Southwest Virginia Energy Research and Development Authority

2025-26 Annual Report

SWVA Energy

Issued September 15, 2026

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Introduction

Southwest Virginia has a legacy of driving energy production and manufacturing with its key role in the extractive economy. Metallurgical coal helped build America, while wells drilled over 60 years ago still produce natural gas today. As the United States moves toward carbon-neutral energy and our traditional industries decline as a result, Southwest Virginia has the opportunity to continue to be a leader in energy. We will get there by leveraging the region's valuable assets and competing nationwide for entrepreneurs and large market cap developers while focusing on innovative and clean energy projects.

These "big idea" projects will help maintain Southwest Virginia's leadership position and support a public-private approach in the pursuit of investment-rated opportunities — sustainable, renewable models that can generate returns and ultimately deliver jobs and investment for the region. The Authority is engaged in a robust project portfolio representing a spectrum of technologies and related industrial operations, including solar, wind, energy storage including pumped-storage hydro, energy efficient data centers and other emerging energy technologies, such as small modular reactors.

With each of these projects, this Authority's work can help diversity Southwest Virginia's economy and help the Commonwealth of Virginia and the nation achieve energy goals, and we'll do that with Southwest Virginia leadership and ingenuity as well as support, expertise and funding from key private sector, government, education and community partners.

Purpose

The Southwest Virginia Energy Research and Development Authority was established in 2019 for the purposes of promoting opportunities for energy development in Southwest Virginia, creating jobs and economic activity in the region consistent with the Virginia Energy Plan, and positioning Southwest Virginia and the Commonwealth as a leader in energy workforce and energy technology research and development.

Delegate Terry Kilgore and the late Senator Ben Chafin patroned legislation during the 2019 General Assembly session creating the Authority. Their plan called for a project-focused entity that would show quick progress toward identifying a vision for the region and taking concrete steps toward capitalizing on the opportunity for Southwest Virginia to redefine itself in the new energy economy.

The enabling legislation, which was updated during the 2023 General Assembly session, had the following goals in mind:

1. Leverage the strength in energy workforce and energy technology research and development of the Commonwealth's public and private institutions of higher education;
2. Support energy development projects generally, including pump storage hydropower, energy storage, hydrogen production and uses, carbon capture and storage, geothermal energy, and advanced wind and solar energy;
3. Promote energy development projects on closed power plant sites, brownfield sites, former coal mine sites, reclaimed coal mine sites, abandoned mine lands, and lands adjacent thereto;
4. Promote energy workforce development and energy supply chain development;
5. Assist energy technology research and development by, among other actions, promoting the development of a Southwest Virginia Energy Park;
6. Identify and work with the Commonwealth's industries and nonprofit partners and, through mutually agreed collaborations, the Commonwealth's research and development partners, in advancing efforts related to energy development in Southwest Virginia; and
7. Promote the capture and beneficial use of coal mine methane from active, inactive, and abandoned coal mines as a low-carbon intensity feedstock for manufacturing and energy generation projects located in Southwest Virginia.

Who We Are

Membership

The Authority is composed of 11 non-legislative citizen members, who reside in VA:

- 4 members appointed by the Governor
- 4 members appointed by the Speaker of the House
- 3 members appointed by the Senate Committee on Rules

Members are subject to the standards of conduct set forth in the State and Local Government Conflict of Interests Act and the provisions of the Virginia Freedom of Information Act.

Term

Appointments are for terms of 4 years each. No member is eligible to serve more than 2 successive terms. After expiration of initial terms of 3 years or less, 2 additional 4-year terms may be served. Any appointment to fill vacancy of unexpired term does not constitute a term in determining eligibility for reappointment.

Members

- Mr. Mike Quillen — Chair
- Dr. Kris Westover — Vice Chair
- Mr. Steve Breeding
- Ms. Amanda Cox
- Mr. Jasen Eige
- Dr. Marcy Hernick
- Dr. Mike Karmis
- Mr. Brad Kreps
- Mr. Duane Miller
- Mr. Dan Poteet
- Mr. Rick Wood

Director: Mr. Will Payne — Managing Partner, Coalfield Strategies, LLC

Meetings

October 8, 2025

Southwest Virginia Higher Education Center (Rooms 103-104)
1 Partnership Circle, Abingdon, VA 24210

Agenda

10:00 – 10:01	**Call to Order** Mike Quillen – Chair
10:01 – 10:02	**Approval of Minutes from May 14, 2025**
10:02 – 10:12	**Public Comment**
10:12 – 10:22	**Annual Report**
10:22 – 10:42	**Introducing Ecovoltaics & Agrivoltaics** Caitie Cyrus – ENGIE North America
10:42 – 11:02	**Agrivoltaics from a Utility's Perspective** Tiffany Werts – Dominion Energy
11:02 – 11:22	**Agrivoltaics & Cattlevoltaics from a Farmer's Perspective** Jess & Marcus Gray – Gray's LAMBscaping, LLC
11:22 – 11:42	**Cattlevoltaics in Practice** Josh Bennett – Huwa Enterprises
11:42 – 11:52	**Discussion**
11:52 – 11:53	**New Business / Announcements**
11:53 – 11:54	**Adjournment**

Minutes

Authority members present: Mr. Mike Quillen (Chair), Mr. Steve Breeding, Mr. Jasen Eige, Dr. Marcy Hernick, Dr. Michael Karmis, Mr. Brad Kreps, and Mr. Dan Poteet (virtual) and Mr. Rick Wood.

Authority members not present: Ms. Amanda Cox, Mr. Duane Miller and Dr. Kris Westover (Vice Chair).

Advisors present: Mr. Will Clear and Will Payne.

Speakers present: Caitie Cyrus (ENGIE North America), Tiffany Werts (Dominion Energy), Jess & Marcus Gray (Gray's LAMBscaping, LLC) and Josh Bennett (Huwa Enterprises).

On October 8, 2025, the Authority convened a quorum at 10:04 a.m. in person at Southwest Virginia Higher Education Center in Abingdon, VA.

Chairman Mike Quillen welcomed Authority members and those from the public joining in person. Mr. Quillen then reviewed the meeting agenda.

Mr. Quillen requested a motion to approve remote participation by Mr. Poteet. The motion to approve was made by Mr. Jasen Eige, seconded by Mr. Steve Breeding and approved unanimously by a voice vote of the Authority.

Mr. Quillen requested a motion to approve the draft minutes from the May 14, 2025 meeting. The motion to approve was made by Dr. Marcy Hernick, seconded by Mr. Breeding and approved unanimously by a voice vote of the Authority.

Mr. Quillen opened up the floor to comments from the public in attendance in person and virtually. No comments were made.

Mr. Quillen first welcomed Caitie Cyrus of ENGIE North America, who gave an introduction on ecovoltaics and agrivoltaics. Next, Mr. Quillen welcomed Tiffany Werts of Dominion Energy, who presented on the utility's agrivoltaics development strategy. Mr. Quillen then welcomed Jess Gray of Gray's LAMBscaping to discuss agrivoltaics and cattlevoltaics from a farmer's perspective. Finally, Mr. Quillen welcomed Josh Bennett of Huwa Enterprises to discuss cattlevoltaics in practice.

Mr. Quillen offered consideration of a new meeting schedule for 2026, including meetings in May, September and December.

There being no further business, Mr. Quillen adjourned the meeting at 11:54 a.m.

May 13, 2026

Southwest Virginia Higher Education Center (Room 2026)
1 Partnership Circle, Abingdon, VA 24210

Agenda

10:00 – 10:01	**Call to Order** Mike Quillen, Chair
10:01 – 10:02	**Approval of Minutes from October 8, 2025**
10:02 – 10:12	**Public Comment**
10:12 – 10:32	**SPARK Energy Career Summer Academy** Joe Godsey, Southwest Virginia Community College
10:32 – 10:52	**Expand Appalachia CORE-CM** Dr. Richard Bishop, Virginia Tech
10:52 – 11:12	**2026 General Assembly Update** Dr. Rabita Banee, Virginia Department of Energy
11:12 – 11:42	**Virginia Energy Plan** Ryan Welsh, Virginia Department of Energy
11:42 – 11:43	**New Business / Announcements**
11:43 – 11:44	**Adjournment**

Minutes

Authority members present: Mr. Mike Quillen (Chair), Dr. Kris Westover (Vice Chair) (virtual), Ms. Amanda Cox (virtual), Mr. Jasen Eige, Dr. Marcy Hernick, Dr. Michael Karmis (virtual), Mr. Duane Miller (virtual), and Mr. Dan Poteet.

Authority members not present: Mr. Brad Kreps, Mr. Steve Breeding, and Mr. Rick Wood.

Advisors present: Mr. Will Clear and Will Payne (virtual).

Speakers present: Dr. Rabita Banee (Virginia Department of Energy) (virtual), Dr. Richard Bishop (Virginia Tech), Joe Godsey (Southwest Virginia Community College) (virtual), and Ryan Welsh (Virginia Department of Energy) (virtual).

On May 13, 2026, the Authority convened without a quorum at 10:03 a.m. in person at Southwest Virginia Higher Education Center in Abingdon, VA.

Chairman Mike Quillen welcomed Authority members and those from the public joining in person. Mr. Quillen then reviewed the meeting agenda.

Mr. Quillen opened up the floor to comments from the public in attendance in person and virtually. No comments were made.

Mr. Quillen first welcomed Joe Godsey of Southwest Virginia Community College to present on the SPARK Energy Career Summary Academy.

Mr. Quillen then welcomed Dr. Richard Bishop of Virginia Tech to give an update on Expand Appalachia, the next phase of the U.S. Department of Energy-supported project conducting critical mineral research, testing and commercialization planning.

Mr. Quillen welcomed Ryan Dr. Rabita Banee, Energy Policy Specialist for the Virginia Department of Energy, to give an update on the 2026 General Assembly session.

Finally, Mr. Quillen welcomed Ryan Welsh, who serves as the Power Generation & Grid Reliability Team Lead for the Virginia Department of Energy, to give an update on the Virginia Energy Plan.

Mr. Quillen discussed the meeting schedule for 2026, including meetings in September and December.

There being no further business, Mr. Quillen adjourned the meeting at 11:49 a.m.

September 9, 2026

Southwest Virginia Higher Education Center (Room 226)
1 Partnership Circle, Abingdon, VA 24210

Agenda

10:00 – 10:01	**Call to Order and Welcome** Mike Quillen, Chair
10:01 – 10:03	**New Member Welcome**
10:03 – 10:08	**Election of Officers**
10:08 – 10:10	**Approval of Minutes from October 8, 2025 and May 13, 2026**
10:10 – 10:15	**2027 Meeting Dates**
10:15 – 10:25	**Public Comment**
10:25 – 10:30	**Annual Report Update**
10:30 – 10:40	**Cumberland Solar Update** Brad Kreps, Clinch Valley Program Director, The Nature Conservancy
10:40 – 11:00	**Energy Office Introduction** Louise White, Deputy Energy Officer for the Commonwealth
11:00 – 11:20	**Virginia Energy Plan Discussion**
11:20 – 11:22	**New Business / Announcements**
11:22 – 11:23	**Adjournment**

Minutes

Authority members present: Mr. Mike Quillen (Chair), Dr. Kris Westover (Vice Chair), Mr. Steve Breeding, Ms. Amanda Cox (virtual), Dr. Marcy Hernick, Dr. Michael Karmis (virtual), Mr. Brad Kreps, Mr. Duane Miller, and Mr. Dan Poteet (virtual.

Authority members not present: Mr. Jasen Eige and Mr. Rick Wood.

Advisors present: Will Payne.

Speakers present: Louise White (Deputy Energy Officer for the Commonwealth) (virtual).

On September 9, 2026, the Authority convened without a quorum at 10:07 a.m. in person at Southwest Virginia Higher Education Center in Abingdon, VA.

Chairman Mike Quillen welcomed Authority members and those from the public joining in person. Mr. Quillen then reviewed the meeting agenda.

Mr. Quillen opened up the floor to comments from the public in attendance in person and virtually. No comments were made.

Mr. Quillen first acknowledged Dr. Michael Karmis was reappointed by Governor Spanberger.

Mr. Quillen asked for a motion to approve remote participation by Ms. Cox, Dr. Karmis, and Mr. Poteet. The motion was approved unanimously by a voice vote of the Authority.

Mr. Payne detailed the officer election procedures. Ms. Cox nominated Mr. Quillen for chair and Dr. Westover for vice chair and asked for a motion to close nominations. The motion was seconded by Dr. Hernick and approved unanimously by a voice vote of the Authority. Ms. Cox then asked for a motion to approve the Quillen-Westover slate. The motion was seconded by Mr. Miller and approved unanimously by a voice vote of the Authority.

Mr. Quillen asked for a motion to approve the October 8, 2025 and May 13, 2026 meeting minutes. The motion was made by Mr. Miller, seconded by Dr. Hernick and approved unanimously by a voice vote of the Authority.

Mr. Quillen asked for a motion to approve the Annual Report. The motion was made by Dr. Hernick, seconded by Mr. Breeding and approved unanimously by a voice vote of the Authority.

Mr. Quillen asked Mr. Kreps to give an update on the Cumberland Solar project in partnership with The Nature Conservancy.

Mr. Quillen welcomed Louise White, Deputy Energy Officer for the Commonwealth, who presented on Governor Spanberger's energy priorities in anticipation of the Energy Plan release on October 1.

Mr. Quillen then led a discussion with the Authority on the Energy Plan. Comments included that a 20-year phaseout of natural gas is unrealistic, given how long it takes to develop energy projects, and that natural gas will remain important in the near term as Virginia builds out renewables and nuclear power for the long term. The Authority noted growing opposition to data centers despite the need for technology, said a moratorium does not seem realistic, and stressed the need for better communication.

Mr. Quillen reminded the body of the next meeting on December 9, 2026.

There being no further business, Mr. Quillen adjourned the meeting at 11:15 a.m.

Appendix A — Code of Virginia

Article 6. Southwest Virginia Energy Research and Development Authority.

§ 45.2-1717. (Effective until July 1, 2029) Definitions.
As used in this article, unless the context requires a different meaning:

"Authority" means the Southwest Virginia Energy Research and Development Authority established pursuant to this article.

"Coal mine methane" means methane gas captured and produced from an underground gob area associated with a mined-out coal seam that would otherwise escape into the atmosphere.

"Developer" means any private developer of an energy development project.

"Energy development project" means any activity that generates, produces, or stores energy, any energy efficiency system, and any supporting ancillary activities located within Southwest Virginia and includes interests in land, improvements, and ancillary facilities and research, development, commercialization, and deployment activities designated by the Authority to the nonprofit collaborative.

"Nonprofit collaborative" means a multi-site nonprofit innovative energy technology testbed established as a collaborative effort of the Department of Energy, the Authority, and the Authority's business partners to support the Authority's purpose through energy technology research, development, commercialization, and deployment.

"Southwest Virginia" means the region of the Commonwealth designated as Southwest Virginia in § 22.1-350.

"Southwest Virginia Energy Park" means the nonprofit collaborative.
2019, cc. 555, 556, § 67-1600; 2021, Sp. Sess. I, c. 387; 2023, cc. 720, 721.

§ 45.2-1718. (Effective until July 1, 2029) Southwest Virginia Energy Research and Development Authority established; purpose.
The Southwest Virginia Energy Research and Development Authority is established as a political subdivision of the Commonwealth. The purposes of the Authority are to promote opportunities for energy development in Southwest Virginia, create jobs and economic activity in Southwest Virginia

consistent with the Virginia Energy Plan prepared pursuant to Article 4 (§ 45.2-1710 et seq.), and position Southwest Virginia and the Commonwealth as a leader in energy workforce and energy technology research and development. The Authority may also consult with research institutions, businesses, nonprofit organizations, and stakeholders as the Authority deems appropriate. The Authority shall have only those powers enumerated in this article.

2019, cc. 555, 556, § 67-1601; 2021, Sp. Sess. I, c. 387.

§ 45.2-1719. (Effective until July 1, 2029) Membership; terms; vacancies; expenses.
A. The Authority shall have a total membership of 11 nonlegislative citizen members appointed as follows: four members to be appointed by the Governor, four members to be appointed by the Speaker of the House of Delegates, and three members to be appointed by the Senate Committee on Rules. All members of the Authority shall be citizens of the Commonwealth.

B. Except as otherwise provided in this article, all appointments shall be for terms of four years each. No member shall be eligible to serve more than two successive four-year terms. After expiration of an initial term of three years or less, two additional four-year terms may be served by such member if appointed thereto. Appointments to fill vacancies, other than by expiration of a term, shall be made for the unexpired terms. Any appointment to fill a vacancy shall be made in the same manner as the original appointment. The remainder of any term to which a member is appointed to fill a vacancy shall not constitute a term in determining the member's eligibility for reappointment.

C. The Authority shall appoint from its membership a chairman and a vice-chairman, each of whom shall serve in such capacity at the pleasure of the Authority. The chairman, or in his absence the vice-chairman, shall preside at each meeting of the Authority. The meetings of the Authority shall be held on the call of the chairman or whenever a majority of the members so request. A majority of members of the Authority serving at any one time shall constitute a quorum for the transaction of business.

D. Members shall serve without compensation. However, all members may be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties as provided in §§ 2.2-2813 and 2.2-2825. Such expenses shall be paid from funds appropriated to the Authority by the General Assembly.

E. Members of the Authority shall be subject to the standards of conduct set forth in the State and Local Government Conflict of Interests Act (§ 2.2-3100 et seq.) and may be removed from office for misfeasance, malfeasance, nonfeasance, neglect of duty, or misconduct in the manner set forth therein.

F. Except as otherwise provided in this article, members of the Authority shall be subject to the provisions of the Virginia Freedom of Information Act (§ 2.2-3700 et seq.).

2019, cc. 555, 556, § 67-1602; 2021, Sp. Sess. I, c. 387.

§ 45.2-1720. (Effective until July 1, 2029) Powers and duties of the Authority.
In addition to the other powers and duties established under this article, the Authority has the power and duty to:

1. Adopt, use, and alter at will an official seal;

2. Make bylaws for the management and regulation of its affairs;

3. Maintain an office at any place within the Commonwealth it designates;

4. Accept, hold, and administer moneys, grants, securities, or other property transferred, given, or bequeathed to the Authority, absolutely or in trust, from any source, public or private, for the purposes for which the Authority is established;

5. Make and execute contracts and all other instruments and agreements necessary or convenient for the exercise of its powers and functions, including executing contracts and all other instruments and agreements that the Authority deems necessary with the nonprofit collaborative;

6. Employ, in its discretion, consultants, attorneys, architects, engineers, accountants, financial experts, investment bankers, superintendents, managers, and any other employees and agents necessary and fix their compensation to be payable from funds made available to the Authority;

7. Invest its funds as permitted by applicable law;

8. Receive and accept from any federal or private agency, foundation, corporation, association, or person grants, donations of money, or real or personal property for the benefit of the Authority, and receive and accept from the Commonwealth or any other state, from any municipality, county, or other political subdivision thereof, or from any other source, aid or contributions of either money, property, or other things of value, to be held, used, and applied for the purposes for which such grants and contributions may be made;

9. Enter into agreements with any department, agency, or instrumentality of the United States or of the Commonwealth and its political subdivisions and with lenders and enter into loans with contracting parties for the purpose of conducting research and development, energy project development, and planning, regulating, and providing for the financing or leasing or assisting in the financing or leasing of any project;

10. Do any lawful act necessary or appropriate to carry out the powers granted or reasonably implied in this article;

11. Leverage the strength in energy workforce and energy technology research and development of the Commonwealth's public and private institutions of higher education;

12. Support energy development projects generally, including pump storage hydropower, energy storage, hydrogen production and uses, carbon capture and storage, geothermal energy, and advanced wind and solar energy;

13. Promote energy development projects on closed power plant sites, brownfield sites, former coal mine sites, reclaimed coal mine sites, abandoned mine lands, and lands adjacent thereto;

14. Promote energy workforce development and energy supply chain development;

15. Assist energy technology research and development by, among other actions, promoting the development of a Southwest Virginia Energy Park;

16. Identify and work with the Commonwealth's industries and nonprofit partners and, through mutually agreed collaborations, the Commonwealth's research and development partners, in advancing efforts related to energy development in Southwest Virginia; and

17. Promote the capture and beneficial use of coal mine methane from active, inactive, and abandoned coal mines as a low-carbon intensity feedstock for manufacturing and energy generation projects located in Southwest Virginia.

2019, cc. 555, 556, § 67-1603; 2021, Sp. Sess. I, c. 387; 2023, cc. 720, 721.

§ 45.2-1721. (Effective until July 1, 2029) Annual report.
On or before October 15 of each year, beginning in 2020, the Authority shall submit an annual summary of its activities and recommendations to the Governor and the Chairmen of the House

Committee on Appropriations, the Senate Committee on Finance and Appropriations, the House Committee on Labor and Commerce, and the Senate Committee on Commerce and Labor.

2019, cc. 555, 556, § 67-1604; 2021, Sp. Sess. I, c. 387.

§ 45.2-1722. (Effective until July 1, 2029) Confidentiality of information.
A. The Authority shall hold in confidence the personal and financial information supplied to it or maintained by it concerning the siting and development of energy projects.

B. Nothing in this section shall prohibit the Authority, in its discretion, from releasing any information that has been transformed into a statistical or aggregate form that does not allow the identification of the person who supplied particular information.

C. Information supplied by or maintained on any person or entity applying for or receiving an allocation of any federal loan guarantee, as well as specific information relating to the amount of, or the identity of the recipient of, such distribution, shall be subject to disclosure in accordance with the Virginia Freedom of Information Act (§ 2.2-3700 et seq.).

2019, cc. 555, 556, § 67-1605; 2021, Sp. Sess. I, c. 387.

§ 45.2-1723. (Effective until July 1, 2029) Declaration of public purpose; exemption from taxation.
A. The exercise of the powers granted by this article shall be in all respects for the benefit of the citizens of the Commonwealth and for the promotion of their welfare, convenience, and prosperity.

B. The Authority shall be deemed to be performing an essential governmental function in the exercise of the powers conferred upon it by this article, and the property of the Authority and its income and operations shall be exempt from taxation or assessments upon any property acquired or used by the Authority under the provisions of this article.

2019, cc. 555, 556, § 67-1606; 2021, Sp. Sess. I, c. 387.

§ 45.2-1724. (Effective until July 1, 2029) Sunset.
The provisions of this article shall expire on July 1, 2029.

2019, cc. 555, 556, § 67-1607; 2021, Sp. Sess. I, c. 387.

Appendix B — Bylaws

Updated 3/14/23

ARTICLE I. APPLICABILITY.

Section 1. General.

The provisions of these Bylaws are applicable to all proceedings of the Southwest Virginia Energy Research and Development Authority (the Authority) to the extent that the same are not inconsistent with the Code of Virginia or Executive Orders applicable to these proceedings. Whenever the provisions of these Bylaws are in conflict with the provisions of the Code of Virginia or an applicable Executive Order, the latter shall control.

Section 2. Authority and Limitations.

The Authority is constituted under Section 45.2-1717 et seq. of the Code of Virginia as a body corporate and a political subdivision of the Commonwealth of Virginia. The Authority is specifically charged with the duties and responsibilities set forth in Title 45.2, Chapter 17, of the Code of Virginia, primarily for the purposes of promoting opportunities for energy development in Southwest Virginia, to create jobs and economic activity in Southwest Virginia consistent with the Virginia Energy Plan prepared pursuant to Chapter 17 (§ 45.2-1710 et seq.), and to position Southwest Virginia and the Commonwealth as a leader in energy workforce and energy technology research and development.

ARTICLE II. MEMBERS AND STAFF.

Section 1. Membership.

The Authority shall be composed of 11 nonlegislative citizen members appointed as follows: Four members shall be appointed by the Governor, four members shall be appointed by the Speaker of the House of Delegates, and three members shall be appointed by the Senate Committee on Rules. All members of the Authority shall reside in the Commonwealth.

Section 2. Terms.

Except as otherwise provided herein, all appointments shall be for terms of four years each. No member shall be eligible to serve more than two successive four-year terms. After expiration of an

initial term of three years or less, two additional four-year terms may be served by such member if appointed thereto.

Section 3. Vacancies.

Vacancies arising in the Authority shall be made in the same manner as the original appointment. The remainder of any term to which a member is appointed to fill a vacancy shall not constitute a term in determining the member's eligibility for reappointment.

Section 4. Reimbursement.

Members shall serve without compensation. However, all members may be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties as provided in Va. Code §§ 2.2-2813 and 2.2-2825. Such expenses shall be paid from such funds as may be appropriated to the Authority by the General Assembly.

Section 5. Staff.

The Authority may appoint an Executive Director responsible for the administration and management of the Authority as provided by the Bylaws and other duties as prescribed by the Authority. The Authority may formalize this role either by contract or memorandum of agreement.

ARTICLE III. OFFICERS

Section 1. Election of Chair and Vice Chair.

The Authority shall elect a Chair and Vice Chair at the beginning of its first meeting to serve for two-year terms.

Section 2. Vacancies.

Vacancies in the position of Chair or Vice Chair shall be filled for the remainder of the term by voice vote or roll call vote of the Authority at the next meeting following the resignation of the former incumbent.

ARTICLE IV. MEETINGS.

Section 1. Meetings.

The Authority shall meet three times per calendar year and may meet more frequently at the call of the Chair. No business requiring a vote or final decision of the Authority may be conducted in the absence of a quorum, as defined below.

Section 2. Annual Meetings.

The regular meeting held in the fourth quarter of the calendar year shall be designated as an annual meeting. Elections of officers shall be held at the Annual Meeting.

Section 3. Committee Meetings.

The Authority may establish committees from time to time as needed to carry out the work of the Authority; provided, however, that all meetings of a committee consisting of more than two members of the Authority are open to the public and be preceded by the notice requirements set forth in Va. Code Section 2.2-3707 of the Virginia Freedom of Information Act, Va. Code Sections 2.2-3700 et seq.

Section 4. Special Meetings.

The Chair or any three members of the Authority may call a special meeting for specific purpose or purposes. No business shall be transacted at such special meeting except that expressly sent out in the notice of the special meeting.

Section 5. Notice of Meetings.

In all cases, the public shall be notified of meetings of the Authority at a time and in a manner consistent with the requirements of the current Freedom of Information Act, Va. Code Section 2.2-3707.

Section 6. Quorum.

For any meeting of the Authority, a majority of the members of the Authority shall constitute a quorum. If a quorum has not been achieved, the meeting of the Authority may proceed; provided, however, that voting on matters before the Authority shall be postponed until a meeting of the Authority at which a quorum is present.

Section 7. Conduct of Meetings.

The Chair of the Authority shall conduct the meetings of the Authority and shall rule on the interpretation and application of the Va. Code and these Bylaws.

The Vice Chair of the Authority shall preside over meetings of the Authority in the absence of the Chair. In the event that neither the Chair nor the Vice Chair of the Authority shall be in attendance at a meeting where a quorum is nonetheless present, any member of the Authority may call the meeting to order, and the members present shall elect a Chair pro tempore to preside over the meeting.

All actions and decisions of the Authority shall be made upon the motion of a member, duly seconded by another member and approved by a majority of the members who are present and voting.

The Chair shall put the question submitted to the Authority for a voice vote and shall call for a vote only after determining that there are no more Authority members who wish to speak or upon approval of a motion to close debate.

Any member who may not participate in the Authority's consideration of a matter under the Virginia Conflict of Interest Act must comply with the disclosure requirements of the Act and not participate in the discussion or vote on the matter.

If it appears to the Chair, upon the voice vote being taken, that the members of the Authority are divided on any question, the Chair shall determine the vote of the members by roll call. A tie vote on any matter defeats the motion or issue upon which the vote is taken. At the conclusion of the vote on the motion, the Chair shall announce whether the motion has been adopted or defeated.

Section 8. Agenda.

The proposed agenda for any meeting shall be determined by the Chair in consultation with the Authority's staffing entity. In addition, any members of the Authority may suggest items to be included on the agenda.

The agenda for regular meetings of the Authority will normally include the following: (1) review and approval of the last minutes of the Authority; (2) a status report on the work plan and action items agreed to by the Authority; (3) a status report on projects; and (4) other information of interest to the Authority.

An opportunity shall be provided at each meeting of the Authority for public comment. Any person who desires to speak will be asked to provide his or her name and the matter to be addressed prior to each meeting at which the public is able to comment.

Section 9. Authority Requests for Staff Assistance.

Any Authority member may request assistance from the Authority's staffing entity, provided the request has been coordinated through the Chair or Vice Chair of the Authority.

Article V. ELECTRONIC MEETINGS POLICY – GENERAL PROVISIONS.

Section 1. Authority and Scope.

A. Authority. This Electronic Meetings Policy (the "Policy") consisting of Articles V through VII of these Bylaws is adopted pursuant to the authorization of Va. Code § 2.2-3708.3 and is to be strictly construed in conformance with the Virginia Freedom of Information Act (VFOIA), Va. Code §§ 2.2-3700—3715. This Policy supersedes any prior policy of the Authority on remote participation in Authority meetings.

B. Distinction from States of Emergency. This Policy shall not govern an electronic meeting conducted to address a state of emergency. Any meeting conducted by electronic communication means under such circumstances shall be governed by the provisions of Va. Code § 2.2-3708.2.

Section 2. Definitions.

As used in Articles V through VII comprising this Electronic Meetings Policy, unless the context requires a different meaning:

"All-virtual public meeting" means a public meeting conducted by the Authority using electronic communication means during which all members of the public body who participate do so remotely rather than being assembled in one physical location, and to which public access is provided through electronic communication means, as defined by Va. Code § 2.2-3701.

The terms "Authority," "Chair," and "Vice Chair" have the meanings attributed to them in Section 3 of this Article whenever this Policy is used for remote participation in a committee meeting or an all-virtual meeting of a committee.

"Committee" includes any group of members of the Authority, however labeled or designated, created to perform delegated functions of the Authority or to advise the Authority, regardless of where or how the committee meets, whether or not votes are cast in any meeting of the committee, or how many Authority members are part of the committee. The term "committee" includes subcommittees.

"Meeting" means a meeting as defined by Va. Code § 2.2-3701.

"Notify" or "notifies," for purposes of this policy, means written notice, such as email or letter. Notice does not include text messages or communications via social media.

"Remote participation" means participation by an individual member of the Authority by electronic communication means in a public meeting where a quorum of the Authority is physically assembled, as defined by Va. Code § 2.2-3701.

Section 3. Committees.

A. Committee Meetings to Be Public. Committees of the Authority (however labeled or designated) are public bodies under the Virginia Freedom of Information Act; and therefore, committee meetings (like meetings of the Authority itself) must be publicly noticed, publicly accessible, and memorialized by the taking of minutes, as required by § 2.2-3707 of the Code of Virginia.

B. Remote Participation in Committee Meetings. Pursuant to § 2.2-3708.3(D), Article VI (Remote Participation of Individual Members) and Article VII (All-Virtual Meetings) of these Bylaws both apply to committees, as well as to the Authority itself. When a committee meets virtually, or when any member of a committee participates remotely, the term "Authority" (as used in Article VI or Article VII shall be deemed to refer to the committee, and the terms "Chair" and "Vice Chair" shall refer to the Chair and Vice Chair of the committee.

ARTICLE VI. REMOTE PARTICIPATION OF INDIVIDUAL MEMBERS.

Section 1. Physical Quorum Required.

Regardless of the reasons why a member is participating in a meeting from a remote location by electronic communication means, no member shall participate remotely under this Article unless a quorum of the Authority have been physically assembled at the primary or central meeting location.

Section 2. Process to Request Remote Participation.

A. On or before the day of the meeting, and at any point before the meeting begins, the requesting member must notify the Chair (or the Vice Chair if the requesting member is the Chair) that the member is unable to physically attend a meeting due to:

1. a temporary or permanent disability or other medical condition that prevents the member's physical attendance;
2. a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance;
3. the member's principal residence location being more than 60 miles from the meeting location; or
4. a personal matter, the nature of which is identified with specificity by the member.

B. The requesting member shall also notify the Authority's staff liaison of their request, but their failure to do so shall not affect their ability to remotely participate.

C. If the requesting member is unable to physically attend the meeting due to a personal matter, the requesting member must state with specificity the nature of the personal matter. Remote participation due to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater. There is no limit to the number of times that a member may participate remotely for the other authorized purposes listed in (1) through (3) of Section 2.

D. The requesting member is not obligated to provide independent verification regarding the reason for their nonattendance, including the temporary or permanent disability or other medical condition or the family member's medical condition that prevents their physical attendance at the meeting.

E. The Chair (or the Vice Chair if the requesting member is the Chair) shall promptly notify the requesting member whether the member's request is in conformance with this policy, and therefore approved or disapproved.

Section 3. Process to confirm approval or disapproval of participation from a remote location.

When a quorum of the Authority has assembled for the meeting, the Authority shall vote to determine whether the Chair's decision to approve or disapprove the requesting member's request to participate from a remote location was in conformance with this policy.

For the purpose of assuring compliance with this Article, the Authority may adopt a resolution approving the remote attendance of the requesting member. A template form of such resolution is included as Annex A to the Bylaws. Likewise, if the Chair disapproves the remote attendance of the requesting member (or if the Authority fails to ratify the Chair's decision), then the Chair should certify such decision using the form on Annex B. The Executive Director to the Authority is directed to bring copies of Annex A and B to all meetings of the Authority, so that these forms may be filled out when necessary.

Section 4. Recording in Minutes.

A. If the member is allowed to participate remotely due to a temporary or permanent disability or other medical condition, a family member's medical condition that requires the member to provide care to the family member, or because the member's principal residence is located more than 60 miles from the meeting location, the Authority shall record in its minutes (1) the Authority's approval of the member's remote participation; and (2) a general description of the remote location from which the member participated.

B. If the member is allowed to participate remotely due to a personal matter, such matter shall be cited in the minutes with specificity, as well as how many times the member has attended remotely due to a personal matter for that calendar year, and a general description of the remote location from which the member participated.

C. If a member's request to participate remotely is disapproved, the disapproval, including the grounds upon which the requested participation violates this policy or the Virginia Freedom of Information Act, shall be recorded in the minutes with specificity.

Section 5. Closed Session.

If the Authority goes into closed session, the member participating remotely shall ensure that no third party is able to hear or otherwise observe the closed meeting.

Section 6. Strict and Uniform Application of this Policy

A. This Policy shall be applied strictly and uniformly, without exception, to the entire membership, and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

B. Staff shall maintain the member's written request to participate remotely and the written response for a period of one year, or other such time required by records retention laws, regulations, and policies.

ARTICLE VII. ALL-VIRTUAL MEETINGS.

Section 1. When an all-virtual public meeting may be authorized.

An all-virtual public meeting may be held only when:

a. The Authority has not had more than two all-virtual public meetings, or more than 25 percent of its meetings rounded up to the next whole number, whichever is greater, during the calendar year; and
b. The Authority's last meeting was not an all-virtual public meeting.

Section 2. Process to Authorize an All-Virtual Public Meeting.

The Authority may schedule its all-virtual public meetings at the same time and using the same procedures used by the Authority to set its meetings calendar for the calendar year. Alternatively, if the Authority wishes to have an all-virtual public meeting on a date not scheduled in advance on its meetings calendar, and an all-virtual public meeting is authorized under Section 3 above, the Authority Chair may schedule an all-virtual public meeting provided that any such meeting comports with VFOIA notice requirements.

Section 3. All-Virtual Public Meeting Requirements

The following applies to any all-virtual public meeting of the Authority that is scheduled in conformance with this Policy:

a. The meeting notice indicates that the public meeting will be all-virtual and the Authority will not change the method by which the Authority chooses to meet without providing a new meeting notice that comports with VFOIA;
b. Public access is provided by electronic communication means that allows the public to hear all participating members of the Authority;
c. Audio-visual technology, if available, is used to allow the public to see the members of the Authority;
d. A phone number, email address, or other live contact information is provided to the public to alert the Authority if electronic transmission of the meeting fails for the public, and if such transmission fails, the Authority takes a recess until public access is restored;

e. A copy of the proposed agenda and all agenda packets (unless exempt) are made available to the public electronically at the same time such materials are provided to the Authority;
f. The public is afforded the opportunity to comment through electronic means, including written comments, at meetings where public comment is customarily received; and
g. There are no more than two members of the Authority together in one physical location.

Section 4. Recording in Minutes.

Minutes shall be taken, as required by VFOIA, and must include the fact that the meeting was held by electronic communication means and the type of electronic communication means used.

Additionally, pursuant to Virginia Code § 2.2-3707(H), minutes shall also include:
a. the identity of the members of the public body who participated in the meeting through electronic communication means;
b. the identity of the members of the public body who were physically assembled at one physical location; and
c. the identity of the members of the public body who were not present at the location identified in clause (b) but who monitored such meeting through electronic communication means.

Section 5. Closed Session.

If the Authority goes into closed session, transmission of the meeting to the public will be suspended until the public body resumes to certify the closed meeting in open session.

Section 6. Strict and Uniform Application of this Policy

This Policy shall be applied strictly and uniformly, without exception, to the entire membership, and without regard to the matters that will be considered or voted on at the meeting.

ARTICLE VIII. BYLAWS.

Section 1. Effective Date.

These Bylaws shall take effect immediately upon adoption by the Authority.

Section 2. Amendments.

The Bylaws of the Authority may be amended at any regular meeting of the Authority at which a quorum is present by a majority vote.

Contact

For more information on the Authority, please contact the Director:

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