

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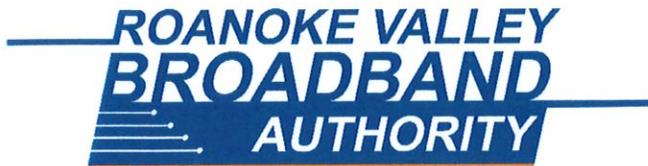
BOARD MEMBERS:

- 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
Dr. Scott Midkiff, Virginia Tech
Keith Perry, Carilion

Roanoke Valley Broadband Authority Board
Friday, November 19, 2021 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 Chair McEvoy
2. Approval of the September 17, 2021 minutes, pp. 2-4 Chair McEvoy
3. Treasurer's Report, pp. 5-6 Frank Smith and Olivia Dooley
- Acceptance of the September and October Financial Reports
4. Project Updates Frank Smith, President & CEO
5. Other Business
- Next Meeting Date- January 21, 2022, 8: 30 A.M.
6. Appointment of a New Secretary to the Board Chair McEvoy
7. Appointment of a New Board Treasurer Chair McEvoy
8. Closed Session
a. To discuss or consider by the Broadband Authority as permitted by Virginia Code § 2.2-3711.A.33, for 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, which, if publicly disclosed, would be harmful to the competitive position of the Authority.
9. End Closed Meeting and Reconvene Regular Meeting Chair McEvoy
10. Adoption of Certification Resolution of Closed Meeting, p. 7 Chair McEvoy
11. Adjournment



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DRAFT MINUTES

The September 2021 Board Meeting of the Roanoke Valley Broadband Authority was held on September 17, 2021, at 8:30 a.m. at 601 Jefferson Street, Roanoke VA 24011

1. CALL TO ORDER, WELCOME AND ROLL CALL

Chairman McEvoy called the meeting to order at 8:32 a.m. and welcomed those in attendance.

Matt Miller, 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, Jay Taliaferro, City of Salem; Bob Cowell, City of Roanoke; Dr. Scott Midkiff, Virginia Tech, and Keith Perry, Carilion was present via video from 3853 Ballyhack Trail, Roanoke, VA 24014.

OTHERS IN ATTENDANCE

Broadband Authority Staff: Tywanii Ross, Frank Smith, Barry Stacy

Roanoke Valley-Alleghany Regional Commission Staff: Matt Miller

Others: Sam Darby, Glenn Feldmann Darby & Goodlatte

2. Amendment of Agenda

Chairman McEvoy asked to add two items to the agenda. 1) Resolution on remote participation; and 2) Formation of an Audit Committee.

A resolution, "Adoption of the Authority's Policy on Board Member Participation in Meetings When Absent", was presented to the board. Mr. Larrowe moved for adoption of the resolution, which was seconded by Mr. Cowell. By a unanimous voice vote, the resolution was approved. A copy of the resolution is attached to the minutes.

Mr. McEvoy stated that the board needed to create an Audit Committee. Mr. Cowell made a motion to have Mr. Smith and Mr. McEvoy serve on the Audit Committee. Mr. Larrowe made a second to the motion. By a unanimous voice vote, the resolution was approved. A copy of the resolution is attached to the minutes.

3. **Approval of Minutes**

The April 16, 2021, minutes were presented. Dr. Midkiff moved for approval and Dan O'Donnell seconded the motion. The motion was adopted by a unanimous voice vote.

4. **Treasurer's Report**

Frank Smith gave an overview of the financial statements for July and August 2021. Mr. Smith mentioned that the year is going well and on track.

5. **RVBA Project Update**

Mr. Frank Smith gave a project update by presenting a slide show. The network is in the process of having upgrades for increased 10G and 100G support. The RVBA will be providing service to various Carilion facilities included the new development at Tanglewood. Five VATI grants were submitted to the state for projects in the region. Communications and public relations are being refined with improvements to the website and rebranding. Several RFPs have been issued relating to rebranding and marketing. Mr. Smith handed out a sample RVBA Board Update newsletter which will be initiated in October.

6. **Compensation Study for RVBA Employees**

Mr. McEvoy stated that there is a need to better understand how the staff of the RVBA should be compensated based on industry standards. Pearl Meyer was recommended as a firm that could conduct a compensation study for RVBA employees, and Mr. McEvoy is in the process of getting a quote and scope of work that would address current and future positions, as well as job descriptions. Mr. McEvoy will report back at a future meeting with more details.

7. **Approval of Mr. Smith's Annual Review**

Mr. Smith provided the board with a handout on performance goals based on his annual review in July. Mr. Cowell asked if a metric could be added about how revenue growth compares to the previous year. Dr. Midkiff asked if a cyber security review or audit could be added as a function of the review. Mr. McEvoy asked if external affairs and General Assembly type activities could be added. Mr. Cowell asked if Mr. Smith could be available to update councils or boards on a yearly basis. Mr. Larrowe asked if outside funding and grants could be added as a metric. Mr. Smith stated these items could be added to the performance list. Mr. O'Donnell made a motion to modify the contract for Mr. Smith as

discussed at the July meeting in closed session. Mr. Larrowe gave a second to the motion which passed by a unanimous voice vote.

8. **Other Business**

a. The next regular meeting will be on November 19, 2021, at 8:30 AM.

9. **Adjournment**

The meeting was adjourned at 9:16 a.m.

Submitted by:

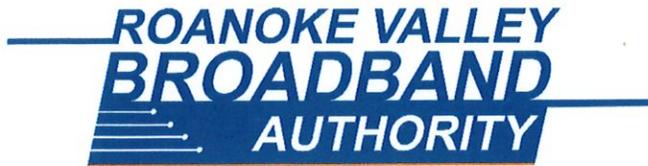
Matt Miller
Secretary to the Roanoke Valley Broadband Authority

Roanoke Valley Broadband Authority
FY 2021/2022 Operations Statement
For the Month Ended September 30, 2021

	<u>FY 2022 Budget</u>	<u>September 2021</u>	<u>FY 21/22 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Contributed Capital	\$196,313	\$16,359	\$49,077	25%
Pass Through Funds	0		0	0%
Service Revenue	<u>1,221,559</u>	<u>83,465</u>	<u>159,862</u>	<u>13%</u>
Total Broadband Operating Revenues	\$1,417,872	\$99,824	\$208,939	15%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$640,000	\$101,368	\$101,451	16%
Network Operations	507,334	48,400	121,642	24%
Brand Management	60,000	2,520	9,400	16%
Legal Fees	25,000	936	3,053	12%
Office Expenses	145,538	14,512	37,191	26%
Richmond Message Management	25,000	0	20,200	81%
Travel	<u>15,000</u>	<u>984</u>	<u>2,311</u>	<u>15%</u>
Total BB Operation & Maintenance Expenses	\$1,417,872	\$168,720	\$295,248	21%
Income from Operations	\$0	-\$68,896	-\$86,309	
Non-Operating Revenues				
Contributed Capital	741,201	\$61,767	\$185,300	25%
Pass Through Funds	0		0	0%
Installations	2,000	59,913	60,076	3004%
Service Revenue	0		0	0%
Other Non-Operating Revenue	0		0	0%
Interest Income	1,500	17	33	2%
Subtotal Non-Operating Revenues	<u>\$744,701</u>	<u>\$121,697</u>	<u>\$245,409</u>	<u>33%</u>
Total Non-Operating Revenues	744,701	121,697	245,409	33%
Net Income (Loss) from Operations	\$744,701	\$52,801	\$159,100	21%
Capital Projects Reserves	694,701	13,352	26,093	4%
	<u>50,000</u>	<u>-</u>	<u>-</u>	
Net Income (Loss)	<u>\$0</u>	<u>\$39,449</u>	<u>\$133,007</u>	

Roanoke Valley Broadband Authority
FY 2021/2022 Operations Statement
For the Month Ended October 31, 2021

	<u>FY 2022 Budget</u>	<u>October 2021</u>	<u>FY 21/22 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Contributed Capital	\$196,313	\$16,359	\$65,436	33%
Pass Through Funds	0		0	0%
Service Revenue	<u>1,221,559</u>	<u>68,093</u>	<u>292,733</u>	<u>24%</u>
Total Broadband Operating Revenues	\$1,417,872	\$84,452	\$358,169	25%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$640,000	\$57,452	\$158,903	25%
Network Operations	507,334	44,002	166,943	33%
Brand Management	60,000	4,845	14,245	24%
Legal Fees	25,000	3,740	6,794	27%
Office Expenses	145,538	12,331	49,521	34%
Richmond Message Management	25,000	0	20,200	81%
Travel	<u>15,000</u>	<u>1,334</u>	<u>3,645</u>	<u>24%</u>
Total BB Operation & Maintenance Expenses	\$1,417,872	\$123,704	\$420,251	30%
Income from Operations	\$0	-\$39,252	-\$62,082	
Non-Operating Revenues				
Contributed Capital	741,201	\$61,767	\$247,067	33%
Pass Through Funds	0		0	0%
Installations	2,000	3,205	64,394	3220%
Service Revenue	0		0	0%
Other Non-Operating Revenue	0		0	0%
Interest Income	1,500	18	51	3%
Subtotal Non-Operating Revenues	<u>\$744,701</u>	<u>\$64,990</u>	<u>\$311,512</u>	<u>42%</u>
Total Non-Operating Revenues	744,701	64,990	311,512	42%
Net Income (Loss) from Operations	\$744,701	\$25,738	\$249,430	33%
Capital Projects Reserves	694,701	750	26,843	4%
	<u>50,000</u>	<u>-</u>	<u>-</u>	
Net Income (Loss)	<u>\$0</u>	<u>\$24,988</u>	<u>\$222,587</u>	



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CERTIFICATION RESOLUTION

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

WHEREAS, 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 19th day of November 2021