



601 S. Jefferson Street, SW, Suite 110, Roanoke, VA 24011
Frank M. Smith, II, President & CEO
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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

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**Board Meeting of the
Roanoke Valley Broadband Authority
Friday, July 19, 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** *Chairman McEvoy*
2. **Approval of the May 17, 2019 Minutes, pp. 2-6** *Chairman McEvoy*
3. **Treasurer’s Report, pp. 7-8**..... *Olivia Dooley, Treasurer & CFO*
 - Acceptance of the May 2019 and June 2019 Financial Reports
 - Ratification of Update to “Resolution and Agreement for Deposit Account” at BB&T Bank to Include Newly Elected Officers
4. **Project Update** *Frank Smith, President & CEO*
5. **Request for Closed Meeting** *Chairman McEvoy*
 - Pursuant to §2.2-3711.A.1. of the Code of Virginia, 1950, as amended (The “Code”), to discuss personnel matters.
 - Pursuant to §2.2-3711.A.33. of the Code of Virginia, 1950, as amended (The “Code”), discussion or consideration by a local authority created in accordance with the Virginia Wireless Service Authorities Act (§15.2-5431.1 et seq.) of confidential proprietary information and trade secrets subject to the exclusion in subdivision 19 of §2.2-3705.6.
6. **End Closed Meeting and Reconvene Regular Meeting** *Chairman McEvoy*
7. **Adoption of Certification Resolution of Closed Meeting, p. 9** *Chairman McEvoy*
8. **Other Business**
9. **Adjournment**



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MINUTES

The May Board Meeting of the Roanoke Valley Broadband Authority was held on Friday, May 17, 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. Vice Chairman McEvoy asked Board members for their permission to move Item #8 on the agenda (Appointment of Chairman to Fill Unexpired Term Ending in June 2020) to discuss after Item #2. Board members agreed to the request.

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.

OTHERS/GUESTS IN ATTENDANCE

Broadband Authority Staff: Jim Bandy, Director of Solutions Engineering; Olivia Dooley, Treasurer & CFO; Joan Moore, 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; and Brian McConnell - Roanoke Community EcoSystems and Citizen.

2. APPROVAL OF THE MARCH 15, 2019 MINUTES

The March 15, 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 March 15, 2019 meeting of the Roanoke Valley Broadband Authority, as presented. The motion was seconded by Dan O'Donnell and carried.

3. APPOINTMENT OF CHAIRMAN TO FILL UNEXPIRED TERM ENDING JUNE 30, 2020

Vice Chairman McEvoy noted that Kevin Boggess had served as Chairman of the Broadband Authority from its inception through January of 2019. It was noted that the two-year offices of Chair (Boggess) and Vice Chair (McEvoy) will expire June 30, 2020. Vice Chair McEvoy stated action needs to be taken to permanently fill the office of Chairman of the Broadband Authority for the remaining two-year term ending in June 2020.

The floor was opened for nominees to serve as Chairman of the Broadband Authority. Gary Larrowe nominated Vice Chairman Mike McEvoy to serve as Chairman for the remaining term ending June 30, 2020. No other nominations were voiced and the nominations for the office of Chairman were closed.

Due to Vice Chairman McEvoy being nominated to serve as the Chairman, the office of Vice Chairman would need to be filled. The floor was opened for nominations for Vice Chairman. Mike McEvoy nominated Dan O'Donnell to serve as Vice Chairman for the remaining term ending June 30, 2020. No other nominations were voiced and the nominations for the office of Vice Chairman were closed.

ROANOKE VALLEY BROADBAND AUTHORITY ACTION:

Gary Larrowe moved approval of the nominations as presented to serve the remaining two-year term ending June 30, 2020 for the vacant office of Chairman and the office of Vice Chairman (Chairman – Mike McEvoy and Vice Chairman – Dan O'Donnell, respectfully). The motion was seconded by Bob Cowell and carried.

4. TREASURER'S REPORT

Acceptance of the Financial Reports

The Financial Reports, ending March 31, 2019 and April 30, 2019, were distributed earlier in the agenda packet.

ROANOKE VALLEY BROADBAND AUTHORITY ACTION:

Gary Larrowe moved that the Financial Reports, ending March 31, 2019 and April 30, 2019, be accepted, as presented. The motion was seconded by Dan O'Donnell and carried.

5. APPROVAL OF THE FY2020 BUDGET

Frank Smith presented the FY2020 Budget, noting it was a 2% increase from last year. Mr. Smith highlighted line items and thanked the staff for looking at ways to reallocate and drawdown costs.

ROANOKE VALLEY BROADBAND AUTHORITY ACTION:

Gary Larrowe moved for the approval of the FY2020 Budget, as presented. The motion was seconded by Bob Cowell and carried.

6. AUTHORIZATION TO EXECUTE AN AGREEMENT FOR HUMAN RESOURCE SERVICES

Chairman McEvoy stated that he would be abstaining from discussion on this item and turned the meeting over to Vice Chairman O'Donnell. Vice Chairman O'Donnell then asked Sam

Darby, Counsel for the Broadband Authority, to present. Mr. Darby stated that members were distributed a copy of an Employment and Reimbursement Agreement between the Western Virginia Water Authority (WVWA) and the Roanoke Valley Broadband Authority (RVBA). Darby further stated that the agreement would save the Broadband Authority from creating another administration to take care of employee benefits. The agreement was initially developed in 2016 when Frank Smith was the sole employee of the Broadband Authority so that his benefits could be “run through” the Western Virginia Water Authority. Since there are now more Broadband Authority employees, the aim is to expand the agreement to cover the remainder of the employees. Darby stated that Broadband employees are “technically” employees of the Western Virginia Water Authority, noting this was necessary to receive health insurance and other benefits. Darby noted that Frank Smith was concerned about the “at will” status of the employees and the ability of the Water Authority to fire Broadband employees without consulting him. A sentence was added to #3 on page 1 of the agreement stating... “No action relating to Employees hereunder shall be taken by the WVWA in derogation or conflict with the RVBA’s established policies and guidelines as they may be revised from time to time, including but not limited to the RVBA’s Human Resources Policy Manual, its Management Authorities, unless and until the respective chief executive officers (or in case of conflict, chairs of the respective boards), have conferred and reached consensus on such actions or decisions.”

ROANOKE VALLEY BROADBAND AUTHORITY ACTION:

Gary Larrowe moved for the approval of the Employment and Reimbursement Agreement, as amended. The motion was seconded by Bob Cowell and carried. Mike McEvoy abstained.

7. PROJECT UPDATES

Frank Smith presented the monthly “Dashboard” which highlights activities/projects undertaken by the Broadband Authority staff. From a network standpoint, Smith reported that the Spring Hollow Regional Jail Extension project is underway. He noted that after encountering rock, a small reroute had to be undertaken but the project is still on track and should be finished by the end of July or mid-August.

8. ADOPTION OF FISCAL YEAR BOARD MEETING SCHEDULE CHANGE

Chairman McEvoy stated that a change to the monthly RVBA meeting schedule is proposed. It is proposed that board meetings of the RVBA be held every two months during a fiscal year (i.e., July, September, November, January, March and May). It was noted that the meeting time of 8:30 a.m. would remain the same, and the meetings would continue to be held on the third Friday of the proposed months.

ROANOKE VALLEY BROADBAND AUTHORITY ACTION:

Gary Larrowe moved for the adoption of RVBA board meetings to be held every two months during a fiscal year, effective July 1, 2019. The motion was seconded by Vice Chair O’Donnell and carried.

9. REQUEST FOR CLOSED MEETING

Motion was made by Bob Cowell and seconded by Dan O’Donnell that the Roanoke Valley Broadband Authority Board convene a closed meeting to discuss personnel matters concerning the compensation and performance evaluation for the Executive Director, Frank Smith, 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 5 to 0. The Roanoke Valley Broadband Authority went into a closed meeting at 9:00 a.m.

END CLOSED MEETING AND RECONVENE REGULAR MEETING

Motion was made by Bob Cowell and seconded by Gary Larrowe 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 9:28 a.m.

10. RESOLUTION OF CERTIFICATION OF CLOSED MEETING

Motion was made by Bob Cowell and seconded by Jay Taliaferro 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

11. OTHER BUSINESS

Bob Cowell moved to authorize the Chairman and Vice Chairman to conduct a performance evaluation of the Executive Director, as well as negotiate the terms of his employment agreement, by the next scheduled Board meeting. The motion was seconded by Jay Taliaferro and carried.

The meeting was adjourned at 9:30 a.m.

Submitted by:

Wayne Strickland
Secretary to the Roanoke Valley Broadband Authority

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

	<u>FY 2019 Budget</u>	<u>June 2019</u>	<u>FY 18/19 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Contributed Capital	\$788,441	\$65,703	\$788,441	100%
Service Revenue	317,884	28,946	311,378	98%
Total Broadband Operating Revenues	\$1,106,325	\$94,649	\$1,099,819	99%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$516,000	\$62,633	\$458,359	89%
Network Operations	371,769	27,651	348,073	94%
Brand Management	60,000	5,000	55,000	92%
Legal Fees	20,000	3,389	20,614	103%
Office Expenses	95,556	9,316	90,745	95%
Richmond Message Management	25,000	2,000	25,000	100%
Travel	18,000	1,460	15,981	89%
Total BB Operation & Maintenance Expenses	\$1,106,325	\$111,449	\$1,013,772	92%
Income from Operations	\$0	-\$16,800	\$86,047	
Non-Operating Revenues				
Interest Income	\$200	\$289	\$1,093	547%
Installations	352,045	10,113	363,496	103%
Contributed Capital	198,153	16,513	198,153	100%
Other Non-Operating Revenue	8,079	0	16,499	204%
Subtotal Non-Operating Revenues	\$558,477	\$26,915	\$579,241	104%
Total Non-Operating Revenues	558,477	26,915	579,241	104%
Net Income (Loss) from Operations	\$558,477	\$10,115	\$665,288	119%
Capital Projects	508,477	29,100	240,145	
Reserves	50,000	-	-	
Net Income (Loss)	\$0	-\$18,985	\$425,143	

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

	<u>FY 2019 Budget</u>	<u>May 2019</u>	<u>FY 18/19 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Contributed Capital	\$788,441	\$65,703	\$722,733	92%
Service Revenue	317,884	23,336	282,426	89%
Total Broadband Operating Revenues	\$1,106,325	\$89,039	\$1,005,159	91%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$516,000	\$39,341	\$395,726	77%
Network Operations	371,769	25,343	322,571	87%
Brand Management	60,000	10,000	50,000	83%
Legal Fees	20,000	1,772	17,225	86%
Office Expenses	95,556	6,884	81,504	85%
Richmond Message Management	25,000	2,000	23,000	92%
Travel	18,000	755	14,521	81%
Total BB Operation & Maintenance Expenses	\$1,106,325	\$86,095	\$904,547	82%
Income from Operations	\$0	\$2,944	\$100,612	
Non-Operating Revenues				
Interest Income	\$200	\$167	\$803	402%
Installations	352,045	1,163	353,383	100%
Contributed Capital	198,153	16,513	181,643	92%
Other Non-Operating Revenue	8,079	0	16,499	204%
Subtotal Non-Operating Revenues	\$558,477	\$17,843	\$552,328	99%
Total Non-Operating Revenues	558,477	17,843	552,328	99%
Net Income (Loss) from Operations	\$558,477	\$20,787	\$652,940	117%
Capital Projects	508,477	12,836	211,266	
Reserves	50,000	-	-	
Net Income (Loss)	\$0	\$7,951	\$441,674	



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CERTIFICATION RESOLUTION

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

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

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The 19th day of July 2019