

At the recess meeting of the Giles County Board of Supervisors held on October 22, 2015, at 6:30 PM in the Giles County General District Courtroom, 120 North Main Street, Pearisburg, the following were present:

Barbara Hobbs	Chair (Central District)
Larry Jay Williams	Vice-Chair (Eastern District)
Scott Dunn	Western District – Absent
Richard McCoy	At-Large Supervisor
Paul “Chappy” Baker	At-Large Supervisor
Chris McKlarney	County Administrator
Richard Chidester	County Attorney
Jenny McCoy	Board Secretary

CALL TO ORDER/INVOCATION

Ms. Hobbs called the meeting to order. Mr. McKlarney offered the invocation and led the Pledge of Allegiance.

NEW BUSINESS

RESOLUTION REQUEST – PRESERVE GILES COUNTY

Mr. Rick Shingles presented the Board with a resolution regarding Programmatic Environmental Impact Statements and extended a brief review. Mr. Kirk Bowers with the Sierra Club offered a review of the resolution. Ms. Hobbs asked if they are gathering information or seeking a position from the Board and Mr. Bowers stated this is a neutral position and does not require the Board to take a position. Ms. Hobbs explained that so much information has been contradicting and she would like the public to gain some direct answers.

There was a discussion regarding alternatives and solar power and whether or not solar power is more costly. Mr. Bowers stated they are asking counties across the state to help support the Programmatic Environmental Impact Statement which will hopefully slow down the process and allow for a thorough investigation of all pipelines. Mr. McCoy asked Mr. Bowers if the other resolution is basically asking the state to oversee the E & S and construction; he stated that that was correct. Mr. Bowers stated this referred to the Erosion and Sediment Resolution. Mr. Shingles explained the alternative power options and stated the proposed resolution is neutral and only asks for a programmatic analysis and the overall effects.

Ms. Hobbs stated she does not feel Giles County should be involved in the petition that Mr. Shingles and Preserve Giles has requested. Mr. Williams feels it is a good idea to be involved in the resolutions. Ms. Hobbs thanked Mr. Bowers and Mr. Shingles and stated they will consider taking action at the end of the meeting.

VDOT RESOLUTION SECONDARY CONSTRUCTION FUNDS – ROUTE 635 TURNING LANE

Mr. McKlarney explained in order to proceed with the Route 635 project, Mr. Clarke has stated some safety funds will need to be utilized. Mr. McKlarney stated \$35,000 of safety money and approximately \$250,000 of secondary funds will be necessary.

Mr. McCoy motioned to approve the VDOT resolution and Mr. Baker seconded the motion. The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

VDOT REVENUE SHARING PROJECTS

Mr. McKlarney explained a direction from the Board is necessary on how the revenue sharing will be disbursed so he can forward a report to VDOT. The Board had a discussion on how to divide the dollars and reiterated that money will be required for the Penvir Bridge Project. Ms. Hobbs feels work is needed on Ripplemead Road and Mr. McKlarney stated that last year the Town of Pearisburg did agree to match funding with an additional \$132,000. Mr. McKlarney asked Ms. Hobbs to consider placing \$10,000 into re-scoping of Route 100 if VDOT agrees to match.

Ms. Hobbs motioned for the two thirds of the Central District Revenue Sharing Funds to be used on Whitt Riverbend Park with \$20,000 going towards preliminary engineering for Route 100. Mr. McCoy seconded the motion.

The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

Mr. Baker motioned to utilize one third of the Western District Revenue Sharing Funds on the Penvir Bridge Project and Mr. McCoy seconded the motion.

The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

[A copy of this resolution is at the end of these minutes.]

OLD BUSINESS

BOND REFINANCING – VRA RESOLUTION

Mr. Kyle Laux with Davenport explained the original selection of banking institute could not get proper approvals on their end; therefore, the Virginia Resource Authority (VRA) is now the preferred institute. Mr. Laux explained the details of a resolution between Giles County and the Virginia Resource Authority. He explained the before and after effects of refinancing the 2012 loan and highlighted the estimated results. Mr. Laux

explained this would enable us to shave off debt service, level payments, and give us a lower fixed interest rate for the entire length of the loan. He stated when VRA sells their bonds on November 4th, we will have an exact interest rate.

Mr. Laux explained one of the loans which the Board is going to refinance will see some immediate savings of \$90,000. Mr. Laux explained a resolution has been prepared and will be the last step in this process of joining the VRA pool. Ms. Hobbs asked what we are using as collateral and Mr. Laux stated we will be using the same as we currently use which is Giles High School.

Mr. McCoy motioned to approve the resolution to seek refinancing through Virginia Resource Authority and Mr. Baker seconded the motion.

Discussion: Mr. Williams asked what the total savings would be and Mr. Laux explained these are budgetary at the present time, but that \$650,000 cash flow would be given for the next several years. Mr. Williams stated he is concerned that there is no savings on the interest paid.

The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

[A copy of this resolution is at the end of these minutes.]

PUBLIC COMMENTS

Mr. Tom Hoffman: Mr. Hoffman addressed the Board regarding the pipeline and the upcoming elections. He referenced a Roanoke Times article and stated the pipeline could be beat. He stated the citizens do have rights and this could be battled. Mr. Hoffman would like citizens to consider voting based on how the candidates feel about the environment. He discussed the erosion issues with the Peters Mountain Project and how it is washing away.

Ms. Diane Webb: Ms. Webb explained she is from Carrol County and is here as a member of the Parent Advocacy and Advisory Council for South West Virginia. She explained they are currently working to try and keep the South West Virginia Training Center open. She explained how it serves and affects the communities and is requesting a resolution from the Board to Governor McAuliffe asking him to reverse the previous decision to close the center. Ms. Hobbs asked how the centers are funded and the type of training and alternatives that are offered. Ms. Webb believes the centers are funded through State and Federal funds. Mr. McKlarney explained some additional research will be done and we will be back in touch with Ms. Webb during the next few weeks.

Ms. Marilyn Hollie: Ms. Hollie addressed the Board regarding an encounter she had had with a stray cat. She explained she immediately recognized neurological problems

with the cat. She explained she contacted the Sheriff's Office but Animal Control was out of town. She stated she then contacted the Administrator's Office and spoke with Gina Franklin. Ms. Franklin suggested she contact Pulaski. She did not contact them because she did not feel Pulaski would assist her. Mr. McKlarney explained we do have an agreement with Pulaski. Ms. Hollie took the cat to the veterinary and was told the cat needed to be euthanized. The Administrator's Office was notified and Jenny Clay McCoy gave permission for the cat to be euthanized. Ms. Hollie feels this was a health threat and animal control was off of duty until Monday. She feels someone else should have been available. Ms. Hobbs asked if it was confirmed that the cat had rabies. Ms. Hollie stated the cat was not tested because there was not an individual exposed. Mr. Williams stated she could have contacted the Health Department and Mr. McCoy explained we had a backup with Pulaski County. Mr. McKlarney stated he will contact the Health Department for their procedures regarding this issues.

PRESERVE GILES RESOLUTIONS

Mr. McCoy confirmed with Mr. Chidester that the resolutions are within legal scope and he stated that is correct. Ms. Hobbs explained the resolutions do not state that the Board is opposing anything and are only asking for procedures to be placed.

Mr. McCoy motioned to adopt the resolution to the Federal Energy Regulation Commission as well as our State Senator and Governor requesting a Programmatic Environmental Impact Statement and Mr. Baker seconded the motion. The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

[A copy of these resolutions are at the end of these minutes.]

EMERGENCY SERVICES BOARD APPOINTMENTS

Mr. McKlarney explained he still needs an appointee from each district to represent the EMS Board. The Board stated they would have this for the next meeting.

SCHOOL BOARD APPROPRIATION

Mr. McCoy motioned to approve School Board Appropriations in the amount of \$2,180,649 and Mr. Baker seconded the motion. The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

SOCIAL SERVICES APPROPRIATION

Mr. Williams motioned to approve the November 2015 Social Services Appropriation in the amount of \$300,000 which includes \$225,000 Social Services

and \$75,000 CSA. Mr. Baker seconded the motion. The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

PAYMENT OF WARRANTS

Mr. McCoy motioned to approve \$597,091.42 for County Appropriations and Mr. Baker seconded the motion. The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

ROUTE 730 SPEED STUDY

Mr. Williams explained we still need to consider a speed study on Route 730. Mr. Williams suggested a resolution asking for the speed limit to be reduced to 45 mph.

Mr. Williams motioned for a resolution to be sent to VDOT requesting the speed limit be reduced to 45 mph on Route 730. Mr. McCoy seconded the motion. The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

EXECUTIVE SESSION

Mr. McCoy moved to go into executive session as permitted by Virginia Code 2.2-3711, A (1) Personnel and Mr. Baker seconded the motion. The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

Mr. McCoy moved to return to open session and he certified that in the closed session just concluded, nothing was discussed except the matter or matters (1) specifically identified in the motion to convene in closed session and (2) lawfully permitted to be discussed under the provisions of the Virginia Freedom of Information act cited in that motion. Mr. Baker seconded the motion. The motion was approved 4-0 as follows:

Voting Yes: Ms. Hobbs, Mr. Williams, Mr. McCoy, and Mr. Baker

Absent: Mr. Dunn

ADJOURN

Ms. Hobbs stated there was no further business and adjourned the meeting. The Board will hold their regular meeting on November 4, 2015 at 3:00 PM at the Giles County Administration Office located on 315 North Main Street Pearisburg, VA.

APPROVED:

Chair

ATTEST:

Clerk

FY 2017 REVENUE SHARING FUNDS RESOLUTION

At a regularly scheduled meeting of the Giles County Board of Supervisors held on October 22, 2015, on a motion by Ms. Hobbs, seconded by Mr. McCoy, the following resolution was adopted by a vote of 4-0:

WHEREAS, The Revenue Sharing Program allows the Virginia Department of Transportation to provide state funds to match local funds for construction, maintenance, or improvements secondary highways; and,

WHEREAS, The Giles County Board of Supervisors desires to submit an application for an allocation of funds up to \$100,000 through the Virginia Department of Transportation Fiscal Year 2016-2017 Revenue Sharing Program to be matched on a dollar-for-dollar basis by Giles County; and

WHEREAS, The \$100,000 in state funds to be matched with the \$100,000 provided locally is to fund the following projects:

1. Bridge replacement on Penvir Road (SR 673) in a 0.89 mile section from 0.1 miles north of SR 61 in the amount of \$33,333 in state funds and \$33,333 in local funds. This project is State Project Number 0673-035-564, P101, R201, B633.
2. Reconstruction (new construction) and surface treatment of Ripplemead Rd (SR 636) in a 0.61 mile section from 0.54 miles south of SR 1506 to the end of state maintenance in the amount of \$46,667 in state funds and \$46,667 in local funds.
3. Engineering Study for relocation of Pulaski Giles Turnpike (SR 100) in a 3.2 mile section from the intersection of Big Rock Rd (SR 692) to the intersection of Walkers Creek Valley Rd (SR 42) in the amount of \$20,000 in state funds and \$20,000 in local funds.

NOW, THEREFORE, BE IT RESOLVED: That the Board of Supervisors of the County of Giles, Virginia hereby authorizes the filling of an application through the Virginia Department of Transportation Revenue Sharing Program to be matched with local funds for the above construction projects and authorizes the County Administrator to execute all documents on behalf of the Board of Supervisors, in order to make applications for funding through the VDOT Revenue Sharing Program.

The vote on the forgoing resolution was as follows:

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Barbara Hobbs	<u>✓</u>	<u>—</u>	<u>—</u>
Scott Dunn	<u>—</u>	<u>—</u>	<u>✓</u>
Paul Baker	<u>✓</u>	<u>—</u>	<u>—</u>
Richard McCoy	<u>✓</u>	<u>—</u>	<u>—</u>
Larry Williams	<u>✓</u>	<u>—</u>	<u>—</u>

ATTEST: 
Chris McKlarney, County Administrator

RESOLUTION OF THE BOARD OF SUPERVISORS OF GILES COUNTY APPROVING THE LEASE REFINANCING OF CAPITAL IMPROVEMENTS TO COUNTY-OWNED FACILITIES AND RELATED IMPROVEMENTS AND SCHOOL FACILITIES, AUTHORIZING THE LEASING OF SCHOOL FACILITIES, THE EXECUTION AND DELIVERY OF A PRIME LEASE AND A LOCAL ACQUISITION AND FINANCING LEASE, AND OTHER RELATED ACTIONS, AND REPEALING A PRIOR RESOLUTION

The Board of Supervisors of Giles County, Virginia (the "Board") has determined that it is in the best interest of Giles County, Virginia (the "County") (a) to prepay all or a portion of certain bonds of the Industrial Development Authority of Giles County, Virginia (the "IDA"), the proceeds of which bonds were issued to pay the costs of capital improvements to the Giles County Technology Center and Eastern Elementary School and (b) to refinance a portion of the County's obligations under the Local Lease Acquisition Agreement and Financing Lease dated as of October 25, 2012 (the "2012 Lease") among Virginia Resources Authority ("VRA"), the County and the School Board of the County (the "School Board"), the proceeds of which lease were used to finance and refinance capital improvements to courthouse, public-school and water-system facilities in the County .

Virginia Resources Authority (the "VRA") has indicated its willingness to issue its Fall Series 2015 VRA Bonds (as more particularly defined in the "Financing Lease," defined below, the "VRA Bonds") and to provide a portion of the proceeds thereof, in an amount not less than the "Proceeds Requested," as defined in this resolution, to the County for the purposes described in (a) and (b) above and to pay certain related costs, in accordance with the terms of the "Financing Lease," defined below.

As used in this resolution, "Financing Lease" means a Local Lease Acquisition Agreement and Financing Lease (the "Financing Lease") dated as of September 25, 2015, or another date to be specified by VRA, between VRA, the School Board of the County (the "School Board") and the County.

VRA has advised the County that the sale date of the VRA Bonds is tentatively scheduled for November 4, 2015, but may occur, subject to market conditions, at any time between November 1 and December 15, 2015, and that VRA's objective is to pay the County a purchase price for the Financing Lease which, in VRA's judgment, reflects its market value (the "Purchase Price Objective"), taking into consideration such factors as the purchase price received by VRA for the VRA Bonds, the underwriters' discount and other issuance costs of the VRA Bonds, and other market conditions relating to the sale of the VRA Bonds.

Such factors may result in the County receiving an amount other than the par amount of the aggregate principal components of the rental payments under the Financing Lease and consequently the aggregate principal components of the rental payments under the Financing Lease may be greater than the Proceeds Requested in order for the County to receive an amount of proceeds that is not less than the Proceeds Requested with respect to the Financing Lease.

VRA will make the Proceeds Requested available to the County upon certain terms and conditions, and the Board has determined to satisfy those terms and conditions, all in accordance with the following (the "Financing Documents"):

- (i) a Prime Lease whereby the School Board and the County will lease the "Real Property," defined below, to VRA (the "Prime Lease"); and
- (iii) the Financing Lease whereby VRA will lease the Real Property to the School Board and the County and the County will make rental payments to VRA;

forms of which documents have been presented to the Board at this meeting and filed with the Board's records.

The Board desires to repeal a resolution previously adopted by the Board dealing with matters related to this resolution.

THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF GILES COUNTY:

1. Incorporation of Recitals. The recitals above are found and determined to be a part of this resolution.

2. Definitions. Whenever used in this resolution, unless a different meaning clearly appears from the context:

"Maximum Par Amount" shall mean \$7,365,000.

"Proceeds Requested" shall mean an amount sufficient to prepay the Refunded Obligations and pay costs of issuance of the Financing Lease, or such other amount requested by the County in writing and approved by VRA before pricing of the VRA Bonds.

"Real Property" shall mean the School Board's real estate located at 1825 Wenonah Avenue, Pearisburg, Virginia, and all improvements constituting Giles High School located on such real estate, as more particularly described in the Prime Lease.

"Refunded Obligations" shall have the meaning given such term in Section 3 of this resolution.

3. Prepayment. It is found to be in the best interests of the County to prepay all or a portion of the Refunded Obligations, in order to refinance costs of the capital projects financed by the Refunded Obligations, subject to the terms and conditions of this resolution. Such prepayment (the "Refunding") shall be made with a portion of the proceeds derived by the County pursuant to the Financing Lease. For purposes of this resolution, "Refunded Obligations" shall mean all or any portion of (a) the IDA's \$3,110,000 Public Facilities Lease

Revenue Bond, Series 2008A (the "Series 2008A Bond") and (b) the principal portions of rent under the 2012 Lease coming due on October 1 in the years 2016 through 2019, in the aggregate amount of \$3,965,000, and interest thereon, as determined by the Chairman or Vice Chairman of the Board of Supervisors, each of whom is authorized to determine whether all or a portion, and if only a portion, then which portion, of such obligations will actually be refunded with proceeds of the Bond, and such determined amount shall be the Refunded Obligations for purposes of this resolution.

4. Approval of Lease-Leaseback Arrangement. The lease-leaseback arrangement with VRA to accomplish the Refunding is approved.

5. Approval of Prime Lease. The leasing of the Real Property by the School Board and the County, as lessor, to VRA, as lessee, pursuant to the terms of the Prime Lease is approved.

6. Approval of the Financing Lease. The leasing of the Real Property by VRA, as lessor, to the School Board and the County, as lessee, pursuant to the terms of the Financing Lease is approved.

7. Approval of the Terms of the Rental Payments.

The Rental Payments set forth in the Financing Lease shall be composed of principal and interest components and shall result in (a) an aggregate net present value savings in debt service of at least 3.00% of the principal amount, if any, of the Series 2008A Bond refunded by the Financing Lease, computed by using as the discount rate the true interest cost of the Financing Lease allocable to such refunding and (b) a stated interest under the Financing Lease not greater than 4.50% per annum (exclusive of "Supplemental Interest," as defined in the Financing Lease), with a final maturity of rental payments of not later than December 31, 2049.

The principal components of the Rental Payments under the Financing Lease shall reflect an original principal amount not to exceed the Maximum Par Amount.

It is determined to be in the best interest of the County to accept the offer of VRA to enter into the Financing Lease with the County, subject to the terms and conditions set forth in this resolution, which Financing Lease shall be executed on behalf of the County by the Chairman of the Board (the "Chairman") and the County Administrator, or either of them. Given the VRA Purchase Price Objective and market conditions, it may become necessary to enter into the Financing Lease with aggregate principal components of the Rental Payments greater than the Proceeds Requested.

The actions of the Chairman and the County Administrator, or either of them, in accepting the final terms of the Rental Payments shall be conclusive, and no further action shall be necessary on the part of the Board.

8. Other Payments under Financing Lease. The County agrees to pay all amounts required by the Financing Lease, including any amounts required by Section 5.1(b) of the Financing Lease, including the "Supplemental Interest," as provided in such section.

9. Essentiality of the Real Property. The Real Property is found, determined and declared to be essential to the efficient operation of the County, and the County anticipates that the Real Property will continue to be essential to the operation of the County during the term of the Financing Lease.

10. Annual Budget. While recognizing that it is not empowered to make any binding commitment to make Rental Payments and any other payments required under the Financing Leases beyond the current fiscal year, the Board states its intent to make annual appropriations for future fiscal years in amounts sufficient to make all such payments and recommends that future Boards do likewise during the term of the Financing Leases. The Board directs the County Administrator, or such other officer who may be charged with the responsibility for preparing the County's annual budget, to include in the budget request for each fiscal year during the term of the Financing Lease an amount sufficient to pay the Rental Payments and all other payments coming due under the Financing Lease during such fiscal year. If at any time during any fiscal year of the County throughout the term of the Financing Lease, the amount appropriated in the County's annual budget in any such fiscal year is insufficient to pay when due the Rental Payments and any other payments required under the Financing Lease, the Board directs the County Administrator, or such other officer who may be charged with the responsibility for preparing the County's annual budget, to submit to the Board at the next scheduled meeting, or as promptly as practicable but in any event within 45 days, a request for a supplemental appropriation sufficient to cover the deficit.

11. Rental Payments Subject to Appropriation. The County's obligation to make the Rental Payments and all other payments pursuant to the Financing Leases is specifically stated to be subject to annual appropriation therefor by the Board, and nothing in this resolution or the Financing Documents shall constitute a pledge of the full faith and credit or taxing power of the County or compel the Board to make any such appropriation.

12. Authorization of Financing Documents and Other Matters. The forms of the Financing Documents have been presented to the Board at this meeting and are approved. Either of the Chairman or County Administrator is authorized to execute and deliver on behalf of the County the Financing Documents in substantially the forms submitted to the Board, with such changes, insertions or omissions as may be approved by the officer executing them, whose approval shall be evidenced conclusively by the execution and delivery of the Financing Documents. The Chairman, County Administrator and any other officer of the County are authorized to execute and deliver on behalf of the County such other instruments, documents or certificates, and to do and perform such things and acts, as they shall deem necessary or appropriate to carry out the transactions authorized by this resolution or contemplated by the Financing Documents, and all of the foregoing, previously done or performed by such officers of the County, are in all respects approved, ratified and confirmed.

13. Disclosure Documents. The Board authorizes and consents to the inclusion of information with respect to the County to be contained in VRA's Preliminary Official Statement and VRA's Official Statement in final form, both to be prepared in connection with the sale of each series of the VRA Bonds. If appropriate, such disclosure documents shall be distributed in such manner and at such times as VRA shall determine. The County Administrator is authorized and directed to take whatever actions are necessary or appropriate to aid VRA in ensuring compliance with Securities and Exchange Commission Rule 15c2-12.

14. Tax Documents. The County Administrator and the Chairman, either of whom may act, is authorized to execute a Nonarbitrage Certificate and Tax Compliance Agreement and/or any related document with respect to the Refunding (the "Tax Documents") setting forth the expected use and investment of the proceeds of the VRA Bonds to be received by the County pursuant to the related Financing Document and containing such covenants as may be necessary in order for the County and/or VRA to comply with the provisions of the Internal Revenue Code of 1986, as amended (the "Tax Code"), with respect to the VRA Bonds and the Financing Documents, including the provisions of Section 148 of the Tax Code and applicable regulations relating to "arbitrage bonds." The County covenants that the proceeds of the VRA Bonds to be received pursuant to the Financing Lease will be invested and expended as set forth in the Tax Documents, to be delivered simultaneously with the issuance and delivery of the Financing Lease and that the County shall comply with the other covenants and representations contained therein.

15. Refunding. The County Administrator and the Chairman, either of whom may act, are authorized and directed to take such steps as may be necessary to accomplish the Refunding. The County Administrator and the Chairman, either of whom may act, are authorized to execute and deliver an Escrow Agreement with an escrow agent that may be selected by the County Administrator, if the County Administrator determines such the Escrow Agreement to be necessary or desirable in connection with the Refunding.

16. Other Actions. All other actions of the officers of the County in conformity with the purpose and intent of this Resolution are hereby approved and confirmed. The officers of the County are authorized and directed to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the actions contemplated by this Resolution or the execution and delivery of the Financing Documents.

17. SNAP Investment Authorization. The County has previously received and reviewed the Information Statement (the "Information Statement") describing the State Non-Arbitrage Program of the Commonwealth of Virginia ("SNAP") and the Contract Creating the State Non-Arbitrage Program Pool I (the "Contract"), and the County has determined to authorize the County Administrator to use SNAP in connection with the investment of the proceeds of the lease-leaseback transaction if the County Administrator determines that the use of SNAP is in the best interest of the County. The Board acknowledges that the Treasury Board of the Commonwealth of Virginia is not, and shall not be, in any way liable to the County in connection with SNAP, except as otherwise provided in the contract creating the investment program pool.

18. Authority of Officers and Agents. The officers and agents of the County shall do all acts and things required of them by this resolution and the Financing Documents for the complete and punctual performance of all the terms, covenants and agreements contained therein.

19. Limitation of Rights. Nothing expressed or mentioned in or to be implied from this resolution or the Financing Lease is intended or shall be construed to give to any person or company other than the parties to the Financing Lease any legal or equitable right, remedy or claim under or in respect to this resolution or any covenants, conditions and agreements herein contained; this resolution and all of the covenants, conditions and agreements hereof being intended to be and being for the sole and exclusive benefit of such parties.

20. Limitation of Liability of Officials of County. No covenant, condition or agreement contained herein shall be deemed to be a covenant, agreement or obligation of a present or future member, officer, employee or agent of the County in his individual capacity, and neither the members of the County nor any officer thereof executing the Financing Lease shall be liable personally on the Financing Lease or be subject to any personal liability or accountability by reason of its execution. No member, officer, employee or agent of the County shall incur any personal liability with respect to any other action taken by him pursuant to this resolution or the Act, provided he acts in good faith.

21. Headings. Any headings in this resolution are solely for convenience of reference and shall not constitute a part of the resolution nor shall they affect its meaning, construction or effect.

22. Repealer. The Board repeals the resolution it adopted on September 17, 2015, entitled "Resolution Of The Board Of Supervisors Of Giles County Approving The Lease Refinancing Of Capital Improvements To County-Owned Facilities And Related Improvements And School Facilities And Authorizing The Leasing Of School Facilities, The Execution And Delivery Of Prime Leases, Local Acquisition And Financing Lease (Tax Exempt) And A Local Acquisition And Financing Lease (Taxable), And Other Related Actions" (the "Repealed Resolution"). The Repealed Resolution shall have no further force or effect.

23. Effective Date. This resolution shall take effect immediately.

The undersigned Clerk of the Board of Supervisors of Giles County, Virginia, hereby certifies that (a) the foregoing constitutes a true, complete and correct copy of a resolution adopted on October 22, 2015, by the Board of Supervisors at a regular meeting, and (b) during the consideration of the foregoing resolution, a quorum was present. I hereby further certify that the minutes of such meeting reflect how each member of the Board of Supervisors voted with respect to the adoption of the foregoing resolution as follows:

<u>Member</u>	<u>Vote</u>
Barbara Hobbs	YES
Larry Williams	YES
B. Scott Dunn	ABSENT
Paul Baker	YES
Richard McCoy	YES



Clerk, Board of Supervisors
of Giles County, Virginia

(SEAL)

Larry "Jay" Williams
Eastern District Supervisor

Barbara Hobbs
Central District Supervisor

Scott Dunn
Western District Supervisor

County of Giles



Board of Supervisors

315 North Main Street
Pearisburg, Virginia 24134

Paul "Chappy" Baker
At-Large Supervisor

Richard McCoy
At-Large Supervisor

RESOLUTION PETITIONING GOVERNOR TERRY MCAULIFFE, SENATORS MARK WARNER AND TIM Kaine AND OUR VIRGINIA HOUSE OF REPRESENTATIVES DELEGATES TO REQUEST THAT THE FEDERAL ENERGY REGULATORY COMMISSION PREPARE A PROGRAMMATIC ENVIRONMENTAL IMPACT STATEMENT THAT ADDRESSES THE CUMULATIVE IMPACTS OF THE MOUNTAIN VALLEY PIPELINE, THE ATLANTIC COAST PIPELINE, THE APPALACHIAN CONNECTOR PIPELINE, AND THE WB EXPRESS PROJECT

WE, the Board of Supervisors for the County of Giles, petition Governor Terry McAuliffe to request the FERC prepare a Programmatic Environmental Impact Statement (PEIS) that addresses the cumulative impacts of pipeline development in the Blue Ridge and Appalachian Mountain region of Virginia and West Virginia.

WHEREAS, under NEPA, a federal agency must evaluate the impacts of several related projects with cumulative impacts proposed or reasonably foreseeable in the same geographic region in a single, comprehensive, regional EIS.

WHEREAS, the MVP, the Atlantic Coast Pipeline, the Appalachian Connector Pipeline, and the WB Express Project are related projects with cumulative impacts for the Blue Ridge and Appalachian Mountain region of Virginia and West Virginia. The projects would all impact the same geographic region on the same schedule and share a similar objective.

WHEREAS, the Natural Gas Act ("NGA") gives the Commission powerful tools to regulate the development of pipeline infrastructure, directing the Commission to deny any application that does not encourage the *orderly* development of plentiful supplies of natural gas at reasonable prices.

WHEREAS, a regional EIS would allow FERC to assess the need for the proposed pipelines, an agency preparing an EIS must specify the underlying "purpose and need" for the proposed action. The EIS's purpose and need statement must reflect the purpose and need of those specific agencies in permitting the pipeline.

BE IT FURTHER RESOLVED that the County Administrator cause the resolution to be transmitted to Governor Terry McAuliffe and a copy be provide to the Federal Energy Regulatory Commission.

Adopted at a meeting of the Giles County Board of Supervisors held on the 22nd day of October, 2015

	voting for	voting against	abstain	absent
Hobbs	✓	_____	_____	_____
Williams	✓	_____	_____	_____
Dunn	_____	_____	_____	✓
Baker	✓	_____	_____	_____
McCoy	✓	_____	_____	_____

Attest: 
Christopher P. McClary, Clerk

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Larry Jay Williams
Eastern District Supervisor

Barbara Hobbs
Central District Supervisor

Scott Dunn
Western District Supervisor

County of Giles



Board of Supervisors

315 North Main Street
Pearisburg, Virginia 24134

Paul Wesley Wynn
At-Large Supervisor

Richard McCoy
At-Large Supervisor

RESOLUTION PETITIONING THE FEDERAL ENERGY REGULATORY COMMISSION TO PROVIDE A PROGRAMMATIC ENVIRONMENTAL IMPACT STATEMENT THAT ADDRESSES THE CUMULATIVE IMPACTS OF THE MOUNTAIN VALLEY PIPELINE, THE ATLANTIC COAST PIPELINE, THE APPALACHIAN CONNECTOR PIPELINE, AND THE WB EXPRESS PROJECT

WE, the Board of Supervisors of Giles County, petition the Federal Energy Regulatory Commission (FERC) to require a Programmatic Environmental Impact Statement (PEIS) that addresses the cumulative impacts of pipeline development in the Blue Ridge and Appalachian Mountain region of Virginia and West Virginia.

WHEREAS, under the National Environmental Policy Act, a federal agency must evaluate the impacts of several related projects with cumulative impacts proposed or reasonably foreseeable in the same geographic region in a single, comprehensive, regional EIS. A comprehensive regional or programmatic EIS provides an important mechanism for the agency to assess the cumulative impacts of the proposed projects and to evaluate alternatives, to avoid or minimize those impacts.

WHEREAS, the Natural Gas Act ("NGA") gives the Commission powerful tools to regulate the development of pipeline infrastructure, directing the Commission to deny any application not "required by the present or future public convenience and necessity" and allowing it to impose "such reasonable terms and conditions as the public convenience and necessity may require. More generally, the Commission should recognize that the main purpose of the NGA is "to encourage the orderly development of plentiful supplies of . . . natural gas at reasonable prices." The goals of promoting order and economy would be frustrated by a piecemeal analysis that ignores the potential for haphazard and redundant pipeline development.

WHEREAS, the MVP, the Atlantic Coast Pipeline, the Appalachian Connector Pipeline, and the WB Express Project are related projects with cumulative impacts for the Blue Ridge and Appalachian Mountain region of Virginia and West Virginia. The projects would all impact the same geographic region on the same schedule. In addition to timing and geography, the MVP, the Atlantic Coast Pipeline, and the Appalachian Connector share a similar objective: all three pipelines intend to deliver natural gas from the Marcellus shale to the southeastern United States. In light of their objectives, their location, and their timing, the MVP, the Atlantic Coast Pipeline, the Appalachian Connector Pipeline, and the WB Express Project have the potential for numerous cumulative impacts.

WHEREAS, a regional EIS would allow FERC to assess the need for the proposed pipelines, an agency preparing an EIS must specify the underlying "purpose and need" for the proposed action. The EIS's purpose and need statement must reflect the purpose and need of those specific agencies in permitting the pipeline, not merely the purpose and need of the project applicant. The EIS's purpose and need statement should thus facilitate the activities of all agencies responsible for evaluating the current pipeline proposals.

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AND BE IT RESOLVED that the County Administrator cause a copy of this resolution be sent to Governor McAuliffe, Senator Kaine, Senator Warner, and Delegate Yost.

	voting for	voting against	abstain	absent
Hobbs	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Williams	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Dunn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Baker	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
McCoy	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Attest: 
Christopher P. McKlamey Clerk