

PUBLIC NOTICE OF
PUBLIC HEARINGS ON PROPOSED CREATION OF
ROANOKE VALLEY BROADBAND AUTHORITY BY
CITY OF ROANOKE
CITY OF SALEM
BOTETOURT COUNTY
ROANOKE COUNTY

The City of Roanoke, the City of Salem, Botetourt County, and Roanoke County intend to join together to form the Roanoke Valley Broadband Authority in order to acquire, finance, construct, operate, manage, and maintain a broadband system and related facilities pursuant to the Virginia Wireless Services Authorities Act, Chapter 54.1, Title 15.2 of the Code of Virginia, (1950), as amended.

A copy of the proposed concurrent resolution that would create the Authority is set out in full below and also may be reviewed at any of the following offices:

City of Roanoke

City Clerk's Office
Room 456
4th Floor, Noel C. Taylor Municipal Building
215 Church Avenue, S. W.
Roanoke, VA 24011

City of Salem

City Manager's Office
City Hall
114 N. Broad Street
Salem, VA 24153

Botetourt County

County Administrator's Office
1 West Main Street
Fincastle, VA 24090

Roanoke County

Board of Supervisor's, Clerk's Office
5204 Bernard Drive, 4th Floor
Roanoke, Virginia 24018

Notice is hereby given that the public hearings on the above matter will be held at the following times, dates and locations for each jurisdiction:

CITY OF ROANOKE

City Council of the City of Roanoke on **August 19, 2013 at 7:00 p.m.** or as soon thereafter as the matter may be heard, in Roanoke City Council Chamber located at Room 450, 4th Floor, Noel C. Taylor Municipal Building, 215 Church Avenue, S.W., Roanoke, VA 24011. For further information contact Stephanie Moon, Roanoke City Clerk, at (540)853-2541.

CITY OF SALEM

City Council of the City of Salem on **August 26, 2013 at 7:30 p.m.** or as soon thereafter as the matter may be heard, in Salem City Council Chambers located at City Hall, 114 N. Broad Street, Salem, VA 24153. For further information contact Salem City Manager 's Office at (540)375-3016

BOTETOURT COUNTY

Board of Supervisors of Botetourt County on **August 27, 2013, at 3:00 p.m.** or as soon thereafter as the matter may be heard, in Rooms 226-228 of the Greenfield Education and Training Center located at 57 South Center Drive in Daleville , VA 24083. For further information contact County Administrator's Office at (540)473-8223.

ROANOKE COUNTY

Board of Supervisors of Roanoke County on **August 27, 2013 at 7:00 p.m.** or as soon thereafter as the matter may be heard, in the Board of Supervisors of Roanoke County meeting room located at 5240 Bernard Drive, Roanoke, VA 24018. For further information on this matter, you may contact the Office of the Clerk to the Board of Supervisors at (540)772-2003.

All parties and interested citizens may appear on the above dates and be heard on the matter.

If you are a person who needs accommodations for this hearing, please contact the Clerk's Office noted above for the meeting you plan to attend before 12:00 noon on the Thursday before the date of the hearing listed above.

The proposed concurrent resolution includes articles of incorporation for the Authority, and is set out as follows:

A RESOLUTION creating the Roanoke Valley Broadband Authority

WHEREAS, the Board of Supervisors of Roanoke County, Virginia ("Roanoke County"), the Board of Supervisors of Botetourt County, Virginia ("Botetourt County"), the City Council of the City of Roanoke, Virginia ("Roanoke City"), and the City Council of the City of Salem, Virginia ("Salem City") have determined that it is in the best interests of the Roanoke Valley to create the Roanoke Valley Broadband Authority pursuant to the

provisions of the Virginia Wireless Services Authorities Act, Chapter 54.1, Title 15.2 of the 1950 Code of Virginia, as amended (“Act”), and desire to do so by the adoption of concurrent resolutions, and a public hearing has been held in accordance with the requirements of Sections 15.2-5431.3 and 15.2-5431.5 of the Act.

NOW, THEREFORE, BE IT RESOLVED by the [governing body of the participating locality], as follows:

1. Creation of the Authority. There is hereby created the Roanoke Valley Broadband Authority (“Authority”).
2. Articles of Incorporation. The Articles of Incorporation of the Roanoke Valley Broadband Authority are as follows:

**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 ___ day of _____, 2013.

COUNTY OF ROANOKE, VIRGINIA

Attest: _____
Deborah C. Jacks, Clerk
SEAL

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

Approved as to Form:

County Attorney

COUNTY OF BOTETOURT, VIRGINIA

Attest: _____
Susan Fain, Clerk
SEAL

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

Approved as to Form:

County Attorney

CITY OF ROANOKE, VIRGINIA

Attest: _____
Stephanie M. Moon, Clerk
SEAL

By: _____
David A. Bowers, Mayor

Approved as to Form:

City Attorney

CITY OF SALEM, VIRGINIA

Attest: _____
James E. Taliaferro, II, Clerk
SEAL

By: _____
Byron Foley, Mayor

Approved as to Form:

City Attorney

3. The appropriate officers are hereby authorized to execute all documents and take all other actions necessary or convenient to file or otherwise cause the Articles of Incorporation for the Roanoke Valley Broadband Authority to become effective.

4. Effective immediately. This resolution shall take effect immediately upon its adoption.

GIVEN under our hands this 18th day of July, 2013.

Stephanie M. Moon, Roanoke City Clerk
James E. Taliaferro, II, Salem City Clerk
Susan Fain, Botetourt County Board of Supervisors, Clerk
Deborah C. Jacks, Roanoke County Board of Supervisors, Clerk

Please publish on:

July 18, 2013

SEND BILL TO:

Stephanie M. Moon, City Clerk
Suite 456, Noel C. Taylor Municipal Building
215 Church Avenue, S.W.
Roanoke, VA 24011

SEND COPIES OF AFFIDAVITS TO:

Stephanie M. Moon, City Clerk
Suite 456, Noel C. Taylor Municipal Building
215 Church Avenue, S.W.
Roanoke, VA 24011

Deborah C. Jacks, Clerk
Roanoke County Board of Supervisors
P.O. Box 29800
Roanoke, VA 24018

James E. Taliaferro, II, Clerk
City of Salem
P.O. Box 869
Salem, VA 24153

Susan Fain, Clerk
Botetourt County Board of Supervisors
1 W. Main Street, #1
Fincastle, VA 24090