

MINUTES OF A REGULAR MEETING OF THE COMMISSIONERS  
OF THE  
CITY OF ROANOKE REDEVELOPMENT AND HOUSING AUTHORITY

The Commissioners of the City of Roanoke Redevelopment and Housing Authority met for a regular session on Monday, December 15, 2014, in the offices of the City of Roanoke Redevelopment and Housing Authority, 2624 Salem Turnpike, NW, in the City of Roanoke, Virginia.

I. CALL TO ORDER – ROLL CALL

Chair Witten called the meeting to order at 3:01 p.m. and declared that a quorum was present.

PRESENT: Commissioners Anguiano, Burruss, Butler, Garner, Witten

ABSENT: Commissioners Karnes, Smith

OFFICER PRESENT: Glenda Edwards Goh, Secretary-Treasurer

ALSO PRESENT: Jackie Austin, VP of Finance/CFO; Christina Back, Human Resources and Executive Office Administrator; Kathy Beveridge, Compliance and Quality Assurance Manager; David Bustamante, VP of Housing; Jessica Farmer, HCV Client Specialist; Chenita Jackson, Executive Assistant; Mark Loftis, Legal Counsel; John Prillaman, General Counsel; Lisa Reynolds, Site Manager; Joel Shank, VP of Operations; Desi Wynter, Director of Redevelopment and Modernization

Chair Witten welcomed everyone to today's meeting.

## II. REPORTS

### 1. Financial Report

Chair Witten stated that Mrs. Austin provided a Financial Narrative along with the Financial Report and asked if there were any comments or questions.

Commissioner Garner asked if the time frame for the CD Block Grant was normal.

Mrs. Austin stated that it is funded consistent with the City of Roanoke's fiscal year which ends on June 30; so the new grant year starts on July 1.

Chair Witten asked if the auditors had visited last week and if everything went well.

Mrs. Austin stated that the auditors were at RRHA and all went well. The auditors only had to do one program this year, the Section 8 program, since RRHA is a low risk auditee, and they were finished by Friday.

Chair Witten asked if there were any additional comments or questions. There were none.

### 2. Executive Director's Report

Chair Witten asked for the Executive Director's report.

Mrs. Goh stated that she would like to inform the Board that RRHA has finished the repayment to Public Housing that resulted from the 2006 audit by HUD. In October, Mrs. Austin notified HUD that the last payment was made in September. The repayment agreement was the last outstanding item from the 2006 audit.

Commissioner Burruss stated that it must feel good.

Mrs. Goh agreed that it does feel good and stated she was pleased to see RRHA reach the end of what was a long repayment period.

Mrs. Goh stated the Annual Employee Recognition and Holiday Luncheon was held on Friday and thanked Chair Witten, Commissioner Smith, and Commissioner Anguiano for attending. Councilman Bestpitch also attended. She stated that other Commissioners had wanted to attend but were unable due to scheduling conflicts. Mrs. Goh stated that it was a good event.

Mrs. Goh stated that Christina Back has accepted the new position of Human Resources and Executive Office Administrator, and she will be overseeing the functions of both the Executive Office and Human Resources Department. She came to RRHA with several years of Human Resources experience, and worked in the RRHA Human Resources Department before moving to the Executive Office last year. She has already stepped into her new position, and candidates are being sought for the Executive Assistant role.

Mrs. Goh stated that Commissioners have probably seen on the news that Congress reached agreement on a budget bill. According to the information available so far, it looks like funding for RRHA's housing programs will remain flat. The cap was raised for the Rental Assistance Demonstration project, which should accommodate the units for which applications have already been approved. Mrs. Goh stated that she understands that HUD plans to ask for another increase above that cap in the next session of Congress.

Mrs. Goh stated that Commissioner Karnes is out of town in Northern Virginia due to a meeting of another board on which he serves, and he raised the question of

whether he could participate in the RRHA meeting by phone because the other board meeting would be over in time to allow him to participate in the RRHA meeting, but he would not be able to travel back to Roanoke in time. Mrs. Goh asked Mr. Prillaman, RRHA General Counsel, to research whether phone participation would be allowable. He determined that individual members can participate in a limited number of meetings under certain circumstances if the Board has a policy allowing such participation. Commissioner Karnes' situation today would be an allowable reason for phone participation under the Virginia Code. Mrs. Goh asked whether the Board would want Mr. Prillaman to draft a change to the Bylaws section governing meetings for the Board's consideration.

Commissioner Garner stated that he thought it definitely should be considered. He stated that he recalled that this was discussed several years ago, and the conclusion was that it could not be done. He asked whether equipment would have to be purchased to allow for phone participation, requiring a budget adjustment.

Mrs. Goh stated that she believes RRHA has the necessary equipment needed but will double check to make sure. She stated that the entire Board cannot meet electronically; however, if an individual member is away and a quorum is present, then it is allowable to have individual members participate by phone under certain circumstances, if the Board has a policy in place that complies with the law.

Commissioner Garner asked if the Board must already have a quorum present.

Mrs. Goh confirmed that there must be enough members physically present in the room to have a quorum.

Commissioner Anguiano asked if there are built in limits to how many times

members were allowed to participate in meetings by phone.

Mrs. Goh stated that she believes the limit is two per year and asked Mr. Prillaman to respond to the question.

Mr. Prillaman stated it is two meetings per calendar year or 25% of the meetings of the public body, whichever is fewer.

Commissioner Garner stated that Board would like to do that for occasion when one is able to participate but is sick and does not wish to take a chance that the illness is contagious or similar circumstances.

Mrs. Goh stated that Mr. Prillaman will draft the change to bring to the Board next month to discuss and consider.

Commissioner Burruss asked for a status update about the Choice Neighborhoods Implantation Grant RFP for grant writing since the deadline is short.

Mrs. Goh agreed that the deadline is quite short given what is required to apply for the grant. She stated that the Transformation Plan will provide a substantial chunk of what is required but there is still significant work to be done to prepare the application. Unfortunately, the RFP resulted in only one response. That response was well above RRHA's cost estimate, which means RRHA will negotiate to see if the cost can be reduced. Alternatively, RRHA will work with local partners to pool resources and complete the application in time. Technical assistance will likely be needed with the some of the complex and detailed calculations of costs and similar items required for the application.

Commissioner Burruss asked whether the proposal would come to the Board for approval if accepted.

Mrs. Goh stated that it will not meet the \$100,000 threshold to require Board approval. There is a \$200,000 plan that has already been developed, and the cost to prepare the application should be significantly less than it would be if the Transformation Plan had not already been completed.

Commissioner Anguiano asked if there was an update to report regarding the Jobs Plus program.

Mrs. Goh stated that Crystal Hall is working on it and asked if she was at the meeting today.

Mr. Bustamante stated that Crystal Hall is not at the meeting today because she is currently working on the Jobs Plus grant application in order to submit today.

Mrs. Goh stated that RRHA was fortunate to receive letters of support from Senators Warner and Kaine, Congressman Goodlatte, the City Manager, and the Mayor as well as valuable support from community partners, resulting in a strong application.

Chair Witten asked if there were any additional comments or questions. There were none.

3. Staff Reports

Chair Witten asked if there were any staff reports. There were none.

4. Committee Reports

Chair Witten asked if there were any committee reports. There were none.

5. Commissioner Comments

Chair Witten asked if there were any Commissioner comments. There were none.

6. Residents or other community members to address the Board.

Chair Witten asked if there were any residents or other community members who would like to address the Board. There were none.

### III. CONSENT AGENDA

C-1 Minutes of the Regular Meeting of the Board of Commissioners held Monday, November 17, 2014.

RECOMMENDED ACTION: Dispense with the reading thereof and approve as recorded.

C-2 Monthly Operations Report for the month of November 2014.

RECOMMENDED ACTION: File as submitted

Vice-Chair Butler introduced a motion to approve the Consent Agenda. The motion was seconded by Commissioner Garner and upon roll call the following vote was recorded:

AYES: Commissioners Anguiano, Burruss, Butler, Garner, Witten

NAYS: None

Chair Witten thereupon declared said motion carried as introduced.

### IV. **REGULAR AGENDA**

#### 1. Resolution No. 3822

Mrs. Goh asked for approval of Resolution No. 3822, designating a different date for certain 2015 Regular Meetings of the Board of Commissioners pursuant to Article III, Section 2 of the Bylaws. Each meeting for the months of May, November, and December has been moved to the third Monday instead of the fourth Monday, consistent with discussion at last month's meeting.

Chair Witten asked if there were any other comments or questions. There were none.

Commissioner Garner introduced Resolution No. 3822 and moved its adoption as introduced:

**RESOLUTION OF THE CITY OF ROANOKE REDEVELOPMENT AND HOUSING AUTHORITY PURSUANT TO ARTICLE III, SECTION 2 OF THE BYLAWS DESIGNATING A DIFFERENT DATE FOR CERTAIN 2015 REGULAR MEETINGS OF THE BOARD OF COMMISSIONERS**

WHEREAS, Article III, Section 2 of the Bylaws of the City of Roanoke Redevelopment and Housing Authority (RRHA) provides that the regular meeting of the Board of Commissioners shall be held the fourth Monday of each month at 3:00 p.m. at the RRHA office, 2624 Salem Turnpike, NW, Roanoke, Virginia; and

WHEREAS, Article III, Section 2 of the Bylaws of the RRHA provides that the Board of Commissioners may by resolution designate a different place, date, and/or time for any meeting; and

WHEREAS, it is in the best interest of RRHA to designate different dates for certain regular meetings of the Board of Commissioners in 2015.

NOW, THEREFORE, BE IT RESOLVED by the Commissioners of the City of Roanoke Redevelopment and Housing Authority that:

- (1) The regular meeting of the Board of Commissioners for the month of May 2015 shall be held on Monday, May 18, 2015 at 3:00 p.m. at the RRHA office, 2624 Salem Turnpike, NW, Roanoke, Virginia.
- (2) The regular meeting of the Board of Commissioners for the month of November 2015 shall be held on Monday, November 16, 2015 at 3:00 p.m. at the RRHA office, 2624 Salem Turnpike, NW, Roanoke, Virginia.
- (3) The regular meeting of the Board of Commissioners for the month of December 2015 shall be held on Monday, December 21, 2015 at 3:00 p.m. at the RRHA office, 2624 Salem Turnpike, NW, Roanoke, Virginia.

The motion was seconded by Commissioner Anguiano and upon roll call the following vote was recorded:

AYES: Commissioners Anguiano, Burruss, Butler, Garner, Witten

NAYS: None

Chair Witten thereupon declared said motion carried and Resolution No. 3822 adopted as introduced.

2. Resolution No. 3823

Mr. Loftis asked for approval of Resolution No. 3823 authorizing a third amendment to the Purchase and Redevelopment Agreement with Carilion Clinic Properties, LLC relating to property in the South Jefferson redevelopment area. This property was sold to Carilion Clinic Properties, LLC in 2011, and the purchase agreement as amended currently requires Carilion Clinic Properties to submit a detailed development plan no later than December 31, 2014. The request from Carilion, as stated in the materials provided, is to extend that deadline to December 31, 2019. The letter from Carilion, also provided in the materials, summarizes the justification. Mr. Loftis stated that Commissioners are aware that there is a conceptual master plan for this part of the redevelopment area. The buildings that are there have not been developed precisely according to that plan. That fact, along with the development that is occurring on the other side of Jefferson Street as part of the Bridges development has caused Carilion to rethink what is the most appropriate of that property, and that was the justification for the first extension of deadline. The new development which is set out in the letter from Carilion, is that the Virginia Tech Foundation, which owns the Medical School and the Biomedical Institute has now been granted an option of right of first refusal on that property. There is at least the possibility that Carilion and the Foundation would like to keep open, that the property might in the future be used for an expansion of the Medical School or the Biomedical Institute. Extension requests like

this are not that unusual. The Board does have to evaluate whether extending that time is reasonable under the circumstances. What the code requires is that when the Authority sells property located in a redevelopment area, it must obligate the purchaser to begin construction of the improvements “within a period of time which the Authority fixes as reasonable” so it cannot be general; a specific deadline must be set. The request here is to extend the timeframe for submission of a detailed development plan for an additional five years. The deadline for commencement of construction would remain twelve months from the date of approval of that plan. A five year extension is fairly unusual for this Authority. RRHA has usually provided a one or two year extension, with the thinking being that a shorter extension keeps it on everyone’s radar screen. If you look around historically across the state to other redevelopment projects, a five year extension like this would not be unusual at all. The suggestion to the Board for consideration is that it may be justified in this case by the fact that there is no question in anyone’s mind that the highest and best use of that property would be for the expansion of the Medical School or the Biomedical Institute and, if that is a possibility for the use of that property, it is reasonable to try to keep that in play by extending for a period of time that may allow that to come to fruition rather than to force another use of the property. The Code gives the Authority twenty years from the date of acquisition to commence redevelopment. If this extension were granted and went all the way up to the next deadline in 2019, the time frame is a little over nine and half years into that period, so certainly enough time would remain under the Code. If there were another request for an extension at the end of that time, that would be something that the Authority would have to look at very seriously.

Commissioner Anguiano stated that one of the things Mr. Loftis talked about is the other development going on and asked how that affects the plan for this property.

Mr. Loftis stated that it is his understanding that it is simply a question, because of what is being developed across Jefferson, they have wanted to engage in some process to decide whether the best use of that property is for more office space or perhaps for some more commercial use that would be compatible with what is occurring on the other side of Jefferson. Obviously, everyone's belief is that if the Medical School or Biomedical Institute were to expand, that would be the first choice, assuming that could be done within an appropriate time frame. If that is not going to happen, then there is some evaluation going on as to whether really putting another office building there would be the best thing or if there might be some other use that may be more compatible with what is going on across Jefferson Street.

Commissioner Anguiano stated that the five year timeframe gives him a little pause and he does not like the idea of that property setting there undeveloped for essentially ten years.

Commissioner Burruss stated that she agreed, especially given the history of that property acquisition.

Chair Witten stated that, knowing the history of what the Board went through prior to his appointment, it seems like twenty-four to thirty-six months might be a little more reasonable timeframe to revisit this, but at some point there has to be something done there.

Commissioner Garner stated that he agrees with what was stated; however, he stated that he leaned toward going with the five year extension because of the fact that

the use of the property that is being considered is for the expansion of the Medical School. He stated that he would be more in favor of thirty-six months versus sixty months.

Commissioner Burruss stated five years does not seem unreasonable for what they are meaning to do, but it just seems unreasonable for the Board to allow them to continue to delay.

Vice-Chair Butler stated that it is important to bear in mind that this is not an everyday piece of development property. The only realistic or logical user of that property would be a Carilion/Medical School entity that ties in with that development. So the Board should not be under the impression that there is realistic user out there that is not related to the medical complex when there is not. Five years is a long time but that property was always intended to be a part of that overall development. So it is a question of absorption and the need on the part of Carilion. Commissioner Butler stated that the Board could approve thirty-six months, but in thirty-six months the Board would be having this same conversation again.

Commissioner Garner stated that is a good point, and the Board is at the point to vote on this. If it is voted down, the Board could consider another proposal.

Mrs. Goh stated she thinks the Board can amend the resolution to approve a different timeframe prior to voting if they choose and asked Mr. Loftis to advise.

Mr. Loftis stated that, under these circumstances, since the written request was for five-years, the Board could amend the resolution to approve something shorter than that. The Board could not amend to a longer timeframe than the request.

Vice-Chair Butler stated that he thought the Board should go ahead and vote on

the resolution.

Commissioner Anguiano asked what would be the impact on Carilion if the Board approved a shorter extension timeframe.

Mr. Loftis stated that based on his conversations with Carilion, the five years was simply because they wanted to get as long a period as they thought they reasonably could to hold out the prospect that the property would ultimately be used for the Medical School or Biomedical Institute, because everyone agrees that would be the highest and most appropriate use of that property.

Mrs. Goh stated there are a couple of other related factors, regardless of which extension period is approved. One is that this is the only property not already redeveloped or in the process of development remaining in that phase of the redevelopment area. In addition, the Medical School is still relatively new, so they may be looking at five years as a realistic timeframe for assessing expansion needs.

Vice-Chair Butler stated that also, if Carilion found an unrelated third party developer to develop the property, this would not prohibit it.

Mr. Loftis stated that is correct. The Foundation would have the right of first refusal.

Chair Witten asked if there were any other comments or questions. There were none.

Vice-Chair Butler introduced Resolution No. 3823 and moved its adoption as introduced:

RESOLUTION OF THE CITY OF ROANOKE REDEVELOPMENT AND HOUSING AUTHORITY AUTHORIZING A THIRD AMENDMENT TO PURCHASE AND REDEVELOPMENT AGREEMENT WITH CARILION

CLINIC PROPERTIES, LLC RELATING TO PROPERTY IN THE SOUTH  
JEFFERSON REDEVELOPMENT AREA

WHEREAS, the City Of Roanoke Redevelopment And Housing Authority ("RRHA") and Carilion Clinic Properties, LLC, a Virginia limited liability company ("Carilion Properties"), entered into a Purchase and Redevelopment Agreement dated March 15, 2011, with respect to two (2) parcels of real estate in the South Jefferson Redevelopment Area City of Roanoke, Virginia (the "217 Reserve Avenue Purchase Agreement");

WHEREAS, the 217 Reserve Avenue Purchase Agreement originally provided that Carilion Properties would submit a "Development Plan" (as that term is used in the 217 Reserve Avenue Purchase Agreement) within eighteen (18) months after completion of the "Site Preparation Work" at the "Property" (as such terms are defined in the 217 Reserve Avenue Purchase Agreement); and

WHEREAS, by Amendment dated September 25, 2012, RRHA and Carilion Properties amended Section 7(a)(ii) of the 217 Reserve Avenue Purchase Agreement to extend the time for Carilion Properties to submit a "Development Plan" for the "Property" to not later than December 31, 2013;

WHEREAS, by a Second Amendment dated, February 4, 2014, RRHA and Carilion Properties amended Section 7(a)(ii) of the 217 Reserve Avenue Purchase Agreement to extend the time for Carilion Properties to submit a "Development Plan" for the "Property" to not later than December 31, 2014;

WHEREAS, the 217 Reserve Avenue Purchase Agreement provides that construction of the "Permitted Use" (as that term is defined in the 217 Reserve Avenue Purchase Agreement) will commence within twelve (12) months after approval of the "Development Plan"; and

WHEREAS, Carilion Properties has requested a third amendment to the 217 Reserve Avenue Purchase Agreement to extend the date for submission of a Development Plan for the Property to not later than December 31, 2019; and

WHEREAS, the real property that is the subject of the 217 Reserve Avenue Purchase Agreement is located in the South Jefferson Redevelopment Area; and

WHEREAS, Virginia Code § 36-53 permits RRHA to establish such period of time for the building of improvements on property purchased in a redevelopment area as RRHA "fixes as reasonable"; and

WHEREAS, Carilion Properties has presented substantial justification for its desire to extend the time period described in the foregoing recitals including but not limited to the fact that (i) the Virginia Tech Foundation, Inc. has been granted an option and right of first refusal with respect to the property and may be interested in utilizing

the property for potential expansion needs; and (ii) both Carilion Properties and the Virginia Tech Foundation, Inc. are continuing to evaluate the allocation of appropriate property use and needs as between the Virginia Tech Carilion School of Medicine and Research Institute, Carilion Properties itself, and ongoing third party development in the area surrounding the Property; and

WHEREAS, based on the information provided to it, RRHA is satisfied that extending the date for submission of a Development Plan under the 217 Reserve Avenue Purchase Agreement to December 31, 2019 is reasonable under the circumstances; and

WHEREAS, RRHA and the City of Roanoke will be required to approve any Development Plan.

NOW, THEREFORE, BE IT RESOLVED by the Commissioners of the City of Roanoke Redevelopment and Housing Authority that:

1. The Executive Director (or her designee) is authorized to execute a Third Amendment to the 217 Reserve Avenue Purchase Agreement in substantially the form attached to this Resolution; and
2. The Executive Director (or her designee) is further authorized to execute such documents as may be necessary to effectuate the Third Amendment to the 217 Reserve Avenue Purchase Agreement as described in this resolution.

The motion was seconded by Commissioner Garner and upon roll call the following vote was recorded:

AYES: Commissioners Burruss, Butler, Garner, Witten

NAYS: Commissioner Anguiano

Chair Witten thereupon declared said motion carried and Resolution No. 3823 adopted as introduced.

### 3. Executive Session

Commissioner Garner moved that the Commissioners enter into Executive Session for the purpose of discussion of specific personnel matters of the RRHA in accordance with Virginia Code Section 2.2-3711 (A)(1).

The motion was seconded by Vice-Chair Butler and upon roll call the following

vote was recorded:

AYES: Commissioners Anguiano, Burruss, Butler, Garner, Witten

NAYS: None

The Board of Commissioners entered into Executive Session at 3:28 p.m.

The Board reconvened into open session at 3:43 p.m.

Commissioner Garner introduced a motion stating that the members of the Board of Commissioners hereby certify to the best of their knowledge that only public business matters lawfully exempted from open meeting requirements and only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered by the Board in the immediately preceding Executive Session.

The motion was seconded by Commissioner Burruss and upon roll call the following vote was recorded:

AYES: Commissioners Anguiano, Burruss, Butler, Garner, Witten

NAYS: None

V. **ADJOURNMENT**

There being no further business to come before the Board, Commissioner Garner moved that the meeting be adjourned.

The motion was seconded by Vice-Chair Butler and upon roll call the following vote was recorded:

AYES: Commissioners Anguiano, Burruss, Butler, Garner, Witten

NAYS: None

Chair Witten declared the meeting adjourned at 3:44 p.m.

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Timothy Witten, Chair

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Glenda Edwards Goh, Secretary-Treasurer



# DRAFT

## Board of Commissioners Meeting Schedule 2015

Unless otherwise noted, meetings are scheduled at 3:00 p.m. on the fourth Monday of each month. Meeting location is RRHA Administration Building, 2624 Salem Turnpike NW, Roanoke, Virginia.

Monday, January 26, 2015

Monday, February 23, 2015

Monday, March 23, 2015

Monday, April 27, 2015

Monday, May 18, 2015\*

Monday, June 22, 2015

Monday, July 27, 2015

Monday, August 24, 2015

Monday, September 28, 2015

Monday, October 26, 2015

Monday, November 16, 2015\*

Monday, December 21, 2015\*

\* Pursuant to Resolution No. 3822 establishing dates for the May, November, and December 2015 regular meetings of the RRHA Board of Commissioners.

OFFICE OF CORPORATE COUNSEL  
 TELEPHONE: 540 224 506  
 TELECOPIER: 540 857 5204  
 EMAIL: [PDHENSON@CARILIONCLINIC.ORG](mailto:PDHENSON@CARILIONCLINIC.ORG)



BRIGGS W. ANDREWS, ESQ.  
 DOUG HENSON, ESQ.  
 CAROLE M. AGEE, ESQ.  
 BEVERLY H. BINNER, ESQ.  
 JENNIFER B. MUNSEY, ESQ.

RECEIVED

NOV 17 2014

November 13, 2014

RRHA EXECUTIVE OFFICE

Glenda Edwards Goh  
 Executive Director  
 City of Roanoke Redevelopment and Housing Authority  
 2624 Salem Turnpike, N.W.  
 Roanoke, Virginia 24017

Dear Ms. Goh:

The City of Roanoke Redevelopment and Housing Authority ("RRHA") and Carilion Clinic Properties, LLC ("CCP") entered into a Purchase and Redevelopment Agreement South Jefferson Redevelopment Area dated March 15, 2011 with respect to two (2) parcels of real estate (the "Property") in the City of Roanoke, Virginia (the "217 Reserve Avenue Purchase Agreement"). By Second Amendment dated February 4, 2014, the parties amended Section 7(a)(ii) to extend the time for CCP to submit a proposed development plan for the Property to not later than December 31, 2014.

CCP continues to evaluate the most appropriate use and development of the Property in light of the needs of the Virginia Tech Carilion School of Medicine and Research Institute. The Virginia Tech Foundation, Inc. owns the Virginia Tech Carilion School of Medicine and Research Institute property within the South Jefferson Redevelopment Area and has been granted an option and right of first refusal with respect to the Property. While the Virginia Tech Foundation, Inc. does not have any immediate plans for this property, they are very interested in the Property remaining available for potential expansion needs. In addition, the current development of other properties in the South Jefferson Redevelopment Area by third parties and their plans for future development are impacting CCP's assessment of the most appropriate use and development of the Property. As a result, CCP hereby requests that RRHA grant it an additional extension of the time for submitting a proposed development plan for the Property for a five year period to end not later than December 31, 2019.

RE: Carilion Clinic Properties, LLC  
November 13, 2014  
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Should you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,



Briggs W. Andrews  
Carilion Clinic Properties, LLC  
Senior Vice President and General Counsel

**THIRD AMENDMENT TO PURCHASE AND REDEVELOPMENT AGREEMENT  
SOUTH JEFFERSON REDEVELOPMENT AREA**

THIS AGREEMENT, made as of \_\_\_\_\_, 201\_\_\_\_, by and between **CITY OF ROANOKE REDEVELOPMENT AND HOUSING AUTHORITY, a political subdivision of the Commonwealth of Virginia** ("Authority") and **CARILION CLINIC PROPERTIES, LLC**, a Virginia limited liability company ("Carilion"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged provides as follows:

1. Background. Authority and Carilion heretofore entered into a Purchase and Redevelopment Agreement South Jefferson Redevelopment Area dated March 15, 2011, with respect to two (2) parcels of real estate in the City of Roanoke, Virginia (the "Purchase Agreement"). Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Purchase Agreement. By Amendment dated September 25, 2012, RRHA and Carilion amended Section 7(a)(ii) of the Purchase Agreement to extend the time for Carilion to submit a "Development Plan" for the "Property" to not later than December 31, 2013. By a Second Amendment dated February 4, 2014, RRHA and Carilion amended Section 7(a)(ii) of the 217 Reserve Avenue Purchase Agreement to extend the time for Carilion to submit a "Development Plan" for the "Property" to not later than December 31, 2014;

2. Amendment: Section 7 (a) (ii) of the Purchase Agreement is hereby DELETED in its entirety and REPLACED with the following:

(ii) submit its proposed development plan for the Property not later than December 31, 2019;

3. Third Amendment Supersedes Second Amendment. This Third Amendment supersedes and replaces the Second Amendment to the Purchase Agreement dated February 4, 2014.

4. Continuation of Purchase Agreement. The Purchase Agreement, except as modified herein or otherwise previously amended, shall continue in full force and effect in accordance with its terms.

5. Counterparts. This Agreement may be signed in one or more counterparts, each of which shall be deemed an original of this Agreement.

**WITNESS** the signatures and seals of the Authority and Carilion as of the date first above written, each party signing by its duly authorized officer(s):

CITY OF ROANOKE REDEVELOPMENT AND HOUSING AUTHORITY (SEAL)

By: \_\_\_\_\_

Its: \_\_\_\_\_

:  
CARILION CLINIC PROPERTIES, LLC (SEAL).

By: \_\_\_\_\_

Its: \_\_\_\_\_