

**JAMES RIVER WATER AUTHORITY
BOARD OF DIRECTORS
SPRING CREEK SPORTS CLUB
181 CLUBHOUSE WAY
ZION CROSSROADS, VIRGINIA
December 6, 2016
10:30 A.M.**

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

Absent: Goodman B. Duke (Chairman)

Others Present: Mr. Brendan Hefty, Legal Counsel (Hefty, Wiley, and Gore); Walter “Nat” Perkins (MBP); Pete Morris (Faulconer Construction); Eric Dahl (Fluvanna County); Pam Baughman (Louisa Water Authority); Wayne Stephens (Fluvanna County); Joe Hines (Timmons Group); David Saunders (Timmons Group); Jason Smith (Fluvanna County)

CALL TO ORDER

Mr. Watson called the meeting of the James River Water Authority (JRWA) Board of Directors to order at 10:31 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 5-0, the Board approved the agenda.

APPROVAL OF MINUTES OF PRECEDING MEETINGS

On the motion of Mr. Nichols, seconded by Mr. Dunning, which carried by a vote of 5-0, the Board approved the minutes of the November 1, 2016, meeting.

FINANCIAL REPORT

Bills were presented for property acquisition (\$5,200 and \$4,300 for separate parcels) and for Virginia Community Bank (\$10 wire transfer fee). On the motion of Mr. Goodwin, seconded by Mr. Chesser, which carried by a vote of 5-0, the Board approved the bills as presented.

DISCUSSION/INFORMATION ITEMS

Discussion – Financial and Accounting Services Options Update

Mr. Goodwin noted that the governing bodies of Louisa and Fluvanna raised no significant concerns with the plan to have Fluvanna maintain the Authority’s financial records, since Fluvanna is the

Authority's fiscal agent. General discussion ensued and it was agreed that the Authority would maintain the current custody of funds and check signature structure. Steven Wunsch, CPA will perform the audit as normal, and Quickbooks will be maintained until such time as records are uploaded into Fluvanna's accounting system, at which point Quickbooks will be archived. Mr. Chesser will work with Mr. Dahl to facilitate such.

Permit Update

Mr. Joe Hines of Timmons Group provided an update on the Corps of Engineer permit. The Virginia Department of Historic Resources (VDHR) had identified the Area of Potential Effect for the Louisa portion of the project, which facilitates moving forward with similar efforts for the JRWA portion. Timmons is working on a mitigation plan, and a meeting with VDHR will take place prior to 12/31, in which a timeline will be established.

ACTION ITEMS

Comprehensive Agreement

Mr. Hefty stated that a few remaining fine points in the Agreement were being finalized, and that Faulconer was in possession of the latest draft. Mr. Pete Morris of Faulconer stated that these should be resolved shortly and that the document would be ready for execution by the next meeting.

Reimbursements to Member Localities

Mr. Goodwin and Mr. Nichols stated that Boards for both counties were supportive of the reimbursement. Mr. Nichols suggested that each locality be reimbursed \$500,000 since both had contributed \$537,500. The remainder would be used for ongoing JRWA operations. Mr. Eric Dahl of Fluvanna noted that the Authority had approved a budget for FY17 had been approved by the Authority, and suggested that the reimbursements to the locality be the remainder of the total less the locality budget contributions to the Authority. This was generally agreed upon, and Mr. Nichols agreed to prepare a resolution with supporting document in advance of the next Authority meeting.

Other

Brief discussion of the MBP agreement for construction management ensued, and Mr. Watson agreed to sign the agreement since Mr. Duke was absent.

CLOSED SESSION

On the motion of Mr. Goodwin, seconded by Mr. Watson, which carried by a vote of 5-0, the Board voted to enter Closed Session at 10:59 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.

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.

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 11:09 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	Yes/Aye
Mark Dunning	Yes/Aye
Christian R. Goodwin	Yes/Aye
Steven M. Nichols	Yes/Aye
Goodman B. Duke	(absent)

OTHER MATTERS

On the motion of Mr. Chesser, seconded by Mr. Dunning, the Board unanimously voted to amend the Authority's offer with regard to purchase of Point of Fork Farm, LLC property to \$9,738.

ADJOURNMENT

On the motion of Mr. Goodwin, seconded by Mr. Dunning, which carried by a vote of 5-0, the Board voted to adjourn the meeting at 11:10 a.m.

BY ORDER OF:

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

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