



Roanoke Valley
Broadband Authority

Board of Directors

- Jay Taliaferro, City of Salem
- Richard Caywood, Roanoke County
- Michael McEvoy, Citizen
- Robert Cowell, City of Roanoke
- Gary Larrowe, Botetourt County
- Keith Perry, Carilion Clinic
- Dr. Scott Midkiff, Virginia Tech

Roanoke Valley Broadband Authority Board
Friday, March 15, 2024 at 8:30 a.m.
601 S. Jefferson Street, SW, Suite 110 Roanoke, VA 24011

AGENDA

1. **Call to Order, Roll Call, Introductions** *Chair Caywood*

2. **Approval of the January 19, 2024 minutes, pp. 3-5** *Chair Caywood*

3. **Treasurer’s Report, pp. 6-7** *James Bandy*
 - Acceptance of the January and February 2024 Financial Reports

4. **Project Updates** *James Bandy*

5. **Other Business**
 - Next Meeting Date – May 17, 2024 at 8:30 a.m.

6. **Closed Session**
 - a. To discuss legal counsel retained by the Roanoke Valley Broadband Authority pertaining to actual litigation with a former customer, because such consultation in open meeting would adversely affect the negotiation or litigating posture of the RVBA pursuant to Section §2.2-3711 A.7. of the Code of Virginia, 1950, as amended.

 - b. To discuss confidential proprietary information provided to the RVBA by its customers which is subject to the exclusion in subdivision 19 of §2.2-3705.6 pursuant to Section 2.2-3711 A.33 of the Code of Virginia, 1950, as amended.





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- 7. **End Closed Meeting and Reconvene Regular Meeting.....** *Chair Caywood*

- 8. **Adoption of Certification Resolution of Closed Meeting, pp.8** *Chair Caywood*

- 9. **Adjournment**





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DRAFT MINUTES

The January 18, 2024 Board Meeting of the Roanoke Valley Broadband Authority was held at 9:30 a.m. @ 601 S. Jefferson Street, Roanoke, VA. 24011 in the Boardroom of the Western Virginia Water Authority 2nd floor.

1. **CALL TO ORDER, WELCOME AND ROLL CALL**

Vice Chairman Caywood called the meeting to order at 9:31 a.m. and welcomed those in attendance.

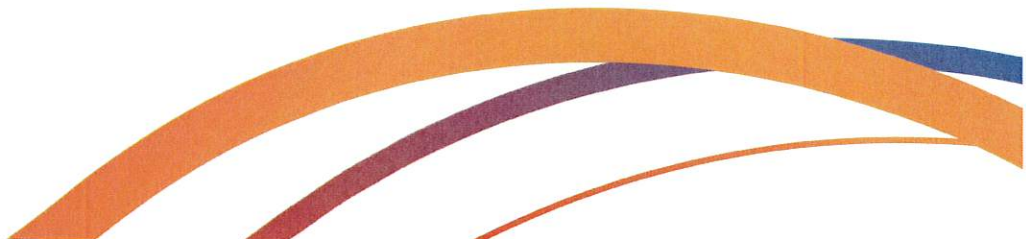
Roll was called by Secretary Ms. Tywanii Ross. All Board members were present with the exception of Mr. Bob Cowell, City of Roanoke, who was present @ 9:36 a.m. and a quorum was established.

Roanoke Valley Broadband Authority Board Members: Present: Mr. Bob Cowell, City of Roanoke; Mr. Mike McEvoy, Citizen and Treasurer; Mr. Robert Lite, City of Salem; Mr. Gary Larowe, County of Botetourt; Vice Chairman Caywood, County of Roanoke, Mr. Keith Perry, Carilion.

OTHERS IN ATTENDANCE

Broadband Authority Staff: Mr. James Bandy, President, Ms. Tywanii Ross, Business Operation Administrator & Secretary to the Board, Mr. Barry Stacy, Outside Project Manager.

Others: Mr. Watts Burks, Esquire, Woods Rogers Vandeventer Black; Mr. Matthew Shaughnessy, Wallace 360.





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2. Approval of Minutes

The September 15, 2023 minutes were presented. No additions or corrections were needed. Vice Chairman Caywood asked for a motion to approve. Motion was made by Mr. Michael McEvoy, Treasurer and seconded by Mr. Keith Perry, Carilion. All present agreed with a voice vote.

3. Treasurer's Report

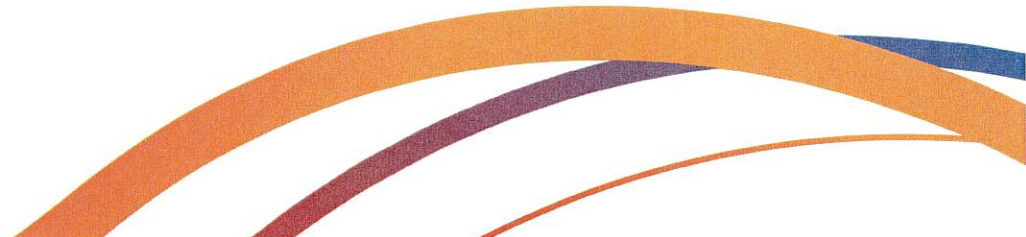
Mr. James Bandy, President gave an overview of the financial statements for September, October, November and December 2023. Vice Chairman Caywood asked for a motion to approve the financial statements for September, October, November and December 2023. Motion was made by Mr. Gary Larrowe, County of Botetourt and seconded by Mr. Michael McEvoy, Citizen and Treasurer. All present agreed with a voice vote.

4. Project Updates

This item was discussed in the closed session.

5. Other Business

- Next Board meeting will be held on May 17, 2024.
- Mr. Mike McEvoy, Citizen and Treasurer, added to the Agenda a discussion for Vice Chair Mr. Richard Caywood, County of Roanoke to become Chairman. Mr. Mike McEvoy, Citizen and Treasurer made the motion and it was seconded by Mr. Gary Larrowe, Botetourt County. Roll was called by Secretary, Ms. Tywanii Ross. Chairman Caywood made a motion for Mr. Bob Cowell, City of Roanoke, to become Vice Chair for the Roanoke Valley Broadband Authority, seconded by Mr. Gary Larrowe, County of Botetourt. Roll was called by Secretary Ms. Tywanii Ross. All present agreed with a voice vote. Mr. Light's appointment, City of Salem was established during this time.





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6. Closed Session

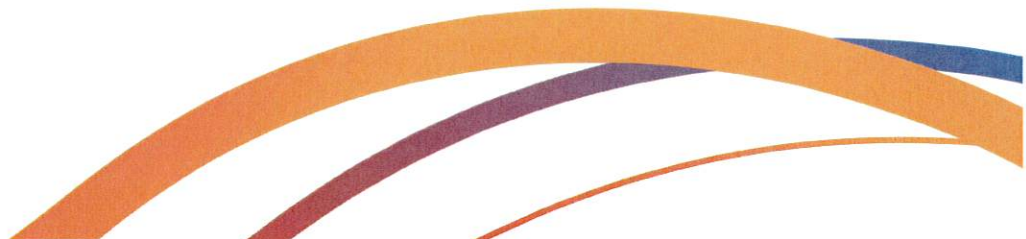
Chairman Caywood requested a motion to go into closed session to discuss confidential proprietary information, to discuss with legal actual litigation with a former customer and actual litigation with a former employee. Mr. Gary Larrowe, County of Botetourt made the motion and it was seconded by named Vice Chair Mr. Bob Cowell, City of Roanoke.

7. End Closed Session and Reconvene to Regular Meeting

Motion requested by Chairman Caywood to come out of closed session and to return to regular meeting. Motion was made by Mr. Michael McEvoy, Treasurer, and seconded by Mr. Gary Larrowe, County of Botetourt. A motion was requested by Chairman Caywood to certify the Closed Session. Motion was made by Mr. Gary Larrowe, County of Botetourt, and seconded by Vice Chair, Mr. Bob Cowell, City of Roanoke. Several Board members wanted to acknowledge the good job that Mr. Bandy has been doing since he has agreed to fill in as acting President. 1 Board seat needs to be filled and could possibly come from Virginia Tech. Contact needs to be made with VT regarding this item. One other item was not discussed as on the Agenda of Litigation with Counsel, will be discussed in the next meeting as there were not any updates. No other discussion was needed, all members that were present agreed with a voice vote.

Meeting Adjourned @ 10:41 a.m.

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



Roanoke Valley Broadband Authority
FY 2023/2024 Operations Statement
For the Month Ended January 31, 2024

	<u>FY 2024 Budget</u>	<u>January 2024</u>	<u>FY 23/24 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Locality Support	\$300,000	\$25,000	\$175,000	58%
Pass Through Funds	-	-	-	0%
Service Revenue	<u>1,100,000</u>	<u>55,222</u>	<u>388,069</u>	<u>35%</u>
Total Broadband Operating Revenues	\$1,400,000	\$80,222	\$563,069	40%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$550,000	\$27,018	\$290,408	53%
Network Operations	445,000	19,052	233,198	52%
Brand Management	60,000	0	17,350	29%
Legal Fees	25,000	14,820	46,932	188%
Office Expenses	132,000	15,639	33,238	25%
Travel	<u>8,000</u>	<u>59</u>	<u>2,820</u>	<u>35%</u>
Total BB Operation & Maintenance Expenses	\$1,220,000	\$76,587	\$623,946	51%
Income from Operations	\$180,000	\$3,635	-\$60,877	
Non-Operating Revenues				
Installations	250,000	163	1,141	0%
Interest Income	<u>160</u>	<u>9</u>	<u>90</u>	<u>57%</u>
Subtotal Non-Operating Revenues	<u>\$250,160</u>	<u>\$172</u>	<u>\$1,231</u>	<u>0%</u>
Total Non-Operating Revenues	250,160	172	1,231	0%
Net Income (Loss) from Operations	\$430,160	3,807	(\$59,646)	-14%
Capital Projects Reserves	380,160	0	185,208	49%
	<u>50,000</u>	<u>-</u>	<u>-</u>	
Net Income (Loss)	<u>\$0</u>	<u>\$3,807</u>	<u>-\$244,854</u>	

YTD Service Revenue includes \$41,260 in legal dispute with SEIONTEC

Roanoke Valley Broadband Authority
FY 2023/2024 Operations Statement
For the Month Ended February 31, 2024

	<u>FY 2024 Budget</u>	<u>February 2024</u>	<u>FY 23/24 Year to Date</u>	<u>Percent Budget</u>
Broadband Revenues				
Locality Support	\$300,000	\$25,000	\$200,000	67%
Pass Through Funds	-	-	-	0%
Service Revenue	<u>1,100,000</u>	<u>59,365</u>	<u>447,434</u>	<u>41%</u>
Total Broadband Operating Revenues	\$1,400,000	\$84,365	\$647,434	46%
Broadband Operation & Maintenance Expenses				
Personnel Costs	\$550,000	\$27,018	\$317,426	58%
Network Operations	445,000	35,667	268,865	60%
Brand Management	60,000	0	17,350	29%
Legal Fees	25,000	3,835	50,767	203%
Office Expenses	132,000	7,825	41,063	31%
Travel	<u>8,000</u>	<u>376</u>	<u>3,196</u>	<u>40%</u>
Total BB Operation & Maintenance Expenses	\$1,220,000	\$74,720	\$698,666	57%
Income from Operations	\$180,000	\$9,645	-\$51,232	
Non-Operating Revenues				
Installations	250,000	163	652	0%
Interest Income	160	8	50	31%
Subtotal Non-Operating Revenues	<u>\$250,160</u>	<u>\$171</u>	<u>\$702</u>	<u>0%</u>
Total Non-Operating Revenues	250,160	171	702	0%
Net Income (Loss) from Operations	\$430,160	9,816	(\$50,530)	-12%
Capital Projects Reserves	380,160	0	185,208	49%
	<u>50,000</u>	<u>-</u>	<u>-</u>	
Net Income (Loss)	<u>\$0</u>	<u>\$9,816</u>	<u>-\$235,738</u>	

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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 March 2024

