

**MINUTES OF THE
BOARD OF DIRECTORS SPECIAL MEETING
SOUTHEASTERN PUBLIC SERVICE AUTHORITY OF VIRGINIA**

March 16, 2009

At the Special Meeting of the Southeastern Public Service Authority of Virginia (SPSA) held at 10:00 a.m., in the Regional Board Room at SPSA/Regional Building, 723 Woodlake Drive, Chesapeake, Virginia, there were:

ROLL CALL

Members:

Don Williams, Chair	(NO)
Bryan L. Collins	(CH)
Barry W. Cheatham	(FR)
Stan D. Clark, Vice Chair	(IW)
Jeffrey A. Gardy	(SU)
William E. Moody, Jr.	(PO)
Dallas O. Jones	(SH)
Michael J. Barrett	(VB)

Alternates:

William E. Harrell *	(CH)
June Fleming	(FR)
W. Douglas Caskey	(IW)
Stanley A. Stein <i>absent</i>	(NO)
G. Timothy Oksman	(PO)
Mike Johnson <i>absent</i>	(SH)
Selena Cuffee-Glenn	(SU)
John Barnes	(VB)

Others present at the meeting included SPSA executives Mr. Rowland (Bucky) Taylor, Executive Director, Mr. Clement Mikowski, Treasurer to the Board, Mrs. Lou Ann Ivory, Executive Assistant and Secretary to the Board and Anthony M. Thiel, SPSA General Counsel. Additionally, Ms. Regina V.K. Williams, Norfolk City Manager and Mr. James Spore, Virginia Beach City Manager were present as were numerous legal and financial individuals from each of the member localities and several staff members from the Hampton Roads Planning District Commission.

(CH) Chesapeake; (FR) Franklin; (IW) Isle of Wight; (NO) Norfolk; (PO) Portsmouth; (SH) Southampton County; (SU) Suffolk; (VB) Virginia Beach

* Indicates Late Arrival (but prior to any voting)

** Indicates Early Departure

The meeting began with the invocation and was followed by Roll Call. A quorum was present.

PUBLIC COMMENT PERIOD

There was no Public Comment period at this Special Meeting.

ACTION AGENDA:

CLOSED MEETING

ITEM NO. 1: REQUEST FOR CLOSED MEETING

Mr. Thiel, General Counsel, asked for a motion that the CAO's, financial consultants, City/County attorneys and others be permitted to attend the Board's closed session. The following motion was made by Mr. Clark (IW), seconded by Mr. Oksman (PO) and approved (all present voting yes; opposed none):

That the CAOs, city/county attorneys, financial consultants, and staff of member communities and the Hampton Roads Planning District Commission, and SPSA staff present at this Board meeting be permitted to attend the closed meeting because they are deemed necessary and because their presence will reasonably aid the Board in its consideration of the topics that are the subject of this meeting.

Mr. Thiel then asked for a motion approving the following which is set forth in Item No 1 of the Agenda:

A request is made for a closed meeting in connection with advice and discussions related to CAO reports on SPSA's debt restructuring, financing and related agreements and other contracts, pursuant to Virginia Code Sections 2.2-3711(A)(7) and 2.2-3711(A)(29) for the purpose of consulting with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel and possible negotiation of revisions to the terms of existing contracts and negotiation and award of new contracts where competition and bargaining are involved and where discussion in open session would adversely affect the bargaining position and negotiating strategy of the Authority.

Mr. Collins (CH) made a motion to approve this request for a closed meeting and the motion was seconded by Mr. Cheatham (FR). All present voting yes; opposed none; motion carried. The Board then went into a closed meeting

Upon completion of the closed meeting, the following certification was read:

The Board of the Southeastern Public Service Authority of Virginia hereby certifies that, to the best of each member's knowledge: (a) only public business matters lawfully exempted from open meeting requirements by Virginia law under the Virginia Freedom of Information Act were discussed in the closed meeting to which this certification applies; and (b)

only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered in the closed meeting just concluded.

A motion to approve the certification of the Closed Meeting as read and resume the Open Meeting was made by Mr. Collins (CH) and seconded by Mr. Cheatham (FR). All present voting yes; opposed none; motion carried.

ITEM NO. 2: ACTIONS ARISING FROM CLOSED SESSION

There were no actions from the closed session meeting.

OLD/NEW BUSINESS

Under New Business, Chairman Williams initiated a lengthy discussion concerning a Bill that was introduced by Delegate John Cosgrove and passed unanimously by the General Assembly that will change the membership of the Board on January 1, 2010 and impose many other changes on SPSA. He noted that several Board members have discussed this Bill with him and expressed many concerns.

After a lengthy discussion about the Bill, Mr. Clark (IW) made a motion to have Chairman Williams write a letter to Delegate Cosgrove requesting that the Governor delay signing the Bill until SPSA members can provide their concerns to the Governor including a request that the restructuring of the Board be delayed for twelve months. Mr. Moody (PO) seconded the motion and after further discussion and clarification the motion to write Delegate Cosgrove was approved by a 7 to 1 vote, with Mr. Collins voting in opposition.

ADJOURNMENT

There being no further business to come before this Board of Directors, the meeting was adjourned.

Rowland L. Taylor
Executive Director

Submitted by: Lou Ann Ivory
Secretary, SPSA Board of Director