

**JAMES RIVER WATER AUTHORITY
BOARD OF DIRECTORS
FLUVANNA COUNTY OFFICE BUILDING
SEPTEMBER 3, 2009
2:00 P. M.**

Present: John Y. Gooch, G. Cabell Lawton, IV, Dale G. Mullen and Thomas E. Payne

Absent: Goodman B. Duke and John E. Thomasson

Others Present: Kurt Krueger, McGuireWoods LLP, Legal Counsel; Joe Hines, Timmons Group; Jim Christian, Timmons Group; and Alyson Simpson, Deputy Clerk, Louisa County Administration

CALL TO ORDER

Chairman Payne called the September 3, 2009 regular meeting of the James River Water Authority Board of Directors to order at 2:10 p.m., which was followed by the Pledge of Allegiance.

READING AND APPROVAL OF MINUTES OF PRECEDING MEETINGS

None.

CHAIRMAN/EXECUTIVE DIRECTOR ITEMS

None.

ITEMS FROM THE PUBLIC

None.

CONSENT AGENDA ITEMS

None.

OTHER BUSINESS

Mr. Hines presented a schedule of events and key dates to the Board which included deadlines, JRWA Board meetings, Louisa Board meetings, Fluvanna Board meetings and other events. Mr. Hines discussed the events that were scheduled to take place at the upcoming Board meetings.

The Board discussed financing and the project budget and Mr. Gooch requested a breakdown of cost for each portion of the project. Mr. Hines discussed property acquisition and easements with the Board.

OTHER ITEMS FROM BOARD OR STAFF NOT ON AGENDA

None.

ATTORNEY'S ITEMS

Mr. Krueger presented a resolution to the Board for their approval which would allow the Board to secure the financial services of Davenport & Company, LLC without having to go through an RFP process. Mr. Krueger said the contract would allow Mr. Payne, as Chairman, to negotiate and sign a contract with Davenport.

On the motion of Mr. Lawton, seconded by Mr. Gooch, which carried by a vote of 4-0, with Messrs Duke and Thomasson being absent, the Board adopted the following resolution:

**A RESOLUTION TO SECURE THE SERVICES OF
DAVENPORT & COMPANY, LLC AS FINANCIAL ADVISOR**

WHEREAS, the James River Water Authority (the "Authority") needs to retain a financial advisor to assist it in structuring the financing for the James River Water Project (the "Project") and to otherwise advise the Authority with respect to various other financial matters concerning the Project; and

WHEREAS, the Virginia Resource Authority secured the services of Davenport & Company LLC ("Davenport") as its financial advisor pursuant to a request for proposals (the "RFP"), which permits, in accordance with the cooperative procurement provisions of §2.2-4304 of the Virginia Code, authorities, among other eligible public bodies, to purchase Davenport's services as a financial advisor from the Virginia Resource Authority's contract with Davenport (the "Contract"), even if such authorities did not participate in the RFP; and

WHEREAS, it is in the best interest of the Authority to secure Davenport's services as a financial advisor by entering into an agreement, arrangement or understanding with Davenport for such services (the "Financial Services Agreement"), in accordance with the RFP and the cooperative procurement provisions §2.2-4304 of the Virginia Code, in connection with the Contract.

NOW, THEREFORE BE IT RESOLVED, on this 3rd day of September 2009, that Thomas E. Payne, as Chairman of the Authority (the "Chairman"), in consultation with McGuireWoods, LLP, legal counsel to the Authority, is hereby authorized and empowered in the name and on behalf of the Authority to negotiate, execute and deliver the Financial Services Agreement, which such Financial Services Agreement shall include such terms and provisions as the Chairman shall deem necessary, proper or advisable; and

THEREFORE, BE IT FURTHER RESOLVED, that all actions heretofore taken and all documentation heretofore delivered by any officer or agent of the Authority

in furtherance and anticipation of the foregoing are hereby authorized, approved, adopted, ratified and confirmed in all respects.

Mr. Krueger stated the transfer of the withdrawal permit needed to happen before financing.

FINANCIAL ADVISOR'S ITEMS

None.

ENGINEER'S ITEMS

Mr. Hines discussed the pipeline route and said there would need to be a cultural resource done on the route.

CLOSED SESSION

On the motion of Mr. Lawton, seconded by Mr. Gooch, which carried by a vote of 4-0, with Messrs Duke and Thomasson absent, the Board voted to enter Closed Session at 2:45 p.m. for the purpose of discussing the following:

1. In accordance with §2.2-3711 (A) (29) VA Code Ann., for the purpose of discussion of the award of a public contract involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body.

RESUMPTION OF REGULAR SESSION

The Board returned to regular session at 3:50 p.m.

RESOLUTION - CERTIFICATION OF CLOSED SESSION

On the motion of Mr. Gooch, seconded by Mr. Lawton, which carried by a vote of 4-0, with Messrs Duke and Thomasson being absent, 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 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.

PRESENT

John Y. Gooch
G. Cabell Lawton
Thomas E. Payne
John E. Thomasson
Dale G. Mullen
Goodman B. Duke

VOTE

Yes
Yes
Yes
Absent
Yes
Absent

ADJOURNMENT

Prior to adjourning, the Board discussed cost-sharing agreements.

On the motion of Mr. Gooch, seconded by Mr. Lawton, which carried by a vote of 4-0, with Messrs Duke and Thomasson being absent, the Board voted to adjourn the September 3, 2009 meeting at 4:03 p.m.

BY ORDER OF

THOMAS E. PAYNE, CHAIRMAN
BOARD OF DIRECTORS
JAMES RIVER WATER AUTHORITY