

**ARTICLES OF INCORPORATION
OF THE
ROANOKE VALLEY BROADBAND AUTHORITY**

The Board of Supervisors of Roanoke County, Virginia, the Board of Supervisors of Botetourt County, Virginia, the Council of the City of Roanoke, Virginia, and the Council of the City of Salem, Virginia, have by concurrent resolutions adopted the following Articles of Incorporation of the Roanoke Valley Broadband Authority, pursuant to the Virginia Wireless Services Authorities Act (Chapter 54.1, Title 15.2 of the 1950 Code of Virginia, as amended), (the "Act"). The Authority shall exist for a term of 50 years as a political subdivision.

**ARTICLE I
NAME AND ADDRESS**

The name of the Authority shall be the Roanoke Valley Broadband Authority (the "Authority") and the address of its principal office is c/o Roanoke Valley – Alleghany Regional Commission, 313 Luck Avenue, S.W., Roanoke, VA 24016. The location of the principal office may be changed by the concurrence of three-fourths of the Authority members present at the regular meeting, provided that the clerk of the governing body of each member governmental subdivision has been notified of the contemplated relocation in writing at least thirty (30) days before such meeting.

**ARTICLE II
CREATING JURISDICTIONS**

The names of the incorporating political subdivisions are the County of Botetourt, the County of Roanoke, the City of Roanoke, and the City of Salem.

As the incorporating political subdivisions, hereby acknowledge, covenant, and agree that these Articles of Incorporation shall not be further amended or changed without the express agreement of the governing body of each of the incorporating political subdivisions. None of the following actions shall be taken or permitted to occur by the Board of the Authority without the affirmative vote of a majority of the members from each incorporating political subdivision creating the Authority:

1. The inclusion of additional political subdivisions in the Authority.
2. Additional agreements with political subdivisions other than Authority members, entities, or persons, local universities and colleges, the Town of Vinton, and the Western Virginia Water Authority for the expansion of services or network, or wireless infrastructure.

**ARTICLE III
MEMBERS, TERMS OF OFFICE**

The term of office of the Authority members shall be for four (4) years. Members may serve additional terms as appointed by their governing body. The initial term of office shall be staggered with the initial term being for 2 and 4 years alphabetically by last name.

The Board of the Authority shall consist of five Members. The names and addresses, and terms of office of the initial members of the Board of the Authority (“Authority”) are as follows:

<u>Name and address</u>	<u>Designee</u>	<u>Initial Term</u>
1. Kevin S. Boggess City Manager’s Office 114 North Broad Street Salem, VA 24153	Salem	2 years
2. B. Clayton Goodman, III County Administrator’s Office 5204 Bernard Drive Roanoke, VA 24018-0798	Roanoke County	4 years
3. Kathleen D. Guzi County Administrator’s Office 1 West Main Street, Box 1 Fincastle, VA 24090	Botetourt County	2 years
4. Michael McEvoy Western Virginia Water Authority 601 S. Jefferson Street, Suite 200 Roanoke, VA 24011	Citizen	4 years
5. Christopher P. Morrill City Manager’s Office Room 364, Noel C. Taylor Municipal Building 215 Church Avenue, S.W. Roanoke, VA 24011	Roanoke City	2 years

The terms of office of the initial members shall begin on the date of issuance of a certificate of incorporation or charter for the Authority by the State Corporation Commission. The governing body of each participating political subdivision shall appoint one (1) member who may be a member of the governing body. The four (4) members of the Board of the Authority shall recommend to the participating political subdivisions the appointment of the fifth member who shall be a citizen and resident of one of the participating political subdivisions. The governing bodies of each participating political subdivision shall ratify and confirm the appointment of the fifth member. If any of the governing bodies fails to act or are unable to act within 60 days of

the receipt of this recommendation, then the appointment of the fifth member shall be made by the judges of the Circuit Court for the 23rd Judicial District.

Initially, the governing body of the County of Roanoke shall appoint one member to a 4 year term; the governing body of the County of Botetourt shall appoint one member to a 2 year term; the governing body of the City of Roanoke shall appoint one member to a 2 year term; and the governing body of the City of Salem shall appoint one member for a 2 year term. The citizen shall be appointed to a 4 year term. After the initial terms, each member shall be appointed to a four-year term or until a successor is appointed and qualified. The governing body of each political subdivision shall be empowered to remove, at any time, without cause, the member appointed by it and appoint a successor member to fill the unexpired portion of the removed member's term. Vacancies on the Board shall be filled for the unexpired term in the same manner as the appointment of the member vacating the Board was made.

Each member shall be reimbursed by the Authority for the amount of actual expenses in performance of duties as a member of the Authority.

Each member of the Board shall have one equal vote in all matters before the Authority.

ARTICLE IV PURPOSE

The purpose of the Authority is to provide qualifying communication services as authorized by Article 5.1 (§ 56-484.7:1 et seq) of Chapter 15 of Title 56 of the 1950 Code of Virginia, as amended and to provide such other services as provided by law and Chapter 54.1 of Title 15.2 of the 1950 Code of Virginia, as amended. Such services are to be provided to the geographic areas of the County of Roanoke, the County of Botetourt, the City of Roanoke, and the City of Salem to establish local governmental network(s) to meet the communication needs of the participating localities and their subsidiaries and in accordance with the contracts and agreements by and between this Authority and other private or public entities as the Authority may agree in writing upon the terms and conditions established pursuant to such contracts.

ARTICLE V POWERS, GENERAL OPERATIONS

The Authority shall have all the powers granted by Section 15.2-5431.11 of the 1950 Code of Virginia, as amended.

The general business of the Authority, including the issuance of revenue bonds and refunding bonds as permitted by the Act and the expenditure of funds for general expenses, shall be conducted by the majority action of the Board of the Authority, provided such Board may create an executive committee and such other committees as the Board may direct, including project committees. The Authority is vested with the powers of a body corporate, including the power to sue and be sued in its own name, plead and be impleaded, and adopt and use a common seal and alter the same as may be deemed expedient.

**ARTICLE VI
DISSOLUTION**

The Board of the Authority may determine that the purposes for which the Authority was created have been completed, or are impractical or impossible to complete, and that all of the obligations have been paid, or have been assumed by one or more political subdivisions or any Authority created, thereby, or that cash or United States government securities have been deposited for their payment. In such event, it shall adopt and file with each of the governing bodies a resolution declaring such facts. If the governing bodies adopt a resolution, concurring in such declaration and finding that the Authority should be dissolved, they shall file appropriate articles of dissolution with the State Corporation Commission.

**ARTICLE VII
WITHDRAWAL OF LOCALITY**

A locality may withdraw from the Authority at any time, provided, that no locality may withdraw from the Authority at any time when bonds are outstanding unless all remaining members approve such withdrawal at such time. Prior to withdrawing, a locality shall provide the Authority and each of the other participating localities with written notice of the locality's intent to withdraw.

In the event that a locality withdraws, such locality electing to withdraw shall execute all documents necessary to reflect such withdrawal, the remaining participating localities shall appoint a replacement member to the Board, and file proper amendments to these Articles with the State Corporation Commission. If any of the governing bodies of the remaining participating localities fails to act or are unable to act to appoint a replacement member within 60 days after the locality electing to withdraw provides notice of withdrawal, then the appointment of the replacement member shall be made by the judges of the Circuit Court for the 23rd Judicial Circuit.

**ARTICLE VIII
AUDIT**

The Authority shall cause an annual audit of its books and records to be made by the State Auditor of Public Accounts or by an independent certified public accountant at the end of each fiscal year and a certified copy thereof to be filed promptly with the governing bodies of each of the incorporating political subdivisions.

IN WITNESS WHEREOF, the Board of Supervisors of Roanoke County, Virginia, the Board of Supervisors of Botetourt County, Virginia, the City Council of the City of Roanoke, Virginia, and the City Council of the City of Salem, Virginia have caused these Articles of Incorporation to be executed in their respective names, and their respective seals have been affixed and attested by the respective clerks of each, this 21ST day of OCTOBER, 2013.

Attest: Deborah C. Jacks
Deborah C. Jacks, Clerk

COUNTY OF ROANOKE, VIRGINIA

By: Michael W. Altizer
Michael W. Altizer, Chairman
Board of Supervisors

SEAL

Approved as to Form:

Paul M. Mahoney
County Attorney

COUNTY OF BOTETOURT, VIRGINIA

Attest: Susan H. Fain
Susan Fain, Clerk

By: Stephen P. Clinton
Stephen P. Clinton, Chairman
Board of Supervisors

SEAL

Approved as to Form:

Elizabeth K. Wilson
County Attorney

CITY OF ROANOKE, VIRGINIA

Attest: Stephanie M. Meon
Stephanie M. Meon, Clerk

By: David A. Bowers
David A. Bowers, Mayor

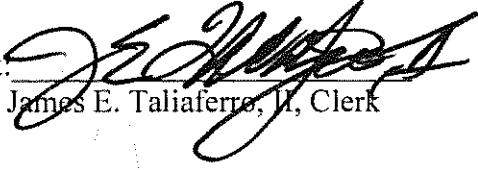
SEAL

Approved as to Form:

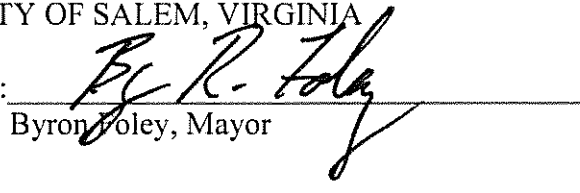
David J. Callahan
City Attorney

CITY OF SALEM, VIRGINIA

Attest:


James E. Taliaferro, II, Clerk

By:


Byron Foley, Mayor

SEAL

Approved as to Form:


City Attorney