for approval resolutions was April 1, 2016, which would necessitate a special meeting of the Authority Board to consider the resolutions. The amount is dependent on property access in order to finalize the price for the project.

Update – Guaranteed Maximum Price (GMP)

Joe Hines, representing Timmons Engineering, stated that the GMP is dependent on property access. Mr. Goodwin asked if access was granted, how much time would be required after that to finalize the GMP. Mr. Hines responded that 30-60 days would be required, but that a realistic ceiling for the purposes of issuing debt might be developed in the next two weeks. Mr. Nichols and Mr. Goodwin agreed to discuss the issue with their governing bodies.

Update – Property Access

Mr. Hefty noted that the Authority was legally required to provide a letter detailing access needs and to give the property owner 15 days to respond. If access is not granted, the Authority would provide another letter stating intent to access, and to provide the owner another 15 days to respond. Mr. Hines noted that accessing the river during this calendar year is becoming a potential concern.

Update – Project Timeline and Permit

Mr. Hines noted that 2017 was still a possibility for construction completion, but that the potentially rising material pricing represents a need to move forward. Mr. Hines stated that the Virginia Marine Resources Commission had placed consideration of its permit for the JRWA on the VMRC's docket for April 28th, and that they will need related materials approximately 3 weeks in advance. He noted that VMRC may favor the "open cut" option for crossing the Rivanna River. Finally, Mr. Hines stated that DEQ will not approve the minor modification for the pump station/intake location until the wetland delineation study had been completed.

ACTION ITEMS

Election of Vice Chairman

Mr. Chesser nominated Mr. Watson for the position of Vice Chairman for the James River Water Authority Board. Mr. Goodwin seconded the motion, which passed 6-0.

CLOSED MEETING

On the motion of Mr. Chesser, seconded by Mr. Watson, which carried by a vote of 6-0, the Board voted to enter Closed Session at 10:58 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 pump station parcel.
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 construction management services.

RESUMPTION OF REGULAR SESSION

On the motion of Mr. Goodwin seconded by Mr. Watson, which carried by a vote of 6-0, the Board voted to return to regular session at 11:35 a.m.

RESOLUTION - CERTIFICATION OF CLOSED SESSION

On the motion of Mr. Nichols, seconded by Mr. Goodwin, 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.

NAME

Joe Chesser
D.D. Watson
Mark Dunning
Christian R. Goodwin
Steven M. Nichols
Goodman B. Duke

VOTE

Yes/Aye
Yes/Aye
Yes/Aye
Yes/Aye
Yes/Aye
Yes/Aye

OTHER ITEMS

Mr. Goodwin motioned to allow Mr. Nichols to sign necessary property access letters. Mr. Watson seconded the motion, which passed 6-0.

Mr. Goodwin motioned to direct Mr. Hefty to draft a Request for Proposals for construction management services. Mr. Chesser seconded the motion, which passed 6-0.

ADJOURNMENT

On the motion of Mr. Goodwin, seconded by Mr. Watson, which carried by a vote of 6-0, the Board voted to adjourn the meeting at 11:38 a.m.