

COUNTY OF HENRICO, TO-WIT:

At a regular meeting of the Board of Supervisors of Henrico County, held in the Board Room, Administration Building, Henrico County Government Center, Parham and Hungary Spring Roads, Henrico County, Virginia, on Tuesday, the 11th of March 2008, at the hour of 7:00 p.m.

MEMBERS OF THE BOARD PRESENT

The Honorable David A. Kaechele, Chairman
The Honorable Patricia S. O'Bannon, Vice-Chairman
The Honorable James B. Donati, Jr., Varina District Supervisor
The Honorable Richard W. Glover, Brookland District Supervisor
The Honorable Frank J. Thornton, Fairfield District Supervisor

OTHER OFFICIALS PRESENT

Mr. Virgil R. Hazelett, P.E., County Manager
Mr. Joseph P. Rapisarda, Jr., County Attorney
The Honorable Michael L. Wade, Sheriff
Mr. Barry R. Lawrence, Clerk
Mr. George T. Drumwright, Jr., Deputy County Manager for Community Services
Ms. Angela N. Harper, FAICP, Deputy County Manager for Special Services
Mr. Leon T. Johnson, Deputy County Manager for Administration
Mr. Robert K. Pinkerton, P.E., Deputy County Manager for Community Operations
Mr. Randall R. Silber, Deputy County Manager for Community Development
Department Heads and Key Officials

The meeting was called to order by the Chairman at 7:06 p.m.

Mr. Kaechele led the Board, staff, and public in reciting the Pledge of Allegiance.

Rev. H. Carson Rhyne, Presbytery of the James, provided the invocation.

On motion of Mr. Thornton, seconded by Mrs. O'Bannon, the Board approved the minutes of the February 26, 2008 Regular and Special Meetings.

The vote of the Board was as follows:

Aye
David A. Kaechele
Patricia S. O'Bannon
James B. Donati, Jr.
Richard W. Glover
Frank J. Thornton

Nay

BOARD OF SUPERVISORS' COMMENTS

Mr. Kaechele noted the recent passing of Julian N. Holland, Jr., a local banker and long-serving member of the Henrico County Economic Development Authority Board of Directors who was involved in a number of community activities. A few months ago, Mr. Holland's daughter preceded him in death. Mr. Kaechele extended sympathies to Mr. Holland's wife and family on behalf of the Board.

RECOGNITION OF NEWS MEDIA

Mr. Kaechele recognized Will Jones from the *Richmond Times-Dispatch*.

PRESENTATION

Mrs. O'Bannon presented a proclamation recognizing March 10 – 16, 2008 as Rabies Awareness Week. Accepting the proclamation was Mark J. Levine, M.D., M.P.H., Director of the Henrico Health Department. Joining him were F. Lewis Walker, Environmental Health Supervisor for the Henrico Health Department; Col. Henry W. Stanley, Jr., Henrico Chief of Police; and Lt. Shawn M. Sears of the Henrico Division of Police's Animal Protection Section.

APPOINTMENTS/RESIGNATION

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| 69-08 | Resolution - Appointment of Member – Community Criminal Justice Board.

On motion of Mrs. O'Bannon, seconded by Mr. Thornton, and by unanimous vote, the Board approved Agenda Item No. 69-08 – see attached Resolution. |
| 70-08 | Resolution – Resignation of Member – Parks and Recreation Advisory Commission.

On motion of Mr. Glover, seconded by Mr. Thornton, and by unanimous vote, the Board approved Agenda Item No. 70-08 – see attached Resolution. |
| 71-08 | Resolution - Appointment of Member – Parks and Recreation Advisory Commission.

On motion of Mr. Glover, seconded by Mr. Thornton, and by unanimous vote, the Board approved Agenda Item No. 71-08 – see attached Resolution. |
| 72-08 | Resolution - Appointment of Member – Richmond Area Metropolitan Planning Organization Citizens Transportation Advisory Committee.

On motion of Mr. Glover, seconded by Mr. Donati, and by unanimous vote, the Board approved Agenda Item No. 72-08 – see attached Resolution. |

PUBLIC HEARINGS - REZONING CASES AND PROVISIONAL USE PERMITS

73-08 Laburnum Investments, LLC: Request for a Provisional Use Permit required under
P-4-08 proffered condition #28 accepted with C-29C-06 to allow twenty-four (24) hour
Varina operation of a convenience store (7-Eleven), on part of Parcel 815-718-5710,
 (Outparcel #9) within The Shops at White Oak Village located on the east line of S.
 Laburnum Avenue approximately 460 feet north of its intersection with Audubon
 Drive.

In response to a question from Mrs. O'Bannon, Acting Director of Planning Joe Emerson stated that the rationale for the proffered condition prohibiting the installation of pay phones on the site was to discourage loitering. He clarified for Mr. Kaechele how the proposed rezoning would apply to 24-hour operations.

No one from the public spoke in opposition to this case.

Mr. Donati indicated that the 24-hour operations proposed for this location were appropriate considering the security measures at the shopping center and the number of other 24-hour operations in the immediate area.

On motion of Mr. Donati, seconded by Mr. Thornton, the Board followed the recommendation of the Planning Commission and approved Agenda Item No. 73-08 (P-4-08) subject to the following conditions:

1. All proffered conditions accepted with case C-29C-06 shall be made a part of this Provisional Use Permit.
2. This provisional use shall be applicable only to the 7-11 use on out-parcel 9 and shall not apply to any other business.
3. Any outside speakers and/or sound system shall comply with the following standards:
 - a. Sound systems shall be equipped with controls that permit full and complete volume control;
 - b. Sound(s) emitted from the system shall not be audible beyond a distance of one hundred (100) feet measured from the source.
4. All store windows shall not be tinted or obscured by advertisements, posters, blinds, and/or other visual obstructions that inhibit or hinder exterior surveillance. The installation and use of light blocking devices during daylight hours shall be permissible if approved by the Crime Prevention Unit of the Division of Police.
5. The installation of pay phones on site shall be prohibited.
6. Prior to issuance of final occupancy permit, the applicant and the Crime Prevention Unit of the Division of Police shall conduct a security survey of the subject property and store

operations. The owner/occupant of the 7-11 shall implement the mutually agreed upon security measures affecting the property.

7. The owner or operator shall be responsible for the installation, operation, and maintenance of exterior security camera(s) and video system of professional grade and quality, and rated for the exterior surveillance of retail operations. This security system shall at a minimum include:
 - a. Exterior surveillance cameras shall monitor all entrance(s), fueling area(s), parking area(s), delivery area(s), and, other areas determined necessary by the Crime Prevention Unit of the Division of Police. Such security cameras shall provide clear imagery of the establishment's patrons and their vehicle.
 - b. Recordings of all activities under surveillance shall be preserved for a period of four (4) months by the applicant. Authorized representatives of the Henrico County Division of Police shall have full and complete access to all recordings upon request.
8. The owners or operators shall provide adequate lighting for all entrances, exits, and parking areas serving the use or location. "Adequate lighting" means lighting sufficient for clear visual and security camera surveillance.
9. Should evidence (i.e. police calls to the premises, complaints from other businesses, criminal assaults, etc.) or registered complaints (i.e. increased public nuisance, loitering, excessive noise, etc.) indicate that the twenty-four (24) exterior operation is having adverse effects on the area, the Board of Supervisors may hold a public hearing to consider revoking and/or amending all or some conditions.

The vote of the Board was as follows:

Aye
David A. Kaechele
Patricia S. O'Bannon
James B. Donati, Jr.
Richard W. Glover
Frank J. Thornton

Nay

74-08 C-6C-08 Brookland	Robert C. Schrum, Jr.: Request to amend proffered conditions accepted with C-34C-86, on part of Parcel 762-754-7326, located on the south line of E. Parham Road, approximately 442 feet east of its intersection with W. Broad Street (U.S. Route 250).
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In response to questions from members of the Board, Mr. Emerson clarified that the proposed amendment would delete an existing proffered condition and would not change other proffers on the property.

No one from the public spoke in opposition to this case.

On motion of Mr. Glover, seconded by Mr. Donati, the Board followed the recommendation of the Planning Commission and approved Agenda Item No. 74-08 (C-6C-08). Except as hereby amended, proffers accepted with case C-34C-86 shall remain in full force and effect as restated below:

1. No building shall be constructed on the property.
2. Deleted in its entirety.

The vote of the Board was as follows:

Aye
David A. Kaechele
Patricia S. O'Bannon
James B. Donati, Jr.
Richard W. Glover
Frank J. Thornton

Nay

75-08 Beth Sholom Life Care Community: Request to conditionally rezone from R-5
C-5C-08 General Residence District, [R-6C] and R-6C General Residence Districts
Tuckahoe (Conditional) to R-6C General Residence District (Conditional), Parcels 733-747-
 9677, 733-747-7221, and part of Parcel 733-747-4863, containing approximately
 13.734 acres, located along the west line of John Rolfe Parkway between Gayton
 Road and Lauderdale Drive.

Mr. Hazelett noted that this case would be heard in combination with Agenda Item No. 76-08 (case P-3-08). In response to a question from Mrs. O'Bannon, Principal Planner Jean Moore referred to the applicant's proposed re-working of the service entrance feature subject to approval by the Department of Public Works as well as the applicant's plans for raised planters, landscaping, and signage to enhance the entrance feature and help ensure safe access onto John Rolfe Parkway.

No one from the public spoke in opposition to this case.

Mrs. O'Bannon pointed out that this case was a continuation of the Beth Sholom life care community and would improve the facilities and quality of life for the residents as well as improve parking and interior traffic flow on the site.

On motion of Mrs. O'Bannon, seconded by Mr. Donati, the Board followed the recommendation of the Planning Commission and approved Agenda Item No. 75-08 (C-5C-08) subject to the following proffered conditions:

1. Use. The only permitted principal use on the property shall be a Life Care Facility as defined in Section 24-3 of the Zoning Ordinance. Accessory uses to the permitted use may include (i) child care centers limited to use by employees only, (ii) adult day care centers, and (iii) campus

cultural arts centers which shall be limited to use for the benefit of residents and their guests/invitees.

2. **Conceptual Master Plan.** Development of the Property shall be in general conformance with the Conceptual Master Plan entitled "Proposed Site Plan" prepared by SFCS attached hereto (the "Master Plan") (see case file), which Master Plan is conceptual in nature and may vary in detail, unless otherwise requested and specifically approved at the time of Plan of Development.
3. **Elevations.** Development of (i) any new assisted living facility shall be in general conformance with the architectural appearance and materials shown on the elevations attached hereto entitled "Parkside Concept Elevation" (see case file), (ii) any modifications to the structure known as The Home shall be in general conformance with the architectural appearance and materials shown on the elevations attached hereto entitled "Elevations" (see case file), and (iii) any campus cultural arts center shall be in general conformance with the architectural appearance and materials shown on the elevations attached hereto entitled "Future Cultural Arts Center - Concept Elevation" (see case file), unless otherwise requested and specifically approved at the time of Plan of Development. Any other new buildings constructed on the Property shall be complementary in design and materials to the attached elevations.
4. **Exterior Materials.** The exposed portion of each exterior wall surface (front, rear and sides) of any new building(s) (excluding rooftop screening materials for mechanical equipment) shall be similar to the exposed portions of other exterior walls of such building in architectural treatment and materials. No building shall be covered with or have exposed to view any painted or unfinished concrete block.
5. **Buffers.** A landscaped or natural buffer area a minimum of twenty-five (25) feet in width shall be maintained along the John Rolfe Parkway, Lauderdale Drive and Gayton Road, except to the extent necessary for utility easements, storm water facilities, signage, access to and from public rights-of-way and other purposes required at the time of Plan of Development or by any other governmental body. Healthy, mature trees shall, to the extent reasonably practical, be retained within the aforesaid buffer areas. Any new utility easements, storm water facilities or access permitted within the aforesaid buffer areas shall be generally perpendicular to the buffer area unless otherwise requested, and specifically permitted, or if required, at the time of Plan of Development. Where permitted, areas disturbed for utility installation shall be restored in the manner required at the time of Landscape Plan review and shall thereafter be maintained by the owner of the Property.
6. **Aerated BMP.** Any wet BMP shall be aerated and integrated into the site design as a water feature amenity.
7. **Hours of Construction.** The hours of exterior construction, including operation of bulldozers and other earthmoving equipment, shall only be between 7:00 a.m. and 7:00 p.m., Monday through Saturday, except in emergencies or where unusual circumstances require extending the specific hours in order to complete work such as concrete pours or utility connections that cannot be interrupted. Signs, in both English and Spanish, stating the

above-referenced provisions shall be posted and maintained at all entrances to the Property prior to any land disturbance activities thereon.

8. **Parking Lot Lighting.** Any new parking lot lighting fixtures shall not exceed twenty (20) feet in height as measured from the grade at the base of the lighting standard, unless otherwise requested, described and specifically approved, or if required, at the time of Plan of Development. Lighting shall be directed to minimize glare on public roads and adjacent properties and shall be reduced to a security level after the close of visiting hours.
9. **Refuse Containers.** Dumpsters, trash receptacles, not including convenience cans, and recycling receptacles shall be screened from public view with masonry enclosures compatible with the architectural design of the buildings at ground level at the Property lines as approved at the time of Plan of Development. The gates and doors on the masonry refuse screens shall be of a substantial and durable material as determined at the time of Plan of Development. Support posts, gate frames, hinges and latches shall be of a sufficient size and strength to allow the gates to function without sagging or becoming a visual eyesore as determined at the time of Plan of Development. The number of refuse containers shall be adequate for the development as determined at the time of Plan of Development. Convenience cans shall be within or part of a decorative container.
10. **Refuse Pickup and Deliveries.** Refuse pickup from and delivery of supplies to the Property shall be limited to the hours of 7:00 a.m. to 6:00 p.m., Monday through Saturday, with no refuse pickup or delivery of supplies permitted on Sunday except in cases of bona fide emergencies.
11. **Mechanical Equipment.** Any new mechanical equipment, ground-mounted mechanical equipment, and mechanical equipment for The Gardens, shall be screened from public view at ground level at the Property lines as approved at the time of Plan of Development.
12. **Sidewalks/Pedestrian Accessways.** A pedestrian access system shall be provided connecting the major areas of the development in general conformance with the Master Plan (see case file), unless otherwise requested, and specifically approved, at the time of Plan of Development.
13. **Underground Utilities.** Any new or relocated utility lines on the Property shall be underground, except for junction boxes, meters, and utility lines in wetland areas.
14. **Severance.** The unenforceability, elimination, revision or amendment of any proffer set forth herein, in whole or in part, shall not affect the validity or enforceability of the other proffers or the unaffected part of any such proffer.
15. **Alternative Electrical Service.** An alternative source of electricity shall be made available in Parkside to provide sufficient power to make at least one electrical outlet in each unit and one elevator operational, in the event of an electrical power outage in the building.
16. **Sound Suppression Measures.** Sound suppression measures with at least a 54 sound coefficient rating shall be provided between units to be located in Parkside. A cross-

sectional detail, reviewed and approved by a certified architect or engineer as to the approved assembly accomplishing the sound coefficient rating, shall be included in the building permit application.

17. **Entrance Feature.** An entrance feature at the main entrance on John Rolfe Parkway shall be provided and shall be in general conformance with the exhibit attached hereto (see case file), unless otherwise requested and specifically approved at the time of Plan of Development. If permitted by the Department of Public Works at the time of Plan of Development, the Developer shall place improvements at the service entrance on John Rolfe Parkway to channelize traffic exiting the Property onto John Rolfe Parkway.

The vote of the Board was as follows:

<u>Aye</u>	<u>Nay</u>
David A. Kaechele	
Patricia S. O'Bannon	
James B. Donati, Jr.	
Richard W. Glover	
Frank J. Thornton	

76-08	Beth Sholom Life Care Community: Request for a Provisional Use Permit under
P-3-08	Sections 24-36.1(a), 24-120 and 24-122.1 of Chapter 24 of the County Code to
Tuckahoe	permit the operation of a life care facility on Parcels 733-747-9677, 733-747-7221, and part of Parcel 733-747-4863, containing approximately 13.734 acres, located along the west line of John Rolfe Parkway between Gayton Road and Lauderdale Drive.

No one from the public spoke in opposition to this case.

On motion of Mrs. O'Bannon, seconded by Mr. Donati, the Board followed the recommendation of the Planning Commission and approved Agenda Item No. 76-08 (P-3-08) subject to the following conditions:

1. All proffered conditions accepted with Case C-5C-08 are hereby made a part of this Provisional Use Permit.
2. The applicant shall submit a letter of agreement to the Director of Planning stating the separate parcels would operate as one entity and the Beth Sholom campus would function as a whole.
3. A National Fire Protection Association (NFPA) 13 fire sprinkler system shall be installed in the proposed "Parkside" building.

The vote of the Board was as follows:

Aye
David A. Kaechele
Patricia S. O'Bannon
James B. Donati, Jr.
Richard W. Glover
Frank J. Thornton

Nay

PUBLIC HEARINGS – OTHER ITEMS

77-08 Resolution - Approval of Issuance of Bonds by the Harrisonburg Redevelopment and Housing Authority for the Woodman West Apartments.

No one from the public spoke in opposition to this resolution.

On motion of Mr. Thornton, seconded by Mr. Glover, and by unanimous vote, the Board approved Agenda Item No. 77-08 – see attached Resolution.

78-08 Resolution - POD-07-08 - Approval of a Plan of Development for High School No. 1.

In response to a question from Mr. Kaechele, Mr. Hazelett clarified that this resolution would approve both a plan of development and site plan for the new high school. After Mr. O'Kelly reviewed the proposed plan of development, Mr. Glover requested a presentation by Henrico County Public Schools because there were persons in the audience who were interested in the site. Armando de Leon, P.E., Assistant Superintendent for Operations, provided a general overview of the facility and shared a number of slides depicting the site and features that would be constructed thereon as well as the proposed facility's layout, design, entrance, and elevations. Mr. Kaechele pointed out that this project would represent the County's first venture towards a green or Leadership in Energy and Environmental Design (LEED). In response to a question from Mr. Kaechele, Mr. Hazelett noted that if the POD were approved by the Board the School system would make every effort to meet LEED Silver certification. Mr. Glover advised that the last new high schools for Brookland District citizens were built in 1972 and 1951. Mr. Glover emphasized that there would be no ingress or egress between this site and any of the bordering subdivisions and there would be a 45-foot green buffer around the site. In response to a question from Mrs. O'Bannon, Mr. de Leon identified the probable location of an elevator within the school facility and confirmed for her and Mr. Glover that the facility would be fully compliant with the Americans with Disabilities Act (ADA). Mr. de Leon concluded by summarizing the anticipated project schedule.

The following eight persons addressed the Board during the public hearing for this proposed POD:

- Larry Pillion, a resident of the Meadow Farm subdivision, read a prepared statement expressing concerns about traffic flow in the area cited as the future main entrance and exit for the proposed high school. He asked that a traffic signal be installed at the intersection of Staples Mill Road (Route 33) and Meadow Pond Lane for safety reasons. Mr. Hazelett responded that staff would work diligently with the Virginia Department of Transportation (VDOT) on a signal for that intersection and noted that the speed limit in the school zone on Staples Mill Road would reduce to 25 miles per hour during the opening and closing of school. Mr. Glover pointed out that there would be turn lanes on the west side of Staples Mill Road. He also noted that citizens have made numerous requests to VDOT to lower the 55 speed limit on Staples Mill Road beginning at the Hungary Road intersection but that VDOT has not seen fit to honor these requests. Mr. Glover said that he hoped the County could ask VDOT to reconsider this matter.

Mr. Pillion also referred to concerns of Meadow Farm Homeowners Association members regarding the amount of future high school related cut-through traffic in the neighborhood. He expressed particular concern for the safety of elementary school students and their parents waiting at bus stops. Mr. Kaechele and Mr. Hazelett indicated that this issue could be addressed with the Schools at the appropriate time.

- Greg Geoghegan, a resident of the Oaks at Cross Ridge and member of a small committee of his homeowners association, voiced concerns pertaining to traffic and traffic safety on Staples Mill Road and the possibility of placement of a cellular telephone tower on the site in the future in order to raise funds. Mr. Hazelett confirmed for Mr. Geoghegan that placement of a cell tower on school property is in the purview of the School Board but pointed out that there would not be much land left on this site for a tower. In response to a comment by Mrs. O'Bannon, Mr. Hazelett commented on the School Board's potential use of existing lighting facilities or flag poles to accommodate cell phone usage and spread out the signal. Mr. Glover agreed with Mr. Geoghegan that the large tower at Echo Lake Elementary School is ugly but noted that it was put there long before the Board of Supervisors had a say in the matter.

Mr. Geoghegan brought up another concern relating to an overflow of student parking and students cutting through homeowners' backyards to access the school. Mr. Glover noted that a sidewalk had been installed for persons to walk from Castle Point subdivision to the middle school.

- Mark Courtney, a resident of Meadow Farm subdivision, also voiced concerns about how the current school design for pedestrian access might contribute to cut-through traffic in his neighborhood between Staples Mill and Mountain Roads. Mr. Kaechele commented on similar concerns that

have arisen in neighborhoods near Tucker High School but pointed out that these types of concerns need to be coordinated with Schools and the Department of Public Works. Mr. Glover commented on the future location of crossovers and the position taken by VDOT on this issue. In response to questions from Mr. Glover and Mr. Kaechele, Mr. Hazelett noted that the County can do a number of things to help minimize traffic disruptions to existing communities. Mr. Glover suggested that the County's traffic engineer meet with Meadow Farm residents after the school is there to talk about traffic calming devices.

- Ron Melancon, a resident of Castle Point subdivision, asked several questions regarding parking lot lighting on the site and how this would potentially impact homeowners on the south side of the lot. Mr. de Leon and Mr. Hazelett explained the directional, security level lighting that would be installed on the site. Mr. Glover asked for staff to ensure that lighting would not spill over into adjoining neighborhoods. Mr. Hazelett pointed out that although security lighting in parking lots is low level and controllable, there would also be lighting on the athletic fields. Mr. Glover emphasized that the lighted athletic fields would be a considerable distance away from residential areas and advised Mr. Melancon that there likely would be lights on the tennis courts in the future but that an automatic switch could be placed on those lights. Steve Hostetler, an engineer with J.K. Timmons, commented briefly on how new technology is more effective in directing and shielding lighting.
- John Gonyo, a representative of the Doubletree Homeowners Association, asked a few questions regarding the type of buffer proposed for the site, whether the buffer would be fenced, and why a pedestrian path had not been proposed to provide direct access for students living in Doubletree or Castle Point subdivisions. Mr. Hazelett emphasized security concerns and the need to err on the side of caution in explaining why the County had asked the school system to cut back on pedestrian paths but indicated that the issue could be revisited if the community wants them once the school is built. Mr. Glover pointed out that concrete walking paths could encourage school parking on Singletree Lane. Mr. de Leon and Mr. Hostetler responded to additional questions from Mr. Gonyo pertaining to the location of the fields that would be lighted and whether there would be rules on the length of games played there. Mr. Glover commented on how noise emanating from outdoor high school events can be perceived by nearby residents.
- Charlie Sorrell, a Board member of the Homeowners Association for The Oaks at Cross Ridge, asked what is considered an adequate number of parking spaces for 1,850 students. Mr. Hostetler responded that there would be 870 designated parking spaces on the site but that another couple hundred of cars could be parked in the bus loop as well as on the driver's

education track for special events so that event parking could be contained on site.

- Suzanne Hemingway, a resident of Meadow Farm subdivision, cited traffic safety concerns in her neighborhood and requested that the County intervene on traffic issues prior to the school's opening. Mr. Glover stated that he would like for Meadow Farm residents to meet with the County's Traffic Engineer and have him explain what is offered through the County's traffic calming program. Mr. Hazelett suggested that Ms. Hemingway could serve as an initial point of contact. Mr. Glover said he felt the situation should be immediately addressed. Mr. Hazelett pointed out that traffic calming can be done in any neighborhood.
- Jeff Wise, a resident of Castle Point subdivision, asked for assurances that water from existing wetlands on the site would not go into adjoining subdivisions. Mr. Glover responded that an elongated area on the site would catch water on the site and hold it. Mr. Hostetler confirmed that the athletic fields would be domed and further explained how the site would drain.

Mr. Glover thanked the rest of the Board for taking the time to have the presentation made to the number of citizens who were present from adjoining neighborhoods. Mr. Glover noted that he was really excited about having a new high school in this area along with a new elementary school and new middle school. He acknowledged that there would be some inconveniences relating to traffic but pointed out that people were very happy with the fact the community would have a new high school.

On motion of Mr. Glover, seconded by Mr. Thornton, and by unanimous vote, the Board approved Agenda Item No. 78-08 – see attached Resolution

79-08 Resolution - POD-09-08 - Approval of a Plan of Development for Richmond International Airport - North Parking Garage Expansion.

Dave O'Kelly, Assistant Director of Plan Review and Code Support, noted that John Rutledge was in the audience to represent the airport.

No one from the public spoke in opposition to this resolution.

On motion of Mr. Donati, seconded by Mrs. O'Bannon, and by unanimous vote with Mr. Glover absent, the Board approved Agenda Item No. 79-08 – see attached Resolution.

80-08 Ordinance – To Create a Finance Board to Serve as Trustee of Funds Designated for Other Post-Employment Benefits Other Than Pensions and to Approve a Joint Exercise of Powers Agreement Between the County of Henrico, Virginia and the

County of Fairfax, Virginia for the Creation of the Virginia Pooled OPEB Trust Fund.

No one from the public spoke in opposition to this ordinance.

In response to a question from Mr. Donati, Mr. Hazelett clarified that the County's total obligation for this pooled trust fund was a little over \$9 million.

On motion of Mrs. O'Bannon, seconded by Mr. Donati, and by unanimous vote with Mr. Glover absent, the Board approved Agenda Item No. 80-08 – see attached Ordinance.

PUBLIC COMMENTS

Gatewood H. Stoneman, a resident of 3151 Varina on the James, commented that the last new high schools in Varina were built in 1967 and 1929 and that the district badly needs another. Mr. Kaechele responded that a new high school for the Varina District will be coming, a new high school is good for the whole County regardless of where it is, and the County tends to build high schools where there are more students.

Mrs. Stoneman announced that National Agriculture Week will be observed March 16 – 22, 2008 and National Agriculture Day will be observed March 20, 2008. In celebration of National Agriculture Week, the Henrico Farm Bureau has placed a book on farming in every elementary school in the County except for four schools that received this book from the Virginia Farm Bureau in honor of selected members of the County's State legislative delegation.

GENERAL AGENDA

81-08 Resolution – Appointment of Members – Finance Board.

On motion of Mrs. O'Bannon, seconded by Mr. Donati, and by unanimous vote, the Board approved Agenda Item No. 81-08 – see attached Resolution.

82-08 Resolution – Receipt of Operating and Capital Budget Estimates for Fiscal Year 2008-09 and Notice of Public Hearings on the Budget and Proposed Tax Rates.

Mr. Hazelett commented on the difficult national economic situation, State government revenue shortfall, and County's favorable financial position compared with many other localities because of the Board's efforts over the years to control expenditures and acknowledge conservative revenue estimates. Mr. Hazelett confirmed for Mr. Kaechele that the Board would begin discussing the proposed budget with staff on March 17. In response to questions from Mr. Hazelett, Director of Management and Budget Gene Walter advised that the public hearing on the budget would be advertised a week earlier than in prior years due to a Code change by the 2007 Virginia General Assembly and he also clarified the dates of the budget and tax rate

public hearings. In response to a follow-up question by Mr. Donati on this issue, Mr. Walter and Mr. Rapisarda clarified that the tax rate public hearings must now be advertised 30 days prior to the public hearing and the advertisement must be posted in a prominent place in the local government building. Mr. Kaechele noted that an awful lot of work had gone into compiling this budget by the Finance Department staff and Manager's Office.

On motion of Mr. Glover, seconded by Mrs. O'Bannon, and by unanimous vote, the Board approved Agenda Item No. 82-08 – see attached Resolution.

83-08 Resolution - To Accept the Virginia Department of Health Award to the County of Henrico, Division of Police, for Bicycle Safety Helmets.

In response to questions from Board members, Col. Stanley confirmed that the grant award was for \$996 and would possibly pay for a little more than 100 bicycle helmets according to information provided by the Virginia Department of Health.

On motion of Mrs. O'Bannon, seconded by Mr. Donati, and by unanimous vote, the Board approved Agenda Item No. 83-08 – see attached Resolution.

84-08 Resolution – To Initiate a Study of Concept Roads W-2 and W-3 in the 2010 Major Thoroughfare Plan.

In response to a question from Mr. Glover, Mr. Hazelett clarified that the County had an agreement not to use certain types of equipment in building roads within the confines of White Oak Technology Park, now known as Qimonda.

On motion of Mr. Donati, seconded by Mr. Glover, and by unanimous vote, the Board approved Agenda Item No. 84-08 – see attached Resolution.

85-08 Resolution - Signatory Authority - Award of Construction Contract - Standby Power Facilities Elko Sewage Pumping Station - Mid-State Construction Co. Inc.

Art Petrini, Director of Public Utilities, clarified for Mr. Donati that this proposed contract would be for the existing pumping station servicing White Oak Technology Park.

On motion of Mr. Donati, seconded by Mrs. O'Bannon, and by unanimous vote, the Board approved Agenda Item No. 85-08 – see attached Resolution.

86-08 Resolution - Signatory Authority - Award of Contract - Glenwood Gardens Water System Improvements – Godsey & Son, Inc.

In response to questions from Board members, Mr. Petrini confirmed that the 117 customers served by this project would not have to pay a connection fee and there would be all new piping up to the houses. Mr. Hazelett advised that this work would all be done as part of the County's previous agreement with Browning-Ferris Industries (BFI) and noted that there were 18 bidders for this project. He also commented on the range of the bids.

On motion of Mrs. O'Bannon, seconded by Mr. Thornton, and by unanimous vote, the Board approved Agenda Item No. 86-08 – see attached Resolution.

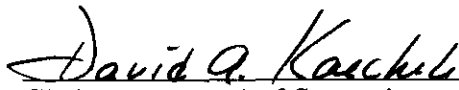
87-08 Resolution - To Permit Additional Fine of \$200 for Speeding on Cleary Road.

On motion of Mr. Thornton, seconded by Mr. Glover, and by unanimous vote, the Board approved Agenda Item No. 87-08 – see attached Resolution.

88-08 Resolution – Acceptance of Roads.

On motion of Mrs. O'Bannon, seconded by Mr. Thornton, and by unanimous vote, the Board approved Agenda Item No. 88-08 – see attached Resolution.

There being no further business, the meeting was adjourned at 9:04 p.m.


Chairman, Board of Supervisors
Henrico County, Virginia

Proclamation



OF THE BOARD OF SUPERVISORS OF HENRICO COUNTY, VIRGINIA

RABIES AWARENESS WEEK

March 10 – 16, 2008

WHEREAS, the Virginia Veterinary Medical Association, in partnership with the Virginia Department of Health, has designated the week beginning March 10, 2008 as Rabies Awareness Week; and

WHEREAS, rabies is a fatal infectious disease for both humans and animals that has no cure once infection has occurred; and

WHEREAS, rabies continues to be an issue within wildlife in Henrico County and our surrounding jurisdictions; and

WHEREAS, the 13 confirmed cases of animal rabies in Henrico County during 2007 were the most in a single year in recent history; and

WHEREAS, rabies is fully preventable when exposures are managed appropriately; and

WHEREAS, routine rabies vaccination of domestic pets and animals is the most effective means to control the spread of the disease and to reduce the incidence of human exposure to the virus; and

WHEREAS, such vaccinations are required by Virginia laws and it is the responsibility of all pet owners to comply with these laws that protect their pets and the public from this fatal disease; and

WHEREAS, local veterinarians provide rabies vaccinations for pet owners and Henrico County continues to hold periodic rabies clinics as needed to enhance vaccination levels; and

WHEREAS, individuals need to continue to remain vigilant when they live or recreate in areas with wildlife; and

WHEREAS, promoting a better understanding of rabies is critical to its prevention.

NOW, THEREFORE, BE IT PROCLAIMED that the Board of Supervisors of Henrico County, Virginia hereby recognizes March 10 - 16, 2008 as Rabies Awareness Week, in conjunction with statewide and national efforts to raise awareness about rabies prevention.

BE IT FURTHER PROCLAIMED that the Board of Supervisors urges all citizens to ensure their pets are currently vaccinated against the rabies virus and reminds all citizens to prevent exposure to potentially rabid animals by avoiding contact with wildlife, and if needed, seeking medical attention in the case of animal bites or encounters.



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 65-08
Page No. 1 of 1

Agenda Title: RESOLUTION - Appointment of Member - Community Criminal Justice Board

For Clerk's Use Only: Date: <u>MAR 11 2008</u> <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to:	BOARD OF SUPERVISORS ACTION Moved by (1) <u>O'Bannon</u> Seconded by (1) <u>Thornton</u> (2) _____ (2) _____ REMARKS: APPROVED		YES NO OTHER Donati, J. <input checked="" type="checkbox"/> _____ Glover, R. <input checked="" type="checkbox"/> _____ Kaechele, D. <input checked="" type="checkbox"/> _____ O'Bannon, P. <input checked="" type="checkbox"/> _____ Thornton, F. <input checked="" type="checkbox"/> _____
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BE IT RESOLVED that the Board of Supervisors of Henrico County, Virginia appoints **Laura S. Totty**, a representative of Henrico Area Mental Health and Retardation Services, to the Community Criminal Justice Board for an unexpired term ending June 30, 2008 or thereafter, when her successor shall have been appointed and qualified.

By Agency Head _____ By County Manager *[Signature]*

Routing:
Yellow to: _____
Copy to: _____

Certified:
A Copy Teste: _____
Clerk, Board of Supervisors
Date: _____



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 70-08
Page No.

Agenda Title

RESOLUTION - Resignation of Member - Parks and Recreation Advisory

Commission

For Clerk's Use Only: MAR 11 2008 Date <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to	BOARD OF SUPERVISORS ACTION Moved by (1) <u>Glover</u> Seconded by (1) <u>Thornton</u> (2) _____ (2) _____ REMARKS: APPROVED		YES NO OTHER Donati, J. <input checked="" type="checkbox"/> _____ Glover, R. <input checked="" type="checkbox"/> _____ Racchele, D. <input checked="" type="checkbox"/> _____ O'Bannon, P. <input checked="" type="checkbox"/> _____ Thornton, F. <input checked="" type="checkbox"/> _____
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WHEREAS, on January 9, 2007, Jeffrie L. Hedrick was appointed to the Parks and Recreation Advisory Commission as a representative of the Brookland District for a term expiring December 31, 2009; and

WHEREAS, Mr. Hedrick submitted his resignation from the Commission effective February 26, 2008 by letter directed to Richard W. Glover, Brookland District Supervisor.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of Henrico County, Virginia hereby accepts the resignation of Jeffrie L. Hedrick from the Parks and Recreation Advisory Commission.

By Agency Head _____ <u>[Signature]</u>	By County Manager _____ <u>[Signature]</u>
Routing: Yellow to: <u>Parks/Rec</u>	Certified: A Copy Tests: _____ Clerk, Board of Supervisors
Copy to: _____	Date: _____



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 71-08
Page No.

Agenda Title
Commission
RESOLUTION - Appointment of Member - Parks and Recreation Advisory

For Clerk's Use Only: MAR 11 2008 Date <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to	BOARD OF SUPERVISORS ACTION Moved by (1) <u>Glover</u> Seconded by (1) <u>Thornton</u> (2) (2) REMARKS: APPROVED		YES NO OTHER Donati, J. <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> Glover, R. <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> Kaechele, D. <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> O'Bannon, P. <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> Thornton, F. <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
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BE IT RESOLVED that the Board of Supervisors of Henrico County, Virginia appoints the following person to the Parks and Recreation Advisory Commission for an unexpired term ending December 31, 2009 or thereafter, when his successor shall have been appointed and qualified:

Brookland District

William N. Jacobs

By Agency Head <u>JA</u>	By County Manager <u>David L. Hayes</u>
Routing: <u>Carlisle/Rae</u>	Certified: _____
Yellow to: _____	A Copy Teste: _____
Copy to: _____	Clerk, Board of Supervisors
	Date: _____



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 72-08
Page No.

Agenda Title

RESOLUTION - Appointment of Member - Richmond Area Metropolitan
Planning Organization Citizens Transportation Advisory Committee

For Clerk's Use Only: Date <u>MAR 11 2008</u> <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to	BOARD OF SUPERVISORS ACTION Moved by (1) <u>Glover</u> Seconded by (1) <u>Donati</u> (2) _____ (2) _____ APPROVED REMARKS: _____		<table><thead><tr><th></th><th>YES</th><th>NO</th><th>OTHER</th></tr></thead><tbody><tr><td>Donati, J.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Glover, R.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Kaechele, D.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>O'Bannon, P.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Thornton, F.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></tbody></table>		YES	NO	OTHER	Donati, J.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								

BE IT RESOLVED that the Board of Supervisors of Henrico County, Virginia appoints the following person to the Richmond Area Metropolitan Planning Organization Citizens Transportation Advisory Committee for an unexpired term ending December 31, 2008 or thereafter, when his successor shall have been appointed and qualified:

At-Large

Robert H. Witte, Jr.

By Agency Head _____

By County Manager David H. Hargrett

Routing:

Yellow to: _____

Copy to: _____

Certified:

A Copy Teste: _____

Clerk, Board of Supervisors

Date: _____



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 77-08
Page No.1 of 1

Agenda Title: RESOLUTION – Approval of Issuance of Bonds by the Harrisonburg Redevelopment and Housing Authority for the Woodman West Apartments

For Clerk's Use Only: Date: MAR 11 2008 <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to:	BOARD OF SUPERVISORS ACTION Moved by (1) <u>Thornton</u> Seconded by (1) <u>Glover</u> (2) _____ (2) _____ REMARKS: APPROVED	<table><thead><tr><th></th><th>YES</th><th>NO</th><th>OTHER</th></tr></thead><tbody><tr><td>Donati, J.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Glover, R.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Kaechele, D.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>O'Bannon, P.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Thornton, F.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></tbody></table>		YES	NO	OTHER	Donati, J.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																							
Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																							
O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																							
Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																							

After duly advertised, concurrent public hearings, the Board of Supervisors approved the attached Resolution.

Comments: This resolution has been requested by Woodman West Preservation, L.P., the contract purchaser of the Woodman West Apartments.

By Agency Head _____ By County Manager *David L. Haynes*
Routing: _____
Yellow to: County Attorney
Copy to: _____
Certified: _____
A Copy Teste: _____ Clerk, Board of Supervisors
Date: _____

RESOLUTION – Approval of Issuance of Bonds by the Harrisonburg Redevelopment and Housing Authority for the Woodman West Apartments

WHEREAS, the Board of Supervisors of Henrico County, Virginia (the “Board”) is the governing body of Henrico County, Virginia (the “County”); and

WHEREAS, Woodman West Apartments (the “Apartments”), located in the County, is an approximately 197-unit, multifamily residential rental housing development which qualifies as a “qualified residential rental project” within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the proposed purchaser of the Apartments, Woodman West Preservation, L.P., a Delaware limited partnership (the “Purchaser”), has a contract pursuant to which it will acquire and rehabilitate the Apartments; and

WHEREAS, the Purchaser will spend approximately \$17,766 per unit on labor and materials to improve the safety and the living conditions at the Apartments with playgrounds, lighting, security, fencing, and other property improvements; and

WHEREAS, in accordance with federal tax law which fosters private investments in affordable housing, the Purchaser wishes to access private funds from the capital markets through the sale of tax-exempt bonds in an aggregate amount not to exceed \$11,500,000 (the “Bonds”) to finance the purchase and rehabilitation of the Apartments, including the costs of the aforementioned improvements; and

WHEREAS, in order to accomplish this, the Purchaser has sought assistance from the Harrisonburg Redevelopment and Housing Authority (the “Authority”), as the County does not have a redevelopment and housing authority organized pursuant to the Virginia Housing Authorities Law, Chapter 1, Title 36 of the Code of Virginia of 1950, as amended (the “Act”); and

WHEREAS, Section 36-23 of the Act authorizes the Authority to provide financing assistance for multifamily residential housing developments in the County, provided the Board, after holding an advertised public hearing on the matter, adopts a resolution which declares a need for the Authority to exercise its powers within the County; and

WHEREAS, the Board has held an advertised public hearing on March 11, 2008 regarding the need for the Authority to exercise its powers in the County as required by Section 36-23 of the Act following notice of such hearing in the form attached hereto as Exhibit A, published in a newspaper of general circulation within the County (there being no newspaper published in the County) at least ten (10) days prior to the date set for such hearing as required by Section 36-23 of the Act; and

WHEREAS, the Board has held an additional, concurrent public hearing on March 11, 2008 on the Apartments and the issuance of the Bonds as required by Section 15.2-4906 of the Code of Virginia of 1950, as amended (the “Virginia Code”), and Section 147(f) of the Code, following notice of such hearing in the form attached hereto as Exhibit B, published in a newspaper of general circulation within the County (i) at least thirteen (13) days prior to the date

set for such hearing as required by applicable public hearing requirements of the Code and (ii) once a week for two successive weeks with the second advertisement published at least six (6) but not more than twenty (21) days before the date set for such hearing, as required by Section 15.2-4906 of the Virginia Code; and

WHEREAS, a Fiscal Impact Statement has been filed with the Board; and

WHEREAS, the advertised public hearings provided opportunities for interested persons to be heard, for the expressions of opinion, for arguments on the merits, and for the introduction of documentary evidence pertinent to the proposed issuance of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of Henrico County, Virginia, as follows:

1. The Board acknowledges that with the assistance of the Authority through the issuance of its tax-exempt bonds, the financing would enable the aforementioned safety improvements to be implemented and the safety of the tenants at the Apartments and the surrounding environs of the County would consequently be improved insofar as the improvements would be made with the proceeds of the Bonds, and therefore the Board hereby declares that there is a need for the Authority to exercise its powers within the County.

2. The Board finds, as required by Section 36-23 of the Act, that the dwelling accommodations available to the persons in the Apartments could be significantly improved and made substantially safer if the Authority exercises its powers within the territorial boundaries of the County.

3. The Board makes the appropriate findings as required by Section 36-23 of the Act and approves the issuance of the Bonds by the Authority for the Apartments, as required by Section 147(f) of the Code and Section 15.2-4906 of the Virginia Code.

4. This approval does not constitute an endorsement to prospective purchasers of the Bonds or of the creditworthiness of the Apartments or the Purchaser.

5. The issuance of the Bonds shall not create a debt or pledge of the full faith and credit of the County.

6. This resolution applies exclusively to the Woodman West Apartments financing only. Nothing contained herein shall be construed to authorize or permit the Authority to exercise its powers or engage in any other project financing except as authorized by this resolution.

7. This resolution will take effect immediately upon its adoption and will remain in effect for a period of one year from the date of its adoption.

EXHIBIT A

NOTICE OF PUBLIC HEARING

Notice is hereby given that the Board of Supervisors of Henrico County, Virginia (the "County Board") will hold a public hearing pursuant to Section 36-23 of the Code of Virginia of 1950, as amended, to determine whether dwelling accommodations in the County can be made substantially safer through the exercise by the Harrisonburg Redevelopment and Housing Authority of its powers to issue tax-exempt bonds for the benefit of facilities located within the territorial boundaries of Henrico County.

The public hearing, which may be continued or adjourned, will be held at 7:00 p.m. on March 11, 2008, before the County Board in the Board Room at the Henrico County Government Center, Parham and Hungary Spring Roads, Henrico County, Virginia. The public hearing will provide an opportunity for interested persons to be heard and communications and writings to be received and considered. Interested persons wishing to express their views may also submit written comments prior to the time of the hearing to the attention of the County Board in care of Joseph P. Rapisarda, Jr., County Attorney, P.O. Box 27032, Richmond, Virginia 23273-7032. The hearing shall provide the fullest opportunity for the expression of opinion, for argument on the merits, and for the introduction of documentary evidence.

**CLERK OF THE BOARD OF SUPERVISORS
OF HENRICO COUNTY, VIRGINIA**

EXHIBIT B

NOTICE OF PUBLIC HEARING BEFORE THE BOARD OF SUPERVISORS OF HENRICO COUNTY, VIRGINIA ON PROPOSED PRIVATE ACTIVITY BOND FINANCING FOR WOODMAN WEST APARTMENTS

Notice is hereby given that the Board of Supervisors of Henrico County, Virginia (the "County Board") will hold a public hearing on the request of Woodman West Preservation, L.P., a Delaware limited partnership (the "Purchaser"), whose address is c/o Related Apartment Preservation, LLC, a Delaware limited liability company, 60 Columbus Circle, New York, New York 10023, for the issuance by the Harrisonburg Redevelopment and Housing Authority (the "Issuer") of up to \$11,500,000 of its Tax-Exempt Multifamily Housing Revenue Bonds (Woodman West Apartments Project) (the "Bonds"), to finance a portion of the cost of acquiring and rehabilitating a multifamily residential rental housing project known as Woodman West Apartments located in Henrico County, Virginia at 1812 Blackburn Road, Glen Allen, Virginia 23060, consisting of 197 units and related facilities (the "Project"). The Project will meet requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"). The public hearing, which may be continued or adjourned, will be held at 7:00 p.m. on March 11, 2008, before the County Board in the Board Room at the Henrico County Government Center, Parham and Hungary Spring Roads, Henrico County, Virginia.

The proposed private activity bonds will not pledge the credit or the taxing power of the County of Henrico, the Issuer or the City of Harrisonburg, Virginia, but will be payable solely from the revenues derived from the Purchaser and pledges therefore.

The public hearing will provide an opportunity for interested persons to be heard and communications and writings to be received and considered. Interested persons wishing to express their views on the issuance of the Bonds may also submit written comments prior to the time of the hearing to the attention of the County Board in care of Joseph P. Rapisarda, Jr., County Attorney, P.O. Box 27032, Richmond, Virginia 23273-7032. The hearing shall provide the fullest opportunity for the expression of opinion, for argument on the merits, and for the introduction of documentary evidence pertinent to the issuance of the Bonds.

**CLERK OF THE BOARD OF SUPERVISORS
OF HENRICO COUNTY, VIRGINIA**

FISCAL IMPACT STATEMENT
SUBMITTED TO THE
HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY

The undersigned applicant, in order to permit Woodman West Preservation, L.P., to submit the following information in compliance with Section 15.2-4907 of the Code of Virginia of 1950, as amended, states:

Name of applicant: Woodman West Preservation, L.P.

Facility: Woodman West Apartments, located in Henrico County, Virginia, at 1812 Blackburn Road, Glen Allen, Virginia

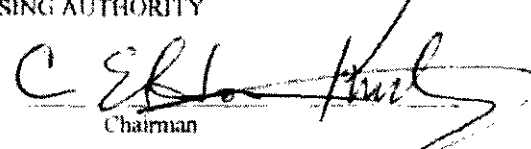
1	Maximum amount of financing sought	\$11,500,000.00	
2	Estimated taxable value of facility's real property to be constructed in the locality	\$7,164,900.00	
3	Estimated real property tax per year using present tax rates	\$62,334.63	
4	Estimated personal property tax per year using present tax rates	\$5,250.00	
5	Estimated merchant's capital tax per year using present tax rates	N/A	
6	a	<div>Construction</div> <div>Annual</div>	
		Estimated dollar value per year of goods that will be purchased from Virginia companies within the locality	\$25,000.00 \$13,000.00
		Estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality	\$10,000.00 \$0.00
		Estimated dollar value per year of services that will be purchased from Virginia companies within the locality	\$50,000.00 \$46,000.00
	d	Estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality	\$0.00 \$0.00
7	Estimated number of regular employees on year round basis (FTE)	5	
8	Average annual salary per employee	\$28,000.00	

Dated: February 20, 2008

WOODMAN WEST PRESERVATION, L.P.

By: 
Authorized Representative

HARRISONBURG REDEVELOPMENT AND
HOUSING AUTHORITY

By: 
Chairman



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 78-08
Page No. 1 of 4

Agenda Title: RESOLUTION — POD-07-08 — Approval of a Plan of Development for High School No. 1

For Clerk's Use Only: MAR 11 2008 <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to:	BOARD OF SUPERVISORS ACTION Moved by (1) <u>Glover</u> Seconded by (1) <u>Thornton</u> (2) <u>APPROVED</u> REMARKS: _____		YES NO OTHER Donati, J. <input checked="" type="checkbox"/> _____ Glover, R. <input checked="" type="checkbox"/> _____ Kaechele, D. <input checked="" type="checkbox"/> _____ O'Bannon, P. <input checked="" type="checkbox"/> _____ Thornton, F. <input checked="" type="checkbox"/> _____
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WHEREAS, Sections 24-11(b) and 24-106 of the Henrico County Code require the submission of applications for plans of development for public facilities to the Board of Supervisors; and,

WHEREAS, an application has been submitted for approval of POD-07-08, a plan of development for High School No. 1, to construct a two-story, 255,000 square foot public high school, with a one-story, 10,000 square foot field house, a one-story, 4,186 square foot concession stand, associated playing fields and parking, areas and a future Career & Technical Education building; and,

WHEREAS, The 95.5 acre site is located along the west line of Staples Mill Road (U.S. Route 33), approximately 1,500 feet south of its intersection with Springfield Road, on parcel 762-767-8633, is zoned R-2C, One-Family Residence District (Conditional) and is located in the Brookland District; and,

WHEREAS, the County Administration, including Henrico County Schools, the Department of Planning, the Department of Public Works, the Department of Public Utilities, the Division of Fire, the Division of Police, the Office of Building Construction and Inspections, and the Virginia Department of Transportation, has reviewed the application and recommends approval subject to the staff recommendations and the staff plan dated **March 11, 2008**; and,

WHEREAS, on **March 11, 2008**, the Board of Supervisors held a public hearing to receive comments on the application for approval.

NOW, THEREFORE, BE IT RESOLVED that the Henrico County Board of Supervisors hereby approves the application, subject to the following conditions:

By Agency Head [Signature] By County Manager [Signature]
Routing: Planning Certified: _____
Yellow to: _____ A Copy Tests: _____ Clerk, Board of Supervisors
Copy to: _____ Date: _____

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 28-08

Page No. 2 of 4

**Agenda Title: RESOLUTION — POD-07-08 — Approval of a Plan of Development for High School
No. 1**

1. The Director of Public Utilities shall approve the construction plans for public water and sewer prior to beginning any construction of these utilities. The Department of Public Utilities shall be notified at least 48 hours prior to the start of any County water or sewer construction.
2. The parking lot shall be subject to the requirements of Section 24-98 of the Henrico County Code.
3. The parking spaces shall be marked on the pavement surface with four-inch wide white painted traffic lines. All lane lines and parking lines shall be white in color with the exception that those dividing traffic shall be yellow.
4. Sufficient, effective usable parking shall be provided. If experience indicates the need, additional parking shall be provided.
5. Curb and gutter and necessary storm sewer shall be constructed as shown on approved plans.
6. The plan of development shall be revised as annotated on the staff plan dated **March 11, 2008**, which shall be as much a part of this approval as if its details were fully described herein. Eight (8) sets of revised plans, including the detailed drainage, erosion control, and utility plans shall be submitted by the design engineer who prepared the plans to the Department of Planning for final review. Upon notice from the Department of Planning that all comments have been addressed, twenty-one (21) sets of final plans for signature shall be submitted to the Department of Planning for approval signatures.
7. The Department of Public Works shall be notified at least 24 hours prior to the start of any construction.
8. Two copies of an Erosion and Sediment Control Agreement shall be submitted to the Department of Public Works. Approval is required prior to construction plan approval and beginning construction.
9. A detailed landscaping plan shall be submitted to the Department of Planning for review and approval prior to the issuance of any occupancy permits.
10. All groundcover and landscaping shall be properly maintained in a healthy condition at all times. Dead plant materials shall be removed within a reasonable time and replaced during the normal planting season.
11. Prior to the approval of an electrical permit application and installation of the site lighting equipment, a plan including light spread and intensity diagrams and fixture specifications and mounting height details shall be submitted for Department of Planning review and approval.
12. All exterior lighting shall be designed and arranged to direct the light and glare away from nearby residential property and streets.
13. The site including the parking areas shall be kept clean of litter and debris on a daily basis. Trash container units/litter receptacles and recycling containers shall be maintained with scheduled regular pickups and shall be screened properly on all four sides. The gate(s) shall remain closed except when the receptacle(s) are being filled or serviced and shall be repaired or replaced as necessary. Details shall be included with the final site plan or required landscape plan review and approval.
14. Required fire lanes shall be marked and maintained in accordance with the Virginia Statewide Fire Prevention Code.

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 78-08

Page No. 3 of 4

**Agenda Title: RESOLUTION — POD-07-08 — Approval of a Plan of Development for High School
No. 1**

15. Traffic control signs shall be provided as indicated on the Planning staff plan. All signs shall be fabricated as shown in The National Manual on Uniform Traffic Control Devices for Streets and Highways and The Virginia Supplement to The Manual on Uniform Traffic Control Devices for Streets and Highways.
16. The assigned property number shall be displayed so it is easily readable from the street. If assistance is needed with the address, please contact the Department of Planning at 501-4284. The Department of Planning must assign all property addresses.
17. The contractor shall have a set of plans approved by the Director of Public Works, Director of Public Utilities and the County Manager available at the site at all times when work is being performed. A designated responsible employee shall be available for contact by County inspectors.
18. The property shall be developed generally as shown on the plan filed with the case and no major changes or additions to the layout shall be made without the approval of the Board of Supervisors.
19. Upon completion of the improvements and prior to the certification of the permanent occupancy permit, the engineer or land surveyor who prepared the POD plan shall furnish a statement to the effect that all construction, including water and sewer is in conformance with the regulations and requirements of the POD.
20. The developer shall provide fire hydrants as required by the Department of Public Utilities and Division of Fire.
21. Insurance Service Offices (ISO) calculations should be included on the final construction plans for approval by the Department of Public Utilities prior to issuance of a building permit.
22. Any necessary offsite drainage easements must be obtained in a form acceptable to the County Attorney prior to final approval of the construction plans by the Department of Public Works.
23. Deviations from County standards for pavement, curb, or curb and gutter design shall be approved by the County Engineer prior to final approval of the construction plans by the Department of Public Works.
24. Vehicles shall be parked only in approved and constructed parking spaces.
25. The construction shall be properly coordinated to ensure that safe access, circulation and adequate parking is provided for the facility. A plan to indicate the phasing of improvements and the handling of traffic (construction and employees) shall be submitted to the Department of Planning prior to the issuance of a building permit.
26. Approval of the construction plans by the Department of Public Works does not establish the curb and gutter elevations along the Virginia Department of Transportation maintained right-of-way. The elevations will be set by the contractor and approved by the Virginia Department of Transportation.
27. A notice of completion form, certifying that the requirements of the Virginia Department of Transportation entrances permit have been completed, shall be submitted to the Department of Planning prior to any occupancy permits being issued.
28. The entrances and drainage facilities on Staples Mill Road shall be approved by the Virginia Department of Transportation and the County.

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 78-08

Page No. 4 of 4

**Agenda Title: RESOLUTION — POD-07-08 — Approval of a Plan of Development for High School
No. 1**

29. A concrete sidewalk meeting County or VDOT standards shall be provided along the west line of Staples Mill Road.
30. The future CTE building is shown for planning and information purposes only.
31. Henrico County Schools shall provide a final design and construction program that achieves Silver Leadership in Energy and Environmental Design (LEED) Certification, unless modifications to the program requirements are approved by the County Manager.
32. A decorative wrought iron style ornamental fence, with brick columns spaced no more than 50 feet apart, shall be provided along the Staples Mill Road frontage of the property in any location where fencing is proposed.
33. Standard VDOT guardrail shall be provided adjacent to BMP #2 as determined by the Director of Public Works.

COMMENTS: The Acting Director of Planning has reviewed the plans submitted by Timmons Group and recommends approval, and the County Manager concurs.



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. **7708**
Page No. 1 of 4

Agenda Title: **RESOLUTION — POD-09-08 — Approval of a Plan of Development for Richmond International Airport — North Parking Garage Expansion**

For Clerk's Use

Only
Date: **MAR 11 2008**

- ☒ Approved
☐ Denied
☐ Amended
☐ Deferred to:

BOARD OF SUPERVISORS ACTION

Moved by (1) Donati Seconded by (1) O'Bannon

REMARKS:

(2) **APPROVED**

YES NO OTH

Donati, J. ☒ absent
Glover, R. ☐
Kaechele, D. ☒
O'Bannon, P. ☒
Thornton, F. ☒

WHEREAS, Sections 24-11(b) and 24-106 of the Henrico County Code require the submission of applications for plans of development for public facilities to the Board of Supervisors; and,

WHEREAS, an application has been submitted for approval of POD-09-08, a plan of development for Richmond International Airport – North Parking Garage Expansion, to construct a four-level parking garage connected to the existing north parking garage and containing approximately 2,488 spaces, access drives, an automated ticket booth, and airport shuttle fleet parking spaces; and,

WHEREAS, the approximate 5-acre site is located generally in front of the existing airport terminal, to the north of the existing north parking garage, on part of parcel 824-712-5473, is zoned M-1C, Light Industrial District (Conditional) and ASO (Airport Safety Overlay) District, and is located in the Varina District; and,

WHEREAS, the County Administration, including the Department of Planning, the Department of Public Works, the Department of Public Utilities, the Division of Fire, the Division of Police, and the Office of Building Construction and Inspections, has reviewed the application and recommends approval of it subject to the staff recommendations and the staff plan dated **March 11, 2008**; and,

WHEREAS, on **March 11, 2008**, the Board of Supervisors held a public hearing to receive comments on the application for approval.

NOW, THEREFORE, BE IT RESOLVED that the Henrico County Board of Supervisors hereby approves the application, subject to the following conditions:

By Agency Head

By County Manager

Routing:

Yellow to:

Copy to:

Certified:

A Copy Tests:

Clerk, Board of Supervisors

Date:

02/08

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. **78-08**

Page No. 2 of 4

Agenda Title: RESOLUTION — POD-09-08 — Approval of a Plan of Development for Richmond International Airport — North Parking Garage Expansion

1. The Department of Public Utilities shall be notified at least 48 hours prior to the start of any water or sewer construction as approved by the Director of Public Utilities.
2. The parking lot shall be subject to the requirements of Section 24-98 of the Henrico County Code.
3. The parking spaces shall be marked on the pavement surface with four-inch-wide traffic painted lines. All lane lines and parking lines shall be white in color with the exception that those dividing traffic shall be yellow.
4. Sufficient, effectively usable parking shall be provided. If experience indicates the need, additional parking shall be provided.
5. Curb and gutter and necessary storm sewer shall be constructed as shown on approved plans.
6. The plan of development plan shall be revised as annotated on the staff plan dated **March 11, 2008**, which shall be as much a part of this approval as if details were fully described herein. Eight (8) sets of revised plans, including the detailed drainage, erosion control, and utility plans, shall be submitted by the design engineer who prepared the plans to the Department of Planning for final review. Upon notice from the Department of Planning to the Engineer that all comments have been addressed, twenty-one (21) sets of final plans for signature shall be submitted to the Department of Planning for approval signatures. Two (2) sets of the approved plan shall be attached to the building permit application.
7. Two copies of an Erosion and Sediment Control Agreement with required escrow shall be submitted to the Department of Public Works. Approval is required prior to construction plan approval and beginning construction. The Department of Public Works shall be notified at least 24 hours prior to the start of any construction.
8. A detailed landscaping plan shall be submitted to the Department of Planning for review and approval prior to the issuance of any occupancy permits.
9. All groundcover and landscaping shall be properly maintained in a healthy condition at all times. Dead plant materials shall be removed within a reasonable time and replaced no later than the next planting season.
10. Prior to the approval of an electrical permit application and installation of the site lighting equipment, a plan including light spread and intensity diagrams, and fixture specifications and mounting height details shall be submitted for Department of Planning review and approval.
11. All exterior lighting shall be designed and arranged to direct the light and glare away from nearby residential property and streets.

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 7208

Page No. 3 of 4

Agenda Title: RESOLUTION — POD-09-08 — Approval of a Plan of Development for Richmond International Airport — North Parking Garage Expansion

12. The site, including the parking areas, shall be kept clean of litter and debris on a daily basis. Trash container units/litter receptacles and recycling containers shall be maintained with regular pickups scheduled and shall be screened properly on all four sides. The gate(s) shall remain closed except when the receptacle(s) are being filled or serviced and shall be repaired or replaced as necessary. Details shall be included with the final site plan or required landscape plan for review and approval.
13. Required fire lanes shall be marked and maintained in accordance with the Virginia Statewide Fire Prevention Code.
14. Traffic control signs shall be provided as indicated on the Department of Planning Staff plan. All signs shall be fabricated as shown in The National Manual on Uniform Traffic Control Devices for Streets and Highways and The Virginia Supplement to The Manual on Uniform Traffic Control Devices for Streets and Highways.
15. The assigned property number(s) shall be displayed so it is easily readable from the street. If assistance is needed with the address, please contact the Department of Planning at 501-4284. The Department of Planning must assign all property addresses.
16. The owner shall have a set of plans approved by the Director of Public Works, the Director of Public Utilities and County Manager available at the site at all times when work is being performed. A designated responsible employee shall be available for contact by County inspectors.
17. The property shall be developed as shown on the plan filed with the case and no changes or additions to the layout shall be made without the approval of the Board of Supervisors.
18. Upon completion of the improvements and prior to the certification of the permanent occupancy permit, the owner shall furnish a statement by the engineer or land surveyor who prepared the POD plan, to the effect that all construction including water and sewer is in conformance to the regulations and requirements of the POD.
19. The approved Plan of Development is granted by the Board of Supervisors only to the owners(s)/applicant(s) listed on the Plan of Development application on file for this project. Upon written notification to the Director of Planning, the Plan of Development approval may be transferred to subsequent owner(s) subject to approval by the Board of Supervisors.
20. Vehicles shall be parked only in approved and constructed parking spaces.
21. The name of this development, as designated in this approval, shall be the name used for marketing and public recognition purposes. A written request for a name change must be received and granted by the Department of Planning before such a change can be implemented.

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 79-08

Page No. 4 of 4

Agenda Title: RESOLUTION — POD-09-08 — Approval of a Plan of Development for Richmond International Airport — North Parking Garage Expansion

22. The site, including paving, pavement markings, signage, curb and gutter, dumpster screens, walls, fences, lighting and other site improvements shall be properly maintained in good condition at all times. Any necessary repairs shall be made in a timely manner.
23. The developer shall provide fire hydrants as required by the Department of Public Utilities and Division of Fire.
24. Insurance Services Office (ISO) calculations shall be included on the final construction plans for approval by the Department of Public Utilities prior to issuance of a building permit.
25. Any necessary off-site drainage and/or water and sewer easements must be obtained in a form acceptable to the County Attorney prior to final approval of the construction plans.
26. Deviations from County standards for pavement, curb or curb and gutter design shall be approved by the County Engineer prior to final approval of the construction plans by the Department of Public Works.

COMMENTS: The Acting Director of Planning has reviewed the plans submitted by URS Corporation and recommends approval, and the County Manager concurs.



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. **50-08**
Page No. 1 of 4

Agenda Title: ORDINANCE – To Create a Finance Board to Serve as Trustee of Funds Designated for Other Post-Employment Benefits Other Than Pensions and to Approve a Joint Exercise of Powers Agreement Between the County of Henrico, Virginia and the County of Fairfax, Virginia for the Creation of the Virginia Pooled OPEB Trust Fund

For Clerk's Use Only: Date: MAR 11 2011 <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to:	BOARD OF SUPERVISORS ACTION Moved by (1) <u>O'Bannon</u> Seconded by (1) <u>Donati</u> (2) _____ (2) _____ REMARKS: APPROVED		<table border="1"><thead><tr><th></th><th>YES</th><th>NO</th><th>OTHER</th></tr></thead><tbody><tr><td>Donati, J.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/> absent</td></tr><tr><td>Glover, R.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Kaechele, D.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>O'Bannon, P.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Thornton, F.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></tbody></table>		YES	NO	OTHER	Donati, J.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/> absent	Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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AN ORDINANCE to Create a Finance Board to Serve as Trustee of Funds Designated for Other Post-Employment Benefits Other Than Pensions and to Approve a Joint Exercise of Powers Agreement Between the County of Henrico, Virginia and the County of Fairfax, Virginia for the Creation of the Virginia Pooled OPEB Trust Fund

WHEREAS, Section 15.2-1500 of the Virginia Code provides, in part, that every locality shall provide for all the governmental functions of the locality, including, without limitation, the organization of all departments, offices, boards, commissions and agencies of government, and the organizational structure thereof, which are necessary and the employment of the officers and other employees needed to carry out the functions of government; and

WHEREAS, in connection with the employment of the officers and other employees needed to carry out the functions of government, the County of Henrico has established certain plans to provide post-employment benefits other than pensions ("Other Post-Employment Benefits"), as defined in Section 15.2-1545 of the Virginia Code, to individuals who have terminated their service to the County of Henrico and to the beneficiaries of such individuals; and

By Agency Head _____ By County Manager *David S. Hays*

Routing:
Yellow to: _____
Copy to: _____

Certified:
A Copy Teste: _____
Clerk, Board of Supervisors

Date: _____

COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 50-08
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Agenda Title: ORDINANCE – To Create a Finance Board to Serve as Trustee of Funds Designated for Other Post-Employment Benefits Other Than Pensions and to Approve a Joint Exercise of Powers Agreement Between the County of Henrico, Virginia and the County of Fairfax, Virginia for the Creation of the Virginia Pooled OPEB Trust Fund

WHEREAS, Article 8, Chapter 15, Subtitle II of Title 15.2 of the Virginia Code (§§ 15.2-1544 *et seq.*) provides that the governing body of a county may establish a trust for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits; and

WHEREAS, Section 15.2-1547 of the Virginia Code provides that the governing body of a county shall create a finance board to serve as trustee of any trust established for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits and to manage and invest the assets of that trust; and

WHEREAS, Section 15.2-1300 of the Virginia Code provides that any power, privilege or authority exercised or capable of exercise by any political subdivision of the Commonwealth of Virginia may be exercised and enjoyed jointly with any other political subdivision of the Commonwealth having a similar power, privilege or authority pursuant to agreements with one another for joint action pursuant to the provisions of that section; and

WHEREAS, any two or more political subdivisions may enter into agreements with one another for joint action pursuant to the provisions of Section 15.2-1300 of the Virginia Code provided that the participating political subdivisions shall approve such agreement before the agreement may enter into force; and

WHEREAS, the County of Henrico, Virginia and the County of Fairfax, Virginia have determined to jointly establish and participate in the Virginia Pooled OPEB Trust Fund (the “Trust Fund”) for each such county.

COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
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Agenda Item No. 10-08
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Agenda Title: ORDINANCE – To Create a Finance Board to Serve as Trustee of Funds Designated for Other Post-Employment Benefits Other Than Pensions and to Approve a Joint Exercise of Powers Agreement Between the County of Henrico, Virginia and the County of Fairfax, Virginia for the Creation of the Virginia Pooled OPEB Trust Fund

NOW, THEREFORE, BE IT ORDAINED by the Board of Supervisors of the County of Henrico, Virginia that:

1. The County of Henrico does hereby create a finance board (the “Finance Board”), as provided in Section 15.2-1547 of the Virginia Code to serve as trustee of funds designated by the County to be held, accumulated and invested by the Finance Board for the purpose of funding Other Post-Employment Benefits.

2. The County of Henrico does hereby agree to establish a trust pursuant to Section 15.2-1544 of the Virginia Code for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits, in the form set forth in the Virginia Pooled OPEB Trust Fund Agreement (the “Agreement”), a copy of which is attached here as Exhibit A.

3. The County of Henrico does hereby agree to become a “Participating Employer” in the “Virginia Pooled OPEB Trust Fund” (the “Trust Fund”), as further defined in the Agreement.

4. The County of Henrico does hereby direct the Finance Board to execute and deliver the Trust Joinder Agreement for Participating Employers under Virginia Pooled OPEB Trust Fund, a copy of which is attached hereto as Exhibit B.

5. The County of Henrico does hereby authorize the Finance Board to perform its duties as set forth in Article 8, Chapter 15, Subtitle II of Title 15.2 of the Virginia Code (§§15.2-1544 *et seq.*) by transferring to the Trust Fund all, or any portion as the Finance Board deems appropriate, of the funds for Other Post-Employment Benefits designated by the County to be accumulated and invested by the Finance Board upon the occurrence of such events set forth in the Trust Agreement for the Trust Fund to become effective.

COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
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Agenda Item No 80-08
Page No. 4 of 4

Agenda Title: ORDINANCE – To Create a Finance Board to Serve as Trustee of Funds Designated for Other Post-Employment Benefits Other Than Pensions and to Approve a Joint Exercise of Powers Agreement Between the County of Henrico, Virginia and the County of Fairfax, Virginia for the Creation of the Virginia Pooled OPEB Trust Fund

6. This ordinance shall be in full force and effect on and after its passage.

Comments: The County Manager recommends adoption of this Board paper.

Exhibits: Virginia Pooled OPEB Trust Fund Agreement (“Exhibit A”)
Trust Joinder Agreement for Participating Employers under Virginia Pooled OPEB Trust Fund (“Exhibit B”)

**VIRGINIA POOLED OPEB TRUST FUND
AGREEMENT**

THIS AGREEMENT (the "Agreement"), made by and between the Participating Employers and their Local Finance Boards who execute Trust Joinder Agreements to participate in the Virginia Pooled OPEB Trust Fund, and the individuals named as Trustees pursuant to Section 106 hereof and their successors (the "Board of Trustees"). The Participating Employers and their Local Finance Boards hereby establish with the Board of Trustees, and the Board of Trustees hereby accept, under the terms of this Agreement, a trust for the purpose of accumulating and investing assets to fund post-employment benefits other than pensions as provided in Article 8, Chapter 15, Subtitle II of Title 15.2 of the Virginia Code (§§ 15.2-1544 *et seq.*) to be held for the purposes set forth herein.

WITNESSETH:

WHEREAS, Section 15.2-1500 of the Virginia Code provides, in part, that every locality shall provide for all the governmental functions of the locality, including, without limitation, the organization of all departments, offices, boards, commissions and agencies of government, and the organizational structure thereof, which are necessary and the employment of the officers and other employees needed to carry out the functions of government; and

WHEREAS, in connection with the employment of the officers and other employees needed to carry out the functions of government, a locality may establish certain plans to provide post-employment benefits other than pensions (referred to hereinafter as "Other Post-Employment Benefits"), as defined in Section 15.2-1545 of the Virginia Code, to individuals who have terminated their service to the locality and to the dependents of such individuals; and

WHEREAS, Article 8, Chapter 15, Subtitle II of Title 15.2 of the Virginia Code (§§ 15.2-1544 *et seq.*) provides that the governing body of a city, county, or town, school district or the governing body of any other political subdivision that is appointed by a city, county, or town, if so authorized, may establish a trust, trusts, or equivalent arrangements for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits; and

WHEREAS, Section 15.2-1300 of the Virginia Code provides that any power, privilege or authority exercised or capable of exercise by any political subdivision of the Commonwealth of Virginia may be exercised and enjoyed jointly with any other political subdivision of the Commonwealth having a similar power, privilege or authority pursuant to agreements with one another for joint action pursuant to the provisions of that section; and

WHEREAS, the County of Fairfax and the County of Henrico have adopted ordinances approving participation in the Virginia Pooled OPEB Trust Fund for each such locality; and

WHEREAS, the Participating Employers and their Local Finance Boards and the Board of Trustees of the Virginia Pooled OPEB Trust Fund (herein referred to as the "Trust Fund")

hereby establish a trust for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits for Participating Employers; and

WHEREAS, the parties intend that the Trust Fund hereby established, when taken together with the plans providing Other Post-Employment Benefits, shall constitute a “voluntary employees’ beneficiary association” under Section 501(c)(9) and a tax-exempt governmental trust under Section 115 of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, the parties hereto mutually agree as follows:

PART 1- GENERAL PROVISIONS

Section 100. APPLICATION.

The provisions of Part 1 are general administrative provisions applicable to each Part of this Agreement and provisions applicable to the Board of Trustees.

Section 101. DEFINITIONS.

The following definitions shall apply to this Agreement, unless the context of the term indicates otherwise, and shall govern the interpretation of this Agreement:

A. Administrator. The term “Administrator” means the Virginia Local Government Finance Corporation (d/b/a “VML/VACo Finance Program”) or any successor designated by the Board of Trustees, with the consent of the Virginia Association of Counties and Virginia Municipal League, to administer the Trust Fund.

B. Beneficiary. The term “Beneficiary” means a person designated by an Employee, in accordance with the terms of a Plan, to be entitled to benefits under such Plan, and where the context requires, includes a dependent of the Employee.

C. Code. The term “Code” means the Internal Revenue Code of 1986, as amended, and, as relevant in context, the Internal Revenue Code of 1954, as amended.

D. Custodian. The term “Custodian” means the banks, mutual funds, insurance companies or other qualified entities selected by the Board of Trustees, under a separate written document with each, to hold the assets of the Trust Fund.

E. Effective Date. The term “Effective Date” means the date coinciding with the last to occur of each of the following events: (i) passage of an ordinance by each of the Counties of Fairfax and Henrico approving such Counties as Participating Employers in the Trust Fund; (ii) execution by the Local Finance Boards of the Counties of Fairfax and Henrico of the Trust Joinder Agreement; (iii) execution of this Agreement by all members of the initial Board of Trustees and the Administrator; and (iv) any contribution of cash to the Trust by a Participating Employer.

F. Employee. The term "Employee" means the employees and officials, if applicable, of an Employer, and where the context requires, includes former Employees who have terminated service with an Employer.

G. Employer. The term "Employer" means (i) the governing body of any county, city, or town within the State, (ii) the governing body of any other political subdivision within the State authorized to establish a trust under Section 15.2-1544 of the Virginia Code by the governing body of any county, city, or town that appointed in whole or in part such governing body, or (iii) any appointed or elected school board within the State.

H. Fiscal Year. The first fiscal year of the Trust Fund shall be a short fiscal year beginning on the Effective Date of this Agreement and ending on June 30, 2008. Each subsequent fiscal year of the Trust Fund shall begin on the first day of July and end on the thirtieth day of June.

I. Investment Policy. The term "Investment Policy" means the Virginia Pooled OPEB Trust Fund Investment Policy, as established by the Board of Trustees, as amended from time to time.

J. Local Finance Board. The term "Local Finance Board" means the finance board, or any retirement board or deferred compensation board appointed by the governing body of a Participating Employer to serve as the trustee of such Participating Employer with respect to the Trust Fund, in accordance with Section 15.2-1547 of the Virginia Code, by execution of the Trust Joinder Agreement. Each Local Finance Board shall be the trustee and representative of its Participating Employer for purposes of this Agreement and shall vote the beneficial interest of such Participating Employer in the Trust Fund, as prescribed in Part 3 of this Agreement.

K. Other Post-Employment Benefits. The term "Other Post-Employment Benefits" means any and all post-employment benefits other than pensions, including but not limited to medical, dental, vision, disability and life insurance which may be provided to Employees and Beneficiaries, as may be provided under Plans of Participating Employers.

L. Participating Employer. The term "Participating Employer" means an Employer whose governing body has passed an ordinance or resolution to participate in the Trust Fund, and whose Local Finance Board, serving as the trustee of such Employer in accordance with Section 15.2-1547 of the Virginia Code, executes a Trust Joinder Agreement, as provided in Section 301 hereof.

M. Plan. The term "Plan" means the plan or plans established to provide Other Post-Employment Benefits, which are maintained by Participating Employers pursuant to any applicable statute, regulation, ordinance, resolution, plan, program, policy, agreement, understanding or other arrangement for the benefit of Employees and their Beneficiaries.

N. State. The term "State" means the Commonwealth of Virginia.

O. Trust Fund. The term "Trust Fund" means the Virginia Pooled OPEB Trust Fund, comprised of all of the assets set aside hereunder for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits.

P. Trust Joinder Agreement. The term "Trust Joinder Agreement" means the agreement, in the form attached hereto as Exhibit A, pursuant to which the Local Finance Board joins in the Trust Fund, as the trustee of such Participating Employer, and agrees to be bound by the terms and conditions of the Virginia Pooled OPEB Trust Fund Agreement, as provided in Section 301 hereof.

Q. Trustees. The term "Trustees" means the individuals who serve on the Board of Trustees of the Trust Fund pursuant to Section 106 hereof and their successors.

R. Virginia Code. The term "Virginia Code" means the laws embraced in the titles, chapters, articles and sections designated and cited as the "Code of Virginia," under the laws of the State.

Section 102. GENERAL DUTIES AND MEETINGS OF THE BOARD OF TRUSTEES.

A. General Duties. The Board of Trustees and each Investment Manager appointed pursuant to this Agreement shall discharge their respective duties under this Agreement solely in the interest of Employees and Beneficiaries of the Participating Employers and: (i) except as otherwise provided by any applicable provision of any statute, regulation, ordinance, or resolution, for the exclusive purpose of providing Other Post-Employment Benefits to Employees and Beneficiaries of Participating Employers and defraying the reasonable expenses of administering the Trust Fund; (ii) with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with the same aims; and (iii) by diversifying the investments of the Trust Fund so as to minimize the risk of large losses unless under the circumstances, it is clearly prudent not to do so. However, the duties and obligations of the Board of Trustees and each Investment Manager, respectively, as such, shall be limited to those expressly imposed upon them, respectively, by this Agreement notwithstanding any reference herein to the Plans. The Board of Trustees shall administer the Trust Fund in compliance with Code Section 503(b).

1. Authority of the Trustees. The Trustees shall have the power and authority and shall be charged with the duty of general supervision and operation of the Trust Fund, and shall conduct the business and activities of the Trust Fund in accordance with this Agreement, the Trust Joinder Agreements, bylaws, rules and regulations adopted by the Board of Trustees and applicable law.

2. Trustees' Liabilities. No Trustee shall be liable for any action taken pursuant to this Agreement in good faith or for an omission except bad faith or gross negligence, or for any act of omission or commission by any other Trustee. The Trustees are hereby authorized and empowered to obtain, at the expense of the Trust Fund, liability insurance fully protecting the respective Trustees, the Administrator, and the

Trust Fund from any loss or expense incurred, including reasonable attorney's fees, for all acts of the Trustees except bad faith or gross negligence. The Trust Fund shall save, hold harmless and indemnify the Trustees and Administrator from any loss, damage or expense incurred by said persons or entities while acting in their official capacity excepting bad faith or gross negligence.

3. Standard of Review. In evaluating the performance of the Trustees, compliance by the Trustees with this Agreement must be determined in light of the facts and circumstances existing at the time of the Trustees' decision or action and not by hindsight.

4. Limitations on Liabilities. The Trustees' responsibilities and liabilities shall be subject to the following limitations:

(a) The Trustees shall have no duties other than those expressly set forth in this Agreement and those imposed on the Trustees by applicable laws.

(b) The Trustees shall be responsible only for money actually received by the Trustees, and then to the extent described in this Agreement. The Trustees shall not be under any duty to require payment of any contribution to the Trust Fund or to see that any payment made to them is computed in accordance with the provisions of the Plans.

(c) The Trustees shall not be responsible for the correctness of any determination of payments or disbursements from the Trust Fund.

(d) The Trustees shall have no liability for the acts or omissions of any predecessor or successor in office.

(e) The Trustees shall have no liability for (i) the acts or omissions of any Investment Advisor or Advisors, or Investment Manager or Managers; (ii) the acts or omissions of any insurance company; (iii) the acts or omissions of any mutual fund; or (iv) following directions that are given to the Trustees by the Local Finance Board in accordance with this Agreement.

B. Reliance on Counsel. The Board of Trustees may employ, retain or consult with legal counsel, who may be counsel for the Administrator, concerning any questions which may arise with reference to the duties and powers or with reference to any other matter pertaining to this Agreement; and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by the Trustees in good faith in accordance with the opinion of such counsel, and the Trustees shall not be individually or collectively liable therefor.

C. Meetings. The Board of Trustees shall meet at least quarterly, and more frequently if called, at the principal office of the Trust Fund or at such other location as may be acceptable to a majority of the Trustees. One such quarterly meeting of the Board of Trustees

shall be held as soon as practicable after the adjournment of the annual meeting of Local Finance Boards of Participating Employers at such time and place as the Board of Trustees may designate. Other meetings of the Board of Trustees shall be held at places within the Commonwealth of Virginia and at times fixed by resolution of the Board of Trustees, or upon call of the Chairperson of the Board or a majority of the Trustees, on not less than ten (10) days advance notice. Such notice shall be directed to the Trustees by mail to the respective addresses of the Trustees as recorded in the office of the Trust Fund. The notice of any special meetings of the Board of Trustees shall state the purpose of the meeting.

A majority of the number of Trustees elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Less than a quorum may adjourn any meeting.

D. Office of the Trust Fund. The Administrator shall establish, maintain and provide adequate funding for an office for the administration of the Trust Fund. The address of such office is to be made known to the parties interested in or participating in the Trust Fund and to the appropriate governmental agencies. The books and records pertaining to the Trust Fund and its administration shall be kept and maintained at the office of the Trust Fund.

E. Execution of Documents. A certificate signed by a person designated by the Board of Trustees to serve as Secretary shall be evidence of the action of the Trustees, and any such certificate or other instrument so signed shall be kept and maintained at the office of the Trust Fund and may be relied upon as an action of the Trustees.

F. Appointment of Administrator. The Virginia Local Government Finance Corporation is hereby designated the Administrator. The Board of Trustees may designate any successor Administrator only with the consent of the boards of the Virginia Association of Counties and the Virginia Municipal League and shall provide compensation for the Administrator to administer the affairs of the Trust Fund.

G. Duty to Furnish Information. The Local Finance Boards and the Board of Trustees shall furnish to each other any document, report, return, statement or other information that the other reasonably deems necessary to perform duties imposed under this Agreement or otherwise imposed by law.

H. Reliance on Communications. The Board of Trustees may rely upon a certification of a Local Finance Board with respect to any instruction, direction, or approval of its Participating Employer and may continue to rely upon such certification until a subsequent certification is filed with the Trustees. The Trustees shall have no duty to make any investigation or inquiry as to any statement contained in any such writing but may accept the same as fully authorized by the Local Finance Board and its Participating Employer.

Section 103. ADMINISTRATIVE POWERS AND DUTIES.

A. Trustees. The Board of Trustees, in addition to all powers and authorities under common law or statutory authority, including Article 8, Chapter 15, Subtitle II of Title 15.2 of the Virginia Code (§§ 15.2-1544 *et seq.*), shall have and in its sole and absolute discretion may exercise from time to time and at any time, either through its own actions, delegation to the Administrator, or through a Custodian selected by the Board of Trustees, the following administrative powers and authority with respect to the Trust Fund:

1. To receive for the purposes hereof all cash contributions paid to them by or at the direction of the Participating Employers or their Local Finance Boards.
2. To hold, invest, reinvest, manage, administer and distribute cash balances as shall be transferred to the Trustees from time to time by the Participating Employers or their Local Finance Boards and the increments, proceeds, earnings and income thereof for the exclusive benefit of Employees and Beneficiaries under the Plans of each Participating Employer.
3. To continue to hold any property of the Trust Fund that becomes otherwise unsuitable for investment for as long as the Board of Trustees in its discretion deem desirable; to reserve from investment and keep unproductive of income, without liability for interest, cash temporarily awaiting investment and such cash as it deems advisable, or as the Administrator from time to time may specify, in order to meet the administrative expenses of the Trust Fund or anticipated distributions therefrom.
4. To hold property of the Trust Fund in the name of the Trust Fund or in the name of a nominee or nominees, without disclosure of the trust, or in bearer form so that it will pass by delivery, but no such holding shall relieve the Board of Trustees of its responsibility for the safe custody and disposition of the Trust Fund in accordance with the provisions of this Agreement; the books and records of the Board of Trustees shall show at all times that such property is part of the Trust Fund and the Board of Trustees shall be absolutely liable for any loss occasioned by the acts of its nominee or nominees with respect to securities registered in the name of the nominee or nominees.
5. To employ in the management of the Trust Fund suitable agents, without liability for any loss occasioned by any such agents, selected with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with the same aims.
6. To make, execute and deliver, as trustee, any deeds, conveyances, leases, mortgages, contracts, waivers or other instruments in writing that it may deem necessary or desirable in the exercise of its powers under this Agreement.
7. To do all other acts that it may deem necessary or proper to carry out any of the powers set forth in this Section 103 or Section 202, to administer or carry out the

purposes of the Trust Fund, or as otherwise is in the best interests of the Trust Fund; provided, however, the Board of Trustees need not take any action unless in its opinion there are sufficient Trust Fund assets available for the expense thereof.

8. To adopt bylaws governing the Trustees' operations and procedures.

9. To contract with municipal corporations, political subdivisions and other public entities of State or of local government and private entities for the provision of Trust Fund services and for the use or furnishing of services and facilities necessary, useful, or incident to providing Trust Fund services.

10. To advise the Administrator on the establishment of expectations with regard to the provision of administrative services and the establishment of appropriate fee levels.

11. To establish and charge fees for participation in the Trust Fund and for additional administrative services provided to a Participating Employer in addition to any fees charged by other administrative service providers.

12. To collect and disburse all funds due or payable from the Trust Fund, under the terms of this Agreement.

13. To provide for and promulgate all rules, regulations, and forms deemed necessary or desirable in contracting with Local Finance Boards and their Participating Employers, in fulfilling the Trustees' purposes of providing Other Post-Employment Benefits through the Trust Fund, and in maintaining proper records and accounts.

14. To employ insurance companies, banks, trust companies, investment brokers, investment advisors, or others as agents for the receipt and disbursement of funds held in trust for Participating Employers.

15. To determine, consistent with the applicable law and the procedures under the Trust Fund, all questions of law or fact that may arise as to investments and the rights of any Participating Employer to assets of the Trust Fund.

16. Subject to and consistent with the Code and the Virginia Code, to construe and interpret the Trust Agreement and to correct any defect, supply any omissions, or reconcile any inconsistency in the Agreement.

17. To contract for, purchase or otherwise procure insurance and investment products.

B. Administrator. Pursuant to an administrative services agreement between the Board of Trustees and the Administrator, the Administrator shall have the power and authority to implement policy and procedural matters as directed by the Board of Trustees as they relate to

the ongoing operation and supervision of the Trust Fund and the provisions of this Agreement and applicable law.

Section 104. TAXES, EXPENSES AND COMPENSATION OF TRUSTEES.

A. Taxes. The Administrator, without direction from the Board of Trustees, shall pay out of the Trust Fund all taxes, if any, imposed or levied with respect to the Trust Fund, or any part thereof, under applicable law, and, in its discretion, may contest the validity or amount of any tax, assessment, claim or demand respecting the Trust Fund or any part thereof.

B. Expenses and Compensation. The Board of Trustees is authorized to set aside from Participating Employer contributions received and the investment income earned thereon a reasonable sum for the operating expenses and administrative expenses of the Trust Fund. All remaining funds coming into the Trust shall be set aside, managed and used only for the payment of Other Post-Employment Benefits.

By resolution of the Board of Trustees, Trustees may be provided a reasonable per diem fee and/or reimbursement for expenses for attendance at all meetings. Notwithstanding the preceding sentence, any person employed by a public body, including elected officials or appointed members of governing bodies of a county, city or town or other political subdivision, shall not be eligible to receive fees for services as Trustee from the Trust Fund other than reimbursement for reasonable expenses incurred in connection with his or her responsibilities as a Trustee.

C. Payment of Expenses. The Board of Trustees may use and apply assets in the Trust Fund to pay or provide for the payment of all reasonable and necessary expenses which may be incurred in connection with the establishment and maintenance of the Trust Fund, including but not limited to, the employment of such administrative, legal, accounting, and other expert and clerical assistance, and the purchase or lease of such materials, supplies and equipment as the Trustees, in its discretion, may deem necessary or appropriate in the performance of its duties, or the duties of the agents or employees of the Trust Fund or the Trustees.

Section 105. COMMUNICATIONS.

Until notice is given to the contrary, communication to the Trustees or to the Administrator shall be sent to them at the Trust Fund's office in care of the Administrator. The Administrator's address is VML/VACo Finance Program at 1108 E. Main Street, Suite 801, Richmond, VA 23219.

Section 106. APPOINTMENT, RESIGNATION OR REMOVAL OF TRUSTEES.

A. Trustees. Except as otherwise provided for the initial group of Trustees and in subsections B.2 and E of this section, the Trustees shall be selected from the members of Local Finance Boards. Notwithstanding any other provision of this Agreement, no more than one

member of the Local Finance Board of any particular Participating Employer shall be eligible to sit on the Board of Trustees at one time.

B. Appointment of Trustees and Length of Appointment. The number of Trustees serving on the Board of Trustees shall be between five (5) and nine (9). The actual number of Trustees may be increased or decreased from time to time within this range by the Board of Trustees by resolution of the Board of Trustees. Only the Local Finance Boards, by vote taken in accordance with Section 307 hereof, may increase or decrease the range in the number of Trustees. No decrease in number shall have the effect of shortening the term of any incumbent Trustee.

1. The initial group of Trustees shall be an interim group of five (5) Trustees to establish the Trust Fund as follows: (a) one (1) individual selected by the Local Finance Board of the County of Fairfax from among its members, (b) one (1) individual selected by the Local Finance Board of the County of Henrico from among its members, and (c) three (3) individuals designated by agreement of the Virginia Association of Counties ("VACo") and the Virginia Municipal League ("VML").

With the first annual meeting of the Local Finance Boards, the Board of Trustees shall be divided into no fewer than two classes, Class A (which includes representatives of the Local Finance Boards of the two founding Participating Employers until the annual meeting of the Local Finance Boards for the Fiscal Year ending June 30, 2015 (the "Fiscal Year 2015 annual meeting")) and Class B (which includes the Trustees selected by VML and VACo until the first annual meeting of Local Finance Boards for the Fiscal Year ending June 30, 2009 (the "Fiscal Year 2009 annual meeting")). An additional Class C with two seats may be created by the Board of Trustees prior to any annual meeting, but only if there are at least seven total Participating Employers. Provided there are at least nine total Participating Employers, the Board of Trustees may create a nine-member Board of Trustees, in which case one additional seat shall be allocated to Class A and one additional seat to Class C.

2. On or after July 1, 2008, the Trustees shall solicit nominations from the Local Finance Boards for open Trusteeships and such nominees shall constitute the candidates for the election of Trustees by vote at the Fiscal Year 2009 annual meeting of the Local Finance Boards as provided in Section 307. In the event that there are not a sufficient number of eligible nominees, nominations will be provided by the Executive Directors of the Virginia Association of Counties and the Virginia Municipal League from among the members of any Local Finance Board, local government officials or local government employees.

The initial group of Trustees described in B.1(a) and (b) above shall be classified as Class A Trustees and shall serve until the Fiscal Year 2012 annual meeting of the Local Finance Boards and for one three-year term thereafter until successor Trustees are elected at the Fiscal Year 2015 annual meeting of the Local Finance Boards, in accordance with Section 106E below, from the pool of nominees selected by all Local Finance Boards. If an additional Class A Trustee seat is created for a non-founding

Participating Employer's Local Finance Board before the Fiscal Year 2011 annual meeting, that seat will expire at the Fiscal Year 2012 annual meeting. If such an additional Class A board seat is created subsequent to the Fiscal Year 2011 annual meeting, then it will expire at the annual meeting when the founding Participating Employers' board seats expires beginning at the annual meeting held in Fiscal Year 2015, if appropriate, and every third succeeding year thereafter.

The initial group of Trustees described in B.1(c) above shall be classified as Class B Trustees and shall serve until successor Trustees are elected at the Fiscal Year 2009 annual meeting of Local Finance Boards. At the Fiscal Year 2009 annual meeting of Local Finance Boards, Trustees of Class B shall be elected to hold office for a one-year term expiring at the Fiscal Year 2010 annual meeting of Local Finance Boards until successor Trustees are elected at the Fiscal Year 2010 annual meeting of the Local Finance Boards, in accordance with Section 106E below, from the pool of nominees selected by all Local Finance Boards.

Trustees of the third class (Class C), if such a class is created, shall be elected to hold office for a two-year term expiring at the Fiscal Year 2011 annual meeting of Local Finance Boards until successor Trustees are elected at the Fiscal Year 2011 annual meeting of the Local Finance Boards, in accordance with Section 106E below, from the pool of nominees selected by all Local Finance Boards.

At each annual meeting of Local Finance Boards after the annual meetings of Local Finance Boards described above, the successors to the class of Trustees whose terms shall then expire shall be identified as being of the same class as the trustees they succeed and elected to hold office for a term expiring at the third succeeding annual meeting of Local Finance Boards. If a Class C is created at a subsequent annual meeting, its seats will expire one year following the year in which the Class B seats expire. Trustees shall hold their offices until the next annual meeting of Local Finance Boards for such Trustee's respective Class and until their successors are elected and qualify.

3. At each annual meeting of the Local Finance Boards, the incumbent Trustees will present all nominations received for each class of Trustees (A, B, or C) for which an election is to be held. If a Local Finance Board does not designate a particular class for its nominee(s), such names will be included on the lists of eligible nominees for each class for which an election is to be held unless the individual named is elected to another seat.

4. No individual Trustee may be elected or continue to serve as a Trustee after becoming an owner, officer or employee of the Administrator, an Investment Advisor, an Investment Manager or a Custodian. Except as otherwise provided in B.2 above, following the first election for Trustees, no Trustee may be elected or continue to serve as a Trustee unless he or she is a member of a Local Finance Board.

5. Each Trustee and each successor Trustee shall acknowledge and consent to his or her election as a Trustee by giving written notice of acceptance of such election to the Chairperson of the Trustees.

C. Resignation of a Trustee.

1. A Trustee may resign from all duties and responsibilities under this Agreement by giving written notice to the Chairperson of the Trustees. The Chairperson may resign from all duties and responsibilities under this Agreement by giving written notice to all of the other Trustees. Such notice shall state the date such resignation shall take effect and such resignation shall take effect on such date but not later than sixty (60) days after the date such written notice is given.

2. Any Trustee, upon leaving office, shall forthwith turn over and deliver to the Chairperson at the principal office of the Trust Fund any and all records, books, documents or other property in his or her possession or under his or her control which belong to the Trust Fund. The Chairperson, upon leaving office, shall forthwith turn over and deliver to the Administrator at the principal office of the Trust Fund any and all records, books, documents or other property in his or her possession or under his or her control which belong to the Trust Fund.

D. Removal of a Trustee. Each Trustee, unless due to the resignation, death, incapacity, removal, or conviction of a felony or any offense for which registration is required as defined in Virginia Code § 9.1-902 and for whom all rights of appeal under Virginia law have expired, shall serve and shall continue to serve as Trustee hereunder, subject to the provisions of this Agreement.

A Trustee shall relinquish his or her office or may be removed by a majority vote of the Trustees or *ipso facto* when the Employer which he represents is no longer a Participating Employer in the Trust Fund. Notice of removal of a Trustee shall be furnished to the other Trustees by the Chairperson of the Trustees and shall set forth the effective date of such removal. Notice of removal of the Chairperson shall be furnished to the other Trustees by the Administrator and shall set forth the effective date of such removal.

E. Appointment of a Successor Trustee. Except as otherwise provided in part B.1 of this Section with respect to the initial two terms of Class A Trustees, in the event a Trustee shall die, resign, become incapacitated, be removed from office, or convicted of a felony or any offense for which registration is required as defined in Virginia Code § 9.1-902 and for whom all rights of appeal under Virginia law have expired, a successor Trustee shall be elected forthwith by the affirmative vote of the majority of the remaining Trustees though less than a quorum of the Board of Trustees. The notice of the election of a successor Trustee shall be furnished to the other Trustees by the Chairperson. In case of the removal, death, resignation, etc. of the Chairperson, notice of the election of a successor Trustee, and the new Chairperson, shall be furnished to the other Trustees by the Administrator. Eligible nominees will be provided by the members of the Local Finance Board of the Trustee being replaced; however, no more than one member of such board may serve as Trustee at one time. If such nominees do not receive the

affirmative vote of a majority of the remaining Trustees, additional eligible nominees will be provided by the Executive Directors of the Virginia Association of Counties and the Virginia Municipal League from among the members of any Local Finance Board, and, if there are an insufficient number of nominees to fill available positions, local government officials or local government employees. The term of office of any Trustee so elected shall expire at the next Local Finance Board meeting at which Trustees are elected where a successor shall be elected to complete the term for the Class to which such Trustee has been assigned. Any successor Trustee for a Class A Trustee from a founding Participating Employer with respect to the initial two terms shall be appointed by that Trustee's Local Finance Board.

F. Trustees' Rights. In case of the death, resignation or removal of any one or more of the Trustees, the remaining Trustees shall have the powers, rights, estates and interests of this Agreement as Trustees and shall be charged with the duties of this Agreement; provided in such cases, no action may be taken unless it is concurred in by a majority of the remaining Trustees.

Section 107. Bonding. All Trustees shall immediately make application for a fidelity bond, to any company designated by the Board of Trustees, in such amount as may be specified by the Board of Trustees. Premiums on such bonds shall be paid from the Trust Fund, which bonds shall be continued in force in such amount as the Board of Trustees may from time to time require. If a Trustee's bond is refused, or is ever cancelled, except with the Board of Trustee's approval, such Trustee may be removed from office by majority vote of the Board of Trustees and such Trustee shall be entitled to compensation, if any, to the date of such removal only. A bond for a Trustee is not required under this section if a bond is obtained for such Trustee pursuant to Section 408.

PART 2 – PROVISIONS APPLICABLE TO INVESTMENTS

Section 200. APPLICATION.

The provisions of Part 2 apply to the investments of the Trust Fund.

Section 201. ADMINISTRATION OF TRUST.

A. General. All such assets shall be held by the Trustees in the Trust Fund.

B. Contributions. The Board of Trustees hereby delegates to the Administrator the responsibility for accepting cash contributions to the Trust Fund and the Administrator shall have the responsibility for accepting cash contributions by Participating Employers. Contributions of a Participating Employer to fund Other Post-Employment Benefits are irrevocable. Assets held in the Trust Fund shall be dedicated to providing Other Post-Employment Benefits or to defraying reasonable expenses of the Trust Fund. Neither the Trustees nor the Administrator shall be under any duty to determine whether the amount of any contribution is in accordance with the Participating Employer's Plan or Plans or to collect or enforce payment of any contribution. All contributions by a Participating Employer shall be transferred to the Trust Fund to be held, managed, invested and distributed as part of the Trust Fund by the Trustees in accordance with the provisions of this Agreement and applicable law.

C. Applicable Laws and Regulations. The Board of Trustees shall be authorized to take the steps it deems necessary or appropriate to comply with any laws or regulations applicable to the Trust Fund.

D. Accumulated Share. No Participating Employer shall have any right, title or interest in or to any specific assets of the Trust Fund, but shall have an undivided beneficial interest in the Trust Fund; however, there shall be a specific accounting of assets allocable to each Participating Employer.

Section 202. MANAGEMENT OF INVESTMENTS OF THE TRUST FUND.

A. Authority of Trustees. Except as set forth in subsections C, D, E, G or H of this Section, and except as otherwise provided by law, the Board of Trustees shall have exclusive authority and discretion to manage and control the assets of the Trust Fund held by them pursuant to the guidelines established by the Board of Trustees in the Investment Policy.

B. Investment Policy. The Board of Trustees, as its primary responsibility under this Agreement, shall develop a written Investment Policy establishing guidelines applicable to the investment of the assets of the Trust Fund, and from time to time shall modify such Investment Policy, in light of the short and long-term financial needs of the Plans. The Investment Policy shall serve as the description of the funding policy and method for the Trust Fund.

C. Investment Advisor. The Board of Trustees, from time to time, may direct the Administrator to appoint one (1) or more independent Investment Advisors ("Investment Advisor"), pursuant to a written investment advisory agreement with each, describing the powers and duties of the Investment Advisor with regard to the management of all or any portion of any investment or trading account of the Trust Fund. The Investment Advisor shall review, a minimum of every calendar quarter, the suitability of the Trust Fund's investments, the performance of the Investment Managers and their consistency with the objectives of the Investment Policy with assets in the portion of the Trust Fund for which the Investment Manager has responsibility for management, acquisition or disposition.

If the Administrator contracted with a lead Investment Advisor prior to the establishment of this Agreement, the Board of Trustees may ratify such contract. The lead Investment Advisor will serve at the pleasure of the Board of Trustees and will be compensated for its recurring, usual and customary services as part of the fee schedule established with the Administrator.

D. Investment Advisor Duties. Subject to the approval of the Board of Trustees, the Investment Advisor shall recommend an asset allocation for the Trust Fund that is consistent with the objectives of the Investment Policy. If the Board of Trustees shall approve a separate Investment Policy with respect to assets in a segregated portion of the Trust Fund, the Investment Advisor shall recommend an asset allocation for such segregated portion of the Trust Fund that is consistent with the objectives of such Investment Policy. At least annually, the Investment Advisor shall review the Investment Policy and asset allocation with the Board of Trustees. The

Investment Advisor shall also advise the Board of Trustees with regard to investing in a manner that is consistent with applicable law, and, as advised by the Administrator, the expected distribution requirements of the Plans.

E. Investment Managers. The Board of Trustees, from time to time, may appoint one (1) or more independent Investment Managers ("Investment Manager"), pursuant to a written investment management agreement with each, describing the powers and duties of the Investment Manager to invest and manage all or a portion of the Trust Fund. The Investment Manager shall have the power to direct the management, acquisition or disposition of that portion of the Trust Fund for which the Investment Manager is responsible.

The Board of Trustees shall be responsible for ascertaining that each Investment Manager, while acting in that capacity, satisfies the following requirements:

1. The Investment Manager is either (i) registered as an investment adviser under the Investment Advisers Act of 1940, as amended; (ii) a bank as defined in that Act; or (iii) an insurance company qualified to perform the services described herein under the laws of more than one state; and

2. The Investment Manager has acknowledged in writing to the Board of Trustees that it is a fiduciary with respect to the assets in the portion of the Trust Fund for which the Investment Manager has responsibility for management, acquisition or disposition.

F. Custodians. The Custodian(s) shall no less frequently than annually or at the request of the Board of Trustees certify the value of any property of the Trust Fund managed by the Investment Manager(s). The Trustees shall be entitled to rely conclusively upon such valuation for all purposes under the Trust Fund.

G. Investment in Insurance Contracts. The Trustees may offer one (1) or more investment options pursuant to one (1) or more agreements with insurance companies qualified to do business in the Commonwealth of Virginia. Any asset invested pursuant to such an agreement shall be held by the insurance company. Each insurance company so selected shall certify the value of the Trust Fund's interest in the property held by it at least annually. The Trustees shall be entitled to rely conclusively on such valuation for all purposes under this Agreement.

H. Investment in Mutual Funds. The Trustees may offer one (1) or more investment options pursuant to one (1) or more agreements with companies offering mutual fund products. Any asset invested pursuant to such an agreement shall be held by the Trustees. Each mutual fund so selected shall certify the value of the Trust Fund's interest in that fund at least annually. The Trustees shall be entitled to rely conclusively on such valuation for all purposes under the Trust Fund.

I. Absence of Trustees' Responsibility for Investment Advisor and Manager. Except to the extent provided in paragraph A of Section 102 above, the Board of Trustees,

collectively and individually, shall not be liable for any act or omission of any Investment Manager and shall not be under any obligation to invest or otherwise manage the assets of the Trust Fund that are subject to the management of any Investment Manager. Without limiting the generality of the foregoing, the Board of Trustees shall be under no duty at any time to make any recommendation with respect to disposing of or continuing to retain any such asset. Furthermore, the Board of Trustees, collectively and individually, shall not be liable by reason of its taking or refraining from taking the advice of the Investment Advisor any action pursuant to this Section, nor shall the Board of Trustees be liable by reason of its refraining from taking any action to remove or replace any Investment Manager on advice of the Investment Advisor; and the Trustees shall be under no duty to make any review of an asset acquired at the direction or order of an Investment Manager.

J. Reporting. The Board of Trustees shall be responsible for and shall cause to be filed periodic audits, valuations, reports and disclosures of the Trust Fund as are required by law or agreements. Notwithstanding anything herein to the contrary, the Board of Trustees shall cause the Trust Fund to be audited by a certified public accounting firm retained for this purpose at least once each year.

The Board of Trustees may employ professional advisors to prepare such audits, valuations, reports and disclosures and the cost of such professional advisors shall be borne by the Trust Fund.

K. Commingling Assets. Except to the extent prohibited by applicable law, the Board of Trustees may commingle the assets of all Participating Employers held by the Board of Trustees under this Agreement for investment purposes in the Trust Fund and shall hold the Trust Fund in trust and manage and administer the same in accordance with the terms and provisions of this Agreement. However, the assets of each Participating Employer shall be accounted for separately. The Board of Trustees and the Administrator shall be under no duty to determine whether the amount of any contribution is in accordance with the Plans, or to collect or enforce payment of any contribution, or distribution to Plan participants.

Section 203. ACCOUNTS.

The Trustees shall keep or cause to be kept at the expense of the Trust Fund accurate and detailed accounts of all its receipts, investments and disbursements under this Agreement, with the Trustees accounting separately for each Investment Manager's portion of the Trust Fund.

Section 204. DISBURSEMENTS FROM THE TRUST.

A. Trust Payments. The Board of Trustees hereby delegates to the Administrator the responsibility for making payments from the Trust Fund. In accordance with rules and regulations established by the Board of Trustees, the Administrator shall make payments from the Trust Fund for Other Post-Employment Benefits, as directed by the Local Finance Board of each Participating Employer. Such rules and regulations shall include procedures for certification by the Local Finance Board that payments from the Trust Fund are for the purpose of: (i) paying Other Post-Employment Benefits to or on behalf of Employees or Beneficiaries,

(ii) paying premiums to an insurer for Other Post-Employment Benefits, (iii) an irrevocable transfer of assets to a trust, or equivalent arrangement, for providing Other Post-Employment Benefits to Employees and Beneficiaries, which trust assets are legally protected from creditors of the Participating Employer, or (iv) for any purpose permitted under Governmental Accounting Standards Board (GASB) Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions* or applicable Virginia law. Payments shall be made in such manner, in such amounts and for such purposes, including the payment of Other Post-Employment Benefits under participating Plans, as may be directed by the Local Finance Board. Payments from the Trust Fund shall be made by electronic transfer or check (or the check of an agent) for deposit to the order of the payee. Payments or other distributions hereunder may be mailed to the payee at the address last furnished to the Administrator. The Trustees shall not incur any liability on account of any payment or other distribution made by the Trust Fund in accordance with this Section. Such payment shall be in full satisfaction of claims hereunder against the Trustee, Administrator or Participating Employer.

B. Allocation of Expenses. The Trustees shall pay all expenses of the Trust Fund from the assets in the Trust Fund. All expenses of the Trust Fund, which are allocable to a particular investment option or account, may be allocated and charged to such investment option or account as determined by the Trustees. All expenses of the Trust Fund which are not allocable to a particular investment option or account shall be charged to each such investment option or account in the manner established by the Trustees.

Section 205. INVESTMENT OPTIONS.

The Trustees shall initially establish one (1) investment option within the Trust Fund pursuant to the Investment Policy, for communication to, and acceptance by, Local Finance Boards. Following development of the initial "investment option" pursuant to the Investment Policy, the Board of Trustees may develop up to two (2) additional investment options, reflecting different risk/return objectives and corresponding asset mixes, for selection by Local Finance Boards, as alternatives to the initial investment option. The determination to add alternative investment options to the Investment Policy, and the development of each such investment option, are within the sole and absolute discretion of the Board of Trustees. The Trustees shall transfer to any deemed investment option developed hereunder such portion of the assets of the Trust Fund as appropriate. The Trustees shall manage, acquire or dispose of the assets in an investment option in accordance with the directions given by each Local Finance Board. All income received with respect to, and all proceeds received from, the disposition of property held in an investment option shall be credited to, and reinvested in, such investment option. If multiple investment options are developed, the Board of Trustees shall establish one (1) default investment option in the absence of valid Local Finance Board investment direction.

If multiple investment options are developed, from time to time, the Board of Trustees may eliminate an investment option, and the proceeds thereof shall be reinvested in the default investment option unless another investment option is selected in accordance with directions given by the Local Finance Board.

Notwithstanding anything hereinabove to the contrary, the Board of Trustees, in its sole discretion, may establish a separate, short-term investment option or fund, to facilitate contributions, disbursements or other short-term liquidity needs of the Trust or of particular Participating Employers. Separate investment funds within the Trust Fund and varying percentages of investment in any such separate investment fund by the Participating Employers, to the extent so determined by the Board of Trustees, are expressly permitted.

PART 3 – PROVISIONS APPLICABLE TO PARTICIPATING EMPLOYERS

Section 300. APPLICATION.

The provisions of Part 3 set forth the rights of Participating Employers.

Section 301. PARTICIPATING EMPLOYERS.

A. Approval. The Board of Trustees or its designee shall receive applications from Employers for membership in the Trust Fund and shall approve or disapprove such applications for membership in accordance with the terms of this Agreement, the Trust Joinder Agreement, bylaws and the rules and regulations established by the Board of Trustees for admission of new Participating Employers. Before approving the participation of any Employer that has established a Plan, the Board of Trustees or its designee shall determine and affirm that such Employer is permitted to establish a trust pursuant to Article 8, Chapter 15, Subtitle II of Title 15.2 of the Virginia Code (§§ 15.2-1544 *et seq.*). The Board of Trustees shall have total discretion in determining whether to accept a new member. The Board of Trustees may delegate the authority for membership approval to the Administrator.

B. Execution of Trust Joinder Agreement by Local Finance Board. Each Employer will make its election to become a Participating Employer by directing its Local Finance Board to execute a Trust Joinder Agreement in such form and content as prescribed by the Board of Trustees. By the Local Finance Board's execution of the Trust Joinder Agreement, the Participating Employer agrees to be bound by all the terms and provisions of this Agreement, the Trust Joinder Agreement, the bylaws and any other rules and regulations adopted by the Trustees under this Agreement. The Local Finance Board of each Participating Employer, serving as such Employer's Trustee, in accordance with Virginia Code § 15.2-1547, shall represent such Participating Employer's interest in all meetings, votes, and any other actions to be taken by a Participating Employer hereunder. A Local Finance Board may designate one or more, but less than all, of its members to serve as the authorized representative of such Local Finance Board for purposes of this Agreement.

C. Continuing as a Participating Employer. Application for participation in this Agreement, when approved in writing by the Board of Trustees or its designee, shall constitute a continuing contract for each succeeding fiscal year unless terminated by the Trustees or unless the Participating Employer resigns or withdraws from this Agreement by written notice of its Local Finance Board. The Board of Trustees may terminate a Participating Employer's participation in this Agreement for any reason by vote of three-fourths ($\frac{3}{4}$) of the Board of Trustees. If the participation of a Participating Employer is terminated, the Board of Trustees

and the Administrator shall effect the withdrawal of such Participating Employer's beneficial interest in the Trust within one hundred eighty (180) days, by transfer of such assets to a trust, trusts or equivalent arrangement for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits, established for this purpose by such Participating Employer. If withdrawal is not completed within this time period, the Board of Trustees, in its discretion, may make reasonable alternative arrangements for the distribution of the Participating Employer's beneficial interest.

Section 302. Places of Meetings. All meetings of the Local Finance Boards shall be held at such place, within the Commonwealth of Virginia, as from time to time may be fixed by the Trustees.

Section 303. Annual Meetings. The annual meeting of the Local Finance Boards, for the election of Trustees and for the transaction of such other business as may come before the annual meeting, shall be held at such time on such business day between September 1st and October 31st as shall be designated by resolution of the Board of Trustees.

Section 304. Special Meetings. Special meetings of the Local Finance Boards for any purpose or purposes may be called at any time by the Chairperson of the Board of Trustees, by the Board of Trustees, or if Local Finance Boards together holding at least twenty percent (20%) of all votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Trust Fund's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. At a special meeting no business shall be transacted and no action shall be taken other than that stated in the notice of the meeting.

Section 305. Notice of Meetings. Written notice stating the place, day and hour of every meeting of the Local Finance Boards and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Participating Employer's Local Finance Board of record entitled to vote at such meeting, at the address which appears on the books of the Trust Fund.

Section 306. Quorum. Any number of Local Finance Boards together holding at least a majority of the outstanding beneficial interests entitled to vote with respect to the business to be transacted, who shall be physically present in person at any meeting duly called, shall constitute a quorum of such group for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the Local Finance Boards present. Once a beneficial interest is represented for any purpose at a meeting of Local Finance Boards, it shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is, or shall be, set for that adjourned meeting.

Section 307. Voting. At any meeting of the Local Finance Boards, each Local Finance Board entitled to vote on any matter coming before the meeting shall, as to such matter, have one vote, in person, for each whole dollar invested in the Trust Fund standing in its name on the books of the Trust Fund on the date, not more than seventy (70) days prior to such meeting, fixed by the Board of Trustees, for the purpose of determining Local Finance Boards entitled to vote, as the

date on which the books of the Trust Fund are to be closed or as the record date. Notwithstanding the preceding sentence, at any meeting held after the date the fifth (5th) Participating Employer joins the Trust, no one Local Finance Board may vote more than forty-five percent (45%) of the total votes cast. In the event that more than one member of a Local Finance Board attends a meeting, the Local Finance Board will designate one member authorized to cast its votes.

If a quorum is present at a meeting of the Local Finance Boards, action on a matter other than election of Trustees shall be approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a vote of a greater number is required by this Agreement. If a quorum is present at a meeting of the Local Finance Boards, Trustees for all open seats for each class of Trustees on the Board of Trustees shall be elected by a plurality of the votes cast by the beneficial interests entitled to vote in such election.

Local Finance Boards at the annual meeting will vote at one time to fill all open positions within a single class of Trustees. Elections will be held by class, in the order of the length of the terms to be filled, beginning with the longest term. The designated representative of each Local Finance Board will cast up to the full number of its votes for each open position within a class of Trustees, but it may not cast votes for more than the number of open positions in such class. Those nominees receiving the largest plurality of votes, up to the number of positions to be filled, will be declared elected. Subsequent votes may be held to break any ties, if necessary, in order to elect the correct number of Trustees.

PART 4 – PROVISIONS APPLICABLE TO OFFICERS

Section 401. Election of Officers; Terms. The Board of Trustees shall appoint the officers of the Trust Fund. The officers of the Trust Fund shall consist of a Chairperson of the Board, a Vice-Chairperson, and a Secretary. The Secretary need not be a member of the Board of Trustees and may be the Administrator. Other officers, including assistant and subordinate officers, may from time to time be elected by the Board of Trustees, and they shall hold office for such terms as the Board of Trustees may prescribe. All officers shall hold office until the next annual meeting of the Board of Trustees and until their successors are elected.

Section 402. Removal of Officers; Vacancies. Any officer of the Trust Fund may be removed summarily with or without cause, at any time, on a three-fourths (¾) vote of the Board of Trustees. Vacancies may be filled by the Board of Trustees.

Section 403. Duties. The officers of the Trust Fund shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board of Trustees. The Board of Trustees may require any officer to give such bond for the faithful performance of such officer's duties as the Board of Trustees may see fit.

Section 404. Duties of the Chairperson. The Chairperson shall be selected from among the Trustees. Except as otherwise provided in this Agreement or in the resolutions establishing such committees, the Chairperson shall be ex officio a member of all Committees of the Board of

Trustees. The Chairperson shall preside at all Board meetings. The Chairperson may sign and execute in the name of the Trust Fund stock certificates, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Trustees or by this Agreement to some other officer or agent of the Trust Fund or as otherwise required by law. In addition, he shall perform all duties incident to the office of the Chairperson and such other duties as from time to time may be assigned to the Chairperson by the Board of Trustees. In the event of any vacancy in the office of the Chairperson, the Vice-Chairperson shall serve as Chairperson on an interim basis until such vacancy is filled by subsequent action of the Board of Trustees.

Section 405. Duties of the Vice-Chairperson. The Vice-Chairperson, if any, shall be selected from among the Trustees and shall have such powers and duties as may from time to time be assigned to the Vice-Chairperson.

Section 406. Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Trustees and the Local Finance Boards in the Trust Fund. When requested, the Secretary shall also act as secretary of the meetings of the Committees of the Board of Trustees. The Secretary shall keep and preserve the minutes of all such meetings in permanent books. The Secretary shall see that all notices required to be given by the Trust Fund are duly given and served. The Secretary may sign and execute in the name of the Trust Fund stock certificates, deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by this Agreement. The Secretary shall have custody of all deeds, leases, contracts and other important Trust Fund documents; shall have charge of the books, records and papers of the Trust Fund relating to its organization and management as a trust; and shall see that all reports, statements and other documents required by law (except tax returns) are properly filed.

Section 407. Compensation. The Board of Trustees shall have authority to fix the compensation, if any, of all officers of the Trust Fund. Notwithstanding the preceding sentence, any person employed by a public body, including elected officials or appointed members of governing bodies, shall not be eligible to receive compensation for services as an officer of the Trust Fund other than reimbursement for reasonable expenses.

Section 408. Bonding. All officers shall immediately make application for a fidelity bond, to any company designated by the Board of Trustees, in such amount as may be specified by the Board of Trustees. Premiums on such bonds shall be paid from the Trust Fund, which bonds shall be continued in force in such amount as the Board of Trustees may from time to time require. If an officer's bond is refused, or is ever cancelled, except with the Board of Trustees' approval, such officer may be removed from office as provided in Section 402 and such officer shall be entitled to compensation, if any, to the date of such removal only.

PART 5 – VOLUNTARY EMPLOYEES' BENEFICIARY ASSOCIATION PROVISIONS

Section 501. Compliance with Code Section 501(c)(9). At all times, the Trust shall be administered in accordance with and construed to be consistent with Section 501(c)(9) of the Code and the regulations thereunder.

Section 502. Inurement. No part of the net earnings of the Trust Fund may inure to the benefit of any Participating Employer or individual other than through the payment of Other Post-Employment Benefits, except that the Trustees may pay all reasonable expenses for administration of the Trust Fund, Trustees fees and expenses, and other expenses provided for in this Agreement.

PART 6 – MISCELLANEOUS PROVISIONS

Section 601. Titles. The titles to Parts and Sections of this Agreement are placed herein for convenience of reference only, and the Agreement is not to be construed by reference thereto.

Section 602. Successors. This Agreement shall bind and inure to the benefit of the successors and assigns of the Trustees, the Local Finance Boards, and the Participating Employers.

Section 603. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original but all of which together shall constitute but one instrument, which may be sufficiently evidenced by any counterpart. Any Participating Employer that formally applies for participation in this Agreement by its Local Finance Board's execution of a Trust Joinder Agreement which is accepted by the Trustees shall thereupon become a party to this Agreement and be bound by all of the terms and conditions thereof, and said Trust Joinder Agreement shall constitute a counterpart of this Agreement.

Section 604. Amendment or Termination of this Agreement; Termination of Plans.

A. Amendment. This Agreement may be amended in writing at any time by the vote of a majority of the Trustees. Notwithstanding the preceding sentence, this Agreement may not be amended so as to change its purpose as set forth herein or to permit the diversion or application of any funds of the Trust Fund for any purpose other than those specified herein.

The Board of Trustees, upon adoption of an amendment to this Agreement, shall provide notice by sending a copy of any such amendment to each Local Finance Board within 15 days of adoption of such amendment. If a Local Finance Board objects to such amendment, the Local Finance Board must provide written notice of its objection and intent to terminate its participation in the Trust Fund by registered mail delivered to the Administrator within ninety (90) days of such notice, and if such notice is given, the amendments shall not apply to such Participating Employer for a period of 180 days from the date of adoption of such amendments. The Participating Employer's interest shall be terminated in accordance with the provisions of paragraph B of this section.

It is the intent of the Trustees that the Trust shall be and remain a tax-exempt voluntary employees beneficiary association under Section 501(c)(9) of the Code. The Trustees shall promptly submit the Agreement to the Internal Revenue Service for approval under the Code and all expenses incident thereto shall be borne by the Trust Fund. The Trustees may make any modifications, alterations, or amendments to the Agreement necessary to obtain and retain approval of the Secretary of the Treasury as may be necessary to establish and maintain the

status of the Trust Fund as tax-exempt under the provisions of the Code or other federal legislation, as now in effect or hereafter enacted, and the regulations thereunder. Any modification, alteration, or amendment to this Agreement, made in accordance with this Section, may be made retroactively, if necessary or appropriate. The Trustees, Local Finance Boards and all Participating Employers shall be bound thereby.

B. Termination. This Agreement and any trust created hereby may be terminated at any time by the Trustees with respect to a Participating Employer when the Participating Employer's participation interest in the Trust Fund is terminated or when a Trust Joinder Agreement has been terminated. The Trust Fund may be terminated in its entirety when all participation interests of all Participating Employers have been terminated in their entirety. This Agreement and the Trust Fund may be terminated in their entirety pursuant to Virginia law.

In case of a termination of this Agreement, either in whole or in part, the Trustees shall hold, apply, transfer or distribute the affected assets of the Trust Fund in accordance with the applicable provisions of this Agreement and the direction of the Local Finance Board of each Participating Employer. Upon any termination, in whole or in part, of this Agreement, the Trustees shall have a right to have their respective accounts settled as provided in this Section 604.

In the case of the complete or partial termination of this Agreement as to one or more Participating Employers, the affected assets of the Trust Fund shall continue to be held pursuant to the direction of the Trustees, for the benefit of the Employees and Beneficiaries of such Participating Employer, until the Trustees, upon recommendation of the Administrator, distribute such assets to a trust, trusts or equivalent arrangement established by such Participating Employer for the purpose of funding Other Post-Employment Benefits, or other suitable arrangements for the transfer of such assets have been made. This Agreement shall remain in full effect with respect to each Participating Employer that does not terminate its participation in the Trust Fund on behalf of its Employees and Beneficiaries, or whose participation is not terminated by the Trustees. However, if distributions must be made, the Local Finance Board of each Participating Employer shall be responsible for directing the Administrator on how to distribute the beneficial interest of such Participating Employer. In the absence of such direction, the Administrator may take such steps as it determines are reasonable to distribute such Participating Employer's interest.

A Participating Employer must provide written notice of its intent to terminate its participation in the Trust Fund by registered mail signed by its Local Finance Board and delivered to the Administrator at least ninety (90) days in advance. Notwithstanding the preceding sentence, during its first year of participation, a Participating Employer must provide notice of its intent to terminate no less than one hundred eighty (180) days in advance.

Notwithstanding the foregoing, the Trustees shall not be required to pay out any assets of the Trust Fund to Participating Employers upon termination of this Agreement or the Trust Fund, in whole or in part, until the Trustees have received written certification from the Administrator that all provisions of law with respect to such termination have been complied

with. The Trustees shall rely conclusively on such written certification and shall be under no obligation to investigate or otherwise determine its propriety.

When the assets of the Trust Fund affected by a termination have been applied, transferred or distributed and the accounts of the Trustees have been settled, then the Trustees and Administrator shall be released and discharged from all further accountability or liability respecting the Trust Fund, or portions thereof, affected by the termination and shall not be responsible in any way for the further disposition of the assets of the Trust Fund, or portions thereof, affected by the termination or any part thereof so applied, transferred or distributed; provided, however, that the Trustees shall provide full and complete accounting for all assets up through the date of final disposition of all assets held in the Trust.

Section 605. Spendthrift Provision; Prohibition of Assignment of Interest.

The Trust Fund shall be exempt from taxation and execution, attachment, garnishment, or any other process to the extent provided under Article 8, Chapter 15, Subtitle II of Title 15.2 of the Virginia Code (§§ 15.2-1544 *et seq.*). No Participating Employer or other person with a beneficial interest in any part of the Trust Fund may commute, anticipate, encumber, alienate or assign the beneficial interests or any interest of a Participating Employer in the Trust Fund, and no payments of interest or principal shall be in any way subject to any person's debts, contracts or engagements, nor to any judicial process to levy upon or attach the interest or principal for payment of those debts, contracts, or engagements.

Section 606. Meetings; Virginia Freedom of Information Act.

The Administrator shall give the public notice of the date, time, and location of any meeting of the Board of Trustees' or of the Local Finance Boards in the manner and as necessary to comply with the Virginia Freedom of Information Act (Va. Code §§ 2.2-3700 *et seq.*). The Secretary or its designee shall keep all minutes of all meetings, proceedings and acts of the Trustees and Local Finance Boards, but such minutes need not be verbatim. Copies of all minutes of the Trustees and Local Finance Boards shall be sent by the Secretary or its designee to the Trustees.

All meetings of the Board of Trustees and Local Finance Boards shall be open to the public, except as provided in § 2.2-3711 of the Virginia Code. No meeting shall be conducted through telephonic, video, electronic or other communication means where the members are not physically assembled to discuss or transact public business, except as provided in §§ 2.2-3708 or 2.2-3708.1 of the Virginia Code.

Section 607. Jurisdiction. This Agreement shall be interpreted, construed and enforced, and the trust or trusts created hereby shall be administered, in accordance with the laws of the United States and of the Commonwealth of Virginia.

Section 608. Situs of the Trust. The situs of the trust or trusts created hereby is the Commonwealth of Virginia. All questions pertaining to its validity, construction, and

administration shall be determined in accordance with the laws of the Commonwealth of Virginia. Venue for any action regarding this Agreement is the City of Richmond, Virginia.

Section 609. Construction. Whenever any words are used in this Agreement in the masculine gender, they shall be construed as though they were also used in the feminine or neuter gender in all situations where they would so apply and whenever any words are used in this Agreement in the singular form, they shall be construed as though they were also used in the plural form in all situations where they would so apply, and whenever any words are used in this Agreement in the plural form, they shall be construed as though they were also in the singular form in all situations where they would so apply.

Section 610. Conflict. In resolving any conflict among provisions of this Agreement and in resolving any other uncertainty as to the meaning or intention of any provision of the Agreement, the interpretation that (i) causes the Trust Fund to be exempt from tax under Code Sections 115 and 501(a), and (ii) causes the participating Plan and the Trust Fund to comply with all applicable requirements of law shall prevail over any different interpretation.

Section 611. No Guarantees. Neither the Administrator nor the Trustees guarantee the Trust Fund from loss or depreciation or for the payment of any amount which may become due to any person under any participating Plan or this Agreement.

Section 612. Parties Bound; No Third Party Rights. This Agreement and the Trust Joinder Agreements, when properly executed and accepted as provided hereunder, shall be binding only upon the parties hereto, *i.e.*, the Board of Trustees, the Administrator and the Participating Employers and their Local Finance Boards. Neither the establishment of the Trust nor any modification thereof, nor the creation of any fund or account, the payment of any Other Post-Employment Benefits, shall be construed as giving to any person covered under any Plan of a Participating Employer or any other person any legal or equitable right against the Trustees, or any officer or employee thereof, except as may otherwise be provided in this Agreement. Under no circumstances shall the term of employment of any Employee be modified or in any way affected by this Agreement.

Section 613. Necessary Parties to Disputes. Necessary parties to any accounting, litigation or other proceedings relating to this Agreement shall include only the Trustees and the Administrator. The settlement or judgment in any such case in which the Trustees are duly served or cited shall be binding upon all Participating Employers and their Local Finance Boards and upon all persons claiming by, through or under them.

Section 614. Severability. If any provision of this Agreement shall be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining provisions of the Agreement shall continue to be fully effective. If any provision of the Agreement is held to violate the Code or to be illegal or invalid for any other reason, that provision shall be deemed to be null and void, but the invalidation of that provision shall not otherwise affect the trust created by this Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the members of the initial Board of Trustees has executed this Trust Agreement.

Date: _____
_____, County of Fairfax

Date: _____
_____, County of Henrico

Date: _____
_____, Designee of VACo/VML

Date: _____
_____, Designee of VACo/VML

Date: _____
_____, Designee of VACo/VML

Accepted by the Administrator

VIRGINIA LOCAL GOVERNMENT
FINANCE CORPORATION

By: _____
President

\\ODMA\PCDOCS\DOCSNFK\1244190\18

**TRUST JOINDER AGREEMENT
FOR PARTICIPATING EMPLOYERS UNDER
VIRGINIA POOLED OPEB TRUST FUND**

THIS TRUST JOINDER AGREEMENT is made by and between the Local Finance Board of Henrico County, Virginia (herein referred to as the "Local Finance Board") of Henrico County, Virginia (Henrico County is herein referred to as the "Participating Employer"), and the Board of Trustees (herein collectively referred to as the "Trustees") of the Virginia Pooled OPEB Trust Fund (herein referred to as the "Trust Fund").

WITNESSETH:

WHEREAS, the Participating Employer provides post-employment benefits other than pensions (herein referred to as "Other Post-Employment Benefits"), as defined in section 15.2-1545 of the Virginia Code, for Employees and Beneficiaries; and

WHEREAS, the governing body of the Participating Employer desires to establish a trust for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits as it may appropriate; and

WHEREAS, the governing body of the Participating Employer has adopted an ordinance (a certified copy of which is attached hereto as Exhibit A) to authorize participation in the Virginia Pooled OPEB Trust Fund and establish the Local Finance Board, and, pursuant to Virginia Code § 15.2-1547, has directed the Local Finance Board to enter into this Trust Joinder Agreement; and

WHEREAS, the Trust Fund, in accordance with the terms of the Virginia Pooled OPEB Trust Fund Agreement (the "Agreement"), provides administrative, custodial and investment services to the Participating Employers in the Trust Fund; and

WHEREAS, the Local Finance Board, upon the direction of the governing body of Henrico County, Virginia, desires to submit this Trust Joinder Agreement to the Trustees to enable Henrico County, Virginia, to become a Participating Employer in the Trust Fund and a party to the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements flowing to each of the parties hereto, it is agreed as follows:

1. Pursuant to the Board of Trustees' acceptance of this Trust Joinder Agreement, Henrico County, Virginia, is a Participating Employer in the Trust Fund, as provided in the Agreement, and the Local Finance Board is authorized to enter into this Trust Joinder Agreement, and to represent and vote the beneficial interest of Henrico County, Virginia, in the Trust Fund in accordance with the Agreement.

2. Capitalized terms not otherwise defined in this Trust Joinder Agreement have the meaning given to them under the Agreement.

3. The Local Finance Board shall cause appropriations designated by the Participating Employer for deposit in the Trust Fund to be deposited into a depository designated by the Trustees.

4. The Local Finance Board shall timely remit, or timely approve the remittance of, administrative fees as may be due and payable by the Participating Employer under the Agreement into a depository designated by the Trustees.

5. The Participating Employer shall have no right, title or interest in or to any specific assets of the Trust Fund, but shall have an undivided beneficial interest in the Trust Fund; however, there shall be a specific accounting of assets allocable to the Participating Employer.

6. The Local Finance Board shall provide to the Administrator designated by the Trustees all relevant information reasonably requested by the Administrator for the administration of the Participating Employer's investment, and shall promptly update all such information. The Local Finance Board shall certify said information to be correct to the best of its knowledge, and the Trustees and the Administrator shall have the right to rely on the accuracy of said information in performing their contractual responsibilities.

7. The Trust Fund provides administrative, custodial and investment services to the Participating Employer in accordance with the Agreement.

8. The Trustees and the Administrator, in accordance with the Agreement and the policies and procedures established by the Trustees, shall periodically report Trust activities to the Participating Employer on a timely basis.

9. The Local Finance Board and the Participating Employer agree to abide by and be bound by the terms, duties, rights and obligations as set forth in the Agreement, as may be amended by the Trustees, which is attached hereto and is made a part of this Trust Joinder Agreement.

10. The Local Finance Board, in fulfillment of its duties as the trustee of the Participating Employer, retains the services of the Investment Manager or Managers selected by the Trustees pursuant to the Agreement.

11. The term of this Trust Joinder Agreement shall be indefinite; however, the Participating Employer may not terminate this Trust Joinder Agreement until 180 days after its initial investment. Thereafter, the Local Finance Board may terminate this Trust Joinder Agreement on behalf of the Participating Employer by giving at least 90 days prior notice in writing to the Trustees. Termination shall be governed by the provisions of the Agreement.

IN WITNESS WHEREOF, the Local Finance Board has caused this Trust Joinder Agreement to be executed this _____ day of _____, 20____.

**LOCAL FINANCE BOARD OF
HENRICO COUNTY, VIRGINIA**

ATTEST:

* * * *

ACCEPTANCE:

**VIRGINIA POOLED OPEB TRUST FUND
Virginia Local Government Finance Corporation**

By: _____
Administrator

#.:ODMA\PCDOCS\DOCSNFK\1318981\3



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 51-08
Page No. 1 of 1

Agenda Title: **Resolution** – Appointment of Members – Finance Board

For Clerk's Use Only:

Date: MAR 11 2008

- ☒ Approved
☐ Denied
☐ Amended
☐ Deferred to:

BOARD OF SUPERVISORS ACTION

Moved by (1) O'Bannon Seconded by (1) Donati
(2) (2)

REMARKS:

APPROVED

YES NO OTHER

Donati, J. ☒ ☐ ☐
Glover, R. ☒ ☐ ☐
Kaechele, D. ☒ ☐ ☐
O'Bannon, P. ☒ ☐ ☐
Thornton, F. ☒ ☐ ☐

WHEREAS, by ordinance adopted March 11, 2008, the Board created a finance Board (the Finance Board) as provided by Section 15.2-1547 of the Virginia Code to serve as trustee of funds designated by the County to be held, accumulated and invested by the Finance Board for the purpose of funding Other Post-Employment Benefits (OPEB); and

WHEREAS, the County agreed by the same ordinance to establish a trust pursuant to Section 15.2-1544 of the Virginia Code for the purpose of accumulating and investing assets to fund OPEB and further agreed to become a Participating Employer in the Virginia Pooled OPEB Trust Fund.

NOW, THEREFORE, BE IT RESOLVED that the Henrico County Board of Supervisors appoints the following citizen members of the Finance Board to serve two-year terms expiring March 10, 2010 or thereafter when their successors shall have been appointed and qualified:

Leon T. Johnson
T. David Myers

BE IT FURTHER RESOLVED that in accordance with the requirements of Section 15.2-1547 of the Virginia Code, the Director of Finance is appointed a member of the Finance Board for an unlimited term.

Comments: The County Manager recommends adoption of this Board paper.

By Agency Head _____

By County Manager _____

Routing:

Yellow to: _____

Copy to: _____

Certified:

A Copy Teste: _____
Clerk, Board of Supervisors

Date: _____

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 52-08
Page No. 1 of 2

Agenda Title **RESOLUTION – Receipt of Operating and Capital Budget Estimates for Fiscal Year 2008-09 and Notice of Public Hearings on the Budget and Proposed Tax Rates**

For Clerk's Use Only: Date <u>MAR 11 2008</u> <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to	BOARD OF SUPERVISORS ACTION Moved by (1) <u>Glover</u> Seconded by (1) <u>O'Bannon</u> (2) _____ (2) _____ REMARKS: APPROVED	<table style="width: 100%; border-collapse: collapse;"><tr><th style="text-align: left; padding: 2px;">YES</th><th style="text-align: left; padding: 2px;">NO</th><th style="text-align: left; padding: 2px;">OTHER</th></tr><tr><td style="padding: 2px;">Donati, J.</td><td style="text-align: center; padding: 2px;"><input checked="" type="checkbox"/></td><td style="text-align: center; padding: 2px;"><input type="checkbox"/></td></tr><tr><td style="padding: 2px;">Glover, R.</td><td style="text-align: center; padding: 2px;"><input checked="" type="checkbox"/></td><td style="text-align: center; padding: 2px;"><input type="checkbox"/></td></tr><tr><td style="padding: 2px;">Kaechele, D.</td><td style="text-align: center; padding: 2px;"><input checked="" type="checkbox"/></td><td style="text-align: center; padding: 2px;"><input type="checkbox"/></td></tr><tr><td style="padding: 2px;">O'Bannon, P.</td><td style="text-align: center; padding: 2px;"><input checked="" type="checkbox"/></td><td style="text-align: center; padding: 2px;"><input type="checkbox"/></td></tr><tr><td style="padding: 2px;">Thornton, F.</td><td style="text-align: center; padding: 2px;"><input checked="" type="checkbox"/></td><td style="text-align: center; padding: 2px;"><input type="checkbox"/></td></tr></table>	YES	NO	OTHER	Donati, J.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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Donati, J.	<input checked="" type="checkbox"/>	<input type="checkbox"/>																		
Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>																		
Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>																		
O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>																		
Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>																		

WHEREAS, the County Manager has assembled his estimates of the resources and expenditures anticipated to be available or required during fiscal year 2008-09, for the operating and capital budgets from requests received from all County offices, divisions, boards, and departments, including the Department of Education; and,

WHEREAS, state law requires the advertisement and holding of a public hearing and the approval of an Annual Fiscal Plan for the County; and,

WHEREAS, state law requires the publication of a "Notice of Proposed Real Property Tax Increase" and the holding of a public hearing thereon, when the total assessed value of real property, excluding additional assessments due to new construction or improvements to property, exceeds last year's total assessed value of real property by one percent or more.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the County of Henrico, Virginia, that:

- (1) The Board hereby receives the County Manager's estimates of resources and expenditures anticipated to be available or required during fiscal year 2008-09, for the operating and capital budgets; and,
- (2) The Board hereby directs its Clerk to advertise in the Richmond Times-Dispatch on Sunday, March 23, 2008:
 - (a) A synopsis of the operating and capital budgets and a public hearing thereon to be held on Tuesday, April 8, 2008, at 6:00 p.m., in the Board Room at the Government Center, Hungary Spring and East Parham Roads, Henrico County, Virginia; and,

By Agency Head

By County Manager

Routing:

Certified:

Yellow to: Finance

A Copy Teste: _____

Copy to: _____

Clerk, Board of Supervisors

Date: _____

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 82-08
Page No. 2 of 2

Agenda Title **RESOLUTION – Receipt of Operating and Capital Budget Estimates for Fiscal Year 2008-09 and Notice of Public Hearings on the Budget and Proposed Tax Rates**

- (b) A notice of a proposed real property tax increase and other proposed tax rates and levies for calendar year 2008, and a public hearing thereon to be held on Tuesday, April 22, 2008, at 7:00 p.m., in the Board Room at the Government Center, Hungary Spring and East Parham Roads, Henrico County, Virginia.
- (3) The Board hereby directs its Clerk to post on or before Sunday, March 23, 2008, in a prominent public location at which notices are regularly posted at both the Eastern and Western Government Centers:
 - (a) A synopsis of the operating and capital budgets and notice of a public hearing thereon to be held on Tuesday, April 8, 2008, at 6:00 p.m. in the Board Room at the Government Center, Hungary Spring and East Parham Roads, Henrico County, Virginia; and,
 - (b) A notice of a proposed real property tax increase and other proposed tax rates and levies for calendar year 2008, and a public hearing thereon to be held on Tuesday, April 22, 2008, at 7:00 p.m. in the Board Room at the Government Center, Hungary Spring and East Parham Roads, Henrico County, Virginia.

COMMENTS: The Director of Finance recommends approval of this Board paper and the County Manager concurs.



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 83-08
Page No.

Agenda Title **RESOLUTION** - To Accept the Virginia Department of Health Award to the County of Henrico, Division of Police, for Bicycle Safety Helmets.

For Clerk's Use Only: Date <u>MAY 1983</u> <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to	BOARD OF SUPERVISORS ACTION Moved by (1) <u>O'Bannon</u> Seconded by (1) <u>Donati</u> (2) _____ (2) _____ REMARKS: APPROVED		<table><thead><tr><th></th><th>YES</th><th>NO</th><th>OTHER</th></tr></thead><tbody><tr><td>Donati, J.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Glover, R.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Kaechele, D.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>O'Bannon, P.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr><tr><td>Thornton, F.</td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></tbody></table>		YES	NO	OTHER	Donati, J.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		YES	NO	OTHER																							
Donati, J.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								

WHEREAS, The riding of a bicycle is a time-honored tradition among the young; and

WHEREAS, The technology for preventing head injuries while riding bicycles has progressed significantly in the past forty year; and

WHEREAS, The County of Henrico, Division of Police, was awarded \$996 in no local match funds from the Virginia Department of Health's Unintentional Injury Prevention program to purchase bicycle safety helmets for free distribution to school-aged children in several of the lower socio-economic communities within Henrico County.

NOW, THEREFORE, BE IT RESOLVED, That the Board of Supervisors of Henrico County accepts this grant award and authorizes the County Manager to sign appropriate agreements.

COMMENT: The Chief of Police and the County Manager recommend approval of this resolution. There are no local funds involved.

By Agency Head [Signature]

By County Manager [Signature]

Routing:

Yellow to: Police

Copy to: _____

Certified:

A Copy Teste: _____

Clerk, Board of Supervisors

Date: _____



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 84-08

Page No. 1 of 1

Agenda Title: RESOLUTION – To Initiate a Study of Concept Roads W-2 and W-3 in the 2010 Major Thoroughfare Plan

For Clerk's Use Only: Date: MAR 11 <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to:	BOARD OF SUPERVISORS ACTION		YES	NO	OTHER
	Moved by (1) <u>Donati</u> (2) _____	Seconded by (1) <u>Plover</u> (2) _____	Donati, J. <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
REMARKS: APPROVED			Glover, R. <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Kaechele, D. <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			O'Bannon, P. <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Thornton, F. <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

WHEREAS, the 2010 Major Thoroughfare Plan shows all the existing and planned future roadways that are significant links in the County's surface transportation system; and,

WHEREAS, Windsor Road is a Minor Collector Road in the Varina District that terminates on the eastern side of White Oak Road; and,

WHEREAS, Concept Road W-3 is a planned Minor Collector road that would provide a connection from Windsor Road at White Oak Road to Concept Road W-2 approximately 6,200 feet to the west; and,

WHEREAS, Concept Road W-2 is a planned Minor Collector road that would run southward from the proposed intersection with Concept Road W-3 to Elko Road; and,

WHEREAS, Concept Road W-3 would cross several lots in a pending 8-lot single-family subdivision known as Selph Ridge (SUB-28-06) but would not have any immediate adjacent east-west connections; and,

WHEREAS, the potential impact of Concept Road W-3 on the proposed subdivision warrants a study to assess traffic impacts on the property and adjacent land uses.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of Henrico County requests County staff to study and prepare an appropriate amendment of the Major Thoroughfare Plan regarding Concept Roads W-2 and W-3 for the Planning Commission's review and recommendation to the Board of Supervisors.

Comments: The Acting Director of Planning recommends approval; the County Manager concurs.

By Agency Head [Signature]

By County Manager [Signature]

Routing:
Yellow to: Planning

Certified:

A Copy Teste: _____

Clerk, Board of Supervisors

Date: _____



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 85-08
Page No. 1 of 1

Agenda Title: **RESOLUTION — Signatory Authority — Award of Construction Contract — Standby Power Facilities Elko Sewage Pumping Station — Mid-State Construction Co. Inc.**

For Clerk's Use Only:

MAR 11 2008

Date: _____

- ☒ Approved
☐ Denied
☐ Amended
☐ Deferred to: _____

BOARD OF SUPERVISORS ACTION

Moved by (1) Donati Seconded by (1) O'Bannon
(2) _____ (2) _____

REMARKS:

APPROVED

YES NO OTHER

Donati, J.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Glover, R.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kaechele, D.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
O'Bannon, P.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Thornton, F.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

WHEREAS, by Bid Request No. 07-8312-12CE, the County solicited bids for construction work for standby power facilities at the Elko Sewage Pumping Station; and,

WHEREAS, the work includes construction of a 750 kW standby electric power unit, masonry building and control system modifications; and,

WHEREAS, seven bids received from the following contractors were opened on February 13, 2008:

BIDDERS

TOTAL BID AMOUNT

Mid-State Construction Co. Inc.	\$1,185,204.00
Instrumentation and Control Systems Engineering, Inc.	\$1,237,987.00
Master Electrical Services, LLC	\$1,242,400.00
Davis & Green, Inc.	\$1,260,922.00
T. A. Loving Company	\$1,374,000.00
Quality Plus Services, Inc.	\$1,799,378.00
JAAAT Technical Services, LLC	\$1,965,000.00

NOW, THEREFORE, BE IT RESOLVED that the Henrico County Board of Supervisors awards a construction contract for the standby power facilities located at the Elko Sewage Pumping Station to the lowest responsive and responsible bidder, Mid-State Construction Co. Inc., in the amount of \$1,185,204.00.

BE IT FURTHER RESOLVED that the County Manager is authorized to execute the contract in a form approved by the County Attorney and change orders within the funds available, not to exceed 15% of the original contract amount.

Comment: The Director of Public Utilities recommends approval, and the County Manager concurs.

By Agency Head Arthur O. Petriani By County Manager David P. Hayes

Routing:
Yellow to: Public Utilities

Copy to: _____

Certified:
A Copy Teste: _____

Clerk, Board of Supervisors

Date: _____



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. *86-08*
Page No. 1 of 2

Agenda Title: **RESOLUTION — Signatory Authority — Award of Contract — Glenwood Gardens Water System Improvements – Godsey & Son, Inc.**

For Clerk's Use Only: Date: <i>MAY 1 2008</i>	BOARD OF SUPERVISORS ACTION		YES	NO	OTHER
	Moved by (1) <i>O'Bannon</i>	Seconded by (1) <i>Thornton</i>			
<input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to:	REMARKS: APPROVED		Donati, J. <input checked="" type="checkbox"/>		
			Glover, R. <input checked="" type="checkbox"/>		
			Kaechele, D. <input checked="" type="checkbox"/>		
			O'Bannon, P. <input checked="" type="checkbox"/>		
			Thornton, F. <input checked="" type="checkbox"/>		

WHEREAS, by Bid Request No. 08-8326-ICE, the County solicited bids for the Glenwood Gardens Water System Improvements Project in the Varina District; and,

WHEREAS, the project includes providing approximately 7,720 linear feet of 6-inch, 8-inch, and 12-inch diameter ductile iron water mains to replace existing private water mains, as well as approximately 8,600 linear feet of 1-inch diameter copper water service lines to replace existing private water service lines for 107 customers in the Glenwood Gardens Subdivision; and,

WHEREAS, eighteen bids were opened on February 20, 2008, as follows:

<u>BIDDERS</u>	<u>TOTAL BID AMOUNT</u>
Godsey & Son, Inc.	\$ 875,700.00
R.R. Snipes Construction Company, Inc.	\$ 917,832.00
Perkinson Construction LLC	\$ 954,342.00
Richard L. Crowder Construction, Inc.	\$ 993,764.00
Southern Construction Utilities, Inc.	\$1,044,784.00
Walter C. Via Enterprises, Inc.	\$1,100,000.00
G.L. Howard, Inc.	\$1,118,600.00
J. Sanders Construction Company	\$1,168,888.00
Possie B. Chenault, Inc.	\$1,192,000.00
Jones SiteWork, Inc.	\$1,250,500.00
Trafford Corporation	\$1,325,397.00

By Agency Head *Arthur D. Petriani* By County Manager *Steph V. Hylton*

Routing: Yellow to: *Public Utilities*
Copy to: _____
Certified: _____
A Copy Teste: _____
Clerk, Board of Supervisors
Date: _____

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No.

86-08

Page No. 2 of 2

Agenda Title: RESOLUTION — Signatory Authority — Award of Contract — Glenwood Gardens Water System Improvements — Godsey & Son, Inc.

Ward & Stancil, Inc.	\$1,353,722.00
George Nice & Sons, Inc.	\$1,359,900.00
Central Contracting Company, Inc.	\$1,445,979.00
J.L. Kent & Sons, Inc.	\$1,484,548.26
Key Constructors, Inc.	\$1,502,896.00
McLane Construction Company	\$1,756,235.00
Marotta & Sons, LLC	\$1,964,589.00

WHEREAS, after a review of all bids received, it was determined that Godsey & Son, Inc. is the lowest responsive and responsible bidder.

NOW, THEREFORE, BE IT RESOLVED that the Henrico County Board of Supervisors awards the contract for the Glenwood Gardens Water System Improvements Project to the lowest responsive and responsible bidder, Godsey & Son, Inc., in the amount of \$ 875,700.00.

BE IT FURTHER RESOLVED that the County Manager and Clerk are authorized to execute the contract in a form approved by the County Attorney and all necessary change orders not to exceed 15% of the original contract amount.

Comment: The Director of Public Utilities recommends approval of this Board paper; the County Manager concurs.



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda 87-08
Page No. 1 of 2

Agenda Title: RESOLUTION — To Permit Additional Fine of \$200 for Speeding on Cleary Road

For Clerk's Use Only:	BOARD OF SUPERVISORS ACTION	YES	NO	OTHER
Date: <u> </u>	Moved by (1) <u>Thornton</u> Seconded by (1) <u>Glover</u>			
<input checked="" type="checkbox"/> Approved	(2) <u> </u> (2) <u> </u>			
<input type="checkbox"/> Denied	REMARKS: <u>APPROVED</u>			
<input type="checkbox"/> Amended				
<input type="checkbox"/> Deferred to: <u> </u>				

	YES	NO	OTHER
Donati, J.	<input checked="" type="checkbox"/>		
Glover, R.	<input checked="" type="checkbox"/>		
Kaechele, D.	<input checked="" type="checkbox"/>		
O'Bannon, P.	<input checked="" type="checkbox"/>		
Thornton, F.	<input checked="" type="checkbox"/>		

WHEREAS, Section 46.2-878.2 of the Code of Virginia provides for the imposition of a \$200 fine for speeding, in addition to other penalties provided by law, when a locality has established a maximum speed limit for a highway in a residence district and the speed limit is indicated by appropriately placed signs; and,

WHEREAS, the statute also requires the Board of Supervisors (the "Board"), because Henrico County maintains its own roads, to develop criteria for the overall applicability for the installation of the signs and to request the application of the statute to certain residential streets in the County before the additional fine may be imposed; and,

WHEREAS, the Board approved detailed criteria (the "Criteria") for the County's Traffic Calming Program on February 10, 2004; and,

WHEREAS, increased fines for speeding on residential streets in Henrico County which meet the Criteria and are designated by the Board are part of the Traffic Calming Program; and,

WHEREAS, the County's Traffic Engineer has collected traffic data and has determined that Cleary Road in the County is experiencing speeding problems and meets the Criteria for traffic calming measures set forth in the Traffic Calming Program; and,

By Agency Head [Signature] By County Manager [Signature]

Routing: Yellow to: Public Works

Copy to:

Certified:
A Copy Teste:
Clerk, Board of Supervisors

Date:

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No.

87-08

Page No. 2 of 2

Agenda Title: RESOLUTION — To Permit Additional Fine of \$200 for Speeding on Cleary Road

WHEREAS, the citizens in the area of this road requesting the increased fine have collected signatures from 78% of the residents; and,

WHEREAS, this road is a local residential street with a posted speed limit of 25 mph.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of Henrico County that the County Manager is authorized and directed to install signs on Cleary Road advising citizens of an additional fine of \$200 for exceeding the posted speed limit on this road.

Comments: The Director of Public Works recommends approval of this Board paper; the County Manager concurs.



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. *88-08*
Page No. 1 of 1

Agenda Title: **RESOLUTION - ACCEPTANCE OF ROADS**

For Clerk's Use Only: MAR 2 1988 Date: _____ <input checked="" type="checkbox"/> Approved <input type="checkbox"/> Denied <input type="checkbox"/> Amended <input type="checkbox"/> Deferred to: _____	BOARD OF SUPERVISORS ACTION Moved by (1) <i>O'Bannon</i> Seconded by (1) <i>Thornton</i> (2) _____ (2) _____ REMARKS: APPROVED		YES NO OTHER Donati, J. <input checked="" type="checkbox"/> _____ Glover, R. <input checked="" type="checkbox"/> _____ Kaechele, D. <input checked="" type="checkbox"/> _____ O'Bannon, P. <input checked="" type="checkbox"/> _____ Thornton, F. <input checked="" type="checkbox"/> _____
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BE IT RESOLVED by the Board of Supervisors of the County of Henrico that the following named and described sections of roads are accepted into the County road system for maintenance.

Hampshire, Section 4 - Three Chopt District

Woolshire Place from 0.05 Mi. S. of Norwich Parkway to 0.15 Mi. S. of Norwich Parkway	0.10 Mi.
Peavey Street from Woolshire Place to 0.19 Mi. E. of Woolshire Place	0.19 Mi.
McFall Court from Peavey Street to 0.06 Mi. N. of Peavey Street	<u>0.06 Mi.</u>
Total Miles	0.35 Mi.

By Agency Head _____

By County Manager _____

Routing:

Yellow to: *Public Works*

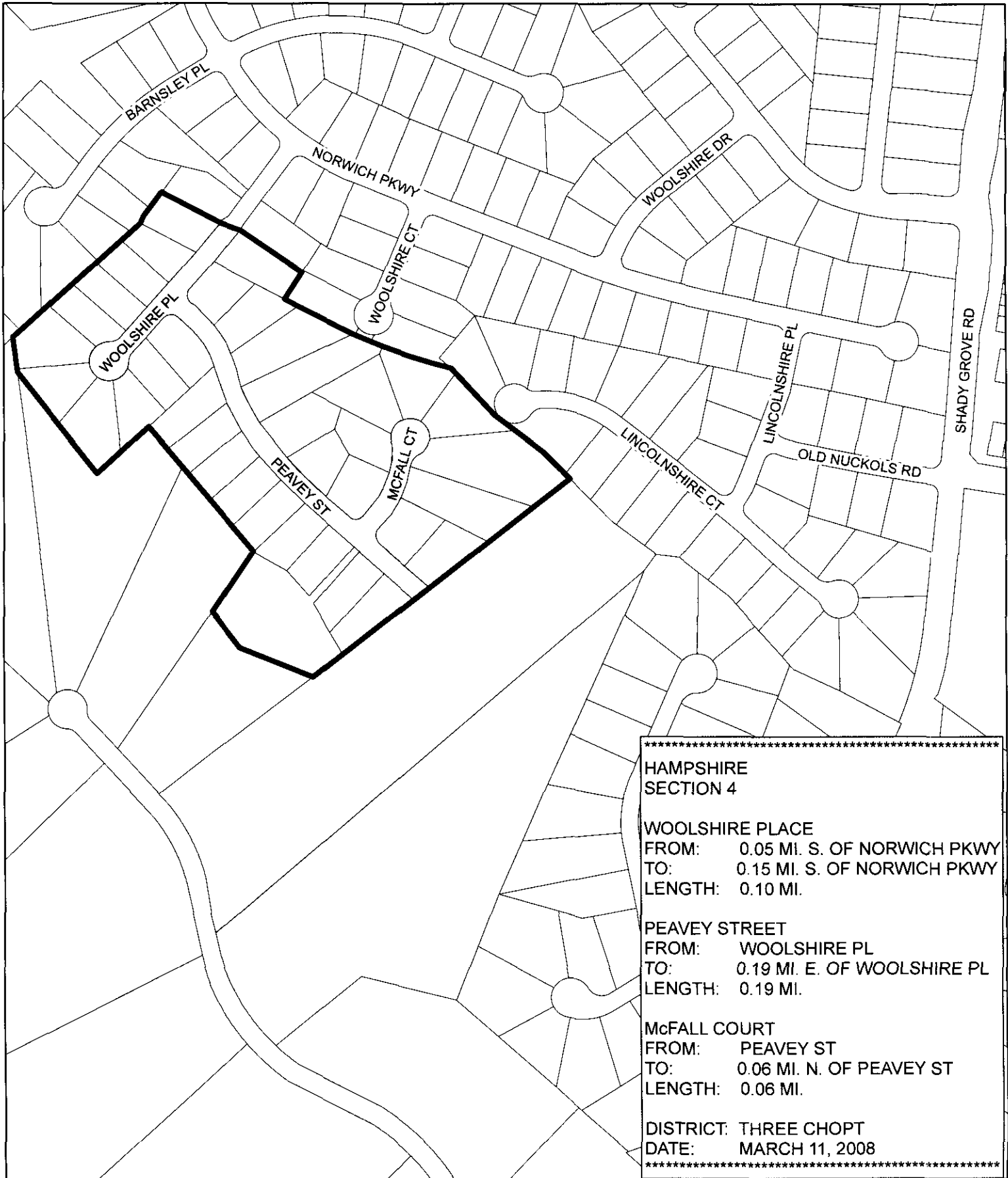
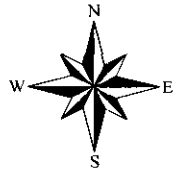
Copy to: _____

Certified:

A Copy Teste: _____
Clerk, Board of Supervisors

Date: _____

HAMPSHIRE SECTION 4



HAMPSHIRE
SECTION 4

WOOLSHIRE PLACE
FROM: 0.05 MI. S. OF NORWICH PKWY
TO: 0.15 MI. S. OF NORWICH PKWY
LENGTH: 0.10 MI.

PEAVEY STREET
FROM: WOOLSHIRE PL
TO: 0.19 MI. E. OF WOOLSHIRE PL
LENGTH: 0.19 MI.

McFALL COURT
FROM: PEAVEY ST
TO: 0.06 MI. N. OF PEAVEY ST
LENGTH: 0.06 MI.

DISTRICT: THREE CHOPT
DATE: MARCH 11, 2008
