

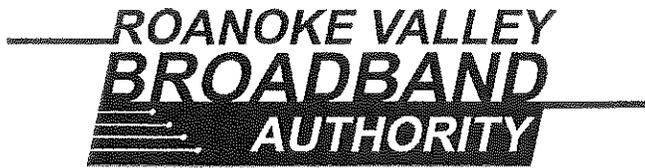
601 S. Jefferson Street, SW, Suite 110, Roanoke, VA 24011
Frank M. Smith, II, President & CEO
fsmith@highspeedroanoke.net Ph: 540.904.1073
rvba.online

BOARD MEMBERS:
Bob Cowell, City of Roanoke
Gary Larrowe, Botetourt County
Michael T. McEvoy, Citizen
Richard Caywood, Roanoke County
James E. Taliaferro, II, City of Salem
Dr. Scott Midkiff, Virginia Tech
Keith Perry, Carilion

Roanoke Valley Broadband Authority Board
Friday, July 15, 2022 at 8:30 a.m.
601 S. Jefferson Street, SW, Suite 110 Roanoke, VA 24011

AGENDA

1. **Call to Order, Roll Call, Introductions** *Chair McEvoy*
2. **Approval of the May 20, 2022 minutes, pp. 2-4** *Chair McEvoy*
3. **Approval of the June 15, 2022 minutes, pp. 5-7** *Chair McEvoy*
4. **Treasurer's Report, pp. 8-9** *Frank Smith*
 - Acceptance of the May and June 2022 Financial Reports
5. **Project Updates** *Frank Smith*
6. **Election of Chair** *Chair McEvoy*
7. **Other Business**
 - Next Meeting Date – September 16, 2022, at 8:30 a.m.
8. **Closed Session**
 - a. To discuss a personnel matter concerning the compensation and performance of the President & CEO, pursuant to §2.2-3711.A.1. of the Code of Virginia
9. **End Closed Meeting and Reconvene Regular Meeting**..... *Chair McEvoy*
10. **Adoption of Certification Resolution of Closed Meeting, p. 10** *Chair McEvoy*
11. **Adjournment**



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DRAFT MINUTES

The May 20, 2022 Board Meeting of the Roanoke Valley Broadband Authority was held on at 8:30 a.m.

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.

Roll call was done by Secretary / Treasurer Ms. Tywanii Ross. All Board members were present with the exception of Mr. Richard Caywood, Roanoke County, and a quorum was established. Chairman McEvoy gave Mr. Mike Lockaby the opportunity to introduce himself to everyone. He is the Botetourt County Attorney, who came on behalf of Mr. Gary Larrowe, Botetourt County. He introduced himself as the "public".

Roanoke Valley Broadband Authority Board Members: *Present:* Mr. Bob Cowell, City of Roanoke; Mr. Gary Larrowe, Botetourt County; Mr. Mike McEvoy, Citizen; Mr. Jay Taliaferro, City of Salem; Dr. Scott Midkiff, Virginia Tech, and Mr. Keith Perry, Carilion

OTHERS IN ATTENDANCE

Broadband Authority Staff: Mr. Frank M. Smith II, President & CEO, Mr. James Bandy, Director of Network Operations; Mr. Barry Stacy, Outside Plant Operations; Ms. Tywanii Ross, Business Operations Administrator.

Others: Mr. Sam Darby, Glenn Feldmann Darby & Goodlatte; Mr. Matthew Shaughnessy, Wallace 360, Mr. Mike Lockaby, Botetourt County Attorney.

2. Approval of Minutes

The March 18, 2022 minutes were presented. Mr. Jay Taliaferro, City of Salem moved that the minutes be approved. The motion was seconded by Mr. Bob Cowell, City of Roanoke. The motion was adopted by a voice vote of 6-1. Mr. Richard Caywood, Roanoke County, absent and could not approve.

3. Treasurer's Report

Mr. Frank Smith gave an overview of the financial statements for March and April 2022. Service Revenue was on track based on projects. It was discussed there was some lag due to global supply chain problem. Contracts are coming in and we appreciate the support of everyone on the Board. The RVBA was projected to finish year according to plan. No questions from the Board, the Treasurer's Report was accepted.

4. Draft and Proposed Budget FY 23

The budget for FY 23 was deferred to the next meeting of the board.

5. Project Updates

Mr. Frank Smith discussed the Strategic Plan and the next steps. The RVBA's Service Revenue continues to grow steadily. FY 22 was projected to be 110% of the goal for the year. Service Revenue was raised by growing contracts in place and by signing and booking new clients. New projects are on the way. The RVBA is working closely with Seiontec, who purchased Briscnet, with projects based Bedford, Botetourt, and Franklin Counties. Mr. Sam Darby's firm was recognized for their assistance in getting outstanding bills paid from the prior owner of Briscnet. We have had great growth, and Mr. Frank Smith stated he appreciated everyone's support. The RVBA has established itself as recognized professional carrier grade telecom provider in the region.

Wallace 360 has been working with the RVBA with key messaging.

A half day session that was Board approved will be scheduled.

The Strategic Planning session is targeted to occur during the July – August 2022 time frame. Ms. Tywanii Ross, Secretary /Treasurer will pool the Board for this schedule. Chair Mr. Mike McEvoy kindly offered the facility at Carvins Cove for this half day session. The strategic plan is targeted to be presented at the September 2022 Board Meeting. Mr. Matthew Shaughnessy, Wallace 360, presented a slide presentation of what has been done so far in regard to the direction of the RVBA moving forward. Dr. Midkiff, VT, had a comment to address the Digital Gap, which will be addressed after the Strategic Planning Session and in the September 2022 RVBA Board Meeting. Mr. Frank Smith stated the job of the RVBA is to address, improve, and eliminate the digital gap. Meetings are being scheduled to get this done with a big focus on how to improve the infrastructure in the community. There are areas of immediate need.

6. **Other Business**

A Vice Chair is needed. If anyone is interested please contact Chairman Mr. McEvoy. Compliance with Botetourt County, a settlement agreement has been received.

A special called meeting may need to take place. Next Board meeting will be held on July 15, 2022 @ 8: 30 a.m.

7. **Closed Session**

A motion was made by Dr. Midkiff, VT to go into closed session. The roll was called, all were in agreement with the exception of Mr. Richard Caywood, Roanoke County who abstained because of being new to the board.

8. **End Closed Session and Reconvene to Regular Meeting**

Roll called to certify Closed Session and reconvene to regular meeting, all Board members in agreement with the exception of Mr. Richard Caywood, Roanoke County, who was not present. A copy of the FY 23 Budget was provided without any changes being made as it was presented in the last Board meeting. Final review and approval of the budget was deferred until the Special Called meeting in which Ms. Ross, Secretary / Treasurer will pool Board members to schedule. A motion was made by Chairman McEvoy to adjourn the meeting, moved by Mr. Bob Cowell, City of Roanoke @ 9:35 a.m.

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DRAFT MINUTES

The Special Called Board Meeting held on June 15, 2022, in the office of the Roanoke Valley Broadband Authority located at 601 S. Jefferson Street, Ste 110, Roanoke, Va. 24011 @ 11:00 a.m.

1. CALL TO ORDER, WELCOME AND ROLL CALL

Chairman McEvoy called the meeting to order at 11:00 a.m. and welcomed those in attendance.

Roll call was done by Secretary / Treasurer Ms. Tywanii Ross. All Board members were present with the exception of Mr. Jay Taliaferro, City of Salem, who joined the meeting at 11:01 a.m. A Quorum was stated by the Secretary / Treasurer Ms. Tywanii Ross. Chairman McEvoy introduced Mr. Mike Lockaby, Botetourt County Attorney, as well as Ken McFayden, Director of Economic Development, Botetourt County.

Roanoke Valley Broadband Authority Board Members: Present: Mr. Bob Cowell, City of Roanoke; Mr. Gary Larrowe, Botetourt County; Mr. Mike McEvoy, Citizen; Mr. Jay Taliaferro, City of Salem; Dr. Scott Midkiff, Virginia Tech, and Mr. Keith Perry, Carilion, Richard Caywood, Roanoke County.

OTHERS IN ATTENDANCE

Broadband Authority Staff: Mr. Frank M. Smith II, President & CEO; Ms. Tywanii Ross, Business Operations Administrator.

Others: Mr. Sam Darby, Glenn Feldmann Darby & Goodlatte; Mr. Ken McFayden, Director of Economic Development, Botetourt County; Mr. Mike Lockaby, Botetourt County Attorney.

2. Approval of Budget FY 23

The Budget was presented in the March 2022 Board meeting, no changes were made to what was presented, Mr. Frank Smith gave a brief overview of the trend in Service Revenue.

Mr. Frank Smith thanked the County of Roanoke, the Cities of Roanoke and Salem for their continued operating support. Mr. Richard Caywood from Roanoke County made the suggestion to move the Operations Subsidy for locality support under a different label in order for the report to be better understood by each locality Board, and Mr. Frank Smith agreed. Chair McEvoy requested the motion to approve the Budget FY 23, Mr. Bob Cowell, City of Roanoke, made the motion to approve, Mr. Jay Taliaffero, City of Salem seconded. Roll was called by Ms. Tywanii Ross, Secretary / Treasure . The motion was adopted and approved with a unanimous vote of 7-0.

3. Approval of Vice Chair Nomination

The Vice Chair seat needed to be filled to replace Mr. Dan O'Donnell, Roanoke County. Chair McEvoy has spoken to Mr. Taliaffero, City of Salem, who has accepted to fill that seat and serve as Vice Chair. Mr. Taliafferro stated he would happy to do it. Mr. Gary Larrowe moved on the motion to approve Mr. Jay Taliaffero as Vice Chair, Mr. Bob Cowell, City of Roanoke, seconded the motion. All were in favor of Mr. Jay Taliaffero as Vice Chair.

4. Approval of Transition of General Counsel

Mr. Sam Darby, General Counsel for the RVBA is working on a 1 year glide path to Retirement. Mr. Frank Smith reached out to Watts Burks, who has worked with Sam Darby. There will be an interview process to determine a replacement for Mr. Darby. Vice Chair Taliafferro will head up the process and will invite Mr. Watts Burks to the next RVBA Board Meeting in July 2022. Mr. Richard Caywood, Roanoke County will assist Mr. Jay Taliaffero, City of Salem , with this process.

5. Closed Session

Motion made by Mr. Bob Cowell, City of Roanoke, and seconded by Mr. Jay Taliaffero, City of Salem. Chair McEvoy asked if the Board was opposed to staff sitting in on a Closed session. Mr. Sam Darby stated that the Board has control of who can stay. Mr. Gary Larrowe requested permission that Mr. Mike Lockaby, and Mr. Ken McFayden sit in on the Closed Session Meeting, permission was granted.

6. End Closed Session and Reconvene to Regular Meeting

All agreed to end the closed session meeting with a motion made by Mr. Gary Larrowe, Boteoturt County, and seconded by Mr. Jay Taliaffero, City of Salem.

Roll called by Secretary / Treasure to certify closed meeting. Chair McEvoy asked that He be authorized to approve the settlement contract in substantial form as presented to the meeting with such revisions as the Chairman shall determine in his discretion to be appropriate and in the best interest of the Authority. Motion made by Mr. Bob Cowell, City of Roanoke, then seconded by Mr. Jay Taliaferro, City of Salem. Roll called by Ms. Tywanii Ross, Secretary / Treasure with a unanimous vote of 7-0.

7. **Other Business**

No other Business was discussed

8. **Adjournment**

Special Called Meeting was adjourned @ 11:51 a.m.

Minutes Submitted by Tywanii Ross
Secretary to the Roanoke Valley Broadband Authority

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

	FY 2022 Budget	May 2022	FY 21/22 Year to Date	Percent Budget
Broadband Revenues				
Contributed Capital	\$290,303	\$24,191	\$266,111	92%
Pass Through Funds	-	-	-	0%
Service Revenue	1,221,559	72,813	828,971	68%
Total Broadband Operating Revenues	\$1,511,862	\$97,004	\$1,095,082	72%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$576,000	\$137,983	\$489,888	85%
Network Operations	560,334	59,232	498,268	89%
Brand Management	90,000	11,757	88,060	98%
Legal Fees	25,000	10,517	31,915	128%
Office Expenses	159,328	11,373	161,227	101%
Richmond Message Management	90,200	10,000	60,994	68%
Travel	11,000	947	8,505	77%
Total BB Operation & Maintenance Expenses	\$1,511,862	\$241,810	\$1,338,857	89%
Income from Operations	\$0	-\$144,806	-\$243,775	
Non-Operating Revenues				
Contributed Capital	647,211	\$53,934	\$593,277	92%
Pass Through Funds	123,630	0	123,630	0%
Installations	165,000	163	63,743	39%
Service Revenue	0	-	-	0%
Other Non-Operating Revenue	0	-	-	0%
Interest Income	150	14	169	113%
Subtotal Non-Operating Revenues	\$935,991	\$54,111	\$780,819	83%
Total Non-Operating Revenues	935,991	54,111	780,819	83%
Net Income (Loss) from Operations	\$935,991	(\$90,695)	\$537,044	57%
Capital Projects Reserves	805,991	0	324,532	40%
Reserves	50,000	-	-	
Net Income (Loss)	\$80,000	-\$90,695	\$212,512	

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

	<u>FY 2022 Budget</u>	<u>June 2022</u>	<u>FY 21/22 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Contributed Capital	\$290,303	\$24,191	\$290,303	100%
Pass Through Funds	-	-	-	0%
Service Revenue	<u>1,221,559</u>	<u>430,879</u>	<u>1,259,850</u>	<u>103%</u>
Total Broadband Operating Revenues	\$1,511,862	\$455,070	\$1,550,153	103%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$576,000	\$40,113	\$530,001	92%
Network Operations	560,334	64,184	562,451	100%
Brand Management	90,000	6,379	94,439	105%
Legal Fees	25,000	2,957	34,872	139%
Office Expenses	159,328	16,710	177,936	112%
Richmond Message Management	90,200	0	60,994	68%
Travel	<u>11,000</u>	<u>748</u>	<u>9,253</u>	<u>84%</u>
Total BB Operation & Maintenance Expenses	\$1,511,862	\$131,090	\$1,469,947	97%
Income from Operations	\$0	\$323,980	\$80,206	
Non-Operating Revenues				
Contributed Capital	647,211	\$53,934	\$647,211	100%
Pass Through Funds	123,630	0	123,630	0%
Installations	165,000	163	63,906	39%
Service Revenue	0	-	-	0%
Other Non-Operating Revenue	0	-	-	0%
Interest Income	150	12	181	121%
Subtotal Non-Operating Revenues	<u>\$935,991</u>	<u>\$54,109</u>	<u>\$834,928</u>	<u>89%</u>
Total Non-Operating Revenues	935,991	54,109	834,928	89%
Net Income (Loss) from Operations	\$935,991	\$378,089	\$915,134	98%
Capital Projects	805,991	38,520	363,053	45%
Reserves	<u>50,000</u>	<u>-</u>	<u>-</u>	
Net Income (Loss)	<u>\$80,000</u>	<u>\$339,569</u>	<u>\$552,081</u>	

**ROANOKE VALLEY
BROADBAND
AUTHORITY**

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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 15th day of July 2022