

601 S. Jefferson Street, SW, Suite 110, Roanoke, VA 24011  
**Frank M. Smith, II, President & CEO**  
[fsmith@highspeedroanoke.net](mailto: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**

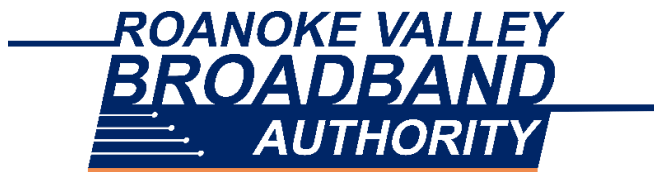
**Board Meeting of the  
Roanoke Valley Broadband Authority**

Friday, September 20, 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 July 19, 2019 Minutes, pp. 2-5** ..... Chairman McEvoy
3. **Treasurer's Report, pp. 6-7** ..... Olivia Dooley, Treasurer & CFO
  - Acceptance of the July 2019 and August 2019 Financial Reports
4. **Project Update** ..... Frank Smith, President & CEO
5. **Request for Closed Meeting** ..... Chairman McEvoy

*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. 8** ..... Chairman McEvoy
8. **Other Business**
9. **Adjournment**



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## MINUTES

The July Board Meeting of the Roanoke Valley Broadband Authority was held on Friday, July 19, 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

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

Roanoke Valley Broadband Authority Board Members: *Present:* Gary Larrowe, Botetourt County; Mike McEvoy, Citizen; Dan O'Donnell, Roanoke County; and Jay Taliaferro, City of Salem. *Absent:* Bob Cowell, City of Roanoke.

### OTHERS IN ATTENDANCE

Broadband Authority Staff: Jim Bandy, Director of Solutions Engineering; Olivia Dooley, Treasurer & CFO; and Frank Smith, President and CEO.

Roanoke Valley-Alleghany Regional Commission Staff: Matt Miller and Jackie Pace.

Others: Sam Darby, Glenn Feldmann Darby & Goodlatte; Jennifer Eddy, Eddy Alexander; and Jill Loope, Roanoke County Economic Development.

### 2. APPROVAL OF THE MAY 17, 2019 MINUTES

The May 17, 2019 Minutes of the Roanoke Valley Broadband Authority Board Meeting were distributed earlier.

#### **Roanoke Valley Broadband Authority Action:**

Jay Taliaferro moved approval of the Minutes of the May 17, 2019 meeting of the Roanoke Valley Broadband Authority, as presented. The motion was seconded by Vice Chairman O'Donnell and carried.

### 3. TREASURER'S REPORT

#### • Acceptance of the Financial Reports

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

**Roanoke Valley Broadband Authority Action:**

Gary Larrowe moved that the Financial Reports, ending May 31, 2019 and June 30, 2019, be accepted, as presented. The motion was seconded by Vice Chairman O'Donnell and carried.

- **Ratification of Update to “Resolution and Agreement for Deposit Account” at BB&T Bank to Include Newly Elected Broadband Officers**

This item involved updating the BB&T account with who can sign checks on behalf of the Roanoke Valley Broadband Authority. The account at BB&T needs to be updated to add Dan O'Donnell (newly elected Vice Chair) to the list and to delete Kevin Boggess (former Chair) from the list. With the addition of Mr. O'Donnell, the other individuals authorized to sign checks include Mike McEvoy (Chair), Frank Smith (President & CEO), and Wayne Strickland (Secretary).

**Roanoke Valley Broadband Authority Action:**

Gary Larrowe moved the ratification of update to the Resolution and Agreement for Deposit Account at BB&T Bank to include the addition of Dan O'Donnell's name to the list that is eligible to sign checks on behalf of the Roanoke Valley Broadband Authority, and to delete Kevin Boggess' name (former Chair) from the list. The motion was seconded by Jay Taliaferro and carried.

**4. PROJECT UPDATES**

- Radford University is now a customer of the RVBA with service being turned-up in the Innovation District.
- The RVBA's network has not experienced a service interruption for more than two years.
- More service delivery points are being added to the RVBA network, including an extension of the network from Roanoke County's Center for Research and Technology (CRT) to service the Western Virginia Regional Jail and the Spring Hollow Reservoir Facility.
- Work continues on the development of the co-location facility at the Greenfield Industrial Park.
- Chairman McEvoy and Frank Smith executed an engagement letter with Robinson, Farmer, Cox Associates to perform auditing services for the Broadband Authority for the accounting period that covers July 1, 2018-June 30, 2019. The fee to conduct the audit will be \$8,100, and it will begin during August of 2019.

**5. REQUEST FOR CLOSED MEETING**

Motion was made by Vice Chairman O'Donnell and seconded by Gary Larrowe that the Roanoke Valley Broadband Authority Board convene a closed meeting to discuss: (1) strategic business development initiatives, pursuant to §2.2-3711.A.33 of the Code of Virginia, 1950, as amended, concerning 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; and (2) a personnel matter concerning the compensation and performance evaluation

of the Broadband President & CEO, 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. The Roanoke Valley Broadband Authority entered into a closed meeting at 8:49 a.m.

6. **END CLOSED MEETING AND RECONVENE REGULAR MEETING**

Motion was made by Vice Chairman O'Donnell and seconded by Jay Taliaferro that the Broadband Authority end the closed meeting and return to its regular meeting. The motion was adopted and carried by a vote of 4 to 0. The Roanoke Valley Broadband Authority ended the closed meeting and returned to its regular meeting at 9:16 a.m.

7. **RESOLUTION OF CERTIFICATION OF CLOSED MEETING**

Motion was made by Vice Chairman O'Donnell 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 4-0, as follows:

**Member & Vote**

Mr. Cowell – Absent  
Mr. Larrowe – Yes  
Mr. McEvoy – Yes  
Mr. O'Donnell – Yes  
Mr. Taliaferro – Yes

8. **ACTIONS BY THE AUTHORITY AS A RESULT OF THE CLOSED MEETING**

Chairman McEvoy reported that during the Closed Meeting the employment contract for Broadband President & CEO, Frank Smith, was unanimously approved. A roll call vote was taken (YES – Larrowe, McEvoy, O'Donnell, Taliaferro; ABSENT – Cowell).

9. **OTHER BUSINESS**

Frank Smith reported that an Open House is being planned at the RVBA. The date will be finalized by the next board meeting.

The meeting was adjourned at 9:20 a.m.

Submitted by:

Matt Miller

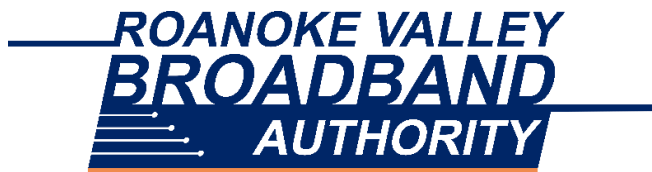
Assistant Secretary to the Roanoke Valley Broadband Authority

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

	<b>FY 2019 Budget</b>	<b>July 2019</b>	<b>FY 19/20 Year to Date</b>	<b>Percent Budget</b>
<b>Broadband Revenues</b>				
Contributed Capital	\$618,953	\$42,138	\$42,138	7%
Service Revenue	505,655	36,513	36,513	7%
<b>Total Broadband Operating Revenues</b>	<b>\$1,124,608</b>	<b>\$78,651</b>	<b>\$78,651</b>	<b>7%</b>
<b>Broadband Operation &amp; Maintenance Expenses</b>				
Personnel Costs	\$590,000	\$42	\$42	0%
Network Operations	315,802	13,967	13,967	4%
Brand Management	60,000	0	0	0%
Legal Fees	20,000	0	0	0%
Office Expenses	95,806	7,450	7,450	8%
Richmond Message Management	25,000	3,000	3,000	12%
Travel	18,000	933	933	5%
<b>Total BB Operation &amp; Maintenance Expenses</b>	<b>\$1,124,608</b>	<b>\$25,392</b>	<b>\$25,392</b>	<b>2%</b>
<b>Income from Operations</b>	<b>\$0</b>	<b>\$53,259</b>	<b>\$53,259</b>	
<b>Non-Operating Revenues</b>				
Interest Income	\$200	\$0	\$0	0%
Installations	2,000	163	163	8%
Contributed Capital	367,635	30,636	30,636	8%
Other Non-Operating Revenue	0	0	0	0%
Subtotal Non-Operating Revenues	\$369,835	\$30,799	\$30,799	8%
<b>Total Non-Operating Revenues</b>	<b>369,835</b>	<b>30,799</b>	<b>30,799</b>	<b>8%</b>
<b>Net Income (Loss) from Operations</b>	<b>\$369,835</b>	<b>\$84,058</b>	<b>\$84,058</b>	<b>23%</b>
Capital Projects	319,835	5,432	5,432	
Reserves	50,000	-	-	
<b>Net Income (Loss)</b>	<b>\$0</b>	<b>\$78,626</b>	<b>\$78,626</b>	

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

	<b>FY 2019 Budget</b>	<b>August 2019</b>	<b>FY 19/20 Year to Date</b>	<b>Percent Budget</b>
<b>Broadband Revenues</b>				
Contributed Capital	\$618,953	\$42,138	\$84,276	14%
Service Revenue	505,655	37,145	73,658	15%
<b>Total Broadband Operating Revenues</b>	<b>\$1,124,608</b>	<b>\$79,283</b>	<b>\$157,934</b>	<b>14%</b>
<b>Broadband Operation &amp; Maintenance Expenses</b>				
Personnel Costs	\$590,000	\$45,929	\$45,970	8%
Network Operations	315,802	22,058	36,029	11%
Brand Management	60,000	5,000	5,000	8%
Legal Fees	20,000	649	649	3%
Office Expenses	95,806	6,149	13,599	14%
Richmond Message Management	25,000	2,000	5,000	20%
Travel	18,000	1,034	1,968	11%
<b>Total BB Operation &amp; Maintenance Expenses</b>	<b>\$1,124,608</b>	<b>\$82,819</b>	<b>\$108,215</b>	<b>10%</b>
<b>Income from Operations</b>	<b>\$0</b>	<b>-\$3,536</b>	<b>\$49,719</b>	
<b>Non-Operating Revenues</b>				
Interest Income	\$200	\$152	\$152	76%
Installations	2,000	163	326	16%
Contributed Capital	367,635	30,636	61,272	17%
Other Non-Operating Revenue	0	3,080	3,080	0%
Subtotal Non-Operating Revenues	\$369,835	\$34,031	\$64,830	18%
<b>Total Non-Operating Revenues</b>	<b>369,835</b>	<b>34,031</b>	<b>64,830</b>	<b>18%</b>
<b>Net Income (Loss) from Operations</b>	<b>\$369,835</b>	<b>\$30,495</b>	<b>\$114,549</b>	<b>31%</b>
Capital Projects	319,835	8,353	13,784	
Reserves	50,000	-	-	
<b>Net Income (Loss)</b>	<b>\$0</b>	<b>\$22,142</b>	<b>\$100,765</b>	



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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

**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 20<sup>th</sup> day of September 2019*