

**JAMES RIVER WATER AUTHORITY BOARD OF DIRECTORS
SPRING CREEK SPORTS CLUB, 181 CLUBHOUSE WAY
ZION CROSSROADS, VIRGINIA**

**March 6, 2018
10:30 A.M.**

Present: D. D. Watson (Vice Chairman), Joe Chesser (Treasurer), Mark Dunning, and Steve Nichols

Absent: Goodman Duke (Chairman)

Others Present: Brendan Hefty, Legal Counsel (Hefty, Wiley, and Gore); Joe Hines (Timmons Group); David Saunders (Timmons Group); Eric Dahl (Fluvanna County); Greg Krystyniak (Faulconer Construction); Mike Knight (MBP Engineering); Pam Baughman (Louisa County Water Authority); and Doug Wylie.

CALL TO ORDER

Vice Chairman Watson called the meeting of the James River Water Authority (JRWA) Board of Directors to order at 10:30 a.m. Mr. Nichols led the Board in the Pledge of Allegiance.

ADOPTION OF AGENDA

On the motion of Mr. Nichols, seconded by Mr. Watson, which carried by a vote of 5-0, the agenda was approved.

APPROVAL OF MINUTES OF PRECEDING MEETING

On the motion of Mr. Nichols, seconded by Mr. Dunning, which carried by a vote of 6-0, the Board approved the minutes of the February 6, 2018, meeting.

FINANCIAL REPORT

Mr. Chesser briefly reviewed the bills included in the board packet for consideration. On the motion of Mr. Goodwin, seconded by Mr. Nichols, which passed by a vote of 5-0, the payments were approved.

Mr. Chesser noted that following the payments, the Authority has \$127,558.92 available for future needs. This does not include Louisa recent payment of \$59,310 or future loan proceeds.

DISCUSSION/INFORMATION ITEMS

Discussion – FY19 Draft Budget

Mr. Dahl reviewed the draft budget for fiscal year 2019. Material projected expenses (audit, legal, debt service, and others) are comparable to the prior year, as are projected revenues from each locality. The overall budget is roughly \$2,000 less than the prior year. Mr. Goodwin asked about adoption, and given the simplicity of the proposed budget, discussion about approval at this meeting ensued. Mr. Hefty reminded the Board that a public hearing was not required. Mr. Nichols motioned to adopt the budget as presented (\$504,610). Mr. Chesser seconded the motion, and the budget was adopted 5-0.

ACTION ITEMS

Action Item – Approval of Audit Engagement Letter

Mr. Nichols reported that the engagement letter confirmed Robinson, Farmer, Cox Associates' proposal for audit services, and reviewed the benefits of the firm, whose audit services had been approved by the Board at its prior meeting. He motioned to approve execution of the agreement, and Mr. Chesser seconded the motion, which passed 5-0.

Action Item – Approval of Legal Services Engagement Letter

Mr. Hefty stated that JRWA representatives had met with Aqualaw and recommended their services for assistance with permit finalization. On Mr. Nichols' motion, seconded by Mr. Chesser, execution of the agreement was approved 5-0.

CONSENT AGENDA

Travel Expenses approval

Mr. Nichols stated that Mr. Dunning had incurred mileage and parking fees totaling \$64.77 for recent Authority-related business, and requested reimbursement.

On the motion of Mr. Nichols, seconded by Mr. Goodwin, which passed by a vote of 5-0, the Consent Agenda was approved.

CLOSED SESSION

On the motion of Mr. Nichols, seconded by Mr. Goodwin, which carried by a vote of 5-0, the Board voted to enter Closed Session at 10:48 a.m. for the purpose of discussing the following:

1. In accordance with §2.2-3711(A)(8) for consultation with legal counsel regarding site access.

RESUMPTION OF REGULAR SESSION

On the motion of Mr. Goodwin seconded by Mr. Dunning, which carried by a vote of 5-0, the Board voted to return to regular session at 11:14 a.m.

RESOLUTION - CERTIFICATION OF CLOSED SESSION

By roll call, which carried by a vote of 5-0, the Board voted to adopt the following resolution:

WHEREAS, the James River Water Authority Board of Directors has convened a Closed Meeting pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D of the Code of Virginia requires a certification by the James River Water Authority Board of Directors that such closed meeting was conducted in conformity with the Virginia Law.

NOW, THEREFORE BE IT RESOLVED that the James River Water Authority Board of Directors does hereby certify that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting was heard, discussed or considered by the James River Water Authority Board of Directors.

NAME

D.D. Watson
Mark Dunning
Christian R. Goodwin
Steven M. Nichols
Goodman B. Duke
Joe Chessier

VOTE

Yes/Aye
Yes/Aye
Yes/Aye
Yes/Aye
(absent)
Yes/Aye

ADJOURNMENT

On the motion of Mr. Goodwin, seconded by Mr. Nichols, which carried by a vote of 5-0, the Board voted to adjourn the meeting at 11:14 a.m.

BY ORDER OF:

GOODMAN B. DUKE, CHAIRMAN
BOARD OF DIRECTORS
JAMES RIVER WATER AUTHORITY