



Western Virginia Water Authority
Special Board Meeting Agenda
24 Franklin Rd SW. Roanoke, VA 24011
(GPS/Parking: 31 Bullitt Ave SW)
September 10, 2025 4:00 p.m.

Comments or questions from the public can be sent to the Authority's Freedom of Information Act Officer Sarah Baumgardner at sarah.baumgardner@westernvawater.org / telephone numbers 540-283-2905 (o) 540-915-1868 (c) or Board Secretary Gayle Shrewsbury at gayle.shrewsbury@westernvawater.org / telephone number 540-283-2906. Requests should be submitted 48 hours prior to the meeting.

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| 1) | Call to Order – <u>Board Chair Mr. Loveman</u> | 4:00 p.m. |
| 2) | Citizens Comments | 4:05 p.m. |
| 3) | Authorize Resolution 509 - Water Supply and Infrastructure Planning and Development Services Agreement with Botetourt County | 4:15 p.m. |
| 4) | Authorize Resolution 510 - Utility Services Funding Agreement with Helio Capital, LLC | 4:25 p.m. |
| 5) | Comments from Board Members | 4:35 p.m. |
| 6) | Other Business | 4:40 p.m. |
| 7) | Adjourn – <u>Board Chair Mr. Loveman</u> | 4:45 p.m. |

RESOLUTION #509 (09/25)
OF THE
WESTERN VIRGINIA WATER AUTHORITY

Approving and Authorizing the Executive Director to Execute
a Water Supply and Infrastructure Planning and Development
Services Agreement with Botetourt County

WHEREAS, the Western Virginia Water Authority (the “Authority”), a public service authority formed and existing in accordance with the provisions of the Virginia Water and Waste Authorities Act, Chapter 51 of Title 15.2 of the Code of Virginia (1950), as amended (the “Act”), in accordance with the Act and its Second Amended and Restated Articles of Incorporation, provides water and wastewater services to its member localities, the City of Roanoke, Roanoke County, Franklin County, and Botetourt County (the “County”), and such other public or private entities as the Authority determines within or without those localities (collectively, the “Service Area”); and

WHEREAS, the Authority provides water and wastewater services to property in the County located in the Botetourt Center at Greenfield business park and identified as Botetourt County Tax Parcel No. 88(26)3 (the “Property”); and

WHEREAS, Helio Capital, LLC, a Delaware limited liability company (the “Developer”) owns the Property and proposes to construct and operate data storage facilities on the Property (the “Project”); and

WHEREAS, the Developer anticipates developing the Project in phases with multiple buildings and related facilities that will require water and wastewater services; and

WHEREAS, the water supply infrastructure needed to deliver to the Property the water supply capacity required for the Project, in its initial and subsequent phases of development, does not currently exist, and the Developer must design, develop, construct, permit, commission, and dedicate to the Authority the needed infrastructure, all at the Developer’s expense; and

WHEREAS, the water supply capacity required for the Project, in its subsequent phases of development, exceeds both the current water supply capacity available to the Property and the future water supply capacity available to the Property under the Authority’s current long-range water supply planning; and

WHEREAS, the County has requested that the Authority, as a service for the County, (i) develop a regional water and sewer supply plan, (ii) extend and expand its water and wastewater system (the “System”) in the County to make available to the Developer sufficient water supply and wastewater capacity for the initial and subsequent phases of the Project and (iii) identify, acquire, develop, and construct new water supply sources, infrastructure, and facilities required to replace the water supply capacity that will need to be made available to the Property for subsequent phases of the Project and to connect such new water supply sources to the System; and

WHEREAS, the provision of sufficient water supply to the Property for the initial and subsequent phases of the Project is essential to the successful development of the Project and to the County's animating purposes for participating in the Project, including increasing its tax base; and

WHEREAS, the Authority must account for current and future water supply requirements for population and economic growth throughout its Service Area in its overall water supply planning and infrastructure development; and

WHEREAS, providing the water supply capacity required for the Project, in its subsequent phases of development, will limit the water supply available to the Authority's member localities across the Service Area and will impair economic and other development opportunities in those localities that are dependent on water supply and, therefore, the County recognizes that new water supply sources must be identified, accessed, and developed for the System and new infrastructure must be constructed to connect the new water supply sources to the System, in order to replace the water supply the Developer requests for the subsequent phases of the Project; and

WHEREAS, providing the water supply capacity required for the Project, in its subsequent phases of development, will require the Authority to accelerate its long-range planning for additional water supply capacity for the Service Area, to identify and plan for access to new water supply sources for the Service Area, and to develop new water infrastructure to connect those new water supply sources to the System, and the County therefore requests that the Authority, as a service for the County, extend the System by developing new water supply sources and infrastructure to replace, for the benefit of the Service Area, the water supply that will need to be made available to the Property for subsequent phases of the Project; and

WHEREAS, the Authority and the County acknowledge that the development of new water supply sources for the System will be a lengthy and costly project and that the animating purposes behind the proposed *Water Supply and Infrastructure Planning and Development Services Agreement* ("Agreement") include (i) for the County to make a binding commitment to pay all costs for Authority services associated with the development of the new water supply sources for the System, except as otherwise provided in the Agreement, despite current uncertainties as to where the new water supply sources will be located, how the new water supply sources will be connected to the System, and when the new water supply sources must be available for the System and (ii) for the Authority to develop a regional water and sewer plan, to provide essential services associated with the extension and expansion of the System, and to provide all services necessary to identify and develop new water supply sources for the System and develop new water infrastructure to connect those new water supply sources to the System; and

WHEREAS, the Executive Director has recommended to the Board that it approve the Agreement, and authorize him to execute it and deliver it to Botetourt County; and

WHEREAS, the Authority Board, in approving the Agreement and authorizing the Executive Director to execute it and deliver it to the County, expressly relies on the representations,

warranties, covenants, agreements, and obligations made and undertaken by the County in the Agreement; and

WHEREAS, the Authority Board, in approving the Agreement and authorizing the Executive Director to execute it and deliver it to the County, acts under its authority (i) to contract with the County to provide services for a reasonable fee as provided in the Comprehensive Agreement between the Authority and the Count dated July 1, 2015, (“Comprehensive Agreement”) (ii) to enter into a cost sharing agreement with the County for Authority services associated with extensions of the System as provided in the Comprehensive Agreement, (iii) to enter into contracts with the County that provide for or relate to the furnishing of Authority services and System facilities under Virginia Code § 15.2-5114, (iv) to enter into contracts with the County that provide for the transfer or conveyance of real or personal property to the Authority under Virginia Code § 15.2-5148, and (v) to accept funds and property from the County under Virginia Code § 15.2-1205, among other applicable provisions of law; and

WHEREAS, the Authority Board finds that the Agreement: (i) will provide a substantial public benefit to its customers, member localities, and Service Area by providing funding for Authority services associated with new water supply source development, (ii) provides for or relates to the furnishing of the Authority services and System facilities, (iii) transfers and conveys funds, real property, and other personal property from the County to the Authority, (iv) provides Authority services for the County, at the County’s request, that the County and the Authority deem appropriate for a reasonable fee, and (v) provides cost sharing to pay for Authority services related to the construction of System extensions, including new water supply source development, requested by the County.

NOW, THEREFORE, BE IT RESOLVED by the Board of the Western Virginia Water Authority as follows:

1. The Board finds the *Water Supply and Infrastructure Planning and Development Services Agreement* between the Authority and Botetourt County, in substantially the form as has been presented to the Board at this meeting, is necessary or incidental to the Authority’s performance of its duties and to the execution of its powers and in the Authority’s best interest, and the Board, therefore, approves the *Water Supply and Infrastructure Planning and Development Services Agreement*, in substantially the same form as has been presented at this meeting.
2. The Board authorizes and directs the Executive Director to execute *Water Supply and Infrastructure Planning and Development Services Agreement*, in substantially the same form as has been presented at this meeting, with such additions, deletions, and revisions as the Executive Director deems appropriate, in his discretion, and thereafter to deliver the executed *Water Supply and Infrastructure Planning and Development Services Agreement* to Botetourt County.
3. The Board declares that the recitals to this Resolution and the recitals to the *Water Supply and Infrastructure Planning and Development Services Agreement* are and constitute the findings of the Board in support of its decision to approve the *Water*

Supply and Infrastructure Planning and Development Services Agreement and authorize its execution and delivery to Botetourt County, and those recitals are incorporated into this Resolution.

- 4. The Executive Director also is authorized and directed to take all such further actions as he may deem to be necessary or desirable that are in furtherance of, and that are in conformity with, the purposes and intent of this Resolution, including executing and delivering additional documents, procurements, contracts for services, task orders, and the like.
- 5. This Resolution shall take effect immediately.

Directors absent _____

Votes in Favor _____

Votes Against _____

Abstentions _____

CERTIFICATION

The undersigned secretary of the Western Virginia Water Authority does hereby certify that the foregoing is a true, complete, and correct Resolution adopted by a vote of a majority of the Directors of the Western Virginia Water Authority, present at a special meeting of the Board of Directors of the Western Virginia Water Authority duly called and held September 10 2025, at which a quorum was present and acting throughout, and that the same has not been amended or rescinded and is in full force and effect as of the date of this certification September __, 2025.

Gayle Shrewsbury, Secretary,
Western Virginia Water Authority

(SEAL)

RESOLUTION #510 (09/25)
OF THE
WESTERN VIRGINIA WATER AUTHORITY

Approving and Authorizing the Executive Director to Execute a
Utility Services Funding Agreement with Helio Capital, LLC

WHEREAS, the Western Virginia Water Authority (the “Authority”), a public service authority formed and existing in accordance with the provisions of the Virginia Water and Waste Authorities Act, Chapter 51 of Title 15.2 of the Code of Virginia (1950), as amended (the “Act”), in accordance with the Act and its Second Amended and Restated Articles of Incorporation, provides water and wastewater services to its member localities, the City of Roanoke, Roanoke County, Franklin County, and Botetourt County (the “County”), and such other public or private entities as the Authority determines within or without those localities (collectively, the “Service Area”); and

WHEREAS, the Authority provides water and wastewater services to property in the County located in the Botetourt Center at Greenfield business park and identified as Botetourt County Tax Parcel No. 88(26)3 (the “Property”); and

WHEREAS, Helio Capital, LLC, a Delaware limited liability company (the “Developer”) owns the Property and proposes to construct and operate data storage facilities on the Property (the “Project”); and

WHEREAS, the Developer anticipates developing the Project in phases with multiple buildings and related facilities that will require water and wastewater services; and

WHEREAS, the water supply infrastructure needed to deliver to the Property the water supply capacity required for the Project, in its initial and subsequent phases of development, does not currently exist, and the Developer must design, develop, construct, permit, commission, and dedicate to the Authority the needed infrastructure, all at the Developer’s expense; and

WHEREAS, the water supply capacity required for the Project, in its subsequent phases of development, exceeds both the current water supply capacity available to the Property and the future water supply capacity available to the Property under the Authority’s current long-range water supply planning; and

WHEREAS, the Developer has requested that the Authority make available to the Property a sufficient volume of water supply and a sufficient volume of wastewater capacity for the initial phase of the Project; and

WHEREAS, the Authority has provided the Developer with support and analysis in assessing and developing concepts for water and wastewater infrastructure improvements to support the Developer’s development goals at the Property; and

WHEREAS, the Developer desires to provide funds for the Authority to use: (i) to undertake infrastructure and water supply planning required to make available a sufficient volume of water supply and a sufficient volume of wastewater capacity for the initial phase of the Project, (ii) to plan and prepare for additional water supply and wastewater service capacity needs at the Property as may be required for subsequent phases of the Project, and (iii) to plan and prepare for the water supply and wastewater service needs throughout Utility's Service Area that will be needed, at least in substantial part, as a result of subsequent phases of the Project, including identifying and planning for access to new water supply sources and identifying and planning for the development of new water supply infrastructure needed to connect those new water supply sources to the Authority's system; and

WHEREAS, the Authority and the Developer desire to enter into the *Utility Services Funding Agreement* to address certain prerequisites to the development of the water and wastewater infrastructure improvements required for the Project; and

WHEREAS, the Authority and the Developer acknowledge that a detailed design, permitting, and construction effort will be needed to complete the water and wastewater infrastructure improvements required for the initial phase of the Project, and the terms and conditions of the parties' mutual effort to complete the water and wastewater infrastructure improvements required for the initial phase of the Project will be addressed in a separate design, construction, and development agreement to which Botetourt County may be a party; and

WHEREAS, the Executive Director has recommended to the Board that it approve the *Utility Services Funding Agreement* with the Developer, and authorize him to execute it and deliver it to the Developer.

NOW, THEREFORE, BE IT RESOLVED by the Board of the Western Virginia Water Authority as follows:

1. The Board finds the *Utility Services Funding Agreement* between the Authority and Helio Capital, LLC, in substantially the form as has been presented to the Board at this meeting, is necessary or incidental to the Authority's performance of its duties and to the execution of its powers and in the Authority's best interest, and the Board, therefore, approves the *Utility Services Funding Agreement*, in substantially the same form as has been presented at this meeting.
2. The Board authorizes and directs the Executive Director to execute the *Utility Services Funding Agreement*, in substantially the same form as has been presented at this meeting, with such additions, deletions, and revisions as the Executive Director deems appropriate, in his discretion, and thereafter to deliver the executed *Utility Services Funding Agreement* to Helio Capital, LLC.
3. The Board declares that the recitals to this Resolution and the recitals to the *Utility Services Funding Agreement* are and constitute the findings of the Board in support of its decision to approve the *Utility Services Funding Agreement* and authorize its

execution and delivery to Helio Capital, LLC, and those recitals are incorporated into this Resolution.

- 4. The Executive Director also is authorized and directed to take all such further actions as he may deem to be necessary or desirable that are in furtherance of, and that are in conformity with, the purposes and intent of this Resolution, including executing and delivering additional documents, procurements, contracts for services, task orders, and the like.
- 5. This Resolution shall take effect following the execution of the agreement approved in Resolution #509.

Directors absent _____

Votes in Favor _____

Votes Against _____

Abstentions _____

CERTIFICATION

The undersigned secretary of the Western Virginia Water Authority does hereby certify that the foregoing is a true, complete, and correct Resolution adopted by a vote of a majority of the Directors of the Western Virginia Water Authority, present at a special meeting of the Board of Directors of the Western Virginia Water Authority duly called and held September 10, 2025, at which a quorum was present and acting throughout, and that the same has not been amended or rescinded and is in full force and effect as of the date of this certification September __, 2025.

 Gayle Shrewsbury, Secretary,
 Western Virginia Water Authority

(SEAL)