

Chris Mawsey

Tim Squires - successor to CEO > ~~strategic~~
Tim Hixon - mgmt team 60 yrs

Seale receiving himself

→ Going to set up mtg.
PPT overviewing tools - seed blend of three

30 days to decision

Compete for full ~~ATC~~ - Set waste to
Keep ~~Norfolk~~ ATC

~~Stuck presentation by Mawsey~~

McClintock, Robert

From: Powell, Twyla
Sent: Wednesday, January 28, 2015 9:40 AM
To: Povar, Liz; Goodwin, Katherine; Strickler, Frank
Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Heads-up

I've created a sf.com opp record. Data for investment/ new jobs/salary is placeholder until we get the real thing.

Twyla Powell
804-545-5723
tpowell@yesvirginia.org

From: Povar, Liz
Sent: Wednesday, January 28, 2015 9:25 AM
To: Goodwin, Katherine; Strickler, Frank
Cc: McClintock, Robert; Powell, Twyla; Randall, Meredith
Subject: Heads-up

Just got off phone with Martin; the Secretary has been in conversation with a gentleman named "Wiggins" at NS (I don't see him on the corporate site) who has told SCT that Georgia has put a package on the table for NS to consider as they determine where to relocate the Roanoke jobs. Therefore, we have an active expansion project for Norfolk.

Next step is for Martin to get with Secretary to get more details on any specific followup that's planned.

Ultimately Twyla will work this project but initially Martin asked me to take lead, once he gets more clarity on timing, contacts, etc.

Frank, I don't know that VJIP will be used, but heads-up in case we need to include it.

Katherine/Frank/Rob: we've communicated with Peter Chapman in Norfolk just to offer support (before we knew about the "active" project) and it's not clear to me if Norfolk is aware of this, so we're not yet talking with them.

Mere or Twyla, could one of you start a SF record please? Thanks.

Liz

Job Tax Credit

A job credit is a tax credit that helps fuel company expansion by rewarding job creation. In Georgia, job credits provide as much as \$4,000 in annual tax savings per job for up to five years. They're available to businesses (or their headquarters) in seven strategic sectors:

- Manufacturing
- Telecommunications
- Broadcasting
- Warehousing & distribution
- Research & development
- Processing
- Tourism

The exact value of the job credits depends on two factors – how many jobs are created, and where. A downloadable map shows how all Georgia counties and census tracts rank as “economic tiers” based on three factors: unemployment rate, per capita income and percentage of residents whose incomes are below poverty level.

From: Povar, Liz
Sent: Tuesday, February 03, 2015 10:02 AM
To: McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Subject: Urgent if possible

Rob/Katherine – any way to get quick info on the Georgia program below which NS has apparently identified as the “package” from Georgia? Secretary would like to talk today about Virginia’s options; we don’t yet have any info on investment (upfit for building) or wages. As soon as I know a time he’s available I’ll let you all know any if you can join the call it would be helpful. Thanks, Liz

From: "Hixon, James A." <James.Hixon@nscorp.com>
Date: February 3, 2015 at 9:15:05 AM EST
To: "Jones, Maurice (GOV)" <Maurice.Jones@governor.virginia.gov>
Subject: Re: Re: Time to talk

Maurice,

We have looked at the funds available in Georgia under the Jobs Credit and Quality Jobs Credit. We have a call scheduled with Georgia officials on Thursday. I would like to talk with you or someone from your office about possible incentives from Virginia. We would like to be in a position to let the employees in Roanoke know where their jobs are going in the near future. Please let me know if I can schedule a call or meeting for later this week.

Jim

Sent from my iPhone

From: Goodwin, Katherine
Sent: Tuesday, February 03, 2015 10:05 AM
To: Povar, Liz; McClintock, Robert; Powell, Twyla
Subject: RE: Urgent if possible

Liz,
Here is some preliminary information. Please let me know if you need more.

Katherine

Quality Jobs Tax Credit:

The Quality Jobs Tax Credit is another job tax credit for jobs that pay higher-than-average wages. It can give Georgia companies a significant tax break and help drive growth.

The Quality Jobs Tax Credit rewards companies that create at least 50 jobs in a 12-month period – provided the jobs pay wages that are at least 10 percent higher than the county average for wages.

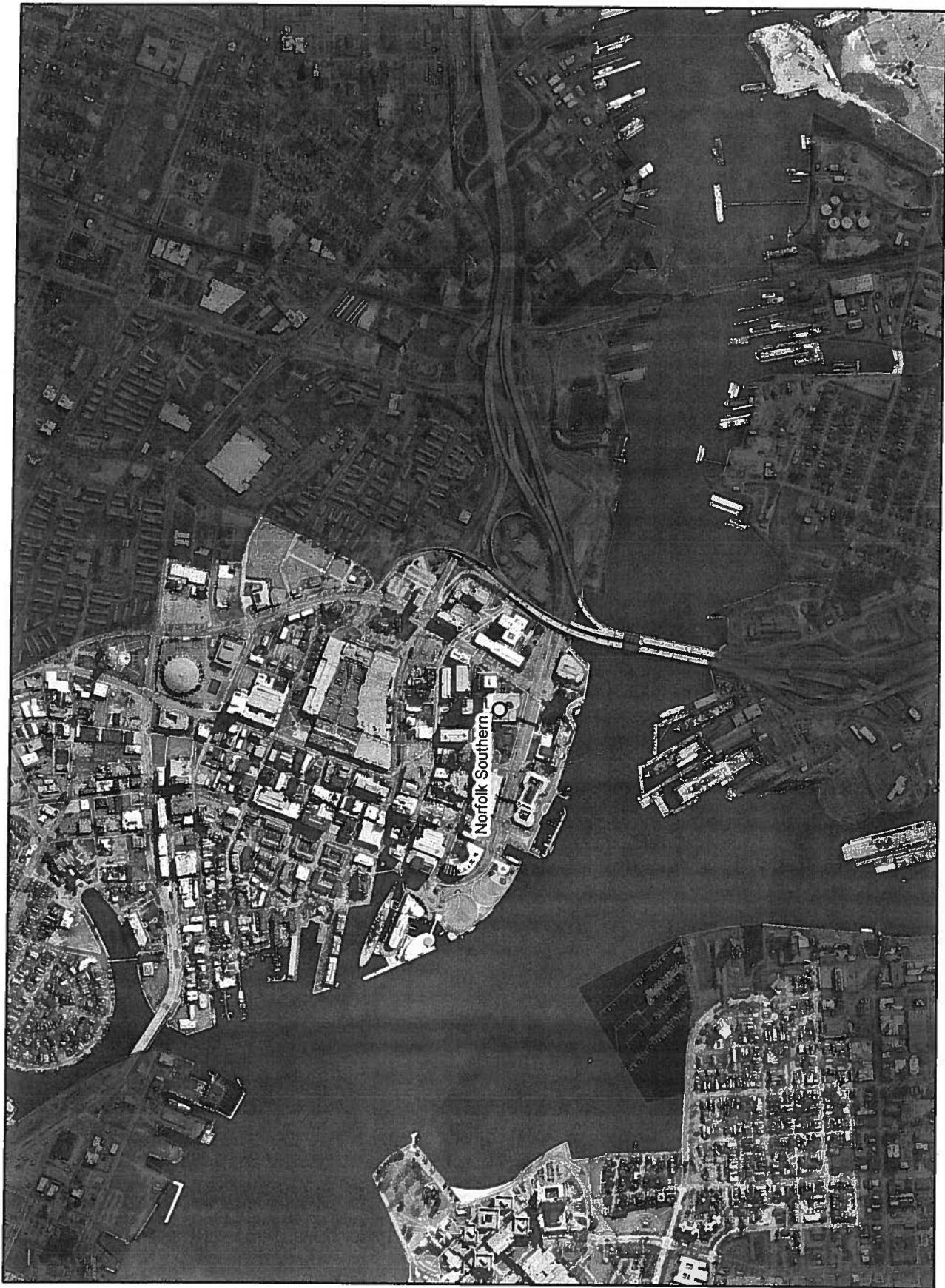
The following table shows the value of the Quality Job Tax Credit for each job and its percentage over the county wage average:

Average Wage Requirement (% Of County Average)	Tax Credit Value Per New Quality Job
≥110% and <120%	\$2,500
≥120% and <150%	\$3,000
≥150% and <175%	\$4,000
≥175% and <200%	\$4,500
200% or greater	\$5,000

[Download average county wages \(PDF\)](#)

More about Georgia's Quality Jobs Tax Credit:

- New quality jobs created within seven years of initial eligibility qualify for the credit
- Credits may offset a company's payroll withholding once all other corporate income tax liability has been exhausted
- Credits may be carried forward for 10 years
- New jobs that do not qualify for Quality Job Tax Credits may still be eligible for Georgia's job tax credit if they meet requirements for that credit
- A Quality Job Tax Credit must be claimed within the earlier of the following time periods: a) one year from the date the original return is filed; or, b) one year from the date the return is due (including any approved extension)
- Georgia Department of Revenue Form IT-QJ must be filed with the income tax return for the company to claim the Quality Jobs Tax Credit. [Download Form IT-QJ](#)
- Companies that prefer to use the Quality Jobs Tax Credit to offset withholding taxes must file Georgia Department of Revenue Form IT-WH 30 days prior to filing the income tax return.



McClintock, Robert

From: Dickerson, Andrew
Sent: Friday, February 06, 2015 5:17 PM
To: McClintock, Robert
Subject: Norfolk Southern Enterprise Zone Situation
Attachments: NorfolkSouthernEZ.pdf

Andrew Dickerson
GIS Data Technician
Virginia Economic Development Partnership
(804) 545-5689
ADickerson@yesvirginia.org

I'll be talking with SCT tonight and will close loop with you then

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Powell, Twyla
Sent: Thursday, January 29, 2015 09:47 AM Eastern Standard Time
To: Povar, Liz
Subject: Norfolk conversation

Norfolk has determined that [REDACTED] additional employees can be accommodated in the existing building (NS owns), plus by using space in the adjoining Bank of America building (connected to NS by covered walkway).

[REDACTED]

[REDACTED]

Twyla Powell

Business Development Manager

VEDP

901 E. Byrd St.

Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

tpowell@yesvirginia.org

What else does NS need help with that could be leveraged? what else do we need NS help on that could be part of a broader win win?

Any local city issues with parking or access to HQ that need fixing?

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Thursday, January 29, 2015 6:34:34 PM
To: Powell, Twyla
Cc: McClintock, Robert; Goodwin, Katherine
Subject: RE: Norfolk conversation

Spoke with SCT. He is speaking with Jim Squires (designated successor to CEO) and Jim Hixon (management team) both friends from his days in Norfolk.

Don Seale has recused himself due to his service on our board.

30 days to decision on [REDACTED] pbs. SCT wants to compete for all [REDACTED] but thinks likely an even split between here and ATL. His concern is that any shift today leads to future shifts over time which won't be good for VA. Wabta to prevent as much leakage now as possible.

He'll set up meeting with the Jims for he and me in Norfolk at a TBD date. By Monday wants an overview presentation of tools VA can utilize. If you can start that it's helpful; otherwise I'll work on it over weekend.

I gave him your info below.

I told him we need locality engaged sooner rather than later.

Side note to Rob: SCT indicates company will sell the [REDACTED] property; I'll try to get contact at NS who's handling that so we can work with [REDACTED] and NS on that.

Liz

Pardon brevity

Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Thursday, January 29, 2015 10:05 AM Eastern Standard Time
To: Powell, Twyla
Subject: RE: Norfolk conversation

McClintock, Robert

From: McClintock, Robert
Sent: Friday, February 06, 2015 5:24 PM
To: Goodwin, Katherine
Cc: Povar, Liz
Subject: FW: Norfolk conversation
Attachments: NorfolkSouthernEZ.PDF

Katherine,

Just spoke with Liz about NS. Goal is to have recommendation to SCT by COB on Monday.

1. Need revenue ROI run on [REDACTED] jobs. [REDACTED] these jobs avg. [REDACTED] jobs avg. [REDACTED] (these exclude benefits); assume jobs are in place summer of 2015 (before school starts.) Capex is \$[REDACTED] million, upfits to existing HQ building. Have asked if there might be any other investment within 3 years, but for now this is what we have.
2. With that, we will be in a position to see what size grant we might be able to justify. Vehicle possibly GOF/VJIP TBD.
[REDACTED] don't have the name right.
3. I had Andrew run map of the EZ for Norfolk. At the moment the building is just outside the boundary by about 1 block. See map attached. EZ is the purple. Not sure if it's worth changing boundary but Maximum grants would be about [REDACTED] million in Job Grants I think.

Liz to talk with city and see what they may be able to do.

First step is revenue ROI.

Thanks

--Rob

From: McClintock, Robert
Sent: Thursday, January 29, 2015 9:08 PM
To: Povar, Liz; Powell, Twyla
Cc: Goodwin, Katherine
Subject: RE: Norfolk conversation

This is treadmill thinking with no docs to look at

Going thru my mental checklist:

g
GOF no

VP no

VEDIG no

MEE no

VJIP stretch maybe if we used VJIP retraining
EZ job grants- maybe, but might need a waiver
WIA. Set aside money for continuing Ed- dunno
MREITC

Can city and region caught up relocation assist... 6 1 1 1

Can city and region cough up relocation assistance for employees?
I think Norfolk has Federal Empowerment Zone- not sure what that does for us

McNinch, Sandi

From: McNinch, Sandi
Sent: Friday, February 06, 2015 5:57 PM
To: McClintock, Robert; Povar, Liz
Cc: Goodwin, Katherine; Powell, Twyla; McNinch, Sandi
Subject: RE: Norfolk

This would qualify for a GOF. The capex for a VEDIG is \$5 million. Stay tuned as to whether we will have enough GOF to be competitive. S.

-----Original Message-----

From: McClintock, Robert
Sent: Friday, February 06, 2015 5:34 PM
To: Povar, Liz; McNinch, Sandi
Cc: Goodwin, Katherine; Powell, Twyla
Subject: RE: Norfolk

Norfolk is double distressed in that the Capex threshold is \$1.5 M.

Prevailing wage in Norfolk is \$48,498.

Previous email I sent based on our records show the Ezone boundary is a block away. HQ is just outside.

-----Original Message-----

From: Povar, Liz
Sent: Friday, February 06, 2015 5:29 PM
To: McNinch, Sandi
Cc: McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Subject: Norfolk

Sandi: a little while ago the Secretary and I had a call with Norfolk Southern. I've briefed Rob and spoke with Norfolk ED. Goal is to have a recommendation to SCT sometime on Monday. Detail is below. Not clear that company's capx will meet GOF thresholds; may meet VEDIG wage thresholds but not capx either I think. I've asked company to look out 3 years. Assuming \$5 million is code not guidelines, Question for you is what if any alternatives/options exist to recommend to SCT for a discretionary grant.

Locality says they will be aggressive. They will confirm if this is in EZ. They will use a performance-based grant customized for this client. They'll get back in touch on Monday.

Jobs: [REDACTED] average salary. [REDACTED] average salary [REDACTED] the [REDACTED] jobs are remaining in Roanoke). . All in place by end of summer. Capx [REDACTED] million FF&E this year. I don't know Norfolk's prevailing wage but these are high and likely twice as much I'm guessing.

My initial thought is that we run the ROI to get the income stream; then run an incentive grant using the GOF or VEDIG model at some TBD amount for Monday discussion.

GA is offering [REDACTED] million annually for [REDACTED] years plus a Gov's Fund TBD. We may hear that next week.

Company wants to inform employees as soon as possible so pushing for initial response Tuesday.

That's what I have for now. Thanks for your input and thoughts.

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Jobs: [REDACTED] at \$[REDACTED] average salary. [REDACTED] at [REDACTED] average salary ([REDACTED] the [REDACTED] jobs are remaining in Roanoke).. All in place by end of summer. Capx [REDACTED] million FF&E this year. I don't know Norfolk's prevailing wage but these are high and likely twice as much I'm guessing.

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Company wants to inform employees as soon as possible so pushing for initial response Tuesday.

That's what I have for now. Thanks for your input and thoughts.

Liz

Pardon brevity

Sent with Good (www.good.com)

I'm hard to reach this afternoon but will be checking emails regularly. And can step out at certain times if needed.

-----Original Message-----

From: Povar, Liz
Sent: Monday, February 09, 2015 8:18 AM
To: Goodwin, Katherine; McClintock, Robert; McNinch, Sandi
Cc: Powell, Twyla
Subject: RE: Norfolk

Thanks. Have confirmed from Norfolk that building is NOT in an EZ. Have asked Norfolk to let us know ASAP what their offer may be so that we can determine what GOF we will recommend to SCT.

My recommendation is that we only offer GOF, and if it's a significant amount, consider offering in two tranches. I'm also thinking we should recommend a heavy hit for an all or nothing strategy: [REDACTED] jobs, with no negotiating if they split it between here and ATL. Seems to me if it's split, we haven't moved toward the strategic goal, which is stabilizing jobs in VA so there's no attrition to ATL.

Sandi, also please confirm, if GOF is used, will Norfolk need to officially notify Roanoke? The company has already publicly announced it's leaving, so I'd think no notification is needed, but.....

-----Original Message-----

From: Goodwin, Katherine
Sent: Monday, February 09, 2015 7:12 AM
To: McClintock, Robert; Povar, Liz; McNinch, Sandi
Cc: Powell, Twyla
Subject: RE: Norfolk

Everyone,

Attached is the Revenue ROI for NS.

The annual revenue is approximately [REDACTED] million per year for the first ten years (is close to [REDACTED] million by year 10).

Please let me know if you have any questions or need additional information.
Katherine

-----Original Message-----

From: McClintock, Robert
Sent: Friday, February 06, 2015 5:34 PM
To: Povar, Liz; McNinch, Sandi
Cc: Goodwin, Katherine; Powell, Twyla
Subject: RE: Norfolk

Norfolk is double distressed in that the Capex threshold is \$1.5 M.

Prevailing wage in Norfolk is \$48,498.

Previous email I sent based on our records show the Ezone boundary is a block away. HQ is just outside.

-----Original Message-----

From: Povar, Liz
Sent: Friday, February 06, 2015 5:29 PM
To: McNinch, Sandi
Cc: McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Subject: Norfolk

Sandi: a little while ago the Secretary and I had a call with Norfolk Southern. I've briefed Rob and spoke with Norfolk ED. Goal is to have a recommendation to SCT sometime on Monday. Detail is below. Not clear that company's capx will meet GOF thresholds; may meet VEDIG wage thresholds but not capx either I think. I've asked company to look out 3 years. Assuming \$5 million is code not guidelines, Question for you is what if any alternatives/options exist to recommend to SCT for a discretionary grant.

McNinch, Sandi

From: McClintock, Robert
Sent: Monday, February 09, 2015 2:01 PM
To: McNinch, Sandi; Povar, Liz; Goodwin, Katherine
Cc: Powell, Twyla
Subject: RE: Norfolk

Any word yet from Norfolk?

At [REDACTED] million that works out to [REDACTED] per job. [REDACTED]

From: McNinch, Sandi
Sent: Monday, February 09, 2015 1:47 PM
To: McClintock, Robert; Povar, Liz; Goodwin, Katherine
Cc: Powell, Twyla; McNinch, Sandi
Subject: RE: Norfolk

The number isn't up to me, but [REDACTED] million sounds like an awful lot for jobs that are not net new jobs in Virginia. Can we get away with a smaller token number? They'll put the executive jobs where it makes business sense to have the executive jobs. [REDACTED]

From: McClintock, Robert
Sent: Monday, February 09, 2015 11:42 AM
To: Povar, Liz; Goodwin, Katherine; McNinch, Sandi
Cc: Powell, Twyla
Subject: RE: Norfolk

I will not oppose. Just wanted us all to discuss it.

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Monday, February 09, 2015 10:51:36 AM
To: Goodwin, Katherine; McClintock, Robert; McNinch, Sandi
Cc: Powell, Twyla
Subject: RE: Norfolk

I am in the camp of recommending a [REDACTED] million GOF, which would require the Governor's exception (since these jobs are not "new to VA"), for all [REDACTED] jobs. I would also recommend no incentive if not all jobs are retained.

Rationale:

ROI to VA will be strong
Corporate HQ jobs
Private sector jobs
Hampton Roads location where we are trying to induce private investments significantly
Double-distressed locality
Definite competition
Major existing business employer

McClintock, Robert

From: Goodwin, Katherine
Sent: Monday, February 09, 2015 2:30 PM
To: McClintock, Robert; Powell, Twyla; Kroll, Brian
Cc: Povar, Liz
Subject: RE: Norfolk - did i miss something?

This MSA level information for Hampton Roads/Atlanta can be pulled off the How Virginia Compares site on YesVirginia.

<http://virginiascan.yesvirginia.org/compare/compareva.aspx>

From: McClintock, Robert
Sent: Monday, February 09, 2015 2:27 PM
To: Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: Povar, Liz
Subject: RE: Norfolk - did i miss something?

Never heard it. We are awaiting their financial support if any.

From: Powell, Twyla
Sent: Monday, February 09, 2015 2:18 PM
To: Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; Povar, Liz
Subject: Norfolk - did i miss something?

Norfolk called me this afternoon asking if VEDP had completed the comparison of Norfolk to Atlanta. I don't recall that being one of the action items, but maybe I missed it??? Is anyone running the comparison? The word I get is that Peter Chapman is waiting for it.

Twyla Powell
Business Development Manager
VEDP
901 E. Byrd St.
Richmond, Va. 23219
804-545-5723 (o)
804-317-6727 (m)
tpowell@yesvirginia.org

McClintock, Robert

From: Povar, Liz
Sent: Monday, February 09, 2015 3:02 PM
To: Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert
Subject: RE: Norfolk - did i miss something?

Not discussed at all. I gave them Atlanta's offer as it was explained to me. I also told them we needed to hear their thoughts about their support before we could determine what we would be able to do.

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Powell, Twyla
Sent: Monday, February 09, 2015 02:17 PM Eastern Standard Time
To: Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; Povar, Liz
Subject: Norfolk - did i miss something?

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Twyla Powell

Business Development Manager

VEDP

901 E. Byrd St.

Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

tpowell@yesvirginia.org

McClintock, Robert

From: Povar, Liz
Sent: Monday, February 09, 2015 6:42 PM
To: Briley, Martin; McClintock, Robert
Subject: Norfolk

Needs another 36 hours to determine the value if their local incentive.

I plan to let SCT know that, unless you prefer to do so. We had told NS we'd attempt to have an answer to them tomorrow.

Liz
Pardon brevity
Sent with Good (www.good.com)

Liz
Pardon brevity
Sent with Good (www.good.com)

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From: Powell, Twyla
Sent: Monday, February 09, 2015 02:17 PM Eastern Standard Time
To: Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; Povar, Liz
Subject: Norfolk - did i miss something?

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Twyla Powell

Business Development Manager

VEDP

901 E. Byrd St.

Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

tpowell@yesvirginia.org

McNinch, Sandi

From: Povar, Liz
Sent: Monday, February 09, 2015 7:51 PM
To: McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

Thanks, I hope your day was lovelier than last week. :-)

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: McNinch, Sandi
Sent: Monday, February 09, 2015 07:49 PM Eastern Standard Time
To: Povar, Liz; Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert
Subject: RE: Norfolk - did i miss something?

Those would be lovely local matches. S.

Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Monday, February 09, 2015 06:49 PM Eastern Standard Time
To: Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

All: just got off phone with Peter Chapman. He indicated that he needs another 36 hours to get us the value of Norfolk's incentive. They plan to use two "products" as defined below; and Sandi, need you to confirm if these would constitute acceptable local matches for GOF:

- 1) establish a technology zone that would likely include a reduced tax rate, or a rebate of taxes paid, and would include the NS property.
- 2) Company apparently has substantial costs for offsite training for employees. Called the NS Institute, roughly [REDACTED] employees per session, multiple sessions every year. City would propose to offer space at no cost for a period of time TBD, as well as pick up instructor and other ancillary training support costs.

I told Peter Twyla and I would touch base with him tomorrow afternoon to see where things stand.

In addition to Council approval for both of these, the parking contract will need to be ok'd by the bank which has financed the garage, as the city is required to lease a certain percentage of the spaces at market rate.

Please review; and if we could talk around 3:30 or after so we can agree on recommendation, I'd appreciate that. Perhaps one of you in the office can set a time and dial- in for me to call? Thanks.

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Powell, Twyla
Sent: Monday, February 09, 2015 02:17 PM Eastern Standard Time
To: Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; Povar, Liz
Subject: Norfolk - did i miss something?

Norfolk called me this afternoon asking if VEDP had completed the comparison of Norfolk to Atlanta. I don't recall that being one of the action items, but maybe I missed it??? Is anyone running the comparison? The word I get is that Peter Chapman is waiting for it.

Twyla Powell

Business Development Manager

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901 E. Byrd St.

Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

tpowell@yesvirginia.org

McNinch, Sandi

From: McClintock, Robert
Sent: Wednesday, February 11, 2015 3:23 PM
To: Povar, Liz; Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

I can do a 3:30 call if you wish.
Can somebody set up dial in or we could use my office phone?

Rob McClintock
Vice President, Research
Virginia Economic Development Partnership
rmclintock@yesvirginia.org
804.545.5772

From: Povar, Liz
Sent: Wednesday, February 11, 2015 3:01 PM
To: Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

Norfolk's offer will be caveated by needing city council approval. It will include two aspects (slightly different than my previous email); (Sandi please review and confirm eligibility). I have some additional details for each of these but am constrained by time and device to get the basic info to you so that we can come to consensus on a recommendation to the Secretary via Martin today.

City request is for roughly [REDACTED] million in GOF which is a 1:1 match for their local offer. City staff understand we are not likely to get to that level; I told them [REDACTED] million was the max VEDP could recommend and there was not consensus for that at this point. They are aware the Governor can override up to \$5 million. I believe they are also aware of the current swirling around GOF.

They request consideration for the [REDACTED] million for [REDACTED] jobs, and a lower amount TBD for fewer jobs, due to 1) existing important business; 2) corporate and private sector; 3) overall contribution the company's employees make to the city's economy.

[REDACTED]

Offer 2: foregone revenue from reduced rate parking fees. City will offer a nearly [REDACTED] reduction for parking spaces in a city- owned garage, for the new [REDACTED] employees, for [REDACTED] years. Cost to NS for spaces will be [REDACTED] market rate is [REDACTED], apparently impacted by the bonds the city holds on these garages. City and NS have a contract in place now for the existing employees parking and Norfolk is proposing to enter into a new contract for [REDACTED] years for the additional employees. Value estimated to be [REDACTED] million over the [REDACTED] years. This number may reduce if fewer parking spaces are needed.

City request is for roughly [REDACTED] million in GOF which is a 1:1 match for their local offer. City staff understand we are not likely to get to that level; I told them [REDACTED] million was the max VEDP could recommend and there was not consensus for that at this point. They are aware the Governor can override up to \$5 million. I believe they are also aware of the current swirling around GOF.

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[REDACTED]

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Twyla Powell

Business Development Manager

VEDP

McNinch, Sandi

From: McClintock, Robert
Sent: Wednesday, February 11, 2015 3:37 PM
To: Povar, Liz; Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

ok

From: Povar, Liz
Sent: Wednesday, February 11, 2015 3:37 PM
To: Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

Can you call my cell 305-5300

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Powell, Twyla
Sent: Wednesday, February 11, 2015 03:35 PM Eastern Standard Time
To: Povar, Liz; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

It looks like Rob and I are the only ones available. We can do call now, can you?

Twyla Powell
804-545-5723
tpowell@yesvirginia.org

From: Povar, Liz
Sent: Wednesday, February 11, 2015 3:01 PM
To: Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

Norfolk's offer will be caveated by needing city council approval. It will include two aspects (slightly different than my previous email); (Sandi please review and confirm eligibility). I have some additional details for each of these but am constrained by time and device to get the basic info to you so that we can come to consensus on a recommendation to the Secretary via Martin today.

McNinch, Sandi

From: McClintock, Robert
Sent: Wednesday, February 11, 2015 4:27 PM
To: Goodwin, Katherine; Powell, Twyla; Povar, Liz; McNinch, Sandi
Subject: RE: NS Expansion ROI with [REDACTED] Jobs

Can you check the PDF version? looks like the first page got cut off on the right side.
Thanks.

From: Goodwin, Katherine
Sent: Wednesday, February 11, 2015 4:24 PM
To: McClintock, Robert; Powell, Twyla; Povar, Liz; McNinch, Sandi
Subject: NS Expansion ROI with [REDACTED] Jobs

Here is the ROI with [REDACTED] Jobs and \$ [REDACTED] M GOF.

Katherine E. Goodwin
Senior Project Research Manager
Virginia Economic Development Partnership
804.545.5794
KGoodwin@YesVirginia.org

McNinch, Sandi

From: Fick, Holly
Sent: Wednesday, February 11, 2015 4:40 PM
To: Goodwin, Katherine; Powell, Twyla; McClintock, Robert; McNinch, Sandi
Subject: Norfolk Southern expansion ROIs
Attachments: Norfolk Southern Expansion ROI 02.11.15.pdf; Norfolk Southern Expansion ROI [REDACTED]
JOBS 02.11.15.pdf

Please find the two Norfolk Southern expansion ROIs attached.

Thank you,
Holly

McClintock, Robert

From: Fick, Holly
Sent: Wednesday, February 11, 2015 5:05 PM
To: McClintock, Robert
Subject: RE: NS
Attachments: Norfolk Southern Lost Revenue Roanoke City ROI 02.11.15.pdf

This look okay?

From: McClintock, Robert
Sent: Wednesday, February 11, 2015 5:02 PM
To: Fick, Holly
Subject: RE: NS

Can we change the title to take out the word expansion?

Norfolk Southern –Lost Revenue??

From: Fick, Holly
Sent: Wednesday, February 11, 2015 5:00 PM
To: McClintock, Robert
Subject: RE: NS

Did the one I ran look okay? You need me for anything else before I leave?

From: McClintock, Robert
Sent: Wednesday, February 11, 2015 4:57 PM
To: Goodwin, Katherine
Cc: Povar, Liz; Powell, Twyla; Fick, Holly; McNinch, Sandi
Subject: NS

Holly is doing Revenue Lost ROI for Roanoke as separate PDF doc. That Martin requested. Will be slightly different than the new revenue ROI for Norfolk.

Katherine,

We will need Thursday some very short Virginia proposal document, once we know what the SCT approves tonight/Thursday morning.

Martin was ok with our approach but wants to make sure we put a stipulation in the document that NS needs to commit to keeping the jobs in place at least [REDACTED] all years which syncs up with the city's [REDACTED] year commitment for its support.

Thanks.

Rob McClintock
Vice President, Research
Virginia Economic Development Partnership
rmclintock@yesvirginia.org
804.545.5772

Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Powell, Twyla
Sent: Monday, February 09, 2015 02:17 PM Eastern Standard Time
To: Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; Povar, Liz
Subject: Norfolk - did i miss something?

Norfolk called me this afternoon asking if VEDP had completed the comparison of Norfolk to Atlanta. I don't recall that being one of the action items, but maybe I missed it??? Is anyone running the comparison? The word I get is that Peter Chapman is waiting for it.

Twyla Powell

Business Development Manager

VEDP

901 E. Byrd St.

Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

tpowell@yesvirginia.org

From: Goodwin, Katherine
Sent: Wednesday, February 11, 2015 04:08 PM Eastern Standard Time
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

Attached is the ROI with [REDACTED] million. Please let me know if you have any questions or need revisions.
Katherine

From: Povar, Liz
Sent: Wednesday, February 11, 2015 3:01 PM
To: Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

Norfolk's offer will be caveated by needing city council approval. It will include two aspects (slightly different than my previous email); (Sandi please review and confirm eligibility). I have some additional details for each of these but am constrained by time and device to get the basic info to you so that we can come to consensus on a recommendation to the Secretary via Martin today.

City request is for roughly [REDACTED] million in GOF which is a 1:1 match for their local offer. City staff understand we are not likely to get to that level; I told them [REDACTED] million was the max VEDP could recommend and there was not consensus for that at this point. They are aware the Governor can override up to \$5 million. I believe they are also aware of the current swirling around GOF.

They request consideration for the [REDACTED] million for [REDACTED] jobs, and a lower amount TBD for fewer jobs, due to 1) existing important business; 2) corporate and private sector; 3) overall contribution the company's employees make to the city's economy.

[REDACTED]

Offer 2: foregone revenue from reduced rate parking fees. City will offer a nearly [REDACTED] reduction for parking spaces in a city- owned garage, for the new [REDACTED] employees, for [REDACTED] years. Cost to NS for spaces will be [REDACTED] market rate is [REDACTED], apparently impacted by the bonds the city holds on these garages. City and NS have a contract in place now for the existing employees parking and Norfolk is proposing to enter into a new contract for [REDACTED] years for the additional employees. Value estimated to be [REDACTED] million over the [REDACTED] years. This number may reduce if fewer parking spaces are needed.

In addition to Council approval for both of these, the parking contract will need to be ok'd by the bank which has financed the garage, as the city is required to lease a certain percentage of the spaces at market rate.

Please review; and if we could talk around 3:30 or after so we can agree on recommendation, I'd appreciate that. Perhaps one of you in the office can set a time and dial- in for me to call? Thanks.

Liz

McNinch, Sandi

From: Powell, Twyla
Sent: Wednesday, February 11, 2015 6:42 PM
To: McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

As do I, but as you say, it's not my call. ☺

Twyla Powell
804-545-5723
tpowell@yesvirginia.org

From: McNinch, Sandi
Sent: Wednesday, February 11, 2015 6:12 PM
To: Povar, Liz; Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

I am OK with the local matches. The former bond lawyer in me cringes when I see large chunks of bond-financed facilities being made available to a company at reduced rates, but that isn't my call.

I still think [REDACTED] million is way too high, but that, too, isn't my call. S.

Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Wednesday, February 11, 2015 04:58 PM Eastern Standard Time
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

Talked with Martin and briefed Rob and he'll update Twyla; have left message for SCT to call me. Twyla, memo needs to go up tomorrow morn as early as possible. I'll alert Kim.

Also need to assume a short formal proposal is needed. My view - can be exec summary and include Norfolk's letter (supposed to come tonight). Y'all's thoughts?

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

To: Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; Povar, Liz
Subject: Norfolk - did i miss something?

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Twyla Powell

Business Development Manager

VEDP

901 E. Byrd St.

Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

tpowell@yesvirginia.org

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Katherine

From: Povar, Liz
Sent: Wednesday, February 11, 2015 3:01 PM
To: Powell, Twyla; Kroll, Brian; Goodwin, Katherine
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

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They request consideration for the [REDACTED] million for [REDACTED] jobs, and a lower amount TBD for fewer jobs, due to 1) existing important business; 2) corporate and private sector; 3) overall contribution the company's employees make to the city's economy.

Offer 1: [REDACTED]

Offer 2: foregone revenue from reduced rate parking fees. City will offer a nearly [REDACTED] reduction for parking spaces in a city- owned garage, for the new [REDACTED] employees, for [REDACTED] years. Cost to NS for spaces will be [REDACTED]; market rate is [REDACTED], apparently impacted by the bonds the city holds on these garages. City and NS have a contract in place now for the existing employees parking and Norfolk is proposing to enter into a new contract for [REDACTED] years for the additional employees. Value estimated to be [REDACTED] million over the [REDACTED] years. This number may reduce if fewer parking spaces are needed.

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Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Powell, Twyla
Sent: Monday, February 09, 2015 02:17 PM Eastern Standard Time

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: McNinch, Sandi
Sent: Wednesday, February 11, 2015 06:11 PM Eastern Standard Time
To: Povar, Liz; Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

I am OK with the local matches. The former bond lawyer in me cringes when I see large chunks of bond-financed facilities being made available to a company at reduced rates, but that isn't my call.

I still think [REDACTED] million is way too high, but that, too, isn't my call. S.

Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Wednesday, February 11, 2015 04:58 PM Eastern Standard Time
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

Talked with Martin and briefed Rob and he'll update Twyla; have left message for SCT to call me. Twyla, memo needs to go up tomorrow morn as early as possible. I'll alert Kim.

Also need to assume a short formal proposal is needed. My view - can be exec summary and include Norfolk's letter (supposed to come tonight). Y'all's thoughts?

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Goodwin, Katherine
Sent: Wednesday, February 11, 2015 04:08 PM Eastern Standard Time
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert; McNinch, Sandi
Subject: RE: Norfolk - did i miss something?

McNinch, Sandi

From: Povar, Liz
Sent: Wednesday, February 11, 2015 9:20 PM
To: McNinch, Sandi; McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Subject: RE: Norfolk - did i miss something?

:-)

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: McNinch, Sandi
Sent: Wednesday, February 11, 2015 09:18 PM Eastern Standard Time
To: McClintock, Robert; Povar, Liz; Goodwin, Katherine; Powell, Twyla
Subject: RE: Norfolk - did i miss something?

But be sure that you're not eating that snack in a state car.

Sent with Good (www.good.com)

-----Original Message-----

From: McClintock, Robert
Sent: Wednesday, February 11, 2015 07:48 PM Eastern Standard Time
To: Povar, Liz; McNinch, Sandi; Goodwin, Katherine; Powell, Twyla
Subject: RE: Norfolk - did i miss something?

Thanks. In the meantime I will be planning my snack, eating, and travel schedule.

From: Povar, Liz
Sent: Wednesday, February 11, 2015 6:56 PM
To: McNinch, Sandi; Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Norfolk - did i miss something?

I briefed SCT. He is going to review paperwork tomorrow morn and then arrange call with NS in early afternoon. He understands our base [redacted] concept but didn't sound enthusiastic about it. Not exactly sure what that means.

Liz is going to review and suggest changes/edits. Please read over and make any changes you or Liz suggest. This needs to get to everyone quickly tomorrow morning and Kim is on notice to get this quickly up to SCT who is expecting it early in day. If you have questions and I'm not in yet, call me on my cell.

Twyla Powell
Business Development Manager
901 E. Byrd St.
Richmond, Va. 23219
804-545-5723 (o)
804-317-6727 (m)
tpowell@yesvirginia.org

McNinch, Sandi

From: McClintock, Robert
Sent: Thursday, February 12, 2015 8:13 AM
To: Randall, Meredith; Ellett, Kim; Vincent, Crystal
Cc: Langston, Jay; Bowles, Lynn; Goodwin, Katherine; McNinch, Sandi; Hart, Kara; Thorup, Alexander; Powell, Twyla; Povar, Liz; Stuhldreher, Lauren
Subject: RE: Norfolk Southern preapproval memo



Norfolk Southern
Lost Revenue ...

Suggest you use this version for the Roanoke Lost Revenue ROI. Better title.

From: Randall, Meredith
Sent: Thursday, February 12, 2015 8:07 AM
To: Ellett, Kim; Vincent, Crystal
Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; McNinch, Sandi; Hart, Kara; Thorup, Alexander; Powell, Twyla; Povar, Liz; Stuhldreher, Lauren
Subject: FW: Norfolk Southern preapproval memo

Memo and two ROI scenarios attached.

Per the emails below, the SCT is expects the request this morning.

Thanks,
Mere

<< File: Norfolk Southern Expansion GOF memo [REDACTED].docx >> << File: Norfolk Southern Expansion ROI [REDACTED] 02 11 15.pdf >> << File: Norfolk Southern Expansion ROI 02 11 15.pdf >>

From: Povar, Liz
Sent: Wednesday, February 11, 2015 10:36 PM
To: Powell, Twyla; Randall, Meredith
Cc: Goodwin, Katherine
Subject: RE: Norfolk Southern preapproval memo

Slightly revised version attached. Mere, please format correctly and send onto Kim ASAP in morning. Thanks all.

From: Powell, Twyla
Sent: Wednesday, February 11, 2015 8:10 PM
To: Randall, Meredith
Cc: Povar, Liz; Goodwin, Katherine
Subject: Norfolk Southern preapproval memo

Meredith,

Sent: Wednesday, February 11, 2015 10:36 PM
To: Powell, Twyla; Randall, Meredith
Cc: Goodwin, Katherine
Subject: RE: Norfolk Southern preapproval memo

Slightly revised version attached. Mere, please format correctly and send onto Kim ASAP in morning. Thanks all.

From: Powell, Twyla
Sent: Wednesday, February 11, 2015 8:10 PM
To: Randall, Meredith
Cc: Povar, Liz; Goodwin, Katherine
Subject: Norfolk Southern preapproval memo

Meredith,

Liz is going to review and suggest changes/edits. Please read over and make any changes you or Liz suggest. This needs to get to everyone quickly tomorrow morning and Kim is on notice to get this quickly up to SCT who is expecting it early in day. If you have questions and I'm not in yet, call me on my cell.

Twyla Powell

Business Development Manager

901 E. Byrd St.

Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

tpowell@yesvirginia.org

Once I confirm with Martin on Sandi's issue below, the preapproval will be ready to go.

One question though: Shouldn't we prepare a letter to the money committee chairs since we will be using the GOF to move jobs from one Virginia locality to another? I'll prepare the letter if it needs to be done. Can someone weigh in on this?

Thanks.

Kim

From: McNinch, Sandi

Sent: Thursday, February 12, 2015 8:26 AM

To: Randall, Meredith; Ellett, Kim; Vincent, Crystal; Briley, Martin

Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; Hart, Kara; Thorup, Alexander; Powell, Twyla; Povar, Liz; Stuhldreher, Lauren; McNinch, Sandi

Subject: RE: Norfolk Southern preapproval memo

Assuming this is true, the memo should indicate that the Chairman of our Board is an employee of Norfolk Southern, and that he has had no discussions with anyone at VEDP regarding this move or our incentive recommendation.

Martin, may I assume that Don has not contacted you regarding the possibility of incentives to retain these jobs in the Commonwealth?

S.

From: Randall, Meredith

Sent: Thursday, February 12, 2015 8:07 AM

To: Ellett, Kim; Vincent, Crystal

Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; McNinch, Sandi; Hart, Kara; Thorup, Alexander; Powell, Twyla; Povar, Liz; Stuhldreher, Lauren

Subject: FW: Norfolk Southern preapproval memo

Memo and two ROI scenarios attached.

Per the emails below, the SCT is expects the request this morning.

Thanks,

Mere

<< File: Norfolk Southern Expansion GOF memo [REDACTED].docx >> << File: Norfolk Southern Expansion ROI [REDACTED] 02 11 15.pdf >> << File: Norfolk Southern Expansion ROI 02 11 15.pdf >>

From: Povar, Liz

Hart, Kara

From: Briley, Martin
Sent: Thursday, February 12, 2015 9:11 AM
To: Povar, Liz; Ellett, Kim; McNinch, Sandi; Randall, Meredith; Vincent, Crystal
Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; Hart, Kara; Thorup, Alexander; Powell, Twyla; Stuhldreher, Lauren
Subject: RE: Norfolk Southern preapproval memo

I should have copied all on my response to Sandi as follows:

Don immediately recused himself. The only contact Don and I have had was a brief phone call last week after the news broke where we agreed that Don will not engage in any discussions regarding this project.

Martin

Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Thursday, February 12, 2015 09:07 AM Eastern Standard Time
To: Ellett, Kim; McNinch, Sandi; Randall, Meredith; Vincent, Crystal; Briley, Martin
Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; Hart, Kara; Thorup, Alexander; Powell, Twyla; Stuhldreher, Lauren
Subject: RE: Norfolk Southern preapproval memo

Defer to Sandi; my intuition says no "officially" because the company clearly announced they are leaving Roanoke. But politically it would be wise.

Liz

Pardon brevity

Sent with Good (www.good.com)

-----Original Message-----

From: Ellett, Kim
Sent: Thursday, February 12, 2015 09:01 AM Eastern Standard Time
To: McNinch, Sandi; Randall, Meredith; Vincent, Crystal; Briley, Martin
Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; Hart, Kara; Thorup, Alexander; Powell, Twyla; Povar, Liz; Stuhldreher, Lauren
Subject: RE: Norfolk Southern preapproval memo

McClintock, Robert

From: Ellett, Kim
Sent: Thursday, February 12, 2015 9:34 AM
To: Jones, Maurice A.; Kelly Spraker (Kelly.Spraker@governor.virginia.gov); Lareau, Meggie (GOV)
Cc: Briley, Martin; McClintock, Robert; Povar, Liz
Subject: Norfolk Southern Preapproval
Attachments: Norfolk Southern Preapproval.docx; Norfolk Southern Lost Revenue Roanoke City ROI 02.11.15.pdf; Norfolk Southern Expansion ROI [REDACTED] OBS 02 11 15.pdf; Norfolk Southern Expansion ROI 02 11 15.pdf

Secretary Jones,

I understand from Liz that you are expecting the attached GOF preapproval for Norfolk Southern. Please let me know if you have questions or need additional information.

Kim

McNinch, Sandi

From: Povar, Liz
Sent: Thursday, February 12, 2015 12:27 PM
To: Briley, Martin; McClintock, Robert; Powell, Twyla; McNinch, Sandi; Goodwin, Katherine
Subject: Norfolk local match

Just told that Norfolk will only offer the parking ([REDACTED] million) to [REDACTED] notified Secretary. Norfolk will offer this for anything more than [REDACTED] jobs.

Liz
Pardon brevity
Sent with Good (www.good.com)

McNinch, Sandi

From: Povar, Liz
Sent: Thursday, February 12, 2015 1:01 PM
To: Powell, Twyla; McClintock, Robert; McNinch, Sandi; Goodwin, Katherine
Subject: FW: Executed Ltr to Liz Povar - revised
Attachments: Norfolk Southern GOF Letter 02-12-15.pdf

Norfolk letter.

-----Original Message-----

From: Chapman, Peter [mailto:Peter.Chapman@norfolk.gov]
Sent: Thursday, February 12, 2015 12:59 PM
To: Povar, Liz
Cc: Boring, Alan; Johnson, Gayle
Subject: FW: Executed Ltr to Liz Povar - revised

Here you go!

<< File: Norfolk Southern Expansion GOF memo [REDACTED] saved jobs.docx >> << File: Norfolk Southern Expansion ROI [REDACTED] OBS 02 11 15.pdf >> << File: Norfolk Southern Expansion ROI 02 11 15.pdf >>

From: Povar, Liz
Sent: Wednesday, February 11, 2015 10:36 PM
To: Powell, Twyla; Randall, Meredith
Cc: Goodwin, Katherine
Subject: RE: Norfolk Southern preapproval memo

Slightly revised version attached. Mere, please format correctly and send onto Kim ASAP in morning. Thanks all.

From: Powell, Twyla
Sent: Wednesday, February 11, 2015 8:10 PM
To: Randall, Meredith
Cc: Povar, Liz; Goodwin, Katherine
Subject: Norfolk Southern preapproval memo

Meredith,

Liz is going to review and suggest changes/edits. Please read over and make any changes you or Liz suggest. This needs to get to everyone quickly tomorrow morning and Kim is on notice to get this quickly up to SCT who is expecting it early in day. If you have questions and I'm not in yet, call me on my cell.

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Business Development Manager

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804-545-5723 (o)

804-317-6727 (m)

tpowell@yesvirginia.org

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Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; Hart, Kara; Thorup, Alexander; Powell, Twyla; Povar, Liz; Stuhldreher, Lauren
Subject: RE: Norfolk Southern preapproval memo

Once I confirm with Martin on Sandi's issue below, the preapproval will be ready to go.

One question though: Shouldn't we prepare a letter to the money committee chairs since we will be using the GOF to move jobs from one Virginia locality to another? I'll prepare the letter if it needs to be done. Can someone weigh in on this?

Thanks.

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Subject: RE: Norfolk Southern preapproval memo

Assuming this is true, the memo should indicate that the Chairman of our Board is an employee of Norfolk Southern, and that he has had no discussions with anyone at VEDP regarding this move or our incentive recommendation.

Martin, may I assume that Don has not contacted you regarding the possibility of incentives to retain these jobs in the Commonwealth?

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Subject: FW: Norfolk Southern preapproval memo

Memo and two ROI scenarios attached.

Per the emails below, the SCT is expects the request this morning.

Thanks,

Mere

McNinch, Sandi

From: Ellett, Kim
Sent: Thursday, February 12, 2015 1:29 PM
To: Povar, Liz; McNinch, Sandi
Cc: Powell, Twyla
Subject: RE: Norfolk Southern preapproval memo

Yes, we will do a letter; I will prepare this afternoon.

Kim

From: Povar, Liz
Sent: Thursday, February 12, 2015 12:50 PM
To: Ellett, Kim; McNinch, Sandi
Cc: Powell, Twyla
Subject: RE: Norfolk Southern preapproval memo

Any decision on the notification issue?

From: Ellett, Kim
Sent: Thursday, February 12, 2015 9:14 AM
To: Povar, Liz; McNinch, Sandi; Randall, Meredith; Vincent, Crystal; Briley, Martin
Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; Hart, Kara; Thorup, Alexander; Powell, Twyla; Stuhldreher, Lauren
Subject: RE: Norfolk Southern preapproval memo

Thanks, Liz, will await Sandi's guidance. Martin confirmed that Don recused himself and that no conversations have or will take place. I will modify the memo as such.

Kim

From: Povar, Liz
Sent: Thursday, February 12, 2015 9:08 AM
To: Ellett, Kim; McNinch, Sandi; Randall, Meredith; Vincent, Crystal; Briley, Martin
Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; Hart, Kara; Thorup, Alexander; Powell, Twyla; Stuhldreher, Lauren
Subject: RE: Norfolk Southern preapproval memo

Defer to Sandi; my intuition says no "officially" because the company clearly announced they are leaving Roanoke. But politically it would be wise.

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

McNinch, Sandi

From: Povar, Liz
Sent: Thursday, February 12, 2015 2:10 PM
To: Powell, Twyla; Briley, Martin; McClintock, Robert; McNinch, Sandi; Goodwin, Katherine
Subject: RE: Offer

Sensitivity: Confidential

[REDACTED]

From: Povar, Liz
Sent: Thursday, February 12, 2015 1:46 PM
To: Powell, Twyla (TPowell@YesVirginia.org); Briley, Martin (MBriley@yesvirginia.org); McClintock, Robert (RMcClintock@yesvirginia.org); McNinch, Sandi; Goodwin, Katherine
Subject: Offer
Sensitivity: Confidential

NS not thrilled with the offer "did not blow away the Georgia offer". They haven't done an NPV analysis of the offers, but with expectation that Georgia's will increase with funds from their Governor's Fund, he clearly thinks he'll have difficulty selling a [REDACTED] million [REDACTED] million parking fee offset as the better package.

Hixon pushed pushed for a number for [REDACTED] jobs. SCT agreed to evaluate, once company sends wages for that.

Next steps – Liz to check with Peter Chapman on why they took [REDACTED] SCT talking with Mayor; Hixon to send wage info.

McClintock, Robert

From: McClintock, Robert
Sent: Thursday, February 12, 2015 2:40 PM
To: Povar, Liz
Subject: factoid

Profile

James A. Hixon, Executive Vice President, Law and Corporate Relations. Present position since October 1, 2005. Served as Executive Vice President - Finance and Public Affairs from October 1, 2004 to October 1, 2005.

Norfolk Southern Corp

Compensation for 2012

Salary	\$600,000
Restricted stock awards	\$1,269,565
All other compensation	\$66,041
Option awards	\$429,120
Non-equity incentive plan compensation	\$483,570
Change in pension value and nonqualified deferred compensation earnings	\$1,282,374
Total Compensation	\$4,130,670
Options Exercised for 2012	
Number of securities underlying options exercisable	16,000
Shares acquired on exercise	30,000
Stock Ownership for 2015	
Number of shares owned	142,653
Financial data provided by	

Begin forwarded message:

From: "Hixon, James A." <James.Hixon@nscorp.com>
Date: February 13, 2015 at 9:19:25 AM EST
To: "Jones, Maurice (GOV) (Maurice.Jones@governor.virginia.gov)"
<Maurice.Jones@governor.virginia.gov>
Subject: Scenario 1

Maurice,

You will find attached a breakdown of two possible groups for Norfolk. Please give me a call today when you get a chance at 757-536-4300 so I can explain the scenario.

Jim

McClintock, Robert

From: Povar, Liz
Sent: Friday, February 13, 2015 12:14 PM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

All: will need this over weekend....

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Friday, February 13, 2015 09:35 AM Eastern Standard Time
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: FW: Scenario 1 NS

Katherine - could you run ROI revenue scenario on these, and also perhaps a [REDACTED] GOF scenario, just to have it?
Thanks

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Jones, Maurice (GOV) [Maurice.Jones@governor.virginia.gov]
Sent: Friday, February 13, 2015 09:26 AM Eastern Standard Time
To: Povar, Liz
Subject: Fwd: Scenario 1

Fyi.

Maurice A. Jones
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe
1111 E. Broad Street
Richmond, Virginia 23219
(804) 225-4518 or 225-4522
www.commerce.virginia.gov

Liz
Pardon brevity
Sent with Good (www.good.com)

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Subject: Scenario 1

Maurice,

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Jim

McClintock, Robert

From: Goodwin, Katherine
Sent: Friday, February 13, 2015 12:59 PM
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

I used Norfolk as the community in the ROI—is that the correct thing to do?

From: Povar, Liz
Sent: Friday, February 13, 2015 12:37 PM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Many many thanks. We may be looking at this thru a lens of an additional project by the company [REDACTED]
Twyla and SCT are each trying to confirm numbers for that, a [REDACTED] would see this as valuable right now. So stay tuned. [REDACTED]

Liz

Pardon brevity

Sent with Good (www.good.com)

-----Original Message-----

From: Goodwin, Katherine
Sent: Friday, February 13, 2015 12:32 PM Eastern Standard Time
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Here you are.

Please let me know if you have any questions.
Katherine

From: Povar, Liz
Sent: Friday, February 13, 2015 9:35 AM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: FW: Scenario 1 NS

Katherine - could you run ROI revenue scenario on these, and also perhaps a [REDACTED] GOF scenario, just to have it?
Thanks

You will find attached a breakdown of two possible groups for Norfolk. Please give me a call today when you get a chance at 757-536-4300 so I can explain the scenario.

Jim

To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Here you are.

Please let me know if you have any questions.
Katherine

From: Povar, Liz
Sent: Friday, February 13, 2015 9:35 AM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: FW: Scenario 1 NS

Katherine - could you run ROI revenue scenario on these, and also perhaps a [REDACTED] GOF scenario, just to have it?
Thanks

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To: "Jones, Maurice (GOV) (Maurice.Jones@governor.virginia.gov)"
<Maurice.Jones@governor.virginia.gov>
Subject: Scenario 1

Maurice,

-----Original Message-----

From: Povar, Liz
Sent: Friday, February 13, 2015 02:57 PM Eastern Standard Time
To: Powell, Twyla; Goodwin, Katherine
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Excellent thank you

Liz

Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

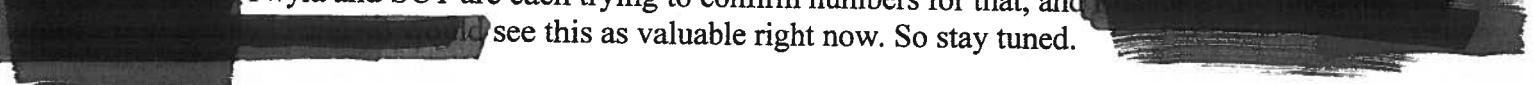
From: Powell, Twyla
Sent: Friday, February 13, 2015 01:34 PM Eastern Standard Time
To: Povar, Liz; Goodwin, Katherine
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS



Twyla Powell
804-545-5723
tpowell@yesvirginia.org

From: Povar, Liz
Sent: Friday, February 13, 2015 12:37 PM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Many many thanks. We may be looking at this thru a lens of an additional project by the company [REDACTED]
Twyla and SCT are each trying to confirm numbers for that, and [REDACTED] see this as valuable right now. So stay tuned. [REDACTED]



Liz

Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Goodwin, Katherine
Sent: Friday, February 13, 2015 12:32 PM Eastern Standard Time

[REDACTED]

I can get to supporting the [REDACTED] jobs with a \$10 million GOF

[REDACTED]

Thoughts?

(Side note: Looking at LL's early project notes

[REDACTED] not clear to me why they would expect that, do we know if there's a federal grant program that supports this type of project????)

From: Goodwin, Katherine
Sent: Friday, February 13, 2015 3:55 PM
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Scenario 1 NS

Here you are.

From: Povar, Liz
Sent: Friday, February 13, 2015 3:52 PM
To: Powell, Twyla; Goodwin, Katherine
Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Scenario 1 NS

All: the Secretary would like a revised recommendation from us on Tuesday. I have some thoughts that I'll email over the weekend or on Monday so we can come to consensus on a recommendation?

Katherine could go ahead and send Twyla, Mere and me the memo that's tied to this ROI so it's available over next 3 days?

Thank you all.

Liz

Pardon brevity

Sent with Good (www.good.com)

McClintock, Robert

From: Povar, Liz
Sent: Tuesday, February 17, 2015 1:35 PM
To: McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith
Subject: RE: Scenario 1 NS - consensus?

I agree on the attrition and on the [REDACTED] project but hate to give in without an effort. Comments from any others?

[REDACTED]

[REDACTED]

From: McClintock, Robert
Sent: Tuesday, February 17, 2015 12:43 PM
To: Povar, Liz; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith
Subject: RE: Scenario 1 NS - consensus?

I'm ok with this, but think we all need to be prepared to accept that there is [REDACTED]. I can go with the \$ [REDACTED] for [REDACTED] jobs only because I don't think we have any leverage or choice. And at some point with executive attrition to ATL does it make much sense to have the HQ here much longer. Shades of CSX.

Rob

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Tuesday, February 17, 2015 12:31:38 PM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Scenario 1 NS - consensus?

Hi all. [REDACTED] I'd like to go ahead and give him a recommendation re: [REDACTED] jobs at [REDACTED] job and [REDACTED] million capx.

[REDACTED] Norfolk is still offering its subsidized parking rate for [REDACTED] jobs, which they estimate will come to [REDACTED] million for these jobs. They are asking VEDP to recommend supporting their offer with a state GOF, would ideally like to see a 1:1 match. [REDACTED]

subsidized parking [REDACTED] to supply at no cost for NS [REDACTED]. NS has been clear that it won't deliver [REDACTED] jobs, and the [REDACTED] are still competitive.

The team will recommend the [REDACTED] million, require the company to keep the [REDACTED] jobs in Norfolk for [REDACTED] years, and encourage the Secretary to push NS to make a positive decision [REDACTED]

[REDACTED] Jim Hixon of NS mentioned this project to the Secretary so there may be a willingness to restart it; we're not holding our breath but we do want to push it.

[REDACTED]
Kim, the memo is complete and will come to you once the team has reviewed and as long as Martin's ok with this approach. It will need to go up today.

McNinch, Sandi

From: Povar, Liz
Sent: Wednesday, February 18, 2015 8:31 AM
To: McNinch, Sandi; Briley, Martin
Cc: Ellett, Kim; McClintock, Robert
Subject: RE: revised NS

Sensitivity: Confidential

At this point we do not. My assumption is training costs will be the eligible expenditure, as these are significant based on what Norfolk City ED has been able to confirm as the company's "NS Institute" curriculum.

From: McNinch, Sandi
Sent: Wednesday, February 18, 2015 8:08 AM
To: Briley, Martin; Povar, Liz
Cc: Ellett, Kim; McClintock, Robert
Subject: RE: revised NS
Sensitivity: Confidential

I am OK with it. Do we know what infrastructure or training will be paid for with the GOF proceeds? S.

From: Briley, Martin
Sent: Wednesday, February 18, 2015 7:41 AM
To: Povar, Liz; McNinch, Sandi
Cc: Ellett, Kim; McClintock, Robert
Subject: RE: revised NS
Sensitivity: Confidential

Liz, I support the team recommendations. Please proceed.

BTW I remain marooned this morning, so far, due to the neighborhood street. My car proved useless yesterday getting stuck at the mailbox, and it's spin city on the ice this morning. Kim, feel free to move the memo in my absence. Will arrive when able.

Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Wednesday, February 18, 2015 07:32 AM Eastern Standard Time
To: Briley, Martin; McNinch, Sandi
Cc: Ellett, Kim; McClintock, Robert
Subject: revised NS

Martin/Sandi – we'll have a revised pre-approval for the NS Norfolk project this morning, based on [REDACTED] jobs, [REDACTED] million capx. This is below the [REDACTED] employee threshold that we recommended last week however, at [REDACTED] million GOF the project still breaks even in year 1. Norfolk is requesting that we offer a GOF (they are offering [REDACTED] million in

Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Many many thanks. We may be looking at this thru a lens of an additional project by the company [REDACTED]
Twyla and SCT are each trying to confirm numbers for that, and [REDACTED] would see this as valuable right now. So stay tuned.

Liz

Pardon brevity

Sent with Good (www.good.com)

-----Original Message-----

From: Goodwin, Katherine
Sent: Friday, February 13, 2015 12:32 PM Eastern Standard Time
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Here you are.

Please let me know if you have any questions.

Katherine

From: Povar, Liz
Sent: Friday, February 13, 2015 9:35 AM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: FW: Scenario 1 NS

Katherine - could you run ROI revenue scenario on these, and also perhaps a [REDACTED] GOF scenario, just to have it?
Thanks

Liz

Pardon brevity

Sent with Good (www.good.com)

-----Original Message-----

From: Jones, Maurice (GOV) [Maurice.Jones@governor.virginia.gov]
Sent: Friday, February 13, 2015 09:26 AM Eastern Standard Time
To: Povar, Liz
Subject: Fwd: Scenario 1

Fyi.

Maurice A. Jones

Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe
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Richmond, Virginia 23219
(804) 225-4518 or 225-4522
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Subject: Scenario 1

Maurice,

You will find attached a breakdown of two possible groups for Norfolk. Please give me a call today when you get a chance at 757-536-4300 so I can explain the scenario.

Jim

Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Scenario 1 NS

All: the Secretary would like a revised recommendation from us on Tuesday. I have some thoughts that I'll email over the weekend or on Monday so we can come to consensus on a recommendation?

Katherine could to go ahead and send Twyla, Mere and me the memo that's tied to this ROI so it's available over next 3 days?

Thank you all.

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Friday, February 13, 2015 02:57 PM Eastern Standard Time
To: Powell, Twyla; Goodwin, Katherine
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Excellent thank you

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Powell, Twyla
Sent: Friday, February 13, 2015 01:34 PM Eastern Standard Time
To: Povar, Liz; Goodwin, Katherine
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS



Twyla Powell
804-545-5723
tpowell@yesvirginia.org

From: Povar, Liz
Sent: Friday, February 13, 2015 12:37 PM
To: Goodwin, Katherine; Powell, Twyla

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Tuesday, February 17, 2015 12:31:38 PM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Scenario 1 NS - consensus?

Hi all, [REDACTED] would like to go ahead and give him a recommendation re: [REDACTED] jobs at [REDACTED] job and [REDACTED] million capx.

Norfolk is still offering its subsidized parking rate for [REDACTED] jobs, which they estimate will come to [REDACTED] million for these jobs. They are asking VEDP to recommend supporting their offer with a state GOF, would ideally like to see a 1:1 match. [REDACTED] is willing to consider adding back the real estate subsidy for [REDACTED] space, but it will take them a few days to identify a space that would stand to common what that subsidy would be. (The space they originally offered is apparently leased and unavailable.)

I can get to supporting the **100** jobs with a **10** million GOF

Thoughts?

(Side note: Looking at LL's early project notes, [REDACTED] was expecting \$1 million from state/local and \$11 million from the feds for a \$14 million project. not clear to me why they would expect that, do we know if there's a federal grant program that supports this type of project????)

From: Goodwin, Katherine
Sent: Friday, February 13, 2015 3:55 PM
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Scenario 1 NS

Here you are.

From: Povar, Liz
Sent: Friday, February 13, 2015 3:52 PM
To: Powell, Twyla; Goodwin, Katherine

McClintock, Robert

From: Randall, Meredith
Sent: Wednesday, February 18, 2015 10:21 AM
To: McClintock, Robert; Goodwin, Katherine; Povar, Liz
Subject: FW: QUESTION RE: Scenario 1 NS - consensus?

One clarification, and it may be correct, just is different than most preapproval memos:

The wages for the new jobs going to Norfolk in the chart are [REDACTED]

In the paragraph describing the project, we state:

The jobs will be new to Norfolk and retained in Virginia within the first 12 months of the company's decision, and the average salary of the relocating Roanoke employees is [REDACTED]

In this paragraph we normally state the wages that will be paid to the employees in the recommended location (Norfolk).

This also indicates that the wages of the jobs being lost in Roanoke is higher than the wages of the jobs if they relocate to Norfolk.

Just want to verify that the statement above is what you meant to say.

Mere

From: Povar, Liz
Sent: Wednesday, February 18, 2015 7:33 AM
To: McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith
Subject: RE: Scenario 1 NS - consensus?

Attached is the revised memo for NS at [REDACTED] jobs. Please review and if in agreement, send onto Kim to go to SCT ASAP. I've alerted Martin and Sandi about the approach and asked for feedback on any concerns.

From: McClintock, Robert
Sent: Tuesday, February 17, 2015 12:43 PM
To: Povar, Liz; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith
Subject: RE: Scenario 1 NS - consensus?

I'm ok with this, but think we all need to be prepared to accept that there is [REDACTED] I can go with the [REDACTED] for [REDACTED] jobs only because I don't think we have any leverage or choice. And at some point with executive attrition to ATL does it make much sense to have the HQ here much longer. Shades of CSX.

Rob

Cc: Randall, Meredith
Subject: NS Question

Have the memo ready to go, but have one question. Does the language highlighted below remain the same even with the reduced amount of jobs?

- The City of Norfolk is a double-distressed community. The wages earned by the additional [REDACTED] relocated employees are [REDACTED] greater than the average prevailing wage in the City of Norfolk, creating an opportunity for over [REDACTED] net economic benefits in the City of Norfolk.

Thanks.

Kim

McClintock, Robert

From: Ellett, Kim
Sent: Wednesday, February 18, 2015 1:47 PM
To: McClintock, Robert
Cc: Povar, Liz; Randall, Meredith
Subject: RE: NS Question

Great – thanks, Rob!

Kim

From: McClintock, Robert
Sent: Wednesday, February 18, 2015 1:47 PM
To: Povar, Liz; Ellett, Kim
Cc: Randall, Meredith
Subject: RE: NS Question

The wages earned by the additional [REDACTED] employees are [REDACTED] % greater than the prevailing wage in the City of Norfolk, creating an opportunity for over \$ [REDACTED] million in net economic benefits in the City of Norfolk.

(I added the 10-year net benefit for income and sales tax for both direct and indirect workers from p.2 of the ROI to get that number.)

Rob

From: McClintock, Robert
Sent: Wednesday, February 18, 2015 1:03 PM
To: Povar, Liz; Ellett, Kim
Cc: Randall, Meredith
Subject: RE: NS Question

I'll check when I get back to my office.

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Wednesday, February 18, 2015 12:14:59 PM
To: Ellett, Kim
Cc: Randall, Meredith; McClintock, Robert
Subject: RE: NS Question

Great question and probably not. Rob can you assist?

From: Ellett, Kim
Sent: Wednesday, February 18, 2015 12:14 PM
To: Povar, Liz

McClintock, Robert

From: Ellett, Kim
Sent: Wednesday, February 18, 2015 2:00 PM
To: Jones, Maurice A.; Kelly Spraker (Kelly.Spraker@governor.virginia.gov); Lareau, Meggie (GOV)
Cc: Briley, Martin; McClintock, Robert
Subject: REVISED Norfolk Southern Preapproval
Attachments: Norfolk Southern Preapproval Revised.docx; Norfolk Southern Expansion ROI 182 JOBS \$1 5 GOF 02 13 15.pdf

Secretary Jones,

Attached is the revised Norfolk Southern preapproval for your review. Please let me know if you have any questions.

Kim

Hart, Kara

From: Randall, Meredith
Sent: Wednesday, February 18, 2015 10:22 AM
To: Ellett, Kim; Vincent, Crystal
Cc: Langston, Jay; Bowles, Lynn; McClintock, Robert; Goodwin, Katherine; McNinch, Sandi; Hart, Kara; Thorup, Alexander; Powell, Twyla; Povar, Liz; Stuhldreher, Lauren
Subject: Norfolk Southern Revised
Attachments: Norfolk Southern Expansion GOF memo [REDACTED].docx; Norfolk Southern Expansion ROI [REDACTED] 02 13 15.pdf

Memo and ROI attached.

Mere

Meredith Randall
Business Expansions
VEDP
901 East Byrd Street
Richmond, VA 23219
804-545-5704
mrandall@yesvirginia.org
www.yesvirginia.org

From: Goodwin, Katherine
Sent: Friday, February 27, 2015 2:38 PM
To: McClintock, Robert
Subject: RE: possible to get?

Rob,
Here is my spreadsheet. Please check behind me (I have to leave for a parent/teacher). The file can be found in:
K:\Research\ROIs\Specific ROI Projects\FY - 2015\Norfolk Southern Expansion (2015-129126)

From: McClintock, Robert
Sent: Friday, February 27, 2015 2:33 PM
To: Povar, Liz; Goodwin, Katherine
Subject: RE: possible to get?

We will get you the result of the dual ROI (Loss \$ vs. New Revenue) but cannot show it in a unified ROI format document.

We cannot run the ranking of the GOF in the next hour or so. Too many pressing deadlines.

From: Povar, Liz
Sent: Friday, February 27, 2015 2:13 PM
To: McClintock, Robert; Goodwin, Katherine
Subject: RE: possible to get?

And is there a way to run an ROI that combines the loss of jobs with the retained [REDACTED] ☺ In one ROI? That would show VA is losing \$\$ overall?

From: Povar, Liz
Sent: Friday, February 27, 2015 2:10 PM
To: McClintock, Robert (RMcClintock@yesvirginia.org); Goodwin, Katherine
Subject: possible to get?
Importance: High

I'm trying to find out where the current NS GOF would "rank" in terms of other proposals we've offered. NS is [REDACTED] at [REDACTED] million capx [REDACTED] million GOF offered. On a per capita job basis, or on an investment basis, or any basis that demonstrates this is a strong offer...that's the case I'm trying to make. Any comps you can provide in the next hour or so? Thanks....

McClintock, Robert

From: Goodwin, Katherine
Sent: Friday, February 27, 2015 3:28 PM
To: McClintock, Robert
Subject: RE: possible to get?

Yes, and that's what I did. I ran a revenue ROI on the [REDACTED] jobs and subtracted the benefit of those jobs from the benefit of the [REDACTED] jobs we are keeping. Was that the right thing to do?

-----Original Message-----

From: McClintock, Robert
Sent: Friday, February 27, 2015 03:25 PM Eastern Standard Time
To: Goodwin, Katherine
Subject: RE: possible to get?

Yes I was looking at [REDACTED]

Shouldn't we take the [REDACTED] loss revenue minus the [REDACTED] new revenue?

From: Goodwin, Katherine
Sent: Friday, February 27, 2015 3:24 PM
To: McClintock, Robert
Subject: RE: possible to get?

You are probably looking at the [REDACTED] saved jobs instead of [REDACTED]

-----Original Message-----

From: McClintock, Robert
Sent: Friday, February 27, 2015 03:10 PM Eastern Standard Time
To: Goodwin, Katherine
Subject: RE: possible to get?

When I went into k drive, I am seeing annual numbers for the loss of the Roanoke jobs that are much higher than the lost jobs revenue you were showing on your new worksheet. Did you use something else?

From: McClintock, Robert
Sent: Friday, February 27, 2015 2:44 PM
To: Goodwin, Katherine
Subject: RE: possible to get?

Thanks bye.

I did some spot checks and I think its ok.
I will give it a closer look and send to Liz.

- After 10 years VA loses [REDACTED] million (NPV) in state revenue from the [REDACTED] jobs leaving Roanoke; after 20 years its [REDACTED] million (NPV).
- By getting [REDACTED] of these jobs moved to Norfolk, VA loses [REDACTED] million (NPV) in state revenue (a "savings" of [REDACTED] million); after 20 years the loss is [REDACTED] million (NPV) (a "savings" of [REDACTED] million).

It's sort of like when my wife shows me how much we save by going to the outlets.

--Rob

From: McClintock, Robert
Sent: Friday, February 27, 2015 3:58 PM
To: Povar, Liz
Cc: Goodwin, Katherine
Subject: RE: Net Loss to Va for NS Consolidation 02.27.15 (Loss 450 jobs gain 182).xlsx

No we took the job revenue only.

From: Povar, Liz
Sent: Friday, February 27, 2015 3:57 PM
To: McClintock, Robert
Cc: Goodwin, Katherine
Subject: RE: Net Loss to Va for NS Consolidation 02.27.15 (Loss 450 jobs gain 182).xlsx

Thank you....do these numbers reflect the inclusion of the [REDACTED] million GOF?

From: McClintock, Robert
Sent: Friday, February 27, 2015 3:50 PM
To: Povar, Liz
Cc: Goodwin, Katherine
Subject: Net Loss to Va for NS Consolidation 02.27.15 (Loss 450 jobs gain 182).xlsx

Liz,

My brain is frazzled but we took the Loss of [REDACTED] plus revenue from Roanoke minus the gain of the [REDACTED] jobs revenue from Norfolk and come up with this.

Rob

McClintock, Robert

From: Povar, Liz
Sent: Friday, February 27, 2015 6:32 PM
To: McClintock, Robert
Cc: Goodwin, Katherine
Subject: RE: Net Loss to Va for NS Consolidation 02.27.15 (Loss 450 jobs gain 182).xlsx

Thanks. Here's what I sent him, with the attachment you sent me earlier:

Maurice: follow-up to our conversation:

- Net revenue LOSS to VA over 20 years is attached. This does not include the [REDACTED] million GOF.
 - This is based on maintaining [REDACTED] jobs in Norfolk, and losing [REDACTED] to Georgia.
 - Year 2016: net loss is [REDACTED] million; you would add the GOF of [REDACTED] million to this and the total net loss is [REDACTED] million in 2016.
 - Year 2017 – 2035: averages [REDACTED] million/year. Total loss over 20 years is [REDACTED] million plus the GOF.
- Norfolk's current offer is:
 - \$[REDACTED] million in subsidized parking fees over 10 years.
 - This is calculated by [REDACTED] per parking space x [REDACTED] spaces x [REDACTED] months [REDACTED]
 - The [REDACTED] million that NS thinks Norfolk is offering, was based on [REDACTED] jobs over [REDACTED] months [REDACTED] appears Norfolk's leadership just took half of [REDACTED] and "guestimated" the value, rather than calculating based on [REDACTED] jobs.
 - Norfolk staff is going to take time over weekend to determine what, if any, modifications they want to make; they'll call over weekend or early next week with their thoughts. Peter Chapman was lightly pushing for a 1:1 match of GOF for their offer; I told him VEDP was not recommending any increase due to the overall loss of state funds (as described above).
- Thoughts for consideration:
 - Assuming [REDACTED] jobs, VEDP maintains its recommendation of [REDACTED] million GOF and retention of these jobs for [REDACTED] years. We would not recommend any increase due to the continuing loss of revenue as described above.
 - Considerations that may impact your evaluation:
 - [REDACTED]
 - If the company agreed to reach [REDACTED] employees retained in Norfolk, that would directly result in increased support from the City in subsidized parking [REDACTED]
 - If the company increased its average wage [REDACTED]
 - However, if any increase is offered in GOF, Virginia should require the jobs to be retained for 10 years, not just [REDACTED]

I'll have my cell available all weekend if needed, or we can talk again early next week.

From: McClintock, Robert
Sent: Friday, February 27, 2015 6:30 PM
To: Povar, Liz
Cc: Goodwin, Katherine
Subject: RE: Net Loss to Va for NS Consolidation 02.27.15 (Loss 450 jobs gain 182).xlsx

After a nice jaunt on the treadmill, here is another way to look at what we gave you earlier:

<Maurice.Jones@governor.virginia.gov>

Subject: Scenario 1

Maurice,

You will find attached a breakdown of two possible groups for Norfolk. Please give me a call today when you get a chance at 757-536-4300 so I can explain the scenario.

Jim

-----Original Message-----

From: Goodwin, Katherine
Sent: Friday, February 13, 2015 12:32 PM Eastern Standard Time
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Here you are.

Please let me know if you have any questions.
Katherine

From: Povar, Liz
Sent: Friday, February 13, 2015 9:35 AM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: FW: Scenario 1 NS

Katherine - could you run ROI revenue scenario on these, and also perhaps a [REDACTED] GOF scenario, just to have it?
Thanks

Liz

Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Jones, Maurice (GOV) [Maurice.Jones@governor.virginia.gov]
Sent: Friday, February 13, 2015 09:26 AM Eastern Standard Time
To: Povar, Liz
Subject: Fwd: Scenario 1

Fyi.

Maurice A. Jones
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe
1111 E. Broad Street
Richmond, Virginia 23219
(804) 225-4518 or 225-4522
www.commerce.virginia.gov

Begin forwarded message:

From: "Hixon, James A." <James.Hixon@nscorp.com>
Date: February 13, 2015 at 9:19:25 AM EST
To: "Jones, Maurice (GOV) (Maurice.Jones@governor.virginia.gov)"

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

From: Povar, Liz
Sent: Friday, February 13, 2015 02:57 PM Eastern Standard Time
To: Powell, Twyla; Goodwin, Katherine
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Excellent thank you

Liz
Pardon brevity
Sent with Good (www.good.com)

-----Original Message-----

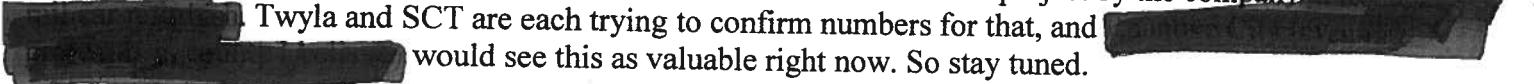
From: Powell, Twyla
Sent: Friday, February 13, 2015 01:34 PM Eastern Standard Time
To: Povar, Liz; Goodwin, Katherine
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS



Twyla Powell
804-545-5723
tpowell@yesvirginia.org

From: Povar, Liz
Sent: Friday, February 13, 2015 12:37 PM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert
Subject: RE: Scenario 1 NS

Many many thanks. We may be looking at this thru a lens of an additional project by the company [REDACTED]. Twyla and SCT are each trying to confirm numbers for that, and [REDACTED] would see this as valuable right now. So stay tuned.



Liz
Pardon brevity
Sent with Good (www.good.com)

McClintock, Robert

From: Goodwin, Katherine
Sent: Thursday, March 26, 2015 11:17 AM
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert; Randall, Meredith; Fick, Holly
Subject: RE: Scenario 1 NS
Attachments: Norfolk Southern GOF Memo 03.27.15.docx; Norfolk Southern Expansion ROI [REDACTED] JOBS
[REDACTED] GOF 03.27.15.pdf

Here you are. Please let me know if you have any questions.
Katherine

From: Povar, Liz
Sent: Thursday, March 26, 2015 10:59 AM
To: Goodwin, Katherine; Powell, Twyla
Cc: McClintock, Robert; Randall, Meredith; Fick, Holly
Subject: RE: Scenario 1 NS
Importance: High

(copied to Holly as she worked on the NS [REDACTED] ROI)

Katherine: a new ROI is needed for NS Norfolk, to increase the GOF to [REDACTED] million. If possible to get this today with the template memo it would be appreciated.

Thanks, Liz

From: Goodwin, Katherine
Sent: Friday, February 13, 2015 3:55 PM
To: Povar, Liz; Powell, Twyla
Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Scenario 1 NS

Here you are.

From: Povar, Liz
Sent: Friday, February 13, 2015 3:52 PM
To: Powell, Twyla; Goodwin, Katherine
Cc: McClintock, Robert; Randall, Meredith
Subject: RE: Scenario 1 NS

All: the Secretary would like a revised recommendation from us on Tuesday. I have some thoughts that I'll email over the weekend or on Monday so we can come to consensus on a recommendation?

Katherine could go ahead and send Twyla, Mere and me the memo that's tied to this ROI so it's available over next 3 days?

Thank you all.

Cc: Randall, Meredith; Fick, Holly

Subject: RE: Scenario 1 NS

Sensitivity: Confidential

Will take a look shortly.

This could be an historic occasion where the state investment exceeds the private sector investment!

From: Povar, Liz

Sent: Thursday, March 26, 2015 12:29 PM

To: Goodwin, Katherine; Powell, Twyla; McNinch, Sandi

Cc: McClintock, Robert; Randall, Meredith; Fick, Holly

Subject: RE: Scenario 1 NS

Importance: High

Sensitivity: Confidential

I will be talking to Martin this afternoon. In the meantime I'd appreciate your review of the memo, which is slightly modified from our normal version. Many thanks.

McNinch, Sandi

From: Povar, Liz
Sent: Thursday, March 26, 2015 2:45 PM
To: McNinch, Sandi; McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim
Subject: RE: Scenario 1 NS

Sensitivity: Confidential

I think we had a performance period for Masterbrands that was longer too?

From: McNinch, Sandi
Sent: Thursday, March 26, 2015 2:41 PM
To: McClintock, Robert; Povar, Liz; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim; McNinch, Sandi
Subject: RE: Scenario 1 NS
Sensitivity: Confidential

Rob – That's a good point. On that note, perhaps the memo should also include 2 other tidbits for consideration of the optics:

1. Our Board Chair was/is an officer of NS.
2. The 10 year performance period is, with the exception of an 11 year performance period for the Microsoft facility in Mecklenburg, the longest that we have gone out on a GOF performance agreement (as far as I know).



S.

From: McClintock, Robert
Sent: Thursday, March 26, 2015 2:32 PM
To: Povar, Liz; Goodwin, Katherine; Powell, Twyla; McNinch, Sandi
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim
Subject: RE: Scenario 1 NS
Sensitivity: Confidential

I don't have any substantive comments on the memo, except one:

I think the memo should indeed reflect (maybe in one of those bullets on page 2) that Virginia has never before awarded a GOF grant for an amount greater than the project's private sector capital investment.

If it's being considered, it's something that he should consciously pause and reflect on and be comfortable with before moving forward. And I think it's our job to raise these issues for reflection in case there are public inquiries about this and the visual optics of it all, once done.

Thanks,
--Rob

From: McClintock, Robert
Sent: Thursday, March 26, 2015 1:39 PM
To: Povar, Liz; Goodwin, Katherine; Powell, Twyla; McNinch, Sandi

To: Povar, Liz; Goodwin, Katherine; Powell, Twyla; McNinch, Sandi

Cc: Randall, Meredith; Fick, Holly

Subject: RE: Scenario 1 NS

Sensitivity: Confidential

Will take a look shortly.

This could be an historic occasion where the state investment exceeds the private sector investment!

From: Povar, Liz

Sent: Thursday, March 26, 2015 12:29 PM

To: Goodwin, Katherine; Powell, Twyla; McNinch, Sandi

Cc: McClintock, Robert; Randall, Meredith; Fick, Holly

Subject: RE: Scenario 1 NS

Importance: High

Sensitivity: Confidential

I will be talking to Martin this afternoon. In the meantime I'd appreciate your review of the memo, which is slightly modified from our normal version. Many thanks.

McNinch, Sandi

From: Povar, Liz
Sent: Thursday, March 26, 2015 2:52 PM
To: McNinch, Sandi; McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim
Subject: RE: Scenario 1 NS
Attachments: Norfolk Southern GOF Memo 03.27.15.docx

Sensitivity: Confidential

OK, good input all, check out the revised bullets and comment.....

From: McNinch, Sandi
Sent: Thursday, March 26, 2015 2:41 PM
To: McClintock, Robert; Povar, Liz; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim; McNinch, Sandi
Subject: RE: Scenario 1 NS
Sensitivity: Confidential

Rob – That's a good point. On that note, perhaps the memo should also include 2 other tidbits for consideration of the optics:

1. Our Board Chair was/is an officer of NS.
2. The 10 year performance period is, with the exception of an 11 year performance period for the Microsoft facility in Mecklenburg, the longest that we have gone out on a GOF performance agreement (as far as I know).



S.

From: McClintock, Robert
Sent: Thursday, March 26, 2015 2:32 PM
To: Povar, Liz; Goodwin, Katherine; Powell, Twyla; McNinch, Sandi
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim
Subject: RE: Scenario 1 NS
Sensitivity: Confidential

I don't have any substantive comments on the memo, except one:

I think the memo should indeed reflect (maybe in one of those bullets on page 2) that Virginia has never before awarded a GOF grant for an amount greater than the project's private sector capital investment.

If it's being considered, it's something that he should consciously pause and reflect on and be comfortable with before moving forward. And I think it's our job to raise these issues for reflection in case there are public inquiries about this and the visual optics of it all, once done.

Thanks,
--Rob

From: McClintock, Robert
Sent: Thursday, March 26, 2015 1:39 PM

McNinch, Sandi

From: Povar, Liz
Sent: Thursday, March 26, 2015 5:27 PM
To: McClintock, Robert; McNinch, Sandi; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim; Briley, Martin
Subject: RE: Scenario 1 NS - PLEASE REVIEW

Sensitivity: Confidential

We have a "yes" all the way around. I'll shortly send this directly to SCT with the ROI. I'll cc Martin, Rob, Sandi. Will forward sent email to remainder. Thanks all.

Martin: I'll request that he call you directly.

From: McClintock, Robert
Sent: Thursday, March 26, 2015 4:54 PM
To: Povar, Liz; McNinch, Sandi; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim; Briley, Martin
Subject: RE: Scenario 1 NS - PLEASE REVIEW
Sensitivity: Confidential

OK by me 2.

From: Povar, Liz
Sent: Thursday, March 26, 2015 4:35 PM
To: McNinch, Sandi; McClintock, Robert; Goodwin, Katherine; Powell, Twyla
Cc: Randall, Meredith; Fick, Holly; Ellett, Kim; Briley, Martin
Subject: RE: Scenario 1 NS - PLEASE REVIEW
Importance: High
Sensitivity: Confidential

See highlighted revisions based on conversation with Martin. Please review one last time; intention is to send to Secretary today.

McNinch, Sandi

From: Hart, Kara
Sent: Monday, March 30, 2015 9:34 AM
To: McNinch, Sandi
Subject: RE: NS 2015: Note to File

Sandi – Is this project called NS 2015? I wanted to hang onto email, but not certain where to put it. Kara

From: McNinch, Sandi
Sent: Thursday, March 26, 2015 11:42 AM
To: McNinch, Sandi; Hart, Kara
Subject: NS 2015: Note to File

Note to file: discussed with Liz today going out 10 years to allow for local match. Will require company to maintain jobs through 10 years.

Sandi
smcninch@yesvirginia.org
804.545.5617

McClintock, Robert

From: McClintock, Robert
Sent: Monday, March 30, 2015 2:41 PM
To: Povar, Liz; Powell, Twyla; Goodwin, Katherine; Fick, Holly
Subject: NS

Not much to report from morning call, but SCT said the company is in Board meeting today and tomorrow and he hopes to hear some communication out of them as early as Tuesday , more likely Wednesday.

Rob McClintock
Vice President, Research
Virginia Economic Development Partnership
rmclintock@yesvirginia.org
804.545.5772

Maurice – as requested, attached please find a revised ROI and pre-approval memo for the Norfolk Southern/Norfolk project. Martin would like to speak with you prior to your conversation with the client.

Thanks, Liz

McClintock, Robert

From: Ellett, Kim
Sent: Wednesday, April 01, 2015 10:44 AM
To: McClintock, Robert
Subject: FW: NS revised

Sensitivity: Confidential

Hi Rob. See the e-mail string below. Should I increase the GOF to [REDACTED] million on the preapproval list based on yesterday's discussion with the Secretary? Thanks.

Kim

From: Povar, Liz
Sent: Wednesday, April 01, 2015 10:37 AM
To: Ellett, Kim
Subject: RE: NS revised
Sensitivity: Confidential

I never had feedback from him but Rob said that at Monday's call with Martin and Rob, the Secretary said he expected a decision from client yesterday or today, and Rob inferred the [REDACTED] were both offered.

Liz

Pardon brevity!

Sent with Good (www.good.com)

-----Original Message-----

From: Ellett, Kim
Sent: Wednesday, April 01, 2015 10:33 AM Eastern Standard Time
To: Povar, Liz
Subject: FW: NS revised

Was the [REDACTED] million GOF preapproved by the Secretary?

From: Povar, Liz
Sent: Thursday, March 26, 2015 6:14 PM
To: Jones, Maurice A.
Cc: Briley, Martin; McClintock, Robert; McNinch, Sandi; Ellett, Kim
Subject: NS revised
Importance: High
Sensitivity: Confidential

McNinch, Sandi

From: Hart, Kara
Sent: Wednesday, April 15, 2015 3:20 PM
To: McNinch, Sandi
Subject: RE: NS

Did you tell me what this project was?

From: McNinch, Sandi
Sent: Monday, April 13, 2015 1:05 PM
To: Hart, Kara
Subject: FW: NS

FYI

From: McClintock, Robert
Sent: Monday, April 13, 2015 12:40 PM
To: Povar, Liz; Powell, Twyla; Fick, Holly
Cc: Goodwin, Katherine; McNinch, Sandi
Subject: NS

The Secretary said he heard this morning that he has a verbal acceptance on the Norfolk proposal. This was [REDACTED]s and his [REDACTED]SOF offer. He said he framed it as a 10 year commitment on the jobs. It's a bit unclear to me on exactly what the next steps are. Was not clear to me if the company was going to call the city to deliver the news or what. At some point we'd need to get a performance agreement in the city and company's hands. Anyway, that's the direction this seems to be going.

He did not yet have a decision on the [REDACTED] project, but seemed to expect some answer later this week.

Rob McClintock
Vice President, Research
Virginia Economic Development Partnership
rmclintock@yesvirginia.org
804.545.5772

Povar, Liz

From: Povar, Liz
Sent: Sunday, May 03, 2015 9:46 PM
To: Powell, Twyla (TPowell@YesVirginia.org); Ellett, Kim (KEllett@YesVirginia.org)
Cc: Vincent, Crystal (CVincent@YesVirginia.org)
Subject: FYI
Attachments: NS draft Norfolk.doc; NS draft Roanoke.doc

Sensitivity: Confidential

Just keeping you in the loop. Hopefully I got the steps forward, correct.

From: Povar, Liz
Sent: Sunday, May 03, 2015 9:45 PM
To: Jones, Maurice A.
Cc: Briley, Martin
Subject: RE: Norfolk Southern
Sensitivity: Confidential

Maurice: attached are DRAFT GOF application letters for NS to review and customize, for the Norfolk [REDACTED] projects. Please advise Jim to send you back revised DRAFTS so VEDP can review them before NS corporate leadership signs final applications. We'll review and turn them around quickly for the final signatures.

I've asked Sandi McNinch to send a draft performance agreement for the company to review. I believe they'll need two agreements (one for Norfolk and [REDACTED] but have asked her to confirm that. The PA's don't need to be completed before the public announcement, unless the company, or localities, require that step. Sandi will need to work directly with the NS legal counsel on this; let us know who the appropriate contact is and Sandi will follow-up.

So the steps forward are:

- NS sends two DRAFT GOF application letters to back to you; you'll forward to VEDP for review; VEDP will confirm language meets requirements
- NS will then send FINAL GOF applications to you; you'll forward to VEDP to prepare necessary paperwork for Governor's approval
- Localities submit their final GOF applications
- VEDP packages final applications (company and localities) for Governor's review
- Governor approves final applications
- If required by company or locality, the performance agreements are finalized (this can take some time)
- VEDP's Communication & Promotions team works with Governor's office, localities and company to prepare public announcement strategy
- Announcements occur

Let me know if questions. Thanks, Liz

From: Povar, Liz
Sent: Friday, May 01, 2015 10:26 PM
To: Jones, Maurice A.
Cc: Briley, Martin
Subject: RE: Norfolk Southern

Absolutely.

Sent with Good (www.good.com)

From: Jones, Maurice (GOV)
Sent: Friday, May 01, 2015 10:23:21 PM
To: Povar, Liz
Cc: Briley, Martin
Subject: Re: Norfolk Southern

Send back to me. And I'll send to Jim Hixon. Work for you?

Maurice A. Jones
Cell: (757) 477-5561

On May 1, 2015, at 9:49 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Good news. Will need to coordinate with the localities and company. Can prepare drafts on Monday for company; let me know to whom to send the docs. Have a good weekend.

Sent with Good (www.good.com)

From: Jones, Maurice (GOV)
Sent: Friday, May 01, 2015 7:37:34 PM
To: Briley, Martin; Povar, Liz
Subject: Norfolk Southern

Ready to commit in writing to the two projects. Can you draft the deal docs for them to sign? Thanks.

Maurice A. Jones
Cell: (757) 477-5561

From: Jones, Maurice (GOV)
Sent: Friday, May 01, 2015 10:23:21 PM
To: Povar, Liz
Cc: Briley, Martin
Subject: Re: Norfolk Southern

Send back to me. And I'll send to Jim Hixon. Work for you?

Maurice A. Jones

Cell: (757) 477-5561

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Good news. Will need to coordinate with the localities and company. Can prepare drafts on Monday for company; let me know to whom to send the docs. Have a good weekend.

Sent with Good (www.good.com)

From: Jones, Maurice (GOV)
Sent: Friday, May 01, 2015 7:37:34 PM
To: Briley, Martin; Povar, Liz
Subject: Norfolk Southern

Ready to commit in writing to the two projects. Can you draft the deal docs for them to sign? Thanks.

Maurice A. Jones
Cell: (757) 477-5561

<NS draft Norfolk.doc>

<NS draft Roanoke.doc>

review them before NS corporate leadership signs final applications. We'll review and turn them around quickly for the final signatures.

I've asked Sandi McNinch to send a draft performance agreement for the company to review. I believe they'll need two agreements (one for Norfolk and [REDACTED]) but have asked her to confirm that. The PA's don't need to be completed before the public announcement, unless the company, or localities, require that step. Sandi will need to work directly with the NS legal counsel on this; let us know who the appropriate contact is and Sandi will follow-up.

So the steps forward are:

1. NS sends two DRAFT GOF application letters to back to you; you'll forward to VEDP for review; VEDP will confirm language meets requirements
2. NS will then send FINAL GOF applications to you; you'll forward to VEDP to prepare necessary paperwork for Governor's approval
3. Localities submit their final GOF applications
4. VEDP packages final applications (company and localities) for Governor's review
5. Governor approves final applications
6. If required by company or locality, the performance agreements are finalized (this can take some time)
7. VEDP's Communication & Promotions team works with Governor's office, localities and company to prepare public announcement strategy
8. Announcements occur

Let me know if questions. Thanks, Liz

From: Povar, Liz
Sent: Friday, May 01, 2015 10:26 PM
To: Jones, Maurice A.
Cc: Briley, Martin
Subject: RE: Norfolk Southern

Absolutely.

Sent with Good (www.good.com)

Povar, Liz

From: Povar, Liz
Sent: Monday, May 04, 2015 8:12 AM
To: Jones, Maurice A.
Cc: Briley, Martin
Subject: RE: Norfolk Southern

Sensitivity: Confidential

Left you a voice mail on 757 number.

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Monday, May 04, 2015 7:37 AM
To: Povar, Liz
Cc: Briley, Martin
Subject: Re: Norfolk Southern
Sensitivity: Confidential

757-477-5561. Try me as early as you can. Thanks.

Maurice A. Jones
Cell: (757) 477-5561

On May 4, 2015, at 6:58 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Yes; around 8:15 or 10 -10:30, or 11 - 11:30 ? What number to reach you?

Liz
Pardon brevity!
Sent with Good (www.good.com)

-----Original Message-----

From: Jones, Maurice (GOV) [Maurice.Jones@governor.virginia.gov]
Sent: Sunday, May 03, 2015 10:03 PM Eastern Standard Time
To: Povar, Liz
Cc: Briley, Martin
Subject: Re: Norfolk Southern

Thanks. You have time for a quick call in the morning?

Maurice A. Jones
Cell: (757) 477-5561

On May 3, 2015, at 9:45 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: attached are DRAFT GOF application letters for NS to review and customize, for the Norfolk [REDACTED] projects. Please advise Jim to send you back revised DRAFTS so VEDP can

McNinch, Sandi

From: McNinch, Sandi
Sent: Monday, May 04, 2015 10:53 AM
To: Povar, Liz
Cc: Hart, Kara; McNinch, Sandi
Subject: RE: Norfolk Southern

They will need to be two separate Performance Agreements. We will get started on them. S.

-----Original Message-----

From: Povar, Liz
Sent: Sunday, May 03, 2015 8:39 PM
To: McNinch, Sandi
Cc: Hart, Kara
Subject: FW: Norfolk Southern

Sandi - company is ready to move forward with both ██████████ Norfolk. Could you and Kara start the draft performance agreements? (I'm assuming two separate agreements, would you agree?). Secretary wants to initially handle the communications back to NS himself, on the final applications and performance agreements; I will send him drafts of the company letters. I've notified ██████████ and am shortly going to notify Norfolk, so they can get their applications in. My preference is to send him the draft applications and the sample performance agreement simultaneously, and ask for the appropriate legal counsel for you to communicate with on the PA.

As background, attached are the two pre-approvals from which Maurice was working.

Thanks.

-----Original Message-----

From: Jones, Maurice (GOV) [mailto:Maurice.Jones@governor.virginia.gov]
Sent: Friday, May 01, 2015 7:38 PM
To: Briley, Martin; Povar, Liz
Subject: Norfolk Southern

Ready to commit in writing to the two projects. Can you draft the deal docs for them to sign? Thanks.

Maurice A. Jones
Cell: (757) 477-5561

Hart, Kara

From: Hart, Kara
Sent: Monday, May 18, 2015 3:56 PM
To: McNinch, Sandi (SMcNinch@YesVirginia.org)
Subject: Norfolk Southern
Attachments: NS Expansion Draft GOF Performance Agreement 051815.docx; [REDACTED]
[REDACTED]

Here are [REDACTED] Norfolk Southern files for review. I put the hard copies in your chair.

Kara

McNinch, Sandi

From: McNinch, Sandi
Sent: Tuesday, May 19, 2015 5:52 PM
To: Jones, Maurice A.
Cc: Povar, Liz; Powell, Twyla; Hart, Kara; Ellett, Kim; McNinch, Sandi
Subject: GOF Performance Agreements for Norfolk Southern
Attachments: [REDACTED] S Norfolk
HQ GOF Performance Agreement 052015.docx

Maurice – I understand that you wish to be the shepherd for the GOF Performance Agreements for Norfolk Southern.

I have attached our first drafts of the two Performance Agreements – one for the Norfolk HQ project and one for the [REDACTED]

Typically, our first action would be to send the Performance Agreements to the localities, so that they may comment on them and get their comments reflected in revised drafts to be sent to the company. You may wish to follow a different path.

We stand by offer to offer scrivener services should you, the localities or the company wish to make any changes.

Sandi
smcninch@yesvirginia.org
804.545.5617

Povar, Liz

From: Povar, Liz
Sent: Wednesday, May 20, 2015 11:12 AM
To: McNinch, Sandi
Cc: Hart, Kara; Powell, Twyla; Ellett, Kim
Subject: RE: GOF Performance Agreements for Norfolk Southern

They'd both started on their own drafts a few weeks ago and just sent to me this week. Looks to me like Norfolk is in our format; but [REDACTED] not. Not sure why. [REDACTED]

[REDACTED] Do you want to reach out to him or want me to make that connection?

From: McNinch, Sandi
Sent: Wednesday, May 20, 2015 9:04 AM
To: Povar, Liz
Cc: Hart, Kara; Powell, Twyla; Ellett, Kim; McNinch, Sandi
Subject: RE: GOF Performance Agreements for Norfolk Southern

I'm confused. I just sent out the drafts of the Performance Agreements last night. Unless there is some reason not to, I plan to use our drafts. S.

From: Povar, Liz
Sent: Tuesday, May 19, 2015 5:55 PM
To: McNinch, Sandi
Cc: Hart, Kara; Powell, Twyla; Ellett, Kim
Subject: RE: GOF Performance Agreements for Norfolk Southern

We still do not have the company GOF application letter. And just today I received drafts of the performance agreements from both [REDACTED] Norfolk, as well as the draft of the Norfolk GOF application letter [REDACTED]

I'll send their draft Pa's to you shortly.

From: McNinch, Sandi
Sent: Tuesday, May 19, 2015 5:52 PM
To: Jones, Maurice A.
Cc: Povar, Liz; Powell, Twyla; Hart, Kara; Ellett, Kim; McNinch, Sandi
Subject: GOF Performance Agreements for Norfolk Southern

Maurice – I understand that you wish to be the shepherd for the GOF Performance Agreements for Norfolk Southern.

I have attached our first drafts of the two Performance Agreements – one for the Norfolk HQ project and one for the [REDACTED]

Typically, our first action would be to send the Performance Agreements to the localities, so that they may comment on them and get their comments reflected in revised drafts to be sent to the company. You may wish to follow a different path.

We stand by offer to offer scrivener services should you, the localities or the company wish to make any changes.

Sandi
smcninch@yesvirginia.org
804.545.5617

Hart, Kara

From: Ellett, Kim
Sent: Wednesday, May 27, 2015 10:40 AM
To: Povar, Liz; McNinch, Sandi; Hart, Kara
Cc: Powell, Twyla
Subject: RE: NS GOF Application & Agreement
Attachments: GOF Application Letter DRAFT I.docx

I have reviewed Norfolk's draft GOF application. Comments are in the attached.

Kim

From: Povar, Liz
Sent: Tuesday, May 19, 2015 6:02 PM
To: McNinch, Sandi; Hart, Kara
Cc: Powell, Twyla; Ellett, Kim
Subject: FW: NS GOF Application & Agreement

First two docs are from Norfolk.

I have not reviewed the Norfolk docs and need Sandi to review PA and Kim to review application letter.

Feedback appreciated.

McNinch, Sandi

From: Povar, Liz
Sent: Friday, May 29, 2015 4:59 PM
To: McNinch, Sandi; Jones, Maurice A.
Cc: McNinch, Sandi
Subject: RE: NS HQ GOF Performance Agreement

Sandi, thanks.

Nothing being held up at this point, but I do think it important to get the City's GOF application into final form as soon as possible, and the PA in a similar "close to final" version, so that when Maurice receives the company's GOF application, the PA can be quickly finalized.

The City had worked independently on their application and PA at about the same time you prepared the draft PA. I will contact Peter Chapman at the City to ensure he has these two PAs and that he puts the City attorney in touch with you.

We'll need to finish these same steps with [REDACTED] in their project as well. Their GOF application is nearly finalized, pending clarification from Maurice about the number of years the company will retain the jobs.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, May 29, 2015 4:10:21 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi
Subject: NS HQ GOF Performance Agreement

Maurice and Liz – I am just checking on the status of the GOF Performance Agreement for the HQ jobs in Norfolk.

My draft of the GOF Performance Agreement was sent out on May 19. A few days later, Liz forwarded to me a draft that (I'm guessing) someone in the City worked on.

I have attached my original draft and a blackline showing the differences between my draft and the City's draft.

I don't know where this stands and I don't know if I should be forwarding my original draft to anyone in the City. I don't want this to be hold-up for a positive announcement for Virginia. Please let me know if I should be taking any additional steps to get this in front of the correct folks.

Sandi
smcninch@yesvirginia.org
804.545.5617

The new Facilities Manager at NS is Andy Paul; Steve is sending his contact info and the name of the expeditor to me tomorrow.

NS is building out two floors and has already received demo permits; the demo is, or almost, complete.

Steve told me they were to apply for their building permits today and wanted to give me a heads up.

The occupancy will be in three stages:

8/3/15

8/17/15

8/31/15

I know we will move this along as quickly as we possibly can, but please check into so our friends at NS know how much we value their presence here.

Thanks,

Chuck

Povar, Liz

From: Povar, Liz
Sent: Tuesday, June 02, 2015 8:24 AM
To: Boring, Alan
Subject: RE: Norfolk Southern
Attachments: Compare NS HQ GOF Performance Agreement.docx; NS Norfolk HQ GOF Performance Agreement 052015.docx

Sensitivity: Confidential

Alan: attached are the redline and clean versions of the performance agreement after review by our counsel last week. Best next step would be to put our counsel in direct communication with the City's so at least they can get this close to final stage. As of last Friday the Secretary had not received any feedback from the company on their draft GOF application or the PA.

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Tuesday, June 02, 2015 8:14:02 AM
To: Povar, Liz
Subject: FW: Norfolk Southern

From: Chapman, Peter
Sent: Monday, June 01, 2015 9:05 PM
To: Rigney, Chuck
Cc: Boring, Alan
Subject: RE: Norfolk Southern

Chuck,

Have you and Alan discussed this project? I assume you guys have connected on this, but just want to be sure. Thanks.

PC

From: Rigney, Chuck
Sent: Monday, June 01, 2015 6:16 PM
To: Mouak, Ihsane
Cc: Chapman, Peter; Homewood, George
Subject: Norfolk Southern
Importance: High

Ihsane –

A friend of mine, Steve Lucas (President of Strategic Commercial Development) is assisting Norfolk Southern with the buildout needs for NS workers being transferred from the NS Roanoke office, which is being closed. NS has also hired an expediter to assist with this effort.

I have attached my original draft and a blackline showing the differences between my draft and the City's draft.

I don't know where this stands and I don't know if I should be forwarding my original draft to anyone in the City. I don't want this to be hold-up for a positive announcement for Virginia. Please let me know if I should be taking any additional steps to get this in front of the correct folks.

Sandi
smcninch@yesvirginia.org
804.545.5617

McNinch, Sandi

From: Povar, Liz
Sent: Tuesday, June 02, 2015 9:03 AM
To: McNinch, Sandi; Jones, Maurice A.
Cc: McNinch, Sandi
Subject: RE: NS HQ GOF Performance Agreement.

I've asked city ED staff to provide their legal counsel name to us....

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Tuesday, June 02, 2015 9:00:14 AM
To: Povar, Liz; Jones, Maurice A.
Cc: McNinch, Sandi
Subject: RE: NS HQ GOF Performance Agreement

I have had no discussions with anyone in Norfolk. I'd be happy to have those discussions, if you'd care to tell me who would be the appropriate person.

From: Povar, Liz
Sent: Tuesday, June 02, 2015 8:54 AM
To: McNinch, Sandi; Jones, Maurice A.
Cc: McNinch, Sandi
Subject: RE: NS HQ GOF Performance Agreement

All: Norfolk ED staff informed me this morning that the company is applying for a building permit in the City, today, for renovation of two floors in existing space. While the City will make no formal public comment, the application is a public process. City is concerned that final GOF approval is not complete and PA is not final. Is there an update on the status of the company's paperwork, most importantly their application?

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, May 29, 2015 4:10:21 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi
Subject: NS HQ GOF Performance Agreement

Maurice and Liz – I am just checking on the status of the GOF Performance Agreement for the HQ jobs in Norfolk.

My draft of the GOF Performance Agreement was sent out on May 19. A few days later, Liz forwarded to me a draft that (I'm guessing) someone in the City worked on.

Hart, Kara

From: McNinch, Sandi
Sent: Tuesday, June 02, 2015 3:58 PM
To: Hart, Kara
Subject: FW: NS HQ GOF Performance Agreement
Attachments: Compare NS HQ GOF Performance Agreement.docx; NS Norfolk HQ GOF Performance Agreement 052015.docx

Just so you will have these, if we need to do something while I'm out of the office for the next couple of days.

If you get a chance while I am out,



From: McNinch, Sandi
Sent: Friday, May 29, 2015 4:10 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi
Subject: NS HQ GOF Performance Agreement

Maurice and Liz – I am just checking on the status of the GOF Performance Agreement for the HQ jobs in Norfolk.

My draft of the GOF Performance Agreement was sent out on May 19. A few days later, Liz forwarded to me a draft that (I'm guessing) someone in the City worked on.

I have attached my original draft and a blackline showing the differences between my draft and the City's draft.

I don't know where this stands and I don't know if I should be forwarding my original draft to anyone in the City. I don't want this to be hold-up for a positive announcement for Virginia. Please let me know if I should be taking any additional steps to get this in front of the correct folks.

Sandi
smcninch@yesvirginia.org
804.545.5617

McNinch, Sandi

From: Jones, Maurice (GOV) <Maurice.Jones@governor.virginia.gov>
Sent: Tuesday, June 02, 2015 10:52 PM
To: Povar, Liz
Cc: McNinch, Sandi
Subject: Re: NS HQ GOF Performance Agreement

Will reach out tomorrow. Thanks.

Maurice A. Jones
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe
1111 East Broad Street
Richmond, Virginia 23219
o: (804) 225-4518
e: maurice.jones@governor.virginia.gov
www.commerce.virginia.gov

On Jun 2, 2015, at 8:53 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

All: Norfolk ED staff informed me this morning that the company is applying for a building permit in the City, today, for renovation of two floors in existing space. While the City will make no formal public comment, the application is a public process. City is concerned that final GOF approval is not complete and PA is not final. Is there an update on the status of the company's paperwork, most importantly their application?

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, May 29, 2015 4:10:21 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi
Subject: NS HQ GOF Performance Agreement

Maurice and Liz – I am just checking on the status of the GOF Performance Agreement for the HQ jobs in Norfolk.

My draft of the GOF Performance Agreement was sent out on May 19. A few days later, Liz forwarded to me a draft that (I'm guessing) someone in the City worked on.

I have attached my original draft and a blackline showing the differences between my draft and the City's draft.

I don't know where this stands and I don't know if I should be forwarding my original draft to anyone in the City. I don't want this to be hold-up for a positive announcement for Virginia. Please let me know if I should be taking any additional steps to get this in front of the correct folks.

On Jun 2, 2015, at 8:53 AM, Povar, Liz <L_Povar@yesvirginia.org> wrote:

All: Norfolk ED staff informed me this morning that the company is applying for a building permit in the City, today, for renovation of two floors in existing space. While the City will make no formal public comment, the application is a public process. City is concerned that final GOF approval is not complete and PA is not final. Is there an update on the status of the company's paperwork, most importantly their application?

From: McNinch, Sandi
Sent: Friday, May 29, 2015 4:10 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi
Subject: NS HQ GOF Performance Agreement

Maurice and Liz – I am just checking on the status of the GOF Performance Agreement for the HQ jobs in Norfolk.

My draft of the GOF Performance Agreement was sent out on May 19. A few days later, Liz forwarded to me a draft that (I'm guessing) someone in the City worked on.

I have attached my original draft and a blackline showing the differences between my draft and the City's draft.

I don't know where this stands and I don't know if I should be forwarding my original draft to anyone in the City. I don't want this to be hold-up for a positive announcement for Virginia. Please let me know if I should be taking any additional steps to get this in front of the correct folks.

Sandi
smcninch@yesvirginia.org
804.545.5617

McNinch, Sandi

From: Jones, Maurice (GOV) <Maurice.Jones@governor.virginia.gov>
Sent: Monday, June 29, 2015 8:33 AM
To: Povar, Liz
Cc: McNinch, Sandi; Hart, Kara; Ellett, Kim; Briley, Martin
Subject: Re: NS HQ GOF Performance Agreement

Sensitivity: Confidential

Yes. Company is in on Norfolk. Thanks.

Maurice A. Jones
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe
1111 East Broad Street
Richmond, Virginia 23219
o: (804) 225-4518
e: maurice.jones@governor.virginia.gov
www.commerce.virginia.gov

On Jun 29, 2015, at 8:29 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: Norfolk ED called this morning; they are meeting this afternoon to work on details pertaining to their parking subsidy. The building permits for renovation of the existing facility have been issued. Question is whether the company has accepted the GOF (COF) and local offer. We don't have the Norfolk City or company application for GOF, or a finalized performance agreement. Please advise, thanks. Liz

From: Jones, Maurice (GOV) [<mailto:maurice.jones@governor.virginia.gov>]
Sent: Friday, June 12, 2015 4:55 AM
To: McNinch, Sandi; Povar, Liz
Cc: Hart, Kara; Ellett, Kim
Subject: Re: NS HQ GOF Performance Agreement

Will check in. Thanks.

From: McNinch, Sandi [<mailto:smcninch@yesvirginia.org>]
Sent: Thursday, June 11, 2015 10:35 PM
To: Jones, Maurice (GOV); Povar, Liz <LPovar@yesvirginia.org>
Cc: Sandra Jones McNinch; Hart, Kara <khart@yesvirginia.org>; Ellett, Kim <KEllett@yesvirginia.org>
Subject: FW: NS HQ GOF Performance Agreement

I am just checking in. I have heard nothing from the City regarding the GOF Performance Agreement.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: McNinch, Sandi
Sent: Thursday, June 11, 2015 4:35 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi; Hart, Kara; Ellett, Kim
Subject: FW: NS HQ GOF Performance Agreement

I am just checking in. I have heard nothing from the City regarding the GOF Performance Agreement.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: McNinch, Sandi
Sent: Friday, May 29, 2015 4:10 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi
Subject: NS HQ GOF Performance Agreement

Maurice and Liz – I am just checking on the status of the GOF Performance Agreement for the HQ jobs in Norfolk.

My draft of the GOF Performance Agreement was sent out on May 19. A few days later, Liz forwarded to me a draft that (I'm guessing) someone in the City worked on.

I have attached my original draft and a blackline showing the differences between my draft and the City's draft.

I don't know where this stands and I don't know if I should be forwarding my original draft to anyone in the City. I don't want this to be hold-up for a positive announcement for Virginia. Please let me know if I should be taking any additional steps to get this in front of the correct folks.

Sandi
smcninch@yesvirginia.org
804.545.5617

McNinch, Sandi

From: Povar, Liz
Sent: Tuesday, June 30, 2015 10:12 AM
To: McNinch, Sandi
Cc: Hart, Kara; Ellett, Kim
Subject: RE: NS HQ GOF Performance Agreement

I owe you wine. Are you in office mid-afternoon for discussion on another project?

From: McNinch, Sandi
Sent: Tuesday, June 30, 2015 10:11 AM
To: Povar, Liz
Cc: Hart, Kara; Ellett, Kim
Subject: RE: NS HQ GOF Performance Agreement

It's not nice to make my head hurt so early in the morning. S.

From: Povar, Liz
Sent: Tuesday, June 30, 2015 10:02 AM
To: McNinch, Sandi
Cc: Hart, Kara; Ellett, Kim
Subject: RE: NS HQ GOF Performance Agreement

Providing this as a heads-up. Have just received this from Alan Boring with the Norfolk ED office. Will be taking two additional immediate steps so watch for next emails:

- Will notify Maurice that this came in and we have NOT received the company's application letter (correct?) nor do we have a contact for them for completing the PA. Nor do we have a timeframe for announcement.
- Will send a follow-up email to you with cc to Alan, reminding him that we have not received the City's GOF application letter nor the company's application letter. Kim, I know you reviewed a draft of the City's application letter, made comments, and I sent that back to Alan but I have not seen a final copy. And Sandi, I know you sent a draft PA to the City's attorneys; I don't know if this version is based on that or not.

Alan's email is below. The wages, capx and jobs in the attached PA look correct to me.

"I have filled in the information/blanks that pertain to us. I look to you to complete the remainder (Section 1. Definitions. Section 3. Disbursement of GOF. I believe the portion of Section 4. IF THE LOCALITY'S, etc., can be deleted and the last paragraph modified. Section 5. Repayment Obligations. Paragraphs a, b, & c. Section 6. Company Reporting). I don't recall getting a completed copy from your attorneys.

I would like to get this before the Manager for his signature as soon as possible. Also, please advise when the Governor will be announcing the GOF. As I mentioned, the horse is way out in front of the cart on this one, as NS has advised that they will have employees starting July 1, 2015, and have requested that [REDACTED]

Also, please advise if NS has provided you with the total number of employees that will be making the move, since this number has fluctuated throughout this process and it must be included in the agreement. Please confirm, also, if they have indicated that the average salary differs from the figure in the agreement."

I am just checking in. I have heard nothing from the City regarding the GOF Performance Agreement.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: McNinch, Sandi
Sent: Friday, May 29, 2015 4:10 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi
Subject: NS HQ GOF Performance Agreement

Maurice and Liz – I am just checking on the status of the GOF Performance Agreement for the HQ jobs in Norfolk.

My draft of the GOF Performance Agreement was sent out on May 19. A few days later, Liz forwarded to me a draft that (I'm guessing) someone in the City worked on.

I have attached my original draft and a blackline showing the differences between my draft and the City's draft.

I don't know where this stands and I don't know if I should be forwarding my original draft to anyone in the City. I don't want this to be hold-up for a positive announcement for Virginia. Please let me know if I should be taking any additional steps to get this in front of the correct folks.

Sandi
smcninch@yesvirginia.org
804.545.5617

Hart, Kara

From: Ellett, Kim
Sent: Tuesday, June 30, 2015 10:32 AM
To: Povar, Liz; McNinch, Sandi
Cc: Hart, Kara
Subject: RE: NS HQ GOF Performance Agreement

To confirm, I have seen neither the executed locality or the company GOF application.

Kim

From: Povar, Liz
Sent: Tuesday, June 30, 2015 10:02 AM
To: McNinch, Sandi
Cc: Hart, Kara; Ellett, Kim
Subject: RE: NS HQ GOF Performance Agreement

Providing this as a heads-up. Have just received this from Alan Boring with the Norfolk ED office. Will be taking two additional immediate steps so watch for next emails:

- Will notify Maurice that this came in and we have NOT received the company's application letter (correct?) nor do we have a contact for them for completing the PA. Nor do we have a timeframe for announcement.
- Will send a follow-up email to you with cc to Alan, reminding him that we have not received the City's GOF application letter nor the company's application letter. Kim, I know you reviewed a draft of the City's application letter, made comments, and I sent that back to Alan but I have not seen a final copy. And Sandi, I know you sent a draft PA to the City's attorneys; I don't know if this version is based on that or not.

Alan's email is below. The wages, capx and jobs in the attached PA look correct to me.

"I have filled in the information/blanks that pertain to us. I look to you to complete the remainder (Section 1. Definitions. Section 3. Disbursement of GOF. I believe the portion of Section 4. IF THE LOCALITY'S, etc., can be deleted and the last paragraph modified. Section 5. Repayment Obligations. Paragraphs a, b, & c. Section 6. Company Reporting). I don't recall getting a completed copy from your attorneys.

I would like to get this before the Manager for his signature as soon as possible. Also, please advise when the Governor will be announcing the GOF. As I mentioned, the horse is way out in front of the cart on this one, as NS has advised that they will have employees starting July 1, 2015, [REDACTED]

Also, please advise if NS has provided you with the total number of employees that will be making the move, since this number has fluctuated throughout this process and it must be included in the agreement. Please confirm, also, if they have indicated that the average salary differs from the figure in the agreement."

From: McNinch, Sandi
Sent: Thursday, June 11, 2015 4:35 PM
To: Jones, Maurice A.; Povar, Liz
Cc: McNinch, Sandi; Hart, Kara; Ellett, Kim
Subject: FW: NS HQ GOF Performance Agreement

>
>
> Your message is ready to be sent with the following file or link attachments:
>
> GOF Performance Agreement DRAFT 2
>
>
> Note: To protect against computer viruses, e-mail programs may prevent sending or receiving certain types of file attachments. Check your e-mail security settings to determine how attachments are handled.

-----Original Message-----

From: Boring, Alan [mailto:alan.boring@norfolk.gov]
Sent: Tuesday, June 30, 2015 10:11 AM
To: Povar, Liz
Cc: Rigney, Chuck; McNinch, Sandi; Ellett, Kim; Hart, Kara
Subject: Re: Emailing: GOF Performance Agreement DRAFT 2
Sensitivity: Confidential

Thanks Liz. I'll try to get the application to you today. AB

Sent from my iPhone

> On Jun 30, 2015, at 10:08 AM, "Povar, Liz" <LPOvar@yesvirginia.org> wrote:
>
> Alan, thanks. I'm copying Sandi McNinch - our internal legal counsel - who previously sent a draft PA to the City's legal counsel. I forwarded her the version you just sent. Not clear to me if this version is based on her original version.
>
> Also, we have not received the final GOF application from the City (we sent back comments on the draft you'd sent earlier; do you need me to resend to you?); we need that before we can finalize the PA. We have also not received the GOF application from the company which is needed before we can finalize the PA.
>
> The jobs, capx and wages in your draft PA are correct based on what was offered by the Secretary to the company
[REDACTED]
>
> The Secretary has not indicated a timeframe for an announcement. I will again alert him to the status of the City's situation with the company.
>
> -----Original Message-----
> From: Boring, Alan [mailto:alan.boring@norfolk.gov]
> Sent: Tuesday, June 30, 2015 9:40 AM
> To: Povar, Liz
> Cc: Rigney, Chuck
> Subject: Emailing: GOF Performance Agreement DRAFT 2
>
> Good morning Liz,
>
> I have filled in the information/blanks that pertain to us. I look to you to complete the remainder (Section 1. Definitions. Section 3. Disbursement of GOF. I believe the portion of Section 4. IF THE LOCALITY'S, etc., can be deleted and the last paragraph modified. Section 5. Repayment Obligations. Paragraphs a, b, & c. Section 6. Company Reporting). I don't recall getting a completed copy from your attorneys.
>
> I would like to get this before the Manager for his signature as soon as possible. Also, please advise when the Governor will be announcing the GOF. As I mentioned, the horse is way out in front of the cart on this one, as NS has advised that they will have employees starting July 1, 2015
[REDACTED]
>
> Also, please advise if NS has provided you with the total number of employees that will be making the move, since this number has fluctuated throughout this process and it must be included in the agreement. Please confirm, also, if they have indicated that the average salary differs from the figure in the agreement.
>
> Thanks Liz. AB

Hart, Kara

From: Boring, Alan <alan.boring@norfolk.gov>
Sent: Tuesday, June 30, 2015 11:47 AM
To: McNinch, Sandi; Povar, Liz; Jones, Maurice A.
Cc: Rigney, Chuck; Ellett, Kim; Hart, Kara
Subject: RE: Emailing: GOF Performance Agreement DRAFT 2

Sensitivity: Confidential

Sandi,

Duly noted. I appreciate your help. Thanks. AB

-----Original Message-----

From: McNinch, Sandi [mailto:smcninch@yesvirginia.org]
Sent: Tuesday, June 30, 2015 11:36 AM
To: Boring, Alan; Povar, Liz; Jones, Maurice A.
Cc: Rigney, Chuck; Ellett, Kim; Hart, Kara; McNinch, Sandi
Subject: RE: Emailing: GOF Performance Agreement DRAFT 2
Sensitivity: Confidential

Sorry - Me again. I would be leery of putting this version (or any other version) of the Performance Agreement in front of the City Manager for signature until the Company has had a chance to see and comment on the Performance Agreement.

Sandi
smcninch@yesvirginia.org
804.545.5617

-----Original Message-----

From: McNinch, Sandi
Sent: Tuesday, June 30, 2015 11:34 AM
To: Boring, Alan; Povar, Liz; Jones, Maurice A.
Cc: Rigney, Chuck; Ellett, Kim; Hart, Kara; McNinch, Sandi
Subject: RE: Emailing: GOF Performance Agreement DRAFT 2
Sensitivity: Confidential

As of tomorrow, the Governor's Development Opportunity Fund will be the Commonwealth's Development Opportunity Fund. Accordingly, I have attached a revised version of VEDP's draft of the COF Performance Agreement changing the references to the name of the Grant.

I have also attached a blackline of the latest version of the COF Performance Agreement to the version circulated by Alan earlier this morning.

Please call me if you have any questions or comments.

Sandi
smcninch@yesvirginia.org
804.545.5617