

601 S. Jefferson Street, SW, Suite 110, Roanoke, VA 24011
Frank M. Smith, II, President & CEO
fsmith@highspeedroanoke.net Ph: 540.904.1073

BOARD MEMBERS:

Bob Cowell, City of Roanoke
Gary Larrowe, Botetourt County
Mike McEvoy, Citizen
Daniel R. O'Donnell, Roanoke County
James E. Taliaferro, II, City of Salem

rvba.online

**Board Meeting of the
Roanoke Valley Broadband Authority**

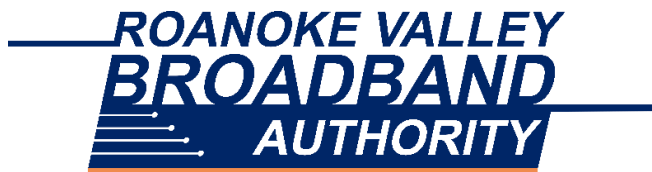
Friday, May 17, 2019 at 8:30 a.m.

**Roanoke Valley Broadband Authority office, Suite 110 (Coulter Building)
601 S. Jefferson Street, SW, Roanoke, VA 24011**

AGENDA

1. **Call to Order, Roll Call, Introductions** *Vice Chair McEvoy*
2. **Approval of the March 15, 2019 Minutes, pp. 2-5** *Vice Chair McEvoy*
3. **Treasurer's Report, pp. 6-7** *Olivia Dooley, Treasurer & CFO*
 - Acceptance of the March 2019 and April 2019 Financial Reports
4. **Approval of FY 2020 Budget** *Frank Smith, President & CEO*
5. **Authorization to Execute an Agreement for Human Resource Services** .. *Vice Chair McEvoy*
6. **Project Update** *Frank Smith, President & CEO*
7. **Adoption of Fiscal Year Board Meeting Schedule Change, p. 8** *Vice Chair McEvoy*
8. **Appointment of Chairman to Fill Unexpired Term Ending 6/30/20, p. 9** *Vice Chair McEvoy*
9. **Request for Closed Meeting** *Chairman*

Pursuant to §2.2-3711.A.1. of the Code of Virginia, 1950, as amended, to discuss personnel matters.
10. **End Closed Meeting and Reconvene Regular Meeting** *Chairman*
11. **Adoption of Certification Resolution of Closed Meeting, p. 10** *Chairman*
12. **Other Business**
13. **Adjournment**



601 S. Jefferson Street, Suite 110, Roanoke, VA 24011
Frank M. Smith, II, President & CEO
fsmith@highspeedroanoke.net Ph: 540.904.1073

BOARD MEMBERS:

Bob Cowell, City of Roanoke
Gary Larrowe, Botetourt County
Mike McEvoy, Citizen
Daniel R. O'Donnell, Roanoke County
James Taliaferro, II, City of Salem

rvba.online

MINUTES

The March Board Meeting of the Roanoke Valley Broadband Authority was held on Friday, March 15, 2019 at 8:30 a.m. at the Broadband office located at 601 S. Jefferson Street, Suite 110, Roanoke, VA.

1. CALL TO ORDER, WELCOME AND ROLL CALL

Vice Chairman McEvoy called the meeting to order at 8:30 a.m. and welcomed those in attendance. Wayne Strickland, Secretary to the Broadband Authority, called the roll and reported that a quorum was present.

Roanoke Valley Broadband Authority Board Members: Present: **Bob Cowell, City of Roanoke; Gary Larrowe, Botetourt County; Mike McEvoy, Citizen; Dan O'Donnell, Roanoke County; and Jay Taliaferro, City of Salem. ****Note:** Mr. Cowell was not present at the start of the Board meeting but arrived during the Closed Meeting session, Item #7 on the agenda.

OTHERS/GUESTS IN ATTENDANCE

Broadband Authority Staff: Jim Bandy, Director of Solutions Engineering; Olivia Dooley, Finance Director; Joan Mark, Director of Business Development; and Frank Smith, President and CEO.

Roanoke Valley-Alleghany Regional Commission Staff: Wayne Strickland and Matt Miller.

Others: Sam Darby, Glenn Feldmann Darby & Goodlatte; Jennifer Eddy, Eddy Alexander; Sam English, Economic Strategist/Entrepreneur; and James Funkhouser, Shentel.

2. APPROVAL OF THE JANUARY 18, 2019 MINUTES

The January 18, 2019 Minutes of the Roanoke Valley Broadband Authority Board Meeting were distributed earlier.

ROANOKE VALLEY BROADBAND AUTHORITY ACTION:

Gary Larrowe moved approval of the Minutes of the January 18, 2019 meeting of the Roanoke Valley Broadband Authority, as presented. The motion was seconded by Jay Taliaferro and carried.

3. TREASURER'S REPORT

Frank Smith reported that the finances are good from both a revenue and a capital expenditure standpoint.

Acceptance of the Financial Reports

The Financial Reports, ending January 2019 and February 2019, were distributed earlier in the agenda packet.

ROANOKE VALLEY BROADBAND AUTHORITY ACTION:

Gary Larrowe moved that the Financial Reports, ending January 2019 and February 2019, be accepted, as presented. The motion was seconded by Dan O'Donnell and carried.

4. PROPOSED MODIFICATIONS TO THE 2018-2019 OPERATING BUDGET

A copy of the proposed modifications to the 2018-2019 Operating Budget was distributed at the meeting. Frank Smith reported that staff is requesting that the Broadband's 2018-19 Operating Budget be modified to reflect additional revenues received as outlined in the proposed budget.

ROANOKE VALLEY BROADBAND AUTHORITY ACTION:

Dan O'Donnell moved acceptance of the proposed modifications to the Roanoke Valley Broadband Authority's 2018-2019 Operating Budget, as presented. The motion was seconded by Gary Larrowe and carried.

5. PROJECT UPDATES

Frank Smith highlighted the "Dashboard" which is presented at each meeting. (Copy distributed at meeting.) A few highlights:

- Thanked staff member Jim Bandy for his help working with the libraries in Roanoke City. All libraries are now up and running and connected into the broadband network.
- Three services provided by the Authority are Internet, Dark Fiber and Transport. The majority of service revenue is from the Internet.
- There were 21 qualified opportunities noted during the report.
- RVBA was recently awarded the Local Project of the Year by the Coalition for Local Internet Choice (CLIC) whose membership is comprised of industry leaders such as Google, Netflix, and Nokia. The award will be presented to the RVBA at the Broadband Communities Conference the week of April 8th in Austin, Texas.

For guests in attendance Vice Chairman McEvoy stated that no action would come out of the scheduled Closed Session, so "Other Business" was moved up next on the agenda, to be followed by the scheduled Closed Session.

6. OTHER BUSINESS

- Board members unanimously agreed to cancel the April 19, 2019 Broadband Authority board meeting, and stated that Friday, May 17, 2019 at 8:30 a.m. would be the date and time of the next scheduled board meeting.

- At the May meeting the following two items will be discussed: (1) propose a slate of officers for the following fiscal year (election at July meeting), and (2) adoption of a fiscal year meeting schedule reflecting that the Broadband Board meetings will be held every two months (FY20 -- 3rd Friday of July, September, November, January, March, and May).

7. REQUEST FOR CLOSED MEETING

Motion was made by Gary Larrowe and seconded by Vice Chairman McEvoy that the Roanoke Valley Broadband Authority Board convene a closed meeting to discuss personnel matters pursuant to § 2.2-3711.A.1 of the Code of Virginia, 1950, as amended.

The motion was adopted and carried by a vote of 4 to 0 (Ayes: Larrowe, McEvoy, O'Donnell, Taliaferro. Absent: Cowell**). The Roanoke Valley Broadband Authority went into a closed meeting at 8:55 a.m. (****Note:** *Mr. Cowell was not present for the vote to convene a closed session but was present for the vote to end the closed session and reconvene the regular meeting and to adopt the certification resolution.*)

END CLOSED MEETING AND RECONVENE REGULAR MEETING

Motion was made by Gary Larrowe and seconded by Dan O'Donnell that the Broadband Authority end the closed meeting and return to its regular meeting. The motion was adopted and carried by a vote of 5 to 0. The Roanoke Valley Broadband Authority ended the closed meeting and returned to its regular meeting at 9:05 a.m.

8. RESOLUTION OF CERTIFICATION OF CLOSED MEETING

Motion was made by Gary Larrowe and seconded by Bob Cowell to adopt the following certification resolution:

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Roanoke Valley Broadband Authority has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by the Roanoke Valley Broadband Authority that such closed meeting was conducted in conformity with Virginia law.

NOW, THEREFORE, BE IT RESOLVED, that the Roanoke Valley Broadband Authority hereby certifies that, to the best of each member's knowledge: (1) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting which this certification resolution applies; and (2) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Roanoke Valley Broadband Authority.

The motion was adopted by a Roll Call vote of 5-0, as follows:

Member & Vote

Mr. Cowell – Yes
Mr. Larrowe – Yes

Mr. McEvoy – Yes
Mr. O'Donnell – Yes
Mr. Taliaferro – Yes

The meeting was adjourned at 9:06 a.m.

Submitted by:

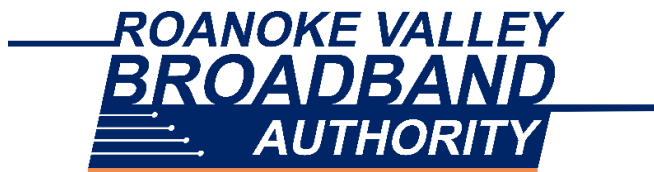
Wayne Strickland, Secretary,
Roanoke Valley Broadband Authority

Roanoke Valley Broadband Authority
FY 2019 Operations Statement
For the Month Ended March 31, 2019

	FY 2019 Budget	March 2019	FY 18/19 Year to Date	Percent Budget
Broadband Revenues				
Contributed Capital	\$788,441	\$65,703	\$591,327	75%
Service Revenue	317,884	36,669	230,751	73%
Total Broadband Operating Revenues	\$1,106,325	\$102,372	\$822,078	74%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$516,000	\$30,930	\$317,086	61%
Network Operations	371,769	23,791	275,418	74%
Brand Management	60,000	5,000	40,000	67%
Legal Fees	20,000	2,953	11,363	57%
Office Expenses	95,556	6,016	67,927	71%
Richmond Message Management	25,000	2,000	19,000	76%
Travel	18,000	1,962	11,108	62%
Total BB Operation & Maintenance Expenses	\$1,106,325	\$72,652	\$741,902	
Income from Operations	\$0	\$29,720	\$80,176	
Non-Operating Revenues				
Interest Income	200	112	478	239%
Installations	352,045	275,802	341,557	97%
Contributed Capital	198,153	16,513	148,617	75%
Other Non-Operating Revenue	8,079	0	16,499	204%
Subtotal Non-Operating Revenues	\$558,477	\$292,427	\$507,151	91%
Total Non-Operating Revenues	558,477	292,427	507,151	91%
Net Income (Loss) from Operations	\$558,477	\$322,147	\$587,327	105%
Capital Projects	508,477	0	177,216	
Reserves	50,000	-	-	
Net Income (Loss)	\$0	\$322,147	\$410,111	

Roanoke Valley Broadband Authority
FY 2019 Operations Statement
For the Month Ended April 30, 2019

	FY 2019 Budget	April 2019	FY 18/19 Year to Date	Percent Budget
Broadband Revenues				
Contributed Capital	\$788,441	\$65,703	\$657,030	83%
Service Revenue	317,884	28,336	259,089	82%
Total Broadband Operating Revenues	\$1,106,325	\$94,039	\$916,119	83%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$516,000	\$39,300	\$356,386	69%
Network Operations	371,769	39,451	315,726	85%
Brand Management	60,000	0	40,000	67%
Legal Fees	20,000	4,090	15,453	77%
Office Expenses	95,556	6,673	74,622	78%
Richmond Message Management	25,000	2,000	21,000	84%
Travel	18,000	2,656	13,765	76%
Total BB Operation & Maintenance Expenses	\$1,106,325	\$94,170	\$836,952	
Income from Operations	\$0	-\$131	\$79,167	
Non-Operating Revenues				
Interest Income	200	159	636	318%
Installations	352,045	10,663	352,220	100%
Contributed Capital	198,153	16,513	165,130	83%
Other Non-Operating Revenue	8,079	0	16,499	204%
Subtotal Non-Operating Revenues	\$558,477	\$27,335	\$534,485	96%
Total Non-Operating Revenues	558,477	27,335	534,485	96%
Net Income (Loss) from Operations	\$558,477	\$27,204	\$613,652	110%
Capital Projects	508,477	3,656	180,871	
Reserves	50,000	-	-	
Net Income (Loss)	\$0	\$23,548	\$432,781	



601 S. Jefferson Street, SW, Suite 110, Roanoke, VA 24011
Frank M. Smith, II, President & CEO
fsmith@highspeedroanoke.net Ph: 540.904.1073

BOARD MEMBERS:

Bob Cowell, City of Roanoke
Gary Larrowe, Botetourt County
Mike McEvoy, Citizen
Daniel R. O'Donnell, Roanoke County
James E. Taliaferro, II, City of Salem

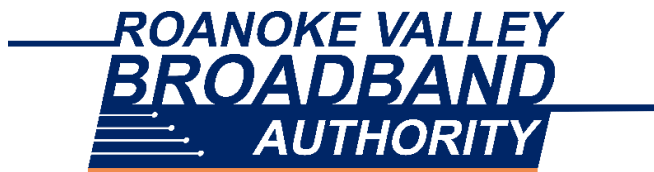
rvba.online

**Adoption of Fiscal Year Meeting Schedule Change for Board Meetings
of the Roanoke Valley Broadband Authority**

It is proposed that the Roanoke Valley Broadband Authority Board Meeting Schedule be changed to every two months at 8:30 a.m. on the third Friday of the following months: July, September, November, January, March and May. (NOTE: Article V, Section 5.1 of the Bylaws)

Fiscal Year 2020 RVBA Board Meeting Schedule (July 1, 2019 - June 30, 2020)

July 19, 2019
September 20, 2019
November 15, 2019
January 17, 2020
March 20, 2020
May 15, 2020



601 S. Jefferson Street, SW, Suite 110, Roanoke, VA 24011
Frank M. Smith, II, President & CEO
fsmith@highspeedroanoke.net Ph: 540.904.1073

BOARD MEMBERS:

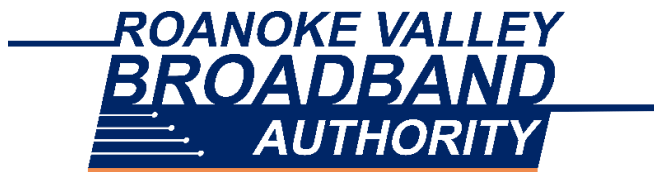
Bob Cowell, City of Roanoke
Gary Larrowe, Botetourt County
Mike McEvoy, Citizen
Daniel R. O'Donnell, Roanoke County
James E. Taliaferro, II, City of Salem

rvba.online

**Appointment of Chairman for the
Roanoke Valley Broadband Authority Board
(To Fill Unexpired Term Ending 6/30/2020)**

Article VI, Section 6.2 of the Broadband Authority Bylaws states that officers of the Authority are elected for two-year terms in even-numbered years by the Board. The last election was held on June 15, 2018.

Due to the resignation in January 2019 of Kevin Boggess as the Chairman of the Broadband Authority Board, a member will need to be appointed to serve as Chairman (filling the unexpired term of Mr. Boggess ending June 30, 2020).



601 S. Jefferson Street, Suite 110, Roanoke, VA 24011
Frank M. Smith, II, President & CEO
fsmith@highspeedroanoke.net Ph: 540.904.1073

BOARD MEMBERS:

Bob Cowell, City of Roanoke
Gary Larrowe, Botetourt County
Mike McEvoy, Citizen
Daniel R. O'Donnell, Roanoke County
James E. Taliaferro, II, City of Salem

rvba.online

CERTIFICATION RESOLUTION

RESOLUTION CERTIFYING CLOSED MEETING WAS HELD IN CONFORMITY WITH THE CODE OF VIRGINIA

WHEREAS, the Board of the Roanoke Valley Broadband Authority has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by the Roanoke Valley Broadband Authority that such closed meeting was conducted in conformity with Virginia law.

NOW, THEREFORE, BE IT RESOLVED, that the Roanoke Valley Broadband Authority hereby certifies that, to the best of each member's knowledge:

1. Only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting which this certification resolution applies; and
2. Only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Roanoke Valley Broadband Authority Board.

The 17th day of May 2019