

16/8/15 Maurice

{ Jim Spores - successor to CEO } STRAIGHT  
{ Jim Hixon - next year } 60 yrs

Seale reviewing himself

→ Going to set up mtg.  
PPT overviewing tools - send ahead of time

30 days to decision

Simple for full [REDACTED] - set wants to  
Keep [REDACTED] Norfolk / [REDACTED] ATL

★ Send presentation by Monday

## McClintock, Robert

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**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](mailto:tpowell@yesvirginia.org)

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**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.

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**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](mailto:James.Hixon@nscorp.com)>  
**Date:** February 3, 2015 at 9:15:05 AM EST  
**To:** "Jones, Maurice (GOV)" <[Maurice.Jones@governor.virginia.gov](mailto: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.

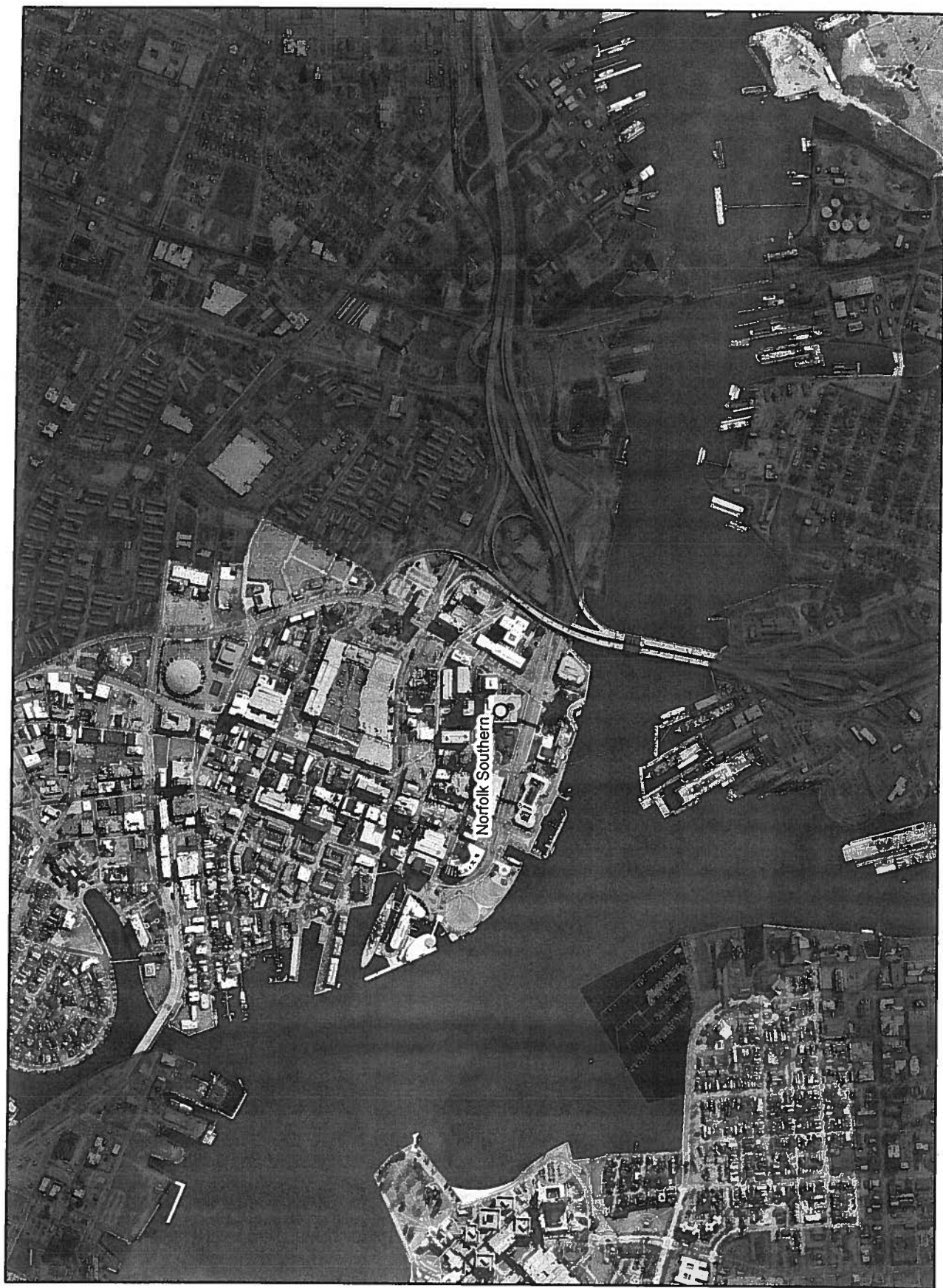
The following table shows the value of the Quality Job Tax Credit for each job and its percentage over the county wage average:

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**

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**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](mailto: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](http://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]

*Twyla Powell*

Business Development Manager

VEDP

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Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

[tpowell@yesvirginia.org](mailto:tpowell@yesvirginia.org)

[REDACTED]

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?

[REDACTED]

Sent with Good ([www.good.com](http://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] jobs. 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 at 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](http://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

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**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.  
[REDACTED]

First step is revenue ROI.

Thanks

--Rob

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**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:

GOF no

[REDACTED]  
VIP 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

MBFJTC no

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

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**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] of 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; the 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.

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] 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.

My initial thought is that we run the ROI to get the income stream; the 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.

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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

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**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]

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**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]

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**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](http://www.good.com))

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**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

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**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>

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**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.

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**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  
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804-317-6727 (m)  
[tpowell@yesvirginia.org](mailto:tpowell@yesvirginia.org)

## **McClintock, Robert**

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**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](http://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

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804-545-5723 (o)

804-317-6727 (m)

[tpowell@yesvirginia.org](mailto:tpowell@yesvirginia.org)

## **McClintock, Robert**

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**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](http://www.good.com))



Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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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## **McNinch, Sandi**

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**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](http://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](http://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](http://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*

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[tpowell@yesvirginia.org](mailto:tpowell@yesvirginia.org)

## McNinch, Sandi

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**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  
[rmcclintock@yesvirginia.org](mailto:rmcclintock@yesvirginia.org)  
804.545.5772

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**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.

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  
Pardon brevity  
Sent with Good ([www.good.com](http://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

## 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](http://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](mailto: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](mailto: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  
[rmcclintock@yesvirginia.org](mailto:rmcclintock@yesvirginia.org)  
804.545.5772

Pardon brevity  
Sent with Good ([www.good.com](http://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](mailto: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](mailto: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  billion is way too high, but that, too, isn't my call. S.

Sent with Good ([www.good.com](http://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](http://www.good.com))

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

**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](mailto:tpowell@yesvirginia.org)

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.

Offer 1: [REDACTED]  
[REDACTED] for training classes and Norfolk for [REDACTED] training the [REDACTED] which they will offer [REDACTED]  
[REDACTED] will offer this [REDACTED] the [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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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](http://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](http://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](http://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](http://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  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](mailto: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]  
[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](mailto: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](http://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](http://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) [REDACTED] notified Secretary. Norfolk will offer this for anything more than [REDACTED] obs.

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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]aved 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.

*Twyla Powell*

Business Development Manager

901 E. Byrd St.

Richmond, Va. 23219

804-545-5723 (o)

804-317-6727 (m)

[tpowell@yesvirginia.org](mailto:tpowell@yesvirginia.org)

**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

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

## **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](http://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](mailto:TPowell@YesVirginia.org)); Briley, Martin ([MBriley@yesvirginia.org](mailto:MBriley@yesvirginia.org)); McClintock, Robert ([RMcClintock@yesvirginia.org](mailto: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] billion [REDACTED] billion parking fee offset as the better package.

Hixon pushed pushed for a number for 200 jobs. SCT agreed to evaluate, once company sends wages for that. [REDACTED]

[REDACTED]

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
<b>Total Compensation</b>	<b>\$4,130,670</b>
<b>Options Exercised for 2012</b>	
Number of securities underlying options exercisable	16,000
Shares acquired on exercise	30,000
<b>Stock Ownership for 2015</b>	
Number of shares owned	142,653
Financial data provided by	

Begin forwarded message:

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

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

**From:** Jones, Maurice (GOV) [[Maurice.Jones@governor.virginia.gov](mailto: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](http://www.commerce.virginia.gov)

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://www.good.com))

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

**From:** Jones, Maurice (GOV) [[Maurice.Jones@governor.virginia.gov](mailto:Maurice.Jones@governor.virginia.gov)]  
**Sent:** Friday, February 13, 2015 09:26 AM Eastern Standard Time  
**To:** Povar, Liz  
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**Date:** February 13, 2015 at 9:19:25 AM EST  
**To:** "Jones, Maurice (GOV) ([Maurice.Jones@governor.virginia.gov](mailto:Maurice.Jones@governor.virginia.gov))"  
<[Maurice.Jones@governor.virginia.gov](mailto: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:** 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]  
[REDACTED] Twyla and SCT are each trying to confirm numbers for that, a [REDACTED]  
[REDACTED] would see this as valuable right now. So stay tuned.

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://www.good.com))

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

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**Sent:** Friday, February 13, 2015 09:26 AM Eastern Standard Time  
**To:** Povar, Liz  
**Subject:** Fwd: Scenario 1

Fyi.

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**Date:** February 13, 2015 at 9:19:25 AM EST  
**To:** "Jones, Maurice (GOV) ([Maurice.Jones@governor.virginia.gov](mailto:Maurice.Jones@governor.virginia.gov))"  
<[Maurice.Jones@governor.virginia.gov](mailto:Maurice.Jones@governor.virginia.gov)>  
**Subject:** Scenario 1

Maurice,

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

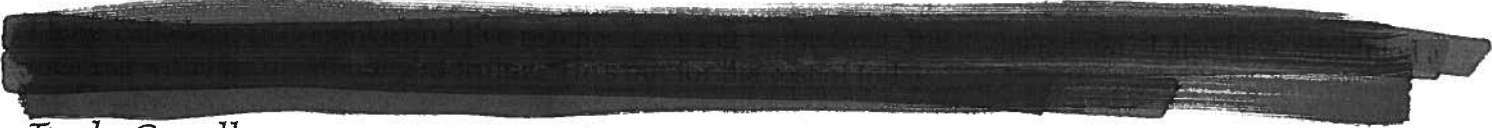
**From:** Povar, Liz  
**Sent:** Friday, February 13, 2015 02:57 PM Eastern Standard Time  
**To:** Powell, Twyla; Goodwin, Katherine  
**Cc:** McClintock, Robert  
**Subject:** RE: Scenario 1 NS

Excellent thank you

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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](mailto: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:  
 Twyla and SCT are each trying to confirm numbers for that, and   
 see this as valuable right now. So stay tuned.

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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 \$ [REDACTED] million GOF

[REDACTED]

Thoughts?

(Side note: Looking at LL's early project notes [REDACTED]  
[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 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](http://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]

---

**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]  
[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](http://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] billion 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] 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] push for it, original numbers were \$14 million and 60  
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](http://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]  
[REDACTED] Twyla and SCT are each trying to confirm numbers for that, and [REDACTED]  
[REDACTED] would see this as valuable right now. So stay tuned.

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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

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Thanks

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://www.good.com))

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**From:** Jones, Maurice (GOV) [[Maurice.Jones@governor.virginia.gov](mailto: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  
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**Date:** February 13, 2015 at 9:19:25 AM EST  
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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](http://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](http://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](mailto: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](http://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] 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] willing to consider adding back the real estate subsidy for training space, but it will take them a few days to identify a space that works and to confirm what that subsidy would be (the space they originally offered is apparently leased and unavailable).

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

Thoughts?

(Side note: Looking at LL's early project notes, [REDACTED] NS 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] obs. 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]  
[REDACTED] I can go with the [REDACTED] for [REDACTED] obs 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](http://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 [REDACTED]  
**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](mailto:mrandall@yesvirginia.org)  
[www.yesvirginia.org](http://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](mailto: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] jobs 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] gross 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] 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] it 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](mailto: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](http://www.good.com))

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

**From:** Jones, Maurice (GOV) [[Maurice.Jones@governor.virginia.gov](mailto: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](http://www.commerce.virginia.gov)

Begin forwarded message:

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

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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](http://www.good.com))

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



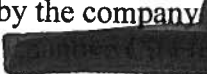

**From:** Powell, Twyla  
**Sent:** Friday, February 13, 2015 01:34 PM Eastern Standard Time  
**To:** Povar, Liz; Goodwin, Katherine  
**Cc:** McClintock, Robert  
**Subject:** RE: Scenario 1 NS



*Twyla Powell*  
804-545-5723  
[tpowell@yesvirginia.org](mailto: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   
 Twyla and SCT are each trying to confirm numbers for that, and   
 would see this as valuable right now. So stay tuned.

Liz  
Pardon brevity  
Sent with Good ([www.good.com](http://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](mailto: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

[rmcclintock@yesvirginia.org](mailto:rmcclintock@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] billion 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](http://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] billion 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**

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**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

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**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] 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  
[rmcclintock@yesvirginia.org](mailto:rmcclintock@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](http://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](mailto: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](http://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

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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.

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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
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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](http://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](mailto: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](http://www.good.com))

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

**From:** Jones, Maurice (GOV) [[Maurice.Jones@governor.virginia.gov](mailto: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](mailto: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 [REDACTED] 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 [REDACTED] 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] MS 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 standby offer to offer scrivener services should you, the localities or the company wish to make any changes.

Sandi  
[smcninch@yesvirginia.org](mailto: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 standby offer to offer scrivener services should you, the localities or the company wish to make any changes.

Sandi  
[smcninch@yesvirginia.org](mailto: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.

reviewed and ok'd by Kim)

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](http://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](mailto: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](http://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](mailto: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](http://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](http://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  
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Sandi  
[smcninch@yesvirginia.org](mailto: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](mailto:maurice.jones@governor.virginia.gov)  
[www.commerce.virginia.gov](http://www.commerce.virginia.gov)

On Jun 2, 2015, at 8:53 AM, Povar, Liz <[LPovar@yesvirginia.org](mailto: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](http://www.good.com))

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**From:** McNinch, Sandi  
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**To:** Jones, Maurice A.; Povar, Liz  
**Cc:** McNinch, Sandi  
**Subject:** NS HQ GOF Performance Agreement

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

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**Cc:** McNinch, Sandi  
**Subject:** NS HQ GOF Performance Agreement

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Sandi  
[smcninch@yesvirginia.org](mailto: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](mailto:maurice.jones@governor.virginia.gov)  
[www.commerce.virginia.gov](http://www.commerce.virginia.gov)

On Jun 29, 2015, at 8:29 AM, Povar, Liz <[LPovar@yesvirginia.org](mailto: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

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**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.

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**From:** McNinch, Sandi [<mailto:smcninch@yesvirginia.org>]  
**Sent:** Thursday, June 11, 2015 10:35 PM  
**To:** Jones, Maurice (GOV); Povar, Liz <[LPovar@yesvirginia.org](mailto:LPovar@yesvirginia.org)>  
**Cc:** Sandra Jones McNinch; Hart, Kara <[khart@yesvirginia.org](mailto:khart@yesvirginia.org)>; Ellett, Kim <[KEllett@yesvirginia.org](mailto: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](mailto:smcninch@yesvirginia.org)  
804.545.5617

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**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](mailto:smcninch@yesvirginia.org)  
804.545.5617

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**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](mailto:smcninch@yesvirginia.org)  
804.545.5617

## **McNinch, Sandi**

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**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](mailto: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](mailto:smcninch@yesvirginia.org)  
804.545.5617

**Hart, Kara**

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**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,



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](mailto: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

>

> 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

>

> 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**

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**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](mailto: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](mailto:smcninch@yesvirginia.org)  
804.545.5617