



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

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The May Board Meeting of the Roanoke Valley Broadband Authority will take place on Friday, May 15, 2020 at 8:30 a.m. via video/teleconferencing, following the guidelines approved by the General Assembly on 4/22/2020. Because of the present state of emergency, and until further notice, the public cannot be accommodated physically in proximity to the member and staff participants.

Any members of the public may view and participate in the meeting through electronic means. **The meeting will be set up through UberConference: Online through <https://www.uberconference.com/fsmith78> or phone dial in 540-524-2621 (public: please mute your microphone or phone).**

FINAL AGENDA

1. **Call to Order, Roll Call, Introductions** *Chairman McEvoy*
2. **Approval of the January 17, 2020 Minutes, pp. 2-4** *Chairman McEvoy*
3. **Financials for January, February, March, April 2020, pp. 5-8** *Olivia Dooley, Treasurer & CFO*
4. **Proposed Updated Budget for 2019-2020, p. 9** *Frank Smith, President & CEO*
5. **Proposed Fiscal Budget for 2020-2021, p. 10** *Frank Smith, President & CEO*
6. **Project Updates** *Frank Smith, President & CEO*
7. **RVBA Resolution Amended & Restated Articles of Incorporation, pp. 11-19** *Frank Smith, President & CEO*
(two additional slots approved in the last legislative session by the General Assembly and signed into law by the Governor in March 2020, effective 7/1/2020)
8. **Other Business**
 - **Next Meeting Date – July 17, 2020**
9. **Adjournment**



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MINUTES

The January Board Meeting of the Roanoke Valley Broadband Authority was held on Friday, January 17, 2020 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:* Bob Cowell, City of Roanoke; Gary Larrowe, Botetourt County; Mike McEvoy, Citizen; Dan O'Donnell, Roanoke County and Jay Taliaferro, City of Salem.

OTHERS IN ATTENDANCE

Broadband Authority Staff: Olivia Dooley, Treasurer & Chief Fiscal Officer and Frank Smith, President and CEO.

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

Others: Randy Asberry, Salem Electric Department, A.K. Briele, Salem Electric Department, Jeff Crowder, Virginia Tech VP for Information Technology Division; Sam Darby, Glenn Feldmann Darby & Goodlatte; Jennifer Eddy, Eddy Alexander; Sam English, Entrepreneur; Jill Loope, Roanoke County Economic Development, Scott Midkiff, Virginia Tech Chief Information Officer, and Corbin Stone, Robinson, Farmer, Cox Associates.

2. APPROVAL OF THE NOVEMBER 15, 2019 MINUTES

The November 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 November 15, 2019 Minutes of the Roanoke Valley Broadband Authority meeting, as presented. The motion was seconded by Bob Cowell and carried.

3. **TREASURER'S REPORT**

Acceptance of the Financial Reports -- The Financial Reports for November and December 2019 were distributed earlier in the agenda packet.

Roanoke Valley Broadband Authority Action:

Gary Larrowe moved to accept the Financial Reports for November and December 2019, as presented. The motion was seconded by Dan O'Donnell and carried.

4. **PRESENTATION OF AUDIT REPORT**

Corbin Stone, with the accounting firm of Robinson, Farmer, Cox Associates, reported on the Audit Report ending June 30, 2019 for the Roanoke Valley Broadband Authority. Stone stated no problems were found during the auditing process and that the Broadband Authority received an unmodified opinion. Olivia Dooley was commended for her organization of the finances throughout the year. Mr. Stone distributed at the meeting: (1) summary of financial statements for the last three years, (2) Letter of Compliance, and (3) a copy of new accounting standards entitled "Accounting Update – Summary of Upcoming Pronouncements by the Governmental Accounting Standards Board".

Roanoke Valley Broadband Authority Action:

Dan O'Donnell moved to approve the Audit Report, ending June 30, 2019, as presented. The motion was seconded by Gary Larrowe and carried.

5. **SPECIAL RECOGNITION**

Frank Smith presented a certificate of thanks to Randy Asberry, Senior Designer for Fiber Optics at the City of Salem Electric Department. Mr. Asberry was recognized for his work with the Broadband staff, going above and beyond sharing his knowledge and time. Mr. Smith conveyed his appreciation for the working partnership with the City of Salem.

6. **PROJECT UPDATES**

Frank Smith updated members on Revenue Progression, Service Mix, Customer Speed, Pipeline, Network Health, and Public Relations Impact.

7. **REQUEST FOR CLOSED MEETING**

Motion was made by Dan O'Donnell and seconded by Gary Larrowe that the Roanoke Valley Broadband Authority Board convene a closed meeting to discuss legislative initiatives and collaborative efforts, 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.

The motion was adopted and carried by a vote of 5 to 0. The Roanoke Valley Broadband Authority entered into a closed meeting at 8:54 a.m.

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

Motion was made by Dan O'Donnell 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 9:37 a.m.

9. RESOLUTION OF CERTIFICATION OF CLOSED MEETING

Motion was made by Dan 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 5-0, as follows:

Member & Vote

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

10. OTHER BUSINESS

The date of the next board meeting of the Roanoke Valley Broadband Authority is Friday, March 20, 2020.

The meeting was adjourned at 9:39 a.m.

Submitted by:

Matt Miller
Assistant Secretary to the Roanoke Valley Broadband Authority

Roanoke Valley Broadband Authority
FY 2019/2020 Operations Statement
For the Month Ended January 31, 2020

	<u>FY 2019 Budget</u>	<u>January 2020</u>	<u>FY 19/20 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Contributed Capital	\$618,953	\$51,549	\$360,843	58%
Service Revenue	505,655	40,295	319,517	63%
Total Broadband Operating Revenues	\$1,124,608	\$91,844	\$680,360	60%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$590,000	\$34,764	\$275,468	47%
Network Operations	315,802	24,595	161,392	51%
Brand Management	60,000	5,300	26,300	44%
Legal Fees	20,000	2,392	8,804	44%
Office Expenses	95,806	6,527	58,147	61%
Richmond Message Management	25,000	5,000	24,000	96%
Travel	18,000	669	7,131	40%
Total BB Operation & Maintenance Expenses	\$1,124,608	\$79,247	\$561,242	50%
Income from Operations	\$0	\$12,597	\$119,118	
Non-Operating Revenues				
Interest Income	\$200	\$204	\$985	493%
Installations (see note 1)	2,000	163	160,881	Note 1
Contributed Capital	367,637	30,636	214,452	58%
Other Non-Operating Revenue	0	0	20,140	0%
Subtotal Non-Operating Revenues	\$369,837	\$31,003	\$396,458	107%
Total Non-Operating Revenues	369,837	31,003	396,458	107%
Net Income (Loss) from Operations	\$369,837	\$43,600	\$515,576	139%
Capital Projects Reserves	319,837	6,987	71,516	
	50,000	-	-	
Net Income (Loss)	\$0	\$36,613	\$444,060	

Note 1 The year to date installation revenue of \$160,881 includes \$159,740 for construction on the new 911 building

Roanoke Valley Broadband Authority
FY 2019/2020 Operations Statement
For the Month Ended February 29, 2020

	<u>FY 2019 Budget</u>	<u>February 2020</u>	<u>FY 19/20 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Contributed Capital	\$618,953	\$51,549	\$480,692	78%
Service Revenue	<u>505,655</u>	<u>30,486</u>	<u>359,538</u>	<u>71%</u>
Total Broadband Operating Revenues	\$1,124,608	\$82,035	\$840,230	75%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$590,000	\$35,516	\$310,984	53%
Network Operations	315,802	22,509	183,907	58%
Brand Management	60,000	0	26,300	44%
Legal Fees	20,000	5,121	11,534	58%
Office Expenses	95,806	7,105	65,254	68%
Richmond Message Management	25,000	0	24,000	96%
Travel	<u>18,000</u>	<u>489</u>	<u>7,620</u>	<u>42%</u>
Total BB Operation & Maintenance Expenses	\$1,124,608	\$70,740	\$629,599	56%
Income from Operations	\$0	\$11,295	\$210,631	
Non-Operating Revenues				
Interest Income	\$200	\$241	\$1,226	613%
Installations (see note 1)	2,000	4,163	165,044	Note 1
Contributed Capital	367,637	30,636	245,088	67%
Other Non-Operating Revenue	<u>0</u>	<u>0</u>	<u>20,140</u>	<u>0%</u>
Subtotal Non-Operating Revenues	<u>\$369,837</u>	<u>\$35,040</u>	<u>\$431,498</u>	<u>117%</u>
Total Non-Operating Revenues	369,837	35,040	431,498	117%
Net Income (Loss) from Operations	\$369,837	\$46,335	\$642,129	174%
Capital Projects	319,837	12,030	87,603	
Reserves	<u>50,000</u>	<u>-</u>	<u>-</u>	
Net Income (Loss)	<u>\$0</u>	<u>\$34,305</u>	<u>\$554,526</u>	

Note 1 The year to date installation revenue of \$165,044 includes \$159,740 for construction on the new 911 building

Roanoke Valley Broadband Authority
FY 2019/2020 Operations Statement
For the Month Ended March 31, 2020

	<u>FY 2019 Budget</u>	<u>March 2020</u>	<u>FY 19/20 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Contributed Capital	\$618,953	\$51,549	\$532,241	86%
Service Revenue	505,655	49,146	408,685	81%
Total Broadband Operating Revenues	\$1,124,608	\$100,695	\$940,926	84%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$590,000	\$35,583	\$346,567	59%
Network Operations	315,802	31,658	215,563	68%
Brand Management	60,000	5,000	31,300	52%
Legal Fees	20,000	793	12,327	62%
Office Expenses	95,806	53,365	123,867	129%
Richmond Message Management	25,000	5,000	29,000	116%
Travel	18,000	600	8,221	46%
Total BB Operation & Maintenance Expenses	\$1,124,608	\$131,999	\$766,845	68%
Income from Operations	\$0	-\$31,304	\$174,081	
Non-Operating Revenues				
Interest Income	\$200	\$214	\$1,439	720%
Installations (see note 1)	2,000	163	165,207	Note 1
Contributed Capital	367,637	30,636	275,724	75%
Other Non-Operating Revenue	0	0	20,140	0%
Subtotal Non-Operating Revenues	\$369,837	\$31,013	\$462,510	125%
Total Non-Operating Revenues	369,837	31,013	462,510	125%
Net Income (Loss) from Operations	\$369,837	(\$291)	\$636,591	172%
Capital Projects	319,837	151,744	239,347	
Reserves	50,000	-	-	
Net Income (Loss)	\$0	-\$152,035	\$397,244	

Note 1 The year to date installation revenue of \$165,207 includes \$159,740 for construction on the new 911 building

Roanoke Valley Broadband Authority
FY 2019/2020 Operations Statement
For the Month Ended April 30, 2020

	FY 2019 Budget	April 2020	FY 19/20 Year to Date	Percent Budget
Broadband Revenues				
Contributed Capital	\$618,953	\$51,549	\$618,790	100%
Service Revenue	505,655	40,190	448,876	89%
Total Broadband Operating Revenues	\$1,124,608	\$91,739	\$1,067,666	95%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$590,000	\$35,583	\$382,151	65%
Network Operations	315,802	40,428	255,990	81%
Brand Management	60,000	10,000	41,300	69%
Legal Fees	20,000	4,764	17,091	85%
Office Expenses	95,806	7,054	130,924	137%
Richmond Message Management	25,000	5,000	34,000	136%
Travel	18,000	466	8,687	48%
Total BB Operation & Maintenance Expenses	\$1,124,608	\$103,295	\$870,143	77%
Income from Operations	\$0	-\$11,556	\$197,523	
Non-Operating Revenues				
Interest Income	\$200	\$206	\$1,645	823%
Installations (see note 1)	2,000	8,863	174,070	Note 1
Contributed Capital	367,637	30,636	306,360	83%
Other Non-Operating Revenue	0	5,774	25,914	0%
Subtotal Non-Operating Revenues	\$369,837	\$45,479	\$507,989	137%
Total Non-Operating Revenues	369,837	45,479	507,989	137%
Net Income (Loss) from Operations	\$369,837	\$33,923	\$705,512	191%
Capital Projects	319,837	0	239,347	
Reserves	50,000	-	-	
Net Income (Loss)	\$0	\$33,923	\$466,165	

Note 1 The year to date installation revenue of \$174,070 includes \$159,740 for construction on the new 911 building

Roanoke Valley Broadband Authority
Draft Revised Budget FY 2020
May 2, 2020

	Revised Fiscal Year 2020 Budget	Adopted Fiscal Year 2020 Budget	Variance	Percent Change
Broadband Revenues				
Contributed Capital	\$612,062	\$618,954	-\$6,892	-1%
Pass Through	\$68,300	\$0	\$68,300	New line item
Service Revenue	533,573	505,654	\$27,919	6%
Total Broadband Operating Revenues	\$1,213,935	\$1,124,608	\$89,327	8%
Broadband Operation & Maintenance Expenses				
Salaries	\$410,000	\$460,000	-\$50,000	-11%
Fringe Benefits	128,500	130,000	-1,500	-1%
Advertising	3,000	3,000	0	0%
ARIN	1,000	1,000	0	0%
Audit	11,435	12,000	-565	-5%
Bank Fees	300	300	0	0%
Billing System	19,000	19,000	0	0%
Brand Management	61,500	60,000	1,500	3%
Carrier Services	106,000	100,000	6,000	6%
Computer Fees	5,300	5,300	0	0%
Conferences	2,000	2,000	0	0%
Contract (Community Engagement)	23,000	0	23,000	New line item
Contract (FTTH Planning)	68,300	0	68,300	New line item
Contract (NUF)	9,000	9,000	0	0%
Contract (RVARC)	4,200	4,200	0	0%
Dues	1,700	1,650	50	3%
Equipment Warranty Services	34,500	31,000	3,500	11%
Fiber Management System	5,640	5,640	0	0%
Furniture & Equipment	2,500	2,500	0	0%
Insurance	5,200	5,300	-100	-2%
Lease	2,028	2,028	0	0%
Legal Fees	20,000	20,000	0	0%
Locates Va 811	72,000	70,000	2,000	3%
Maintenance Copier	769	768	1	0%
Maintenance Generator	753	1,000	-247	-25%
Maintenance HVAC	2,500	2,500	0	0%
Maintenance Telephone	960	960	0	0%
Message Management	39,000	25,000	14,000	56%
Network Monitoring	400	400	0	0%
NOC Services	26,000	26,000	0	0%
OSP Consulting	20,000	20,000	0	0%
Partner Fiber Utilization	5,200	5,200	0	0%
Postage	5,000	2,300	2,700	117%
Printing	1,000	1,500	-500	-33%
Professional Services	2,000	0	2,000	New line item
Recognition	1,000	1,000	0	0%
Recruitment	500	500	0	0%
Rent Co-location Sites	20,500	20,500	0	0%
Rent Office Suite	24,000	24,000	0	0%
Repair & Restoration Network	24,000	5,712	18,288	320%
Roanoke Regional Partnership	2,000	2,000	0	0%
Security Coulter Building	500	500	0	0%
Storage	1,500	1,850	-350	-19%
Subscriptions	300	0	300	New line item
Supplies - Network	12,000	12,000	0	0%
Supplies - Office	2,800	2,500	300	12%
Telephone	5,650	4,500	1,150	26%
Travel	12,000	12,000	0	0%
Training	4,000	4,000	0	0%
Utilities at three huts	3,000	4,000	-1,000	-25%
Waste Disposal	500	0	500	New line item
Total Broadband Operation & Maintenance Expenses	\$1,213,935	\$1,124,608	\$89,327	8%
Income from Operations	\$0	\$0	\$0	
Non-Operating Revenues				
Contributed Capital - Capital Outlays	\$ 374,526	\$ 367,637	\$6,889	2%
Contributed Capital - Debt Service	1,042,542	1,052,112	-9,570	-1%
Installations	168,696	2,000	166,696	8335%
Other Income	21,500	200	21,300	10650%
Subtotal Non-Operating Revenues	\$ 1,607,264	\$ 1,421,949	\$ 185,315	12%
Non-Operating Expenses				
Interest Expense	\$ (167,542)	\$ (177,112)	\$ (9,570)	-5%
Subtotal Non-Operating Expenses	\$ (167,542)	\$ (177,112)	\$ (9,570)	6%
Total Non-Operating Revenues & Expenses	1,439,722	1,244,837	175,745	16%
Net Income (Loss) from Operations	\$ 1,439,722	\$ 1,244,837	\$ 175,745	16%
Principal Payment on Long-Term Debt	\$ 875,000	\$ 875,000	\$ -	0%
Capital Projects	514,722	319,837	194,885	61%
Reserves	50,000	50,000	0	0%
Net Income (Loss)	\$ -	\$ -	\$ (19,140)	

Roanoke Valley Broadband Authority
Draft Budget FY 2021
May 2, 2020

	Draft Fiscal Year 2021 Budget	Adopted Fiscal Year 2020 Budget	Variance	Percent Change
Broadband Revenues				
Contributed Capital	\$397,637	\$612,062	-\$214,425	-35%
Pass Through	\$0	\$68,300	-\$68,300	-100%
Service Revenue	726,970	533,573	\$193,397	36%
Total Broadband Operating Revenues	\$1,124,607	\$1,213,935	-\$89,328	-7%
Broadband Operation & Maintenance Expenses				
Salaries	\$355,000	\$410,000	-\$55,000	-13%
Fringe Benefits	107,000	128,500	-21,500	-17%
Advertising	3,000	3,000	0	0%
ARIN	1,000	1,000	0	0%
Audit	11,700	11,435	265	2%
Bank Fees	300	300	0	0%
Billing System	24,000	19,000	5,000	26%
Brand Management	60,000	61,500	-1,500	-2%
Carrier Services	108,000	106,000	2,000	2%
Computer Fees	5,300	5,300	0	0%
Conferences	1,000	2,000	-1,000	-50%
Contract (Community Engagement)	0	23,000	-23,000	-100%
Contract (FTTH Planning)	0	68,300	-68,300	-100%
Contract (NUF)	0	9,000	-9,000	-100%
Contract (RVARC)	4,200	4,200	0	0%
Dues	1,610	1,700	-90	-5%
Equipment Warranty Services	35,500	34,500	1,000	3%
Fiber Management System	5,640	5,640	0	0%
Furniture & Equipment	1,000	2,500	-1,500	-60%
Insurance	5,300	5,200	100	2%
Lease	2,028	2,028	0	0%
Legal Fees	20,000	20,000	0	0%
Locates Va 811	61,291	72,000	-10,709	-15%
Maintenance Copier	769	769	0	0%
Maintenance Generator	753	753	0	0%
Maintenance HVAC	2,500	2,500	0	0%
Maintenance Telephone	960	960	0	0%
Message Management	25,000	39,000	-14,000	-36%
Network Engineering	30,000	0	30,000	New line item
Network Monitoring	400	400	0	0%
NOC Services	26,000	26,000	0	0%
OSP Consulting	20,000	20,000	0	0%
Partner Fiber Utilization	82,206	5,200	77,006	New line item
Postage	5,000	5,000	0	0%
Printing	1,000	1,000	0	0%
Professional Services	2,000	2,000	0	0%
Recognition	0	1,000	-1,000	-100%
Recruitment	0	500	-500	-100%
Rent Co-location Sites	20,500	20,500	0	0%
Rent Office Suite	30,000	24,000	6,000	25%
Repair & Restoration Network	25,000	24,000	1,000	4%
Roanoke Regional Partnership	2,000	2,000	0	0%
Security Coulter Building	500	500	0	0%
Storage	1,850	1,500	350	23%
Subscriptions	300	300	0	0%
Supplies - Network	12,000	12,000	0	0%
Supplies - Office	1,000	2,800	-1,800	-64%
Telephone	5,000	5,650	-650	-12%
Travel	12,000	12,000	0	0%
Training	2,000	4,000	-2,000	-50%
Utilities at three huts	3,000	3,000	0	0%
Waste Disposal	0	500	-500	-100%
Total Broadband Operation & Maintenance Expenses	\$1,124,607	\$1,213,935	-\$89,328	-7%
Income from Operations	\$0	\$0	\$0	
Non-Operating Revenues				
Contributed Capital - Capital Outlays	\$ 559,509	\$ 374,526	\$184,983	49%
Contributed Capital - Debt Service	1,049,217	1,042,542	6,675	1%
Installations	50,000	168,696	-118,696	-70%
Other Income	1,500	21,500	-20,000	-93%
Subtotal Non-Operating Revenues	\$ 1,660,226	\$ 1,607,264	\$ 52,962	3%
Non-Operating Expenses				
Interest Expense	\$ (159,217)	\$ (167,542)	\$ (8,325)	-5%
Subtotal Non-Operating Expenses	\$ (159,217)	\$ (167,542)	\$ (8,325)	5%
Total Non-Operating Revenues & Expenses	1,501,009	1,439,722	44,637	4%
Net Income (Loss) from Operations	\$ 1,501,009	\$ 1,439,722	\$ 44,637	4%
Principal Payment on Long-Term Debt	\$ 890,000	\$ 875,000	\$ 15,000	2%
Capital Projects	601,009	514,722	86,287	17%
Reserves	10,000	50,000	(40,000)	-80%
Net Income (Loss)	\$ -	\$ -	\$ (16,650)	

RESOLUTION OF THE
ROANOKE VALLEY BROADBAND AUTHORITY

May 15, 2020

Approving the Amendment and Restatement of the Articles of Incorporation of the Roanoke Valley Broadband Authority

WHEREAS, by concurrent resolutions adopted October 21, 2013 the Board of Supervisors of Roanoke County, Virginia (“Roanoke County”), the Board of Supervisors of Botetourt County, Virginia (“Botetourt County”), the Council of the City of Roanoke, Virginia (“Roanoke City”), and the Council of the City of Salem, Virginia (“Salem City”) adopted Articles of Incorporation (the “Articles”) of the Roanoke Valley Broadband Authority (the “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 (the “Act”); and,

WHEREAS, the Authority has organized itself and operated successfully under the Articles and has established itself as an effective agent in the Roanoke Valley for its primary network infrastructure; and,

WHEREAS, the Authority issued its two Broadband Infrastructure Revenue Bonds, Series 2015 and 2016 through the Virginia Resource Authority Virginia Pooled Financing Program; and,

WHEREAS, the Authority has established its network footprint in the Roanoke Valley and now serves major education and research institutions in the Innovation District of the City of Roanoke and similar configurations in other valley localities; and,

WHEREAS, the Authority’s revenues continue to increase with the addition of service providers utilizing its fiber optic network; and,

WHEREAS, the Authority continues to expand its network and serve the Roanoke Valley to support its mission and mandate; and,

WHEREAS, the Authority continues to examine and evaluate new service areas and delivery methods to support the economic development and well-being of the Roanoke Valley; and,

WHEREAS, the Authority has lobbied the Virginia General Assembly for the ability to increase the number of its Members and has received an amendment to the Act permitting the increase of its Members from five (5) to seven (7); and,

WHEREAS, the Authority is considering the addition of Members representing Virginia Polytechnic Institute and State University and Carilion Clinic and expanding its service area to include Montgomery County including the Town of Blacksburg; and,

WHEREAS, the Authority is following the procedure for amendment contained within the current Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED by the Members of the Roanoke Valley Broadband Authority as follows:

1. The Authority hereby approves the Amended and Restated Articles of Incorporation substantially in the following form:

**AMENDED AND RESTATED 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 (the “Locality Members”), have by concurrent resolutions adopted the following Amended and Restated 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 fifty (50) years from the date of the adoption of the concurrent resolutions as a political subdivision.

**ARTICLE I
NAME AND ADDRESS**

The name of the Authority is the Roanoke Valley Broadband Authority (the “Authority”) and the address of its principal office is 601 South Jefferson Street, Suite 110, Roanoke, VA 24011. The location of the principal office may be changed by the concurrence of three-fourths ($\frac{3}{4}$) of the Authority members present at any regular meeting, provided that the clerk of the governing body of each Locality Member has been notified of the contemplated relocation in writing at least thirty (30) days before such meeting.

**ARTICLE II
CREATING JURISDICTIONS**

These Amended and Restated Articles of Incorporation shall not be further amended or changed without the express agreement of the governing body of each Locality Member. 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 Individual 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, local hospital systems, 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 Authority will be governed by a Board consisting of seven (7) Individual Members, five (5) of which have been appointed or confirmed by the Locality Members. The fifth (5th) Individual Member is a Citizen Member recommended by the Members and confirmed by the Locality Members. The sixth (6th) Individual Member shall be a Citizen Member nominated by Virginia Polytechnic Institute and State University and confirmed by the Locality Members. The seventh (7th) Individual Member shall be a Citizen Member nominated by Carilion Clinic and confirmed by the Locality Members.

The term of office of the Authority Members shall be for four (4) years. Members may serve additional terms as appointed or nominated by their governing body. The initial terms of office for the sixth (6th) and seventh (7th) Citizen Members shall be staggered with the initial terms being for approximately 2 and 4 years ending December 12 in the appropriate year.

The names and addresses, and terms of office of the current Members of the Board of the Authority and the two (2) new Citizen Members are as follows:

<u>Name and address</u>	<u>Designator</u>	<u>Term expires</u>
1. Jay Taliaferro City Manager's Office 114 North Broad Street Salem, VA 24153	Salem	12/12/23
2. Dan O'Donnell County Administrator's Office 5204 Bernard Drive Roanoke, VA 24018-0798	Roanoke County	12/12/21
3. Gary Larrowe County Administrator's Office 1 West Main Street, Box 1 Fincastle, VA 24090	Botetourt County	12/12/23
4. Michael McEvoy Western Virginia Water Authority 601 S. Jefferson Street, Suite 200 Roanoke, VA 24011	Broadband Authority	12/12/21
5. Robert S. Cowell, Jr. City Manager's Office Room 364, Noel C. Taylor Municipal Building 215 Church Avenue, S.W. Roanoke, VA 24011	Roanoke City	12/12/23

- | | | |
|--------|-----------------|----------|
| 6. TBD | Virginia Tech | 12/12/22 |
| _____ | | |
| _____ | | |
| _____ | | |
| 7. TBD | Carilion Clinic | 12/12/24 |
| _____ | | |
| _____ | | |
| _____ | | |

The governing body of each Locality Member shall be empowered to remove, at any time, without cause, the Individual Member appointed by it and appoint a successor Individual 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 Individual Member being removed from or vacating the Board was made.

Each Individual Member shall be reimbursed by the Authority for the amount of actual expenses in performance of duties as an Individual Member of the Authority.

Each Individual Member of the Board shall have one equal vote in all matters before the Authority. Individual Members may resign at any time.

**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, the City of Salem, Montgomery County (including the Town of Blacksburg), Virginia and to such other service areas as the Board may adopt from time to time to establish local governmental network(s) to meet the communication needs of Locality Members, Virginia Polytechnic Institute and State University and Carilion and their affiliates and 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 sixty (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 _____, _____.

ROANOKE COUNTY, VIRGINIA

Attest: _____
Deborah C. Jacks,
Chief Deputy Clerk to the Board

By: _____
David F. Radford, Chairman
Board of Supervisors

SEAL

Approved as to Form:

County Attorney

BOTETOURT COUNTY, VIRGINIA

Attest: _____
Susan Fain, Deputy Clerk
to the Board

By: _____
Billy W. Martin, Sr., Chairman
Board of Supervisors

SEAL

Approved as to Form:

County Attorney

CITY OF ROANOKE, VIRGINIA

Attest: _____
Cecelia F. McCoy, CMC, Clerk

By: _____
Sherman P Lea, Jr., Mayor

SEAL

Approved as to Form:

City Attorney

CITY OF SALEM, VIRGINIA

Attest: _____
James Taliaferro, Clerk

By: _____
Randy Foley, Mayor

SEAL

Approved as to Form:

City Attorney

[End form of Amended and Restated Articles of Incorporation]

2. The officers of the Authority are hereby authorized and directed to develop relationships with Virginia Polytechnic Institute and State University and Carilion Clinic with a view toward inviting each of these institutions to recommend representatives to serve as Citizen Members of the Authority, and to expand its service area to include Montgomery County including the Town of Blacksburg.
3. The officers are further authorized to communicate with its Member Localities the intention of the Authority expressed in this Resolution and request that the Member

Localities consult internally with their localities to determine the Member Localities' interest and willingness to approve of these actions.

4. The officers and Members of the Authority are further authorized and directed to take all such further action as may be necessary or convenient to accomplish the objectives set out by the Board of the Authority in this resolution.
5. The Amended and Restated Articles of Incorporation of the Roanoke Valley Broadband Authority are hereby approved, and the President and CEO is authorized to present them to the Member Localities in substantially the form presented to this meeting with the request that they be approved, executed and filed with the Virginia State Corporation Commission.

This resolution shall take effect immediately.

DRAFT 05/08/20

Directors absent _____

Votes For _____

Votes Against _____

Abstentions _____

CERTIFICATION

The undersigned secretary of the Roanoke Valley Broadband Authority does hereby certify that the foregoing is a true, complete and correct Resolution adopted by a vote of a majority of the Members of the Roanoke Valley Broadband Authority, present at a meeting of the Members of the Roanoke Valley Broadband Authority duly called and held May 15, 2020 at which a quorum was present and acting throughout, and that the same has not been amended or rescinded and is in full force and effect as of the date of this certification, May __, 2020.

(SEAL)

Wayne Strickland, Secretary,
Roanoke Valley Broadband Authority