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

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

Sandi
smcninch@yesvirginia.org
804.545.5617

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

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

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

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

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

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Jones, Maurice (GOV)
Sent: Monday, July 13, 2015 3:01:39 AM
To: Povar, Liz
Cc: McNinch, Sandi; Ellett, Kim; Hart, Kara
Subject: Re: Heads-up feedback appreciated

Awaiting the [REDACTED] piece.

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

On Jul 9, 2015, at 4:52 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: just checking to see if any update on status of company's COF application and their review of Performance agreement.
Thanks for feedback.

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Tuesday, June 30, 2015 2:37:53 PM
To: Jones, Maurice A.
Cc: McNinch, Sandi; Ellett, Kim (KEllett@YesVirginia.org); Hart, Kara
Subject: Heads-up feedback appreciated

Maurice: I received word today from Alan Boring in the City of Norfolk ED office that NS is planning to bring on employees starting July 1. The company is demanding that the City guarantee their parking spaces.

Hence, Norfolk wants to complete the Performance Agreement (Sandi is aware and reviewing their docs). Before the PA can be finalized, the company must send in its GOF application (we have not received it). We are assuming that the capx, jobs, and wages used in the ROI are correct from the company's view, but need that application to confirm that info and then move to Governor's office for final approval. Once done, the PA can be finalized.

Norfolk also is requesting confirmation of when, and how, this will be publicly announced. Clearly that needs close coordination with several parties.

Please advise status of application, thanks.

McNinch, Sandi

From: Jones, Maurice (GOV) <Maurice.Jones@governor.virginia.gov>
Sent: Monday, July 13, 2015 7:53 AM
To: Povar, Liz
Cc: McNinch, Sandi; Ellett, Kim; Hart, Kara
Subject: Re: Heads-up feedback appreciated

Sensitivity: Confidential

Thanks.

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www.commerce.virginia.gov

On Jul 13, 2015, at 7:51 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

July 15, Wednesday. I've asked for feedback by Thursday.

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Monday, July 13, 2015 7:12 AM
To: Povar, Liz
Cc: McNinch, Sandi; Ellett, Kim; Hart, Kara
Subject: Re: Heads-up feedback appreciated
Sensitivity: Confidential

Mtg today?

Maurice A. Jones
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www.commerce.virginia.gov

On Jul 13, 2015, at 6:29 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

OK Thx.

Sent with Good (www.good.com)

Kim

[REDACTED]

McNinch, Sandi

From: Povar, Liz
Sent: Friday, July 17, 2015 8:32 AM
To: Jones, Maurice A.; Ellett, Kim
Cc: Spraker, Kelly (GOV); Lareau, Meggie (GOV); Briley, Martin; McClintock, Robert; McNinch, Sandi
Subject: RE: REVISED Norfolk Southern Preapproval
Sensitivity: Confidential

Maurice –you will be delivering this update to NS, correct?

Assuming yes, there are still actions the company and localities need to take to finalize the [REDACTED] Norfolk deals.

- COF application letters are needed from both the company and the localities, for each project. So, two letters from NS, and one each from Norfolk [REDACTED] Norfolk [REDACTED] are prepared to submit their letters once the company submits theirs.
 - These are needed for submission to the Governor for his final approval.
- Performance agreements: drafts have circulated between Sandi McNinch and the two localities (for two separate agreements) but no further progress can occur until the company gets in the conversation.
- Decision on how to announce these projects needs to be made collectively with the Governor's office, company and localities; C&P is prepared to support as needed.

Thanks and will wait to hear back from you.

Liz

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Friday, July 17, 2015 5:58 AM
To: Ellett, Kim
Cc: Spraker, Kelly (GOV); Lareau, Meggie (GOV); Briley, Martin; Povar, Liz; McClintock, Robert; McNinch, Sandi
Subject: Re: REVISED Norfolk Southern Preapproval

Approved. Thanks.

Maurice A. Jones
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e: maurice.jones@governor.virginia.gov
www.commerce.virginia.gov

On Jul 16, 2015, at 1:48 PM, Ellett, Kim <KEllett@yesvirginia.org> wrote:

Maurice,

[REDACTED]

Approved. Thanks.

Maurice A. Jones
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e: maurice.jones@governor.virginia.gov
www.commerce.virginia.gov

On Jul 16, 2015, at 1:48 PM, Ellett, Kim <KEllett@yesvirginia.org> wrote:

Maurice,

Attached is the revised preapproval for Norfolk Southern [REDACTED], which
Liz said you were expecting today. Please let me know if you need anything else.

Kim

[REDACTED]
[REDACTED]
[REDACTED]

McNinch, Sandi

From: Jones, Maurice (GOV) <Maurice.Jones@governor.virginia.gov>
Sent: Sunday, July 19, 2015 9:43 PM
To: Povar, Liz
Cc: Ellett, Kim; Spraker, Kelly (GOV); Lareau, Meggie (GOV); Briley, Martin; McClintock, Robert; McNinch, Sandi
Subject: Re: REVISED Norfolk Southern Preapproval
Sensitivity: Confidential

Will move all of this to you all once NS accepts final proposition here. Thanks.

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www.commerce.virginia.gov

On Jul 17, 2015, at 8:31 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice –you will be delivering this update to NS, correct?

Assuming yes, there are still actions the company and localities need to take to finalize the [REDACTED] Norfolk deals.

- COF application letters are needed from both the company and the localities, for each project. So, two letters from NS, and one each from Norfolk [REDACTED]. Norfolk [REDACTED] are prepared to submit their letters once the company submits theirs.
 - These are needed for submission to the Governor for his final approval.
- Performance agreements: drafts have circulated between Sandi McNinch and the two localities (for two separate agreements) but no further progress can occur until the company gets in the conversation.
- Decision on how to announce these projects needs to be made collectively with the Governor's office, company and localities; C&P is prepared to support as needed.

Thanks and will wait to hear back from you.

Liz

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Friday, July 17, 2015 5:58 AM
To: Ellett, Kim
Cc: Spraker, Kelly (GOV); Lareau, Meggie (GOV); Briley, Martin; Povar, Liz; McClintock, Robert; McNinch, Sandi
Subject: Re: REVISED Norfolk Southern Preapproval

McClintock, Robert

From: Povar, Liz
Sent: Monday, August 10, 2015 9:57 AM
To: McClintock, Robert
Subject: RE: NS

I have his email response and told him I'd get back with him on whether the letters match the offer. I saw some numbers that don't look correct but I didn't have my computer with me so couldn't verify over weekend. Will do so today.

From: McClintock, Robert
Sent: Monday, August 10, 2015 9:25 AM
To: Povar, Liz
Subject: NS

I just got off the phone with SCT for the weekly update. He indicated on the call that he had gotten info back from NS on both projects and sent material to you last week. He said the one change he thought had happened was to make the job commitment in [REDACTED] the Norfolk commitment was still 10 years.
Does this jive with you?

Thanks,
Rob

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

McNinch, Sandi

From: Povar, Liz
Sent: Tuesday, August 11, 2015 4:10 PM
To: McClintock, Robert; Ellett, Kim; McNinch, Sandi
Subject: FW: Norfolk Southern

Sensitivity: Confidential

Just a heads-up. The Secretary sent two letters but when I reviewed them, the following info was incorrect. So rather than send them up for Kim to review, let's see what his answers are on these issues:

From: Povar, Liz
Sent: Tuesday, August 11, 2015 4:08 PM
To: Jones, Maurice A.; Briley, Martin
Subject: RE: Norfolk Southern
Sensitivity: Confidential

Maurice: some of the numbers in the letters are incorrect. Before moving forward with other minor corrections to the letter, we need to understand if this is a negotiating tactic or a just an error in the letters. Once that's clear, I'll let you know the minor corrections needed. Specifically:

- [REDACTED]
- For the Norfolk Headquarters: the letter states the capital investment is [REDACTED] billion in FFE. Original ROI was run using [REDACTED] billion FFE. Just want to confirm that the company's number is [REDACTED] billion, not [REDACTED] billion. Will not make a meaningful difference in the ROI but we will need to rerun that.

Thanks much and again, apologies for the delayed response.

Liz

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Saturday, August 08, 2015 9:45 AM
To: Briley, Martin; Povar, Liz
Subject: Norfolk Southern

Please take a look. Thanks.

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From: Jones, Maurice (GOV) [mailto:Maurice.Jones@governor.virginia.gov]
Sent: Saturday, August 08, 2015 9:45 AM
To: Briley, Martin; Povar, Liz
Subject: Norfolk Southern

Please take a look. Thanks.

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e: maurice.jones@governor.virginia.gov
www.commerce.virginia.gov

Begin forwarded message:

From: "Hixon, James A." <James.Hixon@nscorp.com>
Date: August 7, 2015 at 4:39:37 PM EDT
To: "Jones, Maurice (GOV)" (Maurice.Jones@governor.virginia.gov)"
<Maurice.Jones@governor.virginia.gov>
Subject: [REDACTED]

Maurice,

At long last, I have attached drafts of the letters to Norfolk [REDACTED] I have based the letters on the forms you sent me, but I wanted to make sure I have everything in the letters that you need. Please let me know if you have and changes to the letters and I will finalize them and get them out. Hope you have a good weekend.

Jim

Povar, Liz

From: Povar, Liz
Sent: Tuesday, August 11, 2015 6:10 PM
To: Jones, Maurice A.
Cc: Briley, Martin
Subject: RE: Norfolk Southern

Sensitivity: Confidential

Will do.

Sent with Good (www.good.com)

From: Jones, Maurice (GOV)
Sent: Tuesday, August 11, 2015 8:52:18 PM
To: Povar, Liz
Cc: Briley, Martin
Subject: Re: Norfolk Southern

Please stick with the [REDACTED] for cap investment in Norfolk. I'll confirm. Thanks.

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www.commerce.virginia.gov

On Aug 11, 2015, at 4:08 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: some of the numbers in the letters are incorrect. Before moving forward with other minor corrections to the letter, we need to understand if this is a negotiating tactic or a just an error in the letters. Once that's clear, I'll let you know the minor corrections needed. Specifically:

[REDACTED]

- For the Norfolk Headquarters: the letter states the capital investment is [REDACTED] million in FFE. Original ROI was run using [REDACTED] million FFE. Just want to confirm that the company's number is [REDACTED] million, not [REDACTED] million. Will not make a meaningful difference in the ROI but we will need to rerun that.

Thanks much and again, apologies for the delayed response.

Liz

error in the letters. Once that's clear, I'll let you know the minor corrections needed. Specifically:

[REDACTED]

- For the Norfolk Headquarters: the letter states the capital investment is [REDACTED] million in FFE. Original ROI was run using [REDACTED] million FFE. Just want to confirm that the company's number is [REDACTED] million, not [REDACTED] million. Will not make a meaningful difference in the ROI but we will need to rerun that.

Thanks much and again, apologies for the delayed response.

Liz

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Saturday, August 08, 2015 9:45 AM
To: Briley, Martin; Povar, Liz
Subject: Norfolk Southern

Please take a look. Thanks.

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From: "Hixon, James A." <James.Hixon@nscorp.com>
Date: August 7, 2015 at 4:39:37 PM EDT
To: "Jones, Maurice (GOV)" (Maurice.Jones@governor.virginia.gov)"
<Maurice.Jones@governor.virginia.gov>
Subject: [REDACTED]

Maurice,

At long last, I have attached drafts of the letters to Norfolk [REDACTED] I have based the letters on the forms you sent me, but I wanted to make sure I have everything in the letters that you need. Please let me know if you have and changes to the letters and I will finalize them and get them out. Hope you have a good weekend.

Jim

Povar, Liz

From: Jones, Maurice (GOV) <Maurice.Jones@governor.virginia.gov>
Sent: Tuesday, August 11, 2015 6:22 PM
To: Povar, Liz
Cc: Briley, Martin
Subject: Re: Norfolk Southern

Sensitivity: Confidential

Thanks.

Maurice A. Jones
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e: maurice.jones@governor.virginia.gov
www.commerce.virginia.gov

On Aug 11, 2015, at 6:09 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Will check that number. Back to you on morn.

Sent with Good (www.good.com)

From: Jones, Maurice (GOV)
Sent: Tuesday, August 11, 2015 8:49:24 PM
To: Povar, Liz
Cc: Briley, Martin
Subject: Re: Norfolk Southern

[REDACTED] As for number of
years, I'm fine with [REDACTED] 10 in Norfolk.

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On Aug 11, 2015, at 4:08 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: some of the numbers in the letters are incorrect. Before moving forward with other minor corrections to the letter, we need to understand if this is a negotiating tactic or a just an

Please take a look. Thanks.

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Begin forwarded message:

From: "Hixon, James A." <James.Hixon@nscorp.com>

Date: August 7, 2015 at 4:39:37 PM EDT

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

Subject: [REDACTED]

Maurice,

At long last, I have attached drafts of the letters to Norfolk [REDACTED]. I have based the letters on the forms you sent me, but I wanted to make sure I have everything in the letters that you need. Please let me know if you have and changes to the letters and I will finalize them and get them out. Hope you have a good weekend.

Jim

Povar, Liz

From: Povar, Liz
Sent: Wednesday, August 12, 2015 8:37 AM
To: Goodwin, Katherine
Subject: RE: Norfolk Southern - NEED NEW ROI

thx

From: Goodwin, Katherine
Sent: Wednesday, August 12, 2015 8:32 AM
To: Povar, Liz
Subject: RE: Norfolk Southern - NEED NEW ROI

Here you are.

From: Povar, Liz
Sent: Wednesday, August 12, 2015 8:29 AM
To: Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: RE: Norfolk Southern - NEED NEW ROI

We called them "new" to qualify for GOF, because they were slated to go to Atlanta.

From: Goodwin, Katherine
Sent: Wednesday, August 12, 2015 8:29 AM
To: Povar, Liz
Subject: RE: Norfolk Southern - NEED NEW ROI

Liz,

The letter reads that the [REDACTED] are new jobs, but the previous ROI has them at saved jobs. Do you know if these are new?

Thanks,
Katherine

From: Povar, Liz
Sent: Wednesday, August 12, 2015 8:15 AM
To: Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: FW: Norfolk Southern - NEED NEW ROI

Katherine – for the NS Norfolk project, the capx is increased to [REDACTED] million in FFE. Could you please rerun the last ROI to reflect this change? (letter attached is a draft, and it's incorrectly titled, but Maurice has verified that the capx is [REDACTED] million, not [REDACTED] million as in our original information).

My next step is to send the [REDACTED] Norfolk NS letters to Kim for eagle eye review; I'll let her know you're changing the Norfolk ROI.

Thanks.

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Saturday, August 08, 2015 9:45 AM
To: Briley, Martin; Povar, Liz
Subject: Norfolk Southern

Povar, Liz

From: Povar, Liz
Sent: Wednesday, August 12, 2015 2:19 PM
To: Ellett, Kim
Subject: RE: SCT Letter to Money Committee Chairmen for NS
Attachments: Norfolk Southern GOF Letter to Money Committee Chairs.doc

How does this look to you?

From: Ellett, Kim
Sent: Wednesday, August 12, 2015 10:29 AM
To: Povar, Liz
Subject: SCT Letter to Money Committee Chairmen for NS

Liz,

Attached is the draft letter for the Secretary to send to the money committee chairmen. Please edit as you see fit. Thanks.

Kim

- [REDACTED]
- For the Norfolk Headquarters: the letter states the capital investment is [REDACTED] million in FFE. Original ROI was run using [REDACTED] million FFE. Just want to confirm that the company's number is [REDACTED] million, not [REDACTED] million. Will not make a meaningful difference in the ROI but we will need to rerun that.

Thanks much and again, apologies for the delayed response.

Liz

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Saturday, August 08, 2015 9:45 AM
To: Briley, Martin; Povar, Liz
Subject: Norfolk Southern

Please take a look. Thanks.

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Begin forwarded message:

From: "Hixon, James A." <James.Hixon@nscorp.com>
Date: August 7, 2015 at 4:39:37 PM EDT
To: "Jones, Maurice (GOV) (Maurice.Jones@governor.virginia.gov)"
<Maurice.Jones@governor.virginia.gov>
Subject: [REDACTED]

Maurice,

At long last, I have attached drafts of the letters to Norfolk [REDACTED] I have based the letters on the forms you sent me, but I wanted to make sure I have everything in the letters that you need. Please let me know if you have and changes to the letters and I will finalize them and get them out. Hope you have a good weekend.

Jim

**1111 East Broad Street
Richmond, Virginia 23219**

o: (804) 225-4518

e: maurice.jones@governor.virginia.gov

www.commerce.virginia.gov

On Aug 12, 2015, at 8:12 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: the [REDACTED] referenced in the draft NS letter is the sum of all state incentives (see below). I'll now run these letters up through our normal review process here and then let you know what modifications need to be made (they should be minor, but will be in both letters). Following that, we'll need to coordinate with the localities to receive their COF application letters and submit both company and locality letters to the Governor for final approval.

It is possible the localities may want to finalize the performance agreements prior to any public announcement; if so, we'll need to identify the appropriate legal counsel within NS for local and VEDP counsel to work with. Next step after that would be to determine the public announcement process and for that we'd need the appropriate NS contact for media relations.

Total:

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]

Sent: Tuesday, August 11, 2015 4:49 PM

To: Povar, Liz

Cc: Briley, Martin

Subject: Re: Norfolk Southern

Sensitivity: Confidential

years, I'm fine with [REDACTED] 10 in Norfolk. As for number of

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On Aug 11, 2015, at 4:08 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: some of the numbers in the letters are incorrect. Before moving forward with other minor corrections to the letter, we need to understand if this is a negotiating tactic or a just an error in the letters. Once that's clear, I'll let you know the minor corrections needed. Specifically:

Povar, Liz

From: Povar, Liz
Sent: Wednesday, August 12, 2015 4:00 PM
To: Jones, Maurice A.
Cc: Briley, Martin; Ellett, Kim (KEllett@YesVirginia.org)
Subject: RE: Norfolk Southern

Sensitivity: Confidential

Maurice: we've reviewed the letters and there are some corrections needed. Unfortunately I can't use "track changes" to show the corrections since the letters were in PDF format, so I'm sending them to you in bullets below:

[REDACTED]

Norfolk letter:

- Paragraph 2:
 - Change "Governor's Opportunity Fund" to "Commonwealth Opportunity Fund"
 - Change "GOF" to "COF" (2 places in this paragraph)
- Paragraph 3:
 - Add sentence at end of paragraph: "Over 51% of the corporation's revenue is derived from out of state sources"

When revised and completed please send back to me and VEDP will then package with the local applications and send to the Governor's office for final approval.

As noted earlier, the localities may require completion of the performance agreements prior to any public announcement so as soon as you are comfortable linking us with the NS Counsel and with their media relations manager, it would be appreciated.

In addition, Kim Ellett sent Meggie the letter for you to sign and send to the Money Committee Chairmen due to the fact that jobs are being relocated from one locality to another.

Thanks, Liz

From: Jones, Maurice (GOV) [mailto:Maurice.Jones@governor.virginia.gov]
Sent: Wednesday, August 12, 2015 8:35 AM
To: Povar, Liz
Cc: Briley, Martin
Subject: Re: Norfolk Southern
Sensitivity: Confidential

Ok. Thanks.


Maurice A. Jones
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe

e: maurice.jones@governor.virginia.gov
www.commerce.virginia.gov

Begin forwarded message:

From: "Hixon, James A." <James.Hixon@nscorp.com>
Date: August 14, 2015 at 9:32:13 AM EDT
To: "Jones, Maurice (GOV)" (Maurice.Jones@governor.virginia.gov)"
<Maurice.Jones@governor.virginia.gov>
Subject: Letters

Maurice,

Here are the two letters for you. Let me know if you want me to mail them out, When you get a chance, can you send me a breakdown of the different sources of funds for 

Jim

McNinch, Sandi

From: Ellett, Kim
Sent: Monday, August 17, 2015 12:07 PM
To: Povar, Liz
Cc: McNinch, Sandi; McClintock, Robert
Subject: RE: Letters PLEASE REVIEW

These look good to me.

Kim

From: Povar, Liz
Sent: Friday, August 14, 2015 9:58 AM
To: Ellett, Kim <KEllett@yesvirginia.org>
Cc: McNinch, Sandi <smcninch@yesvirginia.org>; McClintock, Robert <RMcClintock@yesvirginia.org>
Subject: FW: Letters PLEASE REVIEW

Kim - please review - I looked them over and believe they are correct.

My response to him on next steps is below, let me know if I'm missing or incorrectly something:

Next steps:

---VEDP will collect local letters, package with NS, submit to Gov's office for final approval.

---need NS counsel name for Sandi to work with on performance agreements (Norfolk indicates it will likely need this before announcement; [REDACTED] considering)

---need NS media contact to begin working with Vince/Suzanne/Gov's office on public announcement, timing TBD depending on PA finalization

Sent with Good (www.good.com)

From: Jones, Maurice (GOV)
Sent: Friday, August 14, 2015 1:40:27 PM
To: Povar, Liz
Subject: Fwd: Letters

FYI. Next steps?

Maurice A. Jones
Secretary of Commerce and Trade
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o: (804) 225-4518

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]

Sent: Friday, July 17, 2015 8:35 AM

To: Boring, Alan

Subject: project

Sensitivity: Confidential

Alan – sorry for delayed response on your voice mail earlier this week; I've been on road and your phone number was garbled, so I didn't call back. We have no COF application from company; and we have no input from them on the performance agreement draft. My understanding is that they were not moving forward with those until an issue was settled in [REDACTED] Secretary is to close that loop with them and hopefully, after that, the next necessary steps can occur.

Thanks for staying in touch and as soon as I have more info I'll be back with you.

Have a good weekend, Liz

- VEDP will collect then final local letters, package with NS, submit to Gov's office for final approval.
- VEDP needs the contact info for the NS counsel name for Sandi to work with on performance agreements (Norfolk indicates it will likely need this before announcement; other locality still considering but is leaning toward wanting to complete the PA before any public disclosure); these may take some time to finalize.
- VEDP needs the contact info for the NS media contact to begin working with Vince/Suzanne/Gov's office on public announcement, timing TBD depending on PA finalization

Let me know if questions.....thanks for your patience and professionalism.....Liz

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Wednesday, August 12, 2015 9:05 AM
To: Povar, Liz
Subject: Re: project
Sensitivity: Confidential

Thanks Liz.

I am assuming we would want an executed performance agreement prior or simultaneous to any announcement, but I will confirm with Peter.

AB

Sent from my iPhone

On Aug 12, 2015, at 8:24 AM, "Povar, Liz" <LPovar@yesvirginia.org> wrote:

Alan: update and a little movement. The Secretary sent us draft letters from NS to review. There are some corrections needed and we'll get those back to Secretary for him to get to the company to correct and resubmit.

Once I get the final letters back, I'll let you know; we'll need to package the company and city letters together for final approval by Governor's office.

Please let me know if the City will want to complete the performance agreement prior to any public release of this project. Not required by us but it may be your preference.

I've also asked for the NS legal counsel name as well as their media/communications contact.

Stay tuned....

Liz

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Friday, July 17, 2015 8:57 AM
To: Povar, Liz
Subject: RE: project
Sensitivity: Confidential

Thanks Liz. Have a good weekend. AB

Povar, Liz

From: Boring, Alan <alan.boring@norfolk.gov>
Sent: Wednesday, August 19, 2015 7:48 AM
To: Povar, Liz
Subject: RE: project

Sensitivity: Confidential

Good morning Liz. Thanks, and all duly noted. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Tuesday, August 18, 2015 5:45 PM
To: Boring, Alan
Subject: RE: project
Importance: High
Sensitivity: Confidential

Alan – see attached for a couple minor corrections, then please put on letterhead and return electronically to me. We'll then get this packaged with the company and other city letters and get to Governor's office for final approval.

I am still waiting for the Secretary to send the appropriate contact for legal counsel and media relations for the company, so that the PA discussions can move forward. The other city is also requiring the PA prior to announcement; however, they are concerned about public notification for meetings as it relates to timing of the announcement, so we will need to work through a schedule that accommodates all parties. Stay tuned. Thanks, Liz

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Tuesday, August 18, 2015 9:54 AM
To: Povar, Liz
Subject: RE: project
Sensitivity: Confidential

Liz,

Here is our revised application letter. We would like a PA prior to any announcement. Please let me know if you have any questions. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Monday, August 17, 2015 6:45 PM
To: Boring, Alan
Subject: RE: project
Importance: High
Sensitivity: Confidential

Alan: attached is the final NS letter for Norfolk. Please send me the latest version of the Norfolk City letter, so our internal team can review. Also, please confirm that the City will (or will not) want a PA prior to any announcement. The next steps are listed below:

- VEDP will share the NS letters with each locality.
- Norfolk sends it most recent draft GOF application letter to VEDP for review.

McNinch, Sandi

From: Consolvo, George L. <glconsolvo@kaufcan.com>
Sent: Friday, August 21, 2015 8:16 AM
To: McNinch, Sandi
Subject: Norfolk

Sandy- No worries, I am out next week also.

Sent from my iPhone

The information contained in this electronic message is legally privileged and confidential under applicable law, and is intended only for the use of the individual or entity named above. If you are not the intended recipient of this message, you are hereby notified that any use, distribution, copying or disclosure of this communication is strictly prohibited. If you have received this communication in error, please notify Kaufman & Canoles at (757) 624-3000 or by return e-mail to helpdesk@kaufcan.com, and purge the communication immediately without making any copy or distribution.

Povar, Liz

From: Povar, Liz
Sent: Friday, August 28, 2015 8:45 AM
To: Ellett, Kim
Subject: RE: SCT Money Committee Letter for Norfolk Southern

Sorry letter is correct

From: Ellett, Kim
Sent: Friday, August 28, 2015 8:45 AM
To: Povar, Liz
Subject: RE: SCT Money Committee Letter for Norfolk Southern

Yes, you are aware of changes, or yes, the letter is okay as is?

From: Povar, Liz
Sent: Friday, August 28, 2015 8:44 AM
To: Ellett, Kim <KEllett@yesvirginia.org>
Subject: RE: SCT Money Committee Letter for Norfolk Southern

yes

From: Ellett, Kim
Sent: Friday, August 28, 2015 8:38 AM
To: Povar, Liz
Subject: SCT Money Committee Letter for Norfolk Southern

This letter has not yet been sent, but they are planning to send today. They asked that we verify the numbers are still correct. Nothing has changed to my knowledge. Are you aware of any changes since we originally sent this up? Thanks.

Kim

Money Committee Chairmen

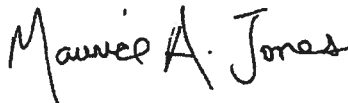
August 28, 2015

Page Two

I believe that in the absence of the Commonwealth working with Norfolk through the use of a \$2,500,000 Commonwealth's Opportunity Fund grant, there is sufficient evidence the company will relocate these jobs to Atlanta. Obviously, this is not a situation that we desire to see occur, and we believe that this is a justifiable exception to the use of state incentives as referenced in the language in the budget.

Please contact me should you have any questions regarding this matter.

Sincerely,

A handwritten signature in black ink that reads "Maurice A. Jones". The signature is written in a cursive style with a large, stylized "M" and "J".

Maurice A. Jones

MAJ:kme

cc The Honorable Terence R. McAuliffe

bcc Martin J. Briley



COMMONWEALTH of VIRGINIA

Office of the Governor

Maurice A. Jones
Secretary of Commerce and Trade

August 28, 2015

The Honorable Walter A. Stosch
Co-Chairman
Senate Finance Committee
Senate of Virginia
4551 Cox Road, Suite 110
Glen Allen, Virginia 23060

The Honorable Charles J. Colgan
Co-Chairman
Senate Finance Committee
Senate of Virginia
10677 Aviation Lane
Manassas, Virginia 20110

The Honorable R. Lee Ware
Chairman
House Finance Committee
House of Delegates
P.O. Box 689
Powhatan, Virginia 23139

The Honorable S. Chris Jones
Chairman
House Appropriations Committee
House of Delegates
P.O. Box 5059
Suffolk, Virginia 23435

Gentlemen:

I write pursuant to Chapter 665, 2015 Virginia Acts of Assembly, Item 100 (A).

Norfolk Southern, a key existing corporate citizen in Norfolk, recently announced plans to consolidate its headquarters locations from three cities (Roanoke, Norfolk, and Atlanta) to two cities (Norfolk and Atlanta). The number of jobs relocated to each location was not specified. The company is offering relocation packages to 450 full-time employees in Roanoke. Through intense conversations with the company, we have been able to negotiate that of these 450 positions, 182 will be moved to the Norfolk location. A Commonwealth's Opportunity Fund grant of \$2.5 million is proposed for this purpose.

Norfolk Southern intends to make a capital investment of \$9 million within 36 months. The 182 jobs would be new to Norfolk and retained in Virginia, and the average salary of the relocating Roanoke employees is \$120,807.

The City of Roanoke is aware of Norfolk Southern's intent to relocate and is supportive of the move and keeping a portion of the jobs in Virginia. We have simultaneously secured 50 additional Norfolk Southern jobs and \$5.4 million in capital investment to Roanoke, for Norfolk Southern's locomotive refurbishment center, using a \$150,000 Commonwealth's Opportunity Fund grant.



From: Ellett, Kim [<mailto:KEllett@yesvirginia.org>]
Sent: Thursday, August 27, 2015 9:05 AM
To: Lareau, Meggie (GOV)
Cc: Ellett, Kim
Subject: FW: SCT COF Notification Letter to Money Committee Chair for Norfolk Southern

Has this been sent? Thanks.

Kim

From: Ellett, Kim
Sent: Wednesday, August 12, 2015 3:04 PM
To: Lareau, Meggie (GOV) <Meggie.Lareau@governor.virginia.gov>
Cc: Povar, Liz <LPovar@yesvirginia.org>; Ellett, Kim <KEllett@yesvirginia.org>
Subject: SCT COF Notification Letter to Money Committee Chair for Norfolk Southern

Meggie,

Attached is a letter for the Secretary's signature informing the money committee chairman of the proposed COF for Norfolk Southern. This letter is required since jobs are moving from one Virginia locality to another. Let me know if you have any questions. Thanks.

Kim

Povar, Liz

From: Ellett, Kim
Sent: Friday, August 28, 2015 11:28 AM
To: Povar, Liz
Subject: FW: SCT COF Notification Letter to Money Committee Chair for Norfolk Southern
Attachments: 08.28.15 Norfolk Southern COF Letter to Money Committee Chairs.pdf

FYI

From: Lareau, Meggie (GOV) [<mailto:Meggie.Lareau@governor.virginia.gov>]
Sent: Friday, August 28, 2015 10:37 AM
To: Ellett, Kim <KEllett@yesvirginia.org>
Subject: RE: SCT COF Notification Letter to Money Committee Chair for Norfolk Southern

Thanks. Please see attached.

Meggie Lareau
Executive Assistant
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe
Patrick Henry Building, 1111 E. Broad Street, Richmond, VA 23219
o: (804) 225-4518
<https://commerce.virginia.gov/>



From: Ellett, Kim [<mailto:KEllett@yesvirginia.org>]
Sent: Friday, August 28, 2015 8:47 AM
To: Lareau, Meggie (GOV)
Subject: RE: SCT COF Notification Letter to Money Committee Chair for Norfolk Southern

Meggie,

I have confirmed the numbers in the letter, and everything is still accurate. Thanks.

Kim

From: Lareau, Meggie (GOV) [<mailto:Meggie.Lareau@governor.virginia.gov>]
Sent: Thursday, August 27, 2015 5:54 PM
To: Ellett, Kim <KEllett@yesvirginia.org>
Subject: RE: SCT COF Notification Letter to Money Committee Chair for Norfolk Southern

Kim, Could you please have someone double check the numbers? If they are current, we will send it out tomorrow. Meggie

Meggie Lareau
Executive Assistant
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe
Patrick Henry Building, 1111 E. Broad Street, Richmond, VA 23219
o: (804) 225-4518
<https://commerce.virginia.gov/>

Here are the two letters for you. Let me know if you want me to mail them out, When you get a chance, can you send me a breakdown of the different sources of funds for [REDACTED]

Jim

1111 East Broad Street
Richmond, Virginia 23219
o: (804) 225-4518
e: maurice.jones@governor.virginia.gov
www.commerce.virginia.gov

On Aug 17, 2015, at 6:41 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: these letters are approved. Below are the next steps:

- VEDP will share the NS letters with each locality.
- VEDP will collect then local letters, package with NS, submit to Gov's office for final approval.
- We need the contact info for the NS counsel name for Sandi to work with on performance agreements (Norfolk indicates it will likely need this before announcement; [REDACTED] still considering but is leaning toward wanting to complete the PA before any public disclosure); these may take some time to finalize.
- We need the contact info for the NS media contact to begin working with Vince/Suzanne/Gov's office on public announcement, timing TBD depending on PA finalization

Let me know if questions....

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Friday, August 14, 2015 9:40 AM
To: Povar, Liz
Subject: Fwd: Letters

FYI. Next steps?

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

Begin forwarded message:

From: "Hixon, James A." <James.Hixon@nscorp.com>
Date: August 14, 2015 at 9:32:13 AM EDT
To: "Jones, Maurice (GOV) (Maurice.Jones@governor.virginia.gov)"
<Maurice.Jones@governor.virginia.gov>
Subject: Letters

Maurice,

Povar, Liz

From: Povar, Liz
Sent: Monday, August 31, 2015 10:05 AM
To: Jones, Maurice A.
Cc: Ellett, Kim; Spraker, Kelly
Subject: RE: Letters

Sensitivity: Confidential

At this point, no; Sandi McNinch will take lead to work with localities and company on the PA's. Suzanne Clark will reach out to Kelly first to be sure our C&P team understands your preferences re: announcements. Following that she'll coordinate per usual with localities, company and Administration.

If you hear any hiccups on the company's side let me know and we'll do same from here. THanks.

Liz

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Monday, August 31, 2015 10:00 AM
To: Povar, Liz
Cc: Ellett, Kim; Spraker, Kelly
Subject: Re: Letters
Sensitivity: Confidential

Great. Need anything else?

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

On Aug 31, 2015, at 9:53 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Many thanks, will get these names to our team internally to start the conversations....

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Monday, August 31, 2015 9:50 AM
To: Povar, Liz
Cc: Ellett, Kim; Spraker, Kelly
Subject: Re: Letters
Sensitivity: Confidential

Randy Noe is the attorney who will handle this for NS. His number is 757-533-4887. Susan Terpay is the media person for NS on this. Her number is 757-823-5204. Thanks.

Maurice A. Jones
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208
F (888) 360.9092
glconsolvo@kaufcan.com
www.kaufCAN.com

From: McNinch, Sandi [<mailto:smcninch@yesvirginia.org>]
Sent: Friday, September 11, 2015 3:41 PM
To: Consolvo, George L.; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); McNinch, Sandi; Hart, Kara; Povar, Liz
Subject: RE: 1Performance Agreement - Norfolk EDA.doc

Hi George – I have attached a few suggested changes to the Performance Agreement. I understand that the City wants to stick with 10 years for the jobs. That is OK with VEDP.

From here, would you like to make these changes, then send a clean copy to Randy Noe at NS? If you would like me to send it along, just let me know.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Consolvo, George L. [<mailto:glconsolvo@kaufcan.com>]
Sent: Tuesday, September 08, 2015 11:09 AM
To: McNinch, Sandi; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: FW: 1Performance Agreement - Norfolk EDA.doc
Importance: High

Attached is a clean and lined copy reflecting Sandi's comments.

The City has not confirmed that it will be a party to the document or the shortened ([REDACTED] 10 years) compliance period.

I will be out of the office the balance of this week with limited access to discuss.

Best, George

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208
F (888) 360.9092
glconsolvo@kaufcan.com
www.kaufCAN.com

McNinch, Sandi

From: Consolvo, George L. <glconsolvo@kaufcan.com>
Sent: Sunday, September 13, 2015 9:20 AM
To: 'Foy, Michelle'; McNinch, Sandi; Boring, Alan
Cc: Chalk, Jared; Hart, Kara; Povar, Liz
Subject: RE: 1Performance Agreement - Norfolk EDA.doc

I will make Sandi's revisions and send that version to you.

So you then which to take control of the document ?

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208
F (888) 360.9092
glconsolvo@kaufcan.com
www.kaufCAN.com

From: Foy, Michelle [mailto:Michelle.Foy@norfolk.gov]
Sent: Sunday, September 13, 2015 9:18 AM
To: Consolvo, George L.; 'McNinch, Sandi'; Boring, Alan
Cc: Chalk, Jared; Hart, Kara; Povar, Liz
Subject: Re: 1Performance Agreement - Norfolk EDA.doc

George,

I will make revisions for the City to whatever draft you send to me as your most recent.

I will send my revised draft to you and Sandi McNinch to be forwarded on to Randy.

Michelle

From: Consolvo, George L. <glconsolvo@kaufcan.com>
Sent: Sunday, September 13, 2015 9:11:54 AM
To: 'McNinch, Sandi'; Boring, Alan; Foy, Michelle
Cc: Chalk, Jared; Hart, Kara; Povar, Liz
Subject: RE: 1Performance Agreement - Norfolk EDA.doc

Sandi-Thanks. These revisions are fine.

The City indicated that it had a comment or two and as soon I receive them I will turn another draft for your quick review and then submit to NS.

George

To: Povar, Liz
Subject: Re: project
Sensitivity: Confidential

Thanks Liz.

I am assuming we would want an executed performance agreement prior or simultaneous to any announcement, but I will confirm with Peter.

AB

Sent from my iPhone

On Aug 12, 2015, at 8:24 AM, "Povar, Liz" <LPovar@yesvirginia.org> wrote:

Alan: update and a little movement. The Secretary sent us draft letters from NS to review. There are some corrections needed and we'll get those back to Secretary for him to get to the company to correct and resubmit.

Once I get the final letters back, I'll let you know; we'll need to package the company and city letters together for final approval by Governor's office.

Please let me know if the City will want to complete the performance agreement prior to any public release of this project. Not required by us but it may be your preference.

I've also asked for the NS legal counsel name as well as their media/communications contact.

Stay tuned....

Liz .

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Friday, July 17, 2015 8:57 AM
To: Povar, Liz
Subject: RE: project
Sensitivity: Confidential

Thanks Liz. Have a good weekend. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Friday, July 17, 2015 8:35 AM
To: Boring, Alan
Subject: project
Sensitivity: Confidential

Alan – sorry for delayed response on your voice mail earlier this week; I've been on road and your phone number was garbled, so I didn't call back. We have no COF application from company; and we have no input from them on the performance agreement draft. My understanding is that they were not moving forward with those until an issue was settled in [REDACTED] Secretary is to close that loop with them and hopefully, after that, the next necessary steps can occur.

Thanks for staying in touch and as soon as I have more info I'll be back with you.

Have a good weekend, Liz

Alan – see attached for a couple minor corrections, then please put on letterhead and return electronically to me. We'll then get this packaged with the company and other city letters and get to Governor's office for final approval.

I am still waiting for the Secretary to send the appropriate contact for legal counsel and media relations for the company, so that the PA discussions can move forward.

Stay tuned. Thanks,

Liz

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]

Sent: Tuesday, August 18, 2015 9:54 AM

To: Povar, Liz

Subject: RE: project

Sensitivity: Confidential

Liz,

Here is our revised application letter. We would like a PA prior to any announcement. Please let me know if you have any questions. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]

Sent: Monday, August 17, 2015 6:45 PM

To: Boring, Alan

Subject: RE: project

Importance: High

Sensitivity: Confidential

Alan: attached is the final NS letter for Norfolk. Please send me the latest version of the Norfolk City letter, so our internal team can review. Also, please confirm that the City will (or will not) want a PA prior to any announcement. The next steps are listed below:

- VEDP will share the NS letters with each locality.
- Norfolk sends it most recent draft GOF application letter to VEDP for review.
- VEDP will collect then final local letters, package with NS, submit to Gov's office for final approval.
- VEDP needs the contact info for the NS counsel name for Sandi to work with on performance agreements (Norfolk indicates it will likely need this before announcement; other locality still considering but is leaning toward wanting to complete the PA before any public disclosure); these may take some time to finalize.
- VEDP needs the contact info for the NS media contact to begin working with Vince/Suzanne/Gov's office on public announcement, timing TBD depending on PA finalization

Let me know if questions.....thanks for your patience and professionalism.....Liz

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]

Sent: Wednesday, August 12, 2015 9:05 AM

Povar, Liz

From: Povar, Liz
Sent: Wednesday, September 16, 2015 6:56 AM
To: Boring, Alan
Subject: RE: project

Sensitivity: Confidential

Thanks. Some news leaking from ATL so want to get things wrapped up as much as possible.

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Wednesday, September 16, 2015 6:35:55 AM
To: Povar, Liz
Subject: Re: project

Liz,

It's awaiting the Manager's signature. Our City Attorney has made some changes that need to be incorporated in the application. Should have it later today. AB

Sent from my iPhone

On Sep 16, 2015, at 6:32 AM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Alan.....still awaiting the locality's application letter.

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Wednesday, August 19, 2015 7:48:18 AM
To: Povar, Liz
Subject: RE: project

Good morning Liz. Thanks, and all duly noted. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Tuesday, August 18, 2015 5:45 PM
To: Boring, Alan
Subject: RE: project
Importance: High
Sensitivity: Confidential

McNinch, Sandi

From: Hart, Kara
Sent: Monday, August 31, 2015 11:15 AM
To: McNinch, Sandi
Subject: RE: NS Norfolk

Are you ok with the City not being on the Performance Agreement? The City has drafted it so that they are awarded the grant but that VEDP is giving them directly to the Authority. We would need to fix that.

From: McNinch, Sandi
Sent: Monday, August 31, 2015 10:30 AM
To: Hart, Kara
Subject: NS Norfolk

FYI – Compare showing the changes to the Norfolk COF Performance Agreement received last week from the City.

Sandi
smcninch@yesvirginia.org
804.545.5617

project in [REDACTED] That Performance Agreement will have a more traditional Section 5. All of this is just to say that the Company will notice that the Performance Agreements are quite different in this respect. Again, that's OK with me. I'm just letting you know.

Since there is a Capital Investment Target, we would like to leave in Section 6 our ability to verify the Capital Investment with the City.

Please share with me your thoughts on the big-picture items. Then we can, hopefully, wrap this up quickly.

Sandi

smcninch@yesvirginia.org

804.545.5617

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

From: Consolvo, George L. [mailto:glconsolvo@kaufcan.com]

Sent: Friday, August 21, 2015 8:11 AM

To: McNinch, Sandi

Cc: Alan Boring; Jared Chalk

Subject: Fwd: Performance Agreement - Norfolk EDA.DOCX

Sandy- I hope you are well.

I have attached a draft of the NS Performance Agreement.

I started with your form but as the transaction seems very straightforward I avoided many of the bells and whistles.

Alan and I will be happy to discuss any questions or concerns you may have.

The language in Section 5(b) is mine alone.

Regards, George

Sent from my iPhone

Begin forwarded message:

From: "Duvall, Mary Jane" <mjduvall@kaufcan.com<mailto:mjduvall@kaufcan.com>>

Date: August 21, 2015 at 8:03:21 AM EDT

To: "Consolvo, George L." <glconsolvo@kaufcan.com<mailto:glconsolvo@kaufcan.com>>

Subject: Performance Agreement - Norfolk EDA.DOCX

Mary Jane Duvall

Real Estate and Municipal Finance Assistant Kaufman & Canoles, P.C.

150 W. Main Street, Suite 2100

Norfolk, VA 23510-1665

T (757) 624.3137

F (888) 360.9092

mjduvall@kaufcan.com<mailto:mjduvall@kaufcan.com>

www.kaufCAN.com<http://www.kaufcan.com/>

McNinch, Sandi

From: Consolvo, George L. <glconsolvo@kaufcan.com>
Sent: Monday, August 31, 2015 2:35 PM
To: McNinch, Sandi
Subject: RE: Performance Agreement - Norfolk EDA.DOCX

Sandy-It will help me restore your required language if you resend me the form.

Thanks.

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208
F (888) 360.9092
glconsolvo@kaufcan.com
www.kaufCAN.com

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

From: McNinch, Sandi [mailto:smcninch@yesvirginia.org]
Sent: Monday, August 31, 2015 2:01 PM
To: Consolvo, George L.
Cc: Alan Boring; Jared Chalk; McNinch, Sandi; Hart, Kara; Povar, Liz
Subject: RE: Performance Agreement - Norfolk EDA.DOCX

Hi George -- I ran a blackline of your version against VEDP's latest version. On the attached copy of the blackline, I have noted some conceptual challenges. Since these conceptual challenges ripple throughout the document, I have not given you a careful word-by-word mark-up.

We understood that the City, as opposed to the EDA, would be submitting the Grant application letter. We understood that the City would be providing the local incentives to the Company. For those two reasons, we would expect to see the City as a signatory to the Performance Agreement. If the EDA will be the political subdivision signing the application letter and if the EDA can control the flow of the local incentives, we are OK with deleting the City as a party.

There are two Performance Dates (Initial and Subsequent) because we want the Company to complete the capital investment and hiring by our typical 3 year window (the "Initial Performance Date") and to maintain the jobs through at least another 3 years (the "Subsequent Performance Date").

We would like to leave in the last paragraph of Section 2 to fix the statutory criteria for the Grant.

We will insist that the Company tell us, at the end of Section 3, what the Grant proceeds will fund.

We need to leave in much of Section 4 that you deleted because the COF statute requires a discussion of state and local incentives. No, I don't know why, either. I'm just trying to follow the statute.

Changing Section 5 to make the Grant all-or-nothing is fine with me, but the Company may balk. At the same time that we are working on this Performance Agreement, there will be a second Performance Agreement for a separate NS

Let me know if questions....

From: Povar, Liz
Sent: Monday, August 31, 2015 9:57 AM
To: McNinch, Sandi; Barnett, Vince (VBarnett@yesvirginia.org); Clark, Suzanne
Cc: Ellett, Kim (KEllett@YesVirginia.org)
Subject: PAs and announcement contacts for client
Importance: High
Sensitivity: Confidential

Sandi/Vince – see below re: names for the NS points of contact. I'm going to share these with are local partners as well and ask them to send us their POCs so each of you has that as well.

Both localities have indicated they want performance agreements completed prior to any public announcement.

Vince/Suzanne – navigating the type of public announcement will need close attention....

Let me know what else is needed at this point.

Thanks, Liz

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Monday, August 31, 2015 9:50 AM
To: Povar, Liz
Cc: Ellett, Kim; Spraker, Kelly
Subject: Re: Letters
Sensitivity: Confidential

Randy Noe is the attorney who will handle this for NS. His number is 757-533-4887. Susan Terpay is the media person for NS on this. Her number is 757-823-5204. Thanks.

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

On Aug 17, 2015, at 6:41 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Maurice: these letters are approved. Below are the next steps:

- VEDP will share the NS letters with each locality.
- VEDP will collect then local letters, package with NS, submit to Gov's office for final approval.
- We need the contact info for the NS counsel name for Sandi to work with on performance agreements these may take some time to finalize.
- We need the contact info for the NS media contact to begin working with Vince/Suzanne/Gov's office on public announcement, timing TBD depending on PA finalization

McNinch, Sandi

From: Clark, Suzanne
Sent: Wednesday, September 02, 2015 5:21 PM
To: Povar, Liz; Boring, Alan
Cc: McNinch, Sandi; Barnett, Vince
Subject: RE: PAs and announcement contacts for client

Sensitivity: Confidential

Alan,

I have a call into the company PR contact to discuss the Governor's press release process and the company's preferred timing. Once I hear from her, I will draft the release and send it to you for feedback. We will ensure that everyone is on the same page when it comes to the press release and timing of the announcement, etc. before it goes out.

I look forward to working with you.

Thanks!
Suzanne

*Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806*

From: Povar, Liz
Sent: Monday, August 31, 2015 10:03 AM
To: Boring, Alan <alan.boring@norfolk.gov>
Cc: McNinch, Sandi <smcninch@yesvirginia.org>; Barnett, Vince <VBarnett@yesvirginia.org>; Clark, Suzanne <sclark@yesvirginia.org>
Subject: FW: PAs and announcement contacts for client
Importance: High
Sensitivity: Confidential

Alan: we've received the contacts for NS for both legal and communications. See highlights below. Please advise our internal team (Sandi McNinch for legal; Vince Barnett & Suzanne Clark for media) who your points of contact are, so the steps of completing the performance agreement and determining how/when to announce, can move forward. We know it will be a difficult navigation for timing and management of the approach, and thank you for your willingness to work through it.

Alan, we also still need the City of Norfolk's final COF application letter, so whenever you can send that it would be appreciated.

Liz

Sandra Jones McNinch
General Counsel
Virginia Economic Development Partnership
Riverfront Plaza, West Tower, 19th Floor
901 East Byrd Street
Richmond, VA 23219
or
Post Office Box 798
Richmond, VA 23218-0798
P: 804.545.5617
F: 804.545.5611
C: 804.385.3487
smcninch@yesvirginia.org



McNinch, Sandi

From: Noe, Randy, S. <Randal.Noe@nscorp.com>
Sent: Friday, September 04, 2015 8:30 AM
To: McNinch, Sandi
Cc: Alan Boring (alan.boring@norfolk.gov); glconsolvo@kaufcan.com; Povar, Liz
Subject: RE: Incentives for NS

Thanks for the introduction Sandi. I look forward to working with all of you.

Best,

Randy

Randal S. Noe
General Counsel - Operations
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510
ph. (757) 533-4887
fax (757) 629-2607
randal.noe@nscorp.com

From: McNinch, Sandi [<mailto:smcninch@yesvirginia.org>]
Sent: Thursday, September 03, 2015 5:27 PM
To: Noe, Randy, S.
Cc: Alan Boring (alan.boring@norfolk.gov); glconsolvo@kaufcan.com; McNinch, Sandi; Povar, Liz
Subject: [EXTERNAL] Incentives for NS

Randy – For the Norfolk expansion project, let me introduce you to some of the players.

You should expect to be getting in the coming days drafts of various Performance Agreements for the state and local incentives to be provided for the benefit of Norfolk Southern.

The Norfolk documents will likely be sent to you in the next few days.

The Norfolk Economic Development professional working on this matter is Alan Boring: alan.boring@norfolk.gov, 757.644.4338.

The attorney representing the City's Economic Development Authority is George Consolvo: glconsolvo@kaufcan.com, 757.624.3208

VEDP's Economic Development professional working on this is Liz Povar: lpovar@yesvirginia.org, 804-545-5702. Our person working on the press releases is Suzanne Clark: sclark@yesvirginia.org, 804-545-5806. My contact information is provided below.

We will get the draft documents out to you shortly.

Sandi

Hart, Kara

From: McNinch, Sandi
Sent: Wednesday, September 09, 2015 4:16 PM
To: Hart, Kara
Subject: FW: 1Performance Agreement - Norfolk EDA.doc
Attachments: [Comparison Result] 1Performance Agreement - Norfolk EDA.doc; [Modified Document] Performance Agreement - Norfolk EDA.docx

Importance: High

From: Consolvo, George L. [<mailto:glconsolvo@kaufcan.com>]
Sent: Tuesday, September 08, 2015 11:09 AM
To: McNinch, Sandi; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: FW: 1Performance Agreement - Norfolk EDA.doc
Importance: High

Attached is a clean and lined copy reflecting Sandi's comments.

The City has not confirmed that it will be a party to the document or the shortened ([REDACTED] 10 years) compliance period.

I will be out of the office the balance of this week with limited access to discuss.

Best, George

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208
F (888) 360.9092
glconsolvo@kaufcan.com
www.kaufcan.com

From: Duvall, Mary Jane
Sent: Tuesday, September 08, 2015 11:06 AM
To: Consolvo, George L.
Subject: 1Performance Agreement - Norfolk EDA.doc
Importance: High

The information contained in this electronic message is legally privileged and confidential under applicable law, and is intended only for the use of the individual or entity named above. If you are not

Povar, Liz

From: Povar, Liz
Sent: Thursday, September 10, 2015 11:10 AM
To: Randall, Meredith; Powell, Twyla
Cc: Sheffler, Brent; Stuhldreher, Lauren; Stuller, Tim
Subject: RE: Norfolk Southern HQ COF expiring?

We're finalizing the performance agreements now. Final application letters also complete except for one. I don't think we'll need the extension. Thanks for heads-up.

Sent with Good (www.good.com)

From: Randall, Meredith
Sent: Thursday, September 10, 2015 2:54:27 PM
To: Powell, Twyla; Povar, Liz
Cc: Sheffler, Brent; Stuhldreher, Lauren; Stuller, Tim
Subject: Norfolk Southern HQ COF expiring?

Hi all,

I know this one has been handled mostly by the SCT and outside of the normal process, so not sure if the offer actually expires. However, in the Salesforce record, the [REDACTED] million COF for Norfolk Southern HQ shows an expiration date of 9/26.

[REDACTED]

Glad to help with an extension request if one is needed.

Mere



Meredith Randall
Business Expansions
VEDP
301 East Byrd Street
Richmond, VA 23219
304-545-5704
mrandall@yesvirginia.org
www.yesvirginia.org

"Do what you can, where you are, with what you have."

—Teddy Roosevelt

Povar, Liz

From: Povar, Liz
Sent: Friday, September 11, 2015 12:42 PM
To: 'Boring, Alan'
Subject: PA

Sandi has the last version of the COF Performance Agreement from yesterday and will adjust it to reflect 10 years, then send back to whomever your contact is.....so please keep an eye open for it.....

Let me know about the COF/City application letter, thanks....

Liz

Changing Section 5 to make the Grant all-or-nothing is fine with me, but the Company may balk. At the same time that we are working on this Performance Agreement, there will be a second Performance Agreement for a separate NS project [REDACTED] that Performance Agreement will have a more traditional Section 5. All of this is just to say that the Company will notice that the Performance Agreements are quite different in this respect. Again, that's OK with me. I'm just letting you know.

Since there is a Capital Investment Target, we would like to leave in Section 6 our ability to verify the Capital Investment with the City.

Please share with me your thoughts on the big-picture items. Then we can, hopefully, wrap this up quickly.

Sandi

smcninch@yesvirginia.org

804.545.5617

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

From: Consolvo, George L. [mailto:glconsolvo@kaufcan.com]

Sent: Friday, August 21, 2015 8:11 AM

To: McNinch, Sandi

Cc: Alan Boring; Jared Chalk

Subject: Fwd: Performance Agreement - Norfolk EDA.DOCX

Sandy- I hope you are well.

I have attached a draft of the NS Performance Agreement.

I started with your form but as the transaction seems very straightforward I avoided many of the bells and whistles.

Alan and I will be happy to discuss any questions or concerns you may have.

The language in Section 5(b) is mine alone.

Regards, George

Sent from my iPhone

Begin forwarded message:

From: "Duvall, Mary Jane" <mjduvall@kaufcan.com<mailto:mjduvall@kaufcan.com>>

Date: August 21, 2015 at 8:03:21 AM EDT

To: "Consolvo, George L." <glconsolvo@kaufcan.com<mailto:glconsolvo@kaufcan.com>>

Subject: Performance Agreement - Norfolk EDA.DOCX

Mary Jane Duvall

Real Estate and Municipal Finance Assistant Kaufman & Canoles, P.C.

150 W. Main Street, Suite 2100

Norfolk, VA 23510-1665

T (757) 624.3137

F (888) 360.9092

mjduvall@kaufcan.com<mailto:mjduvall@kaufcan.com>

McNinch, Sandi

From: Ellett, Kim
Sent: Friday, September 11, 2015 3:03 PM
To: McNinch, Sandi
Cc: Hart, Kara
Subject: RE: Performance Agreement - Norfolk EDA.DOCX

Yes, that's fine. Please have them include the EDA's Federal Identification number in the letter.

Kim

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

From: McNinch, Sandi
Sent: Friday, September 11, 2015 3:00 PM
To: Ellett, Kim <KEllett@yesvirginia.org>
Cc: McNinch, Sandi <smcninch@yesvirginia.org>; Hart, Kara <khart@yesvirginia.org>
Subject: FW: Performance Agreement - Norfolk EDA.DOCX

Kim-- Norfolk wants to be the applicant, but to note in their letter that the check should go straight to the EDA. Will that be OK, logistically? S.

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

From: McNinch, Sandi
Sent: Monday, August 31, 2015 2:01 PM
To: Consolvo, George L.
Cc: Alan Boring; Jared Chalk; McNinch, Sandi; Hart, Kara; Povar, Liz
Subject: RE: Performance Agreement - Norfolk EDA.DOCX

Hi George -- I ran a blackline of your version against VEDP's latest version. On the attached copy of the blackline, I have noted some conceptual challenges. Since these conceptual challenges ripple throughout the document, I have not given you a careful word-by-word mark-up.

We understood that the City, as opposed to the EDA, would be submitting the Grant application letter. We understood that the City would be providing the local incentives to the Company. For those two reasons, we would expect to see the City as a signatory to the Performance Agreement. If the EDA will be the political subdivision signing the application letter and if the EDA can control the flow of the local incentives, we are OK with deleting the City as a party.

There are two Performance Dates (Initial and Subsequent) because we want the Company to complete the capital investment and hiring by our typical 3 year window (the "Initial Performance Date") and to maintain the jobs through at least another 3 years (the "Subsequent Performance Date").

We would like to leave in the last paragraph of Section 2 to fix the statutory criteria for the Grant.

We will insist that the Company tell us, at the end of Section 3, what the Grant proceeds will fund.

We need to leave in much of Section 4 that you deleted because the COF statute requires a discussion of state and local incentives. No, I don't know why, either. I'm just trying to follow the statute.

Cc: Povar, Liz; McNinch, Sandi; Barnett, Vince
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

Susan,

As far as I know, the desire is still to issue Governor's press releases for the project in the City of Norfolk. [REDACTED]
[REDACTED] our last conversation, I was waiting to hear about the company's preferred timing, [REDACTED]. My understanding is that the performance agreements need to be finalized to announce the projects. I am also not sure if the Commonwealth's Opportunity Fund has been formally approved.

I can move forward with draft press releases quickly if I need to.

Via email, I am looping in our Vice President of Business Expansion Liz Povar, who has been working with Secretary Jones on this project, as well as Sandi McNinch, VEDP General Counsel, who has been working with Randy Noe.

Liz and Sandi, do you have any input?

Thanks,
Suzanne

Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806

From: Terpay, Susan M. [mailto:Susan.Terpay@nscorp.com]
Sent: Wednesday, September 16, 2015 12:48 PM
To: Clark, Suzanne <sclark@yesvirginia.org>
Subject: FW: VA GOV. OFFICE-NEWS RELEASES

Suzanne:

The Atlanta Journal Constitution yesterday published this article, Documents: Norfolk Southern to expand in Midtown Atlanta, reporting that NS is bringing 253 jobs to Atlanta. The story has prompted Norfolk's Virginian-Pilot and The Roanoke Times to ask NS to confirm the number of jobs coming to Norfolk and details on average salary and economic impact. Most all of our Roanoke employees are in their new jobs in Norfolk now. Is the plan still for the Governor to issue a press release for Norfolk?

Susan Terpay
Director Public Relations
Norfolk Southern
757-823-5204

Hart, Kara

From: Povar, Liz
Sent: Wednesday, September 16, 2015 3:15 PM
To: Ellett, Kim; McNinch, Sandi; Hart, Kara
Cc: Clark, Suzanne
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

Alan Boring from Norfolk said we'd have the city letter this afternoon. It's on his city manager's desk. I haven't seen it yet.

From: Ellett, Kim
Sent: Wednesday, September 16, 2015 1:56 PM
To: McNinch, Sandi; Hart, Kara
Cc: Povar, Liz; Clark, Suzanne
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

The COFs are not yet approved by the Governor. We are awaiting the COF application from Norfolk and will then proceed with getting both approved simultaneously. Liz is working to get the Norfolk letter.

Kim

From: McNinch, Sandi
Sent: Wednesday, September 16, 2015 1:13 PM
To: Hart, Kara <khart@yesvirginia.org>; Ellett, Kim <KEllett@yesvirginia.org>
Subject: FW: VA GOV. OFFICE-NEWS RELEASES

FYI

From: McNinch, Sandi
Sent: Wednesday, September 16, 2015 1:12 PM
To: Clark, Suzanne; Terpay, Susan M.
Cc: Povar, Liz; Barnett, Vince; McNinch, Sandi
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

Suzanne – I think you described the situation correctly. No one from the company, the localities or VEDP should be making any comments until the Gov's press release is ready to go.

 I can ask them if they are comfortable proceeding now, without completed agreements.

I will check on the status of the Norfolk documents.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Clark, Suzanne
Sent: Wednesday, September 16, 2015 12:58 PM
To: Terpay, Susan M.

I can move forward with draft press releases quickly if I need to.

Via email, I am looping in our Vice President of Business Expansion Liz Povar, who has been working with Secretary Jones on this project, as well as Sandi McNinch, VEDP General Counsel, who has been working with Randy Noe.

Liz and Sandi, do you have any input?

Thanks,
Suzanne

*Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806*

From: Terpay, Susan M. [<mailto:Susan.Terpay@nscorp.com>]
Sent: Wednesday, September 16, 2015 12:48 PM
To: Clark, Suzanne <sclark@yesvirginia.org>
Subject: FW: VA GOV. OFFICE-NEWS RELEASES

Suzanne:

The *Atlanta Journal Constitution* yesterday published this article, [Documents: Norfolk Southern to expand in Midtown Atlanta](#), reporting that NS is bringing 253 jobs to Atlanta. The story has prompted Norfolk's *Virginian-Pilot* and *The Roanoke Times* to ask NS to confirm the number of jobs coming to Norfolk and details on average salary and economic impact. Most all of our Roanoke employees are in their new jobs in Norfolk now. Is the plan still for the Governor to issue a press release for Norfolk?

Susan Terpay
Director Public Relations
Norfolk Southern
757-823-5204

McNinch, Sandi

From: Clark, Suzanne
Sent: Friday, September 18, 2015 3:55 PM
To: Terpay, Susan M.
Cc: Povar, Liz; McNinch, Sandi; Barnett, Vince
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

Susan,

I plan to send you draft Governor's press releases for Norfolk [REDACTED] early next week. That way we can get the press releases approved and ready to go while the performance agreements are being finalized.

Thanks!
Suzanne

*Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806*

From: Terpay, Susan M. [mailto:Susan.Terpay@nscorp.com]
Sent: Wednesday, September 16, 2015 1:14 PM
To: Clark, Suzanne <sclark@yesvirginia.org>
Cc: Povar, Liz <LPovar@yesvirginia.org>; McNinch, Sandi <smcninch@yesvirginia.org>; Barnett, Vince <VBarnett@yesvirginia.org>
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

The agreements are not final. Randy Noe in our Law department is working on the [REDACTED] agreement, but as of last Friday he has not received the Norfolk agreement.

Susan Terpay
Director Public Relations | Norfolk Southern Corp. | Three Commercial Place | Norfolk, VA 23510
757-823-5204 office | 757-615-0639 cell

From: Clark, Suzanne [mailto:sclark@yesvirginia.org]
Sent: Wednesday, September 16, 2015 12:58 PM
To: Terpay, Susan M.
Cc: Povar, Liz; McNinch, Sandi; Barnett, Vince
Subject: [EXTERNAL] RE: VA GOV. OFFICE-NEWS RELEASES

Susan,

As far as I know, the desire is still to issue Governor's press releases for the project in the City of Norfolk [REDACTED] as well as the [REDACTED]. Per our last conversation, I was waiting to hear about the company's preferred timing, [REDACTED]. My understanding is that the performance agreements need to be finalized to announce the projects. I am also not sure if the Commonwealth's Opportunity Fund has been formally approved.

Suzanne

McNinch, Sandi

From: McNinch, Sandi
Sent: Wednesday, September 23, 2015 2:52 PM
To: Clark, Suzanne; Povar, Liz
Cc: Barnett, Vince; McNinch, Sandi
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

I have hear nothing. Let me ding some folks. S.

From: Clark, Suzanne
Sent: Wednesday, September 23, 2015 2:42 PM
To: Povar, Liz; McNinch, Sandi
Cc: Barnett, Vince
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

Liz,
I'm sending draft press releases to my company contact this week. Hopefully tomorrow morning...

*Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806*

From: Povar, Liz
Sent: Wednesday, September 23, 2015 2:38 PM
To: McNinch, Sandi <smcninch@yesvirginia.org>; Clark, Suzanne <sclark@yesvirginia.org>
Cc: Barnett, Vince <VBarnett@yesvirginia.org>
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

Sandi/Suzanne – haven't seen any recent email traffic on NS. Could y'all let me know where each of your areas stands, and do I need to do anything to move this along? Thanks...

From: McNinch, Sandi
Sent: Wednesday, September 16, 2015 5:04 PM
To: Povar, Liz; Clark, Suzanne
Cc: Barnett, Vince
Subject: RE: VA GOV. OFFICE-NEWS RELEASES

Yep. That's right. S.

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Wednesday, September 16, 2015 4:10:47 PM
To: Clark, Suzanne

From: Marte, Cristina
Sent: Friday, September 18, 2015 4:21 PM
To: Boring, Alan
Subject: NS COF Application

Alan,

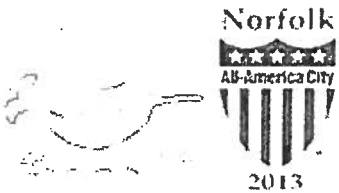
Attached is the NS COF Application signed by the City Manager.

Thanks,

Cristina M. Marte

Administrative Assistant to the City Manager
City of Norfolk - City Manager's Office
1101 City Hall Building 810 Union Street
Norfolk, VA 23510
757-823-1139 - phone
Cristina.marte@norfolk.gov

"**Be Brave**"



McNinch, Sandi

From: Povar, Liz
Sent: Thursday, September 24, 2015 9:55 AM
To: Ellett, Kim; McNinch, Sandi; Hart, Kara
Subject: RE: NS COF Application

Thanks!

Sandi, any word on the PA's?

From: Ellett, Kim
Sent: Thursday, September 24, 2015 9:54 AM
To: Povar, Liz; McNinch, Sandi; Hart, Kara
Subject: RE: NS COF Application

Yes, it was good. I just received word that both COFs have been approved by the Governor. Am having them picked up and will send the official e-mail once I have them in hand.

Kim

From: Povar, Liz
Sent: Thursday, September 24, 2015 9:50 AM
To: Ellett, Kim <KEllett@yesvirginia.org>; McNinch, Sandi <smcninch@yesvirginia.org>; Hart, Kara <khart@yesvirginia.org>
Subject: RE: NS COF Application

Kim: was this Norfolk application OK in terms of language?

From: Povar, Liz
Sent: Friday, September 18, 2015 5:10 PM
To: Ellett, Kim; McNinch, Sandi; Hart, Kara
Subject: FW: NS COF Application

Ladies, see attached.

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Friday, September 18, 2015 4:26:32 PM
To: Povar, Liz
Subject: FW: NS COF Application

Liz,

Please see attached. Have a great weekend. AB

From: Foy, Michelle [<mailto:Michelle.Foy@norfolk.gov>]
Sent: Wednesday, September 16, 2015 1:53 PM
To: Consolvo, George L.
Cc: Boring, Alan
Subject: 14177253_3 DOCX.CA(MGF)revisions9.16(CLEAN)

Clean copy of Performance Agreement attached.

The information contained in this electronic message is legally privileged and confidential under applicable law, and is intended only for the use of the individual or entity named above. If you are not the intended recipient of this message, you are hereby notified that any use, distribution, copying or disclosure of this communication is strictly prohibited. If you have received this communication in error, please notify Kaufman & Canoles at (757) 624-3000 or by return e-mail to helpdesk@kaufcan.com, and purge the communication immediately without making any copy or distribution.

McNinch, Sandi

From: Noe, Randy, S. <Randal.No@nscorp.com>
Sent: Thursday, September 24, 2015 11:41 AM
To: McNinch, Sandi; Consolvo, George L.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); Hart, Kara; Povar, Liz
Subject: RE: Performance Agreement

Sandi: NS has received the draft performance agreement and we are reviewing it internally. Randy

From: McNinch, Sandi [mailto:smcninch@yesvirginia.org]
Sent: Thursday, September 24, 2015 11:35 AM
To: Consolvo, George L.; Noe, Randy, S.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); McNinch, Sandi; Hart, Kara; Povar, Liz
Subject: [EXTERNAL] RE: Performance Agreement

Greetings – I am just checking in.

Given the recent news reports, we want to ensure that we can announce this project shortly.

Can you give me an update on where we are with this COF Performance Agreement, as well as the separate agreement relating to the parking incentive?

Thanks for your help.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Consolvo, George L. [mailto:glconsolvo@kaufcan.com]
Sent: Wednesday, September 16, 2015 2:01 PM
To: randal.no@nscorp.com; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: FW: Performance Agreement

All-I have attached a draft of the form of the Performance Agreement among Norfolk Southern, the City of Norfolk and the Economic Development Authority of the City of Norfolk.

A separate agreement providing the details of the parking incentive will be circulated in the next day or so.

Regards, George

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208

F (888) 360.9092

glconsolvo@kaufcan.com

http://secure-web.cisco.com/1Jm3WBLt8eC3ZF8WDqI8HX-fvbVUO2hD3kHJAPSAAnqmxTNugDWoW5K5fNuofAc_r58qTkNS5xadmLQKHdpptWdKRGjLZF413HUE3mSywj7Vk

McNinch, Sandi

From: Consolvo, George L. <glconsolvo@kaufcan.com>
Sent: Thursday, September 24, 2015 11:50 AM
To: McNinch, Sandi
Subject: FW: Performance Agreement

See below fyi

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208
F (888) 360.9092
glconsolvo@kaufcan.com
www.kaufCAN.com

From: Foy, Michelle [mailto:Michelle.Foy@norfolk.gov]
Sent: Thursday, September 24, 2015 11:46 AM
To: Noe, Randy, S.
Cc: Boring, Alan; Consolvo, George L.
Subject: Performance Agreement

Randy,

I anticipate that the City will have a few small revisions to the Performance Agreement. The monthly rate provided to make the calculations for the parking subsidy was incorrect so the monthly value of the subsidy expressed in the agreement is low. I am waiting on confirmation from management of the correct amount. Perhaps the easiest way to address is to delete that sentence entirely. Also, I believe "Company" was omitted from your entity name (we should have caught that sooner – sorry!).

The parking agreement is on hold until I get that confirmation from management, but I expect it soon. We do nothing quickly.

Assuming we can finalize this agreement in the next few days, the Ordinance approving the agreement will go to City Council on October 13. The parking agreement will go on October 27.

Feel free to call if you have questions.

Michelle

Michelle G. Foy, Esq.
Office of the City Attorney
810 Union Street, Suite 900
Norfolk, Virginia 23510
757-664-4225

Can you give me an update on where we are with this COF Performance Agreement, as well as the separate agreement relating to the parking incentive?

Thanks for your help.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Consolvo, George L. [<mailto:glconsolvo@kaufcan.com>]
Sent: Wednesday, September 16, 2015 2:01 PM
To: randal.noe@nscorp.com; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: FW: Performance Agreement

All-I have attached a draft of the form of the Performance Agreement among Norfolk Southern, the City of Norfolk and the Economic Development Authority of the City of Norfolk.

A separate agreement providing the details of the parking incentive will be circulated in the next day or so.

Regards, George

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208
F (888) 360.9092
glconsolvo@kaufcan.com
www.kaufCAN.com

From: Foy, Michelle [<mailto:Michelle.Foy@norfolk.gov>]
Sent: Wednesday, September 16, 2015 1:53 PM
To: Consolvo, George L.
Cc: Boring, Alan
Subject: 14177253_3 DOCX.CA(MGF)revisions9.16(CLEAN)

Clean copy of Performance Agreement attached.

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Hart, Kara

From: McNinch, Sandi
Sent: Thursday, September 24, 2015 11:59 AM
To: Foy, Michelle; Consolvo, George; randal.noe@nscorp.com; Boring, Alan
Cc: Chalk, Jared; Hart, Kara; Povar, Liz
Subject: RE: Performance Agreement

Thanks to everyone for the updates. S.

From: Foy, Michelle [<mailto:Michelle.Foy@norfolk.gov>]
Sent: Thursday, September 24, 2015 11:55 AM
To: Consolvo, George; McNinch, Sandi; randal.noe@nscorp.com; Boring, Alan
Cc: Chalk, Jared; Hart, Kara; Povar, Liz
Subject: RE: Performance Agreement

We just provided comment to Randy directly that might speed things up. As George said, we are indeed focused on this.

From: Consolvo, George L. [<mailto:glconsolvo@kaufcan.com>]
Sent: Thursday, September 24, 2015 11:50 AM
To: McNinch, Sandi; randal.noe@nscorp.com; Foy, Michelle; Boring, Alan
Cc: Chalk, Jared; Hart, Kara; Povar, Liz
Subject: RE: Performance Agreement

The City is working on the Parking Agreement and as a result of that plans to provide additional comments on the Performance Agreement.

I do not know the timing but I do know there is focus on the matter.

George L. Consolvo
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www.kaufCAN.com

From: McNinch, Sandi [<mailto:smcninch@yesvirginia.org>]
Sent: Thursday, September 24, 2015 11:35 AM
To: Consolvo, George L.; randal.noe@nscorp.com; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); McNinch, Sandi; Hart, Kara; Povar, Liz
Subject: RE: Performance Agreement

Greetings – I am just checking in.

Given the recent news reports, we want to ensure that we can announce this project shortly.

Hart, Kara

From: Ellett, Kim
Sent: Thursday, September 24, 2015 12:40 PM
To: Povar, Liz; Stuller, Tim
Cc: Randall, Meredith; Stuhldreher, Lauren; McClintock, Robert; Langston, Jay; Martz, Aileen; Goodwin, Katherine; Oakes, Angela; McNinch, Sandi; Vincent, Crystal; Hart, Kara; Clark, Suzanne
Subject: GOF/VIP Approvals

The Governor has approved the following:

[REDACTED]

[REDACTED]

Norfolk Southern – City of Norfolk - [REDACTED]

[REDACTED]

Kim

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Regards, George

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Sent: Wednesday, September 16, 2015 1:53 PM
To: Consolvo, George L.
Cc: Boring, Alan
Subject: 14177253_3 DOCX.CA(MGF)revisions9.16(CLEAN)

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McNinch, Sandi

From: Foy, Michelle <Michelle.Foy@norfolk.gov>
Sent: Thursday, September 24, 2015 4:31 PM
To: McNinch, Sandi
Subject: RE: Performance Agreement

Sandi,

Can you please explain to me why VEDP is not a party to the Performance Agreement? It seems to me that they should be.

Thanks,
Michelle

Michelle G. Foy, Esq.
Office of the City Attorney
810 Union Street, Suite 900
Norfolk, Virginia 23510
757-664-4225

From: McNinch, Sandi [mailto:smcninch@yesvirginia.org]
Sent: Thursday, September 24, 2015 11:35 AM
To: Consolvo, George; randal.noe@nscorp.com; Foy, Michelle; Boring, Alan
Cc: Chalk, Jared; McNinch, Sandi; Hart, Kara; Povar, Liz
Subject: RE: Performance Agreement

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Given the recent news reports, we want to ensure that we can announce this project shortly.

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Thanks for your help.

Sandi
smcninch@yesvirginia.org
804.545.5617

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Sent: Wednesday, September 16, 2015 2:01 PM
To: randal.noe@nscorp.com; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: FW: Performance Agreement

Let us know if you have any concerns.

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Hart, Kara

From: McNinch, Sandi
Sent: Tuesday, September 29, 2015 10:54 AM
To: Consolvo, George L.
Cc: Foy, Michelle; randal.noe@nscorp.com; McNinch, Sandi; Hart, Kara; Povar, Liz
Subject: RE: NS Performance Agreement

George – Please forgive me for taking so long to get back to you.

[REDACTED]
years. [REDACTED] to shorten that period to 3 years. [REDACTED] These changes will not impact the break-even point, for purposes of Section 4.

We do not expect you, or anyone else, to monitor the 30% jobs to Residents language. As you stated, that language is aspirational. We simply want the Company to be mindful of the language when making hiring decisions.

[REDACTED] k
time? [REDACTED] would you like us to take those steps at this

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Consolvo, George L. [<mailto:glconsolvo@kaufcan.com>]
Sent: Friday, September 25, 2015 11:08 AM
To: McNinch, Sandi
Cc: Foy, Michelle; randal.noe@nscorp.com
Subject: NS Performance Agreement

Sandi-We had a call with Randy Noe this morning.

Couple of things to pass by you:

[REDACTED]

How do you see that affecting , if at all, the Section 4 "break-even point" you asked me to include in the document ?

[REDACTED]

[REDACTED] employee was [REDACTED] incentive

[REDACTED]

[REDACTED]

McNinch, Sandi

From: McNinch, Sandi
Sent: Wednesday, September 30, 2015 12:11 PM
To: Clark, Suzanne; Povar, Liz
Cc: Powell, Twyla
Subject: RE: Norfolk Southern City of Norfolk draft release

It looks fine to me. S.

From: Clark, Suzanne
Sent: Wednesday, September 30, 2015 11:48 AM
To: Povar, Liz; McNinch, Sandi
Cc: Powell, Twyla
Subject: Norfolk Southern City of Norfolk draft release

Liz and Sandi,

Would you mind taking a quick look at the attached draft release announcing the NS consolidation in the City of Norfolk? Obviously this is a sensitive announcement, so I want to have someone else check my wording and quotes before sending to Susan with the company or the City.

Thanks!
Suzanne

*Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806*

McNinch, Sandi

From: Povar, Liz
Sent: Wednesday, September 30, 2015 12:50 PM
To: Clark, Suzanne; McNinch, Sandi
Cc: Powell, Twyla
Subject: RE: Norfolk Southern City of Norfolk draft release

Suzanne: looks fine to me.

Sent with Good (www.good.com)

From: Clark, Suzanne
Sent: Wednesday, September 30, 2015 3:47:32 PM
To: Povar, Liz; McNinch, Sandi
Cc: Powell, Twyla
Subject: Norfolk Southern City of Norfolk draft release

Liz and Sandi,

Would you mind taking a quick look at the attached draft release announcing the NS consolidation in the City of Norfolk? Obviously this is a sensitive announcement, so I want to have someone else check my wording and quotes before sending to Susan with the company or the City.

Thanks!
Suzanne

*Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806*

Povar, Liz

From: Terpay, Susan M. <Susan.Terpay@nscorp.com>
Sent: Wednesday, September 30, 2015 4:20 PM
To: Clark, Suzanne
Cc: Povar, Liz; Powell, Twyla
Subject: RE: Draft Governor's releases

Suzanne:

Thank you for the drafts. I have shared them with our law department and I am reviewing them. I'll check on the timing of issuing a release and provide a quote.

Susan Terpay

Director Public Relations | Norfolk Southern Corp. | Three Commercial Place | Norfolk, VA 23510
757-823-5204 office | 757-615-0639 cell

From: Clark, Suzanne [<mailto:sclark@yesvirginia.org>]
Sent: Wednesday, September 30, 2015 3:43 PM
To: Terpay, Susan M.
Cc: Povar, Liz; Powell, Twyla
Subject: [EXTERNAL] Draft Governor's releases

Susan,

Attached for company review and approval are the draft Governor's releases announcing both the project in Norfolk [REDACTED] [REDACTED]. Please note that I will need company quotes for each release. I will also be sending these drafts separately to both localities to get quotes.

Please let me know your thoughts on timing of the announcement. Is the company's preference still to have the Performance Agreements finalized prior to announcing?

Thanks,
Suzanne

Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806

Povar, Liz

From: Boring, Alan <alan.boring@norfolk.gov>
Sent: Thursday, October 01, 2015 5:01 PM
To: Clark, Suzanne
Cc: Povar, Liz
Subject: FW: NS Mayor quote

Suzanne,

Please see below and let me know if you have any questions. Thanks. AB

From: Crouch, Lori
Sent: Thursday, October 01, 2015 4:41 PM
To: Boring, Alan
Cc: Parker, Sarah
Subject: NS Mayor quote

Here's the final-

"Norfolk Southern continues its long term relationship with Virginia and Norfolk by choosing to relocate [REDACTED] new jobs to our city," said Paul D. Fraim, Norfolk Mayor. "Norfolk Southern is making a significant investment to grow its headquarters while providing competitive well-paying job opportunities to our community."

Lori Crouch
Public Relations Manager

City of Norfolk

810 Union Street, Suite 306

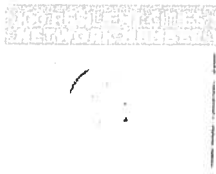
Norfolk, Va. 23510

Office (757) 664-4067

Cell (757) 646-5381

Facebook: www.facebook.com/NorfolkVA

Twitter: www.twitter.com/NorfolkVA



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A separate agreement providing the details of the parking incentive will be circulated in the next day or so.

Regards, George

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http://secure-web.cisco.com/1xYd-xytz93qiDjQx6OePafFRL5_24qmiRXOsgB9k-xQJ4yZltb_gwWT5mObZgriyh-jXqt3p39WTVGlcN8AM4BG_ZgTBWlxvSoWvJaOAyhd5VwfYclSVNrgRXELaG7JD--d8rhkRbxqJW78FfYji5s4UAZuHFtnirH9gu0Th9-sglGstxjGhtG_FFctvb9fLakXr4dSI8o8IYI3cRRhDljpcgAJzwS-2WMhNGIO4v8U/http%3A%2F%2Fwww.kaufCAN.com

From: Foy, Michelle [<mailto:Michelle.Foy@norfolk.gov>]
Sent: Wednesday, September 16, 2015 1:53 PM
To: Consolvo, George L.
Cc: Boring, Alan
Subject: 14177253_3 DOCX.CA(MGF)revisions9.16(CLEAN)

Clean copy of Performance Agreement attached.

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send to you or directly to Maurice with cc to you if preferred.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, October 02, 2015 1:28:37 PM
To: Povar, Liz; Goodwin, Katherine; Ellett, Kim
Cc: McNinch, Sandi; Hart, Kara
Subject: FW: Performance Agreement

[REDACTED] We will, obviously, need to rerun the ROI and, I suspect, suggest a [REDACTED] COF to the Secretary.

I hardly know what to say to this. They had already given us their application letter with the higher numbers.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Noe, Randy, S. [<mailto:Randal.No@nscorp.com>]
Sent: Thursday, October 01, 2015 6:03 PM
To: 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: RE: Performance Agreement

I attach Norfolk Southern's proposed revisions and comments to the Performance agreement. You will note that we have adjusted the number of New Jobs and their average salaries as well as the level of Capital Investment. I understand these adjustments will necessitate a re-calculation of the ROI.

Depending on what the parking incentive agreement says, we may need to make further changes to this draft.

I would welcome a call to talk through our comments and am generally available tomorrow and Monday.

Regards, Randy

Randal S. Noe
General Counsel - Operations
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510
ph. (757) 533-4887
fax (757) 629-2607
randal.no@nscorp.com

From: Consolvo, George L. [<mailto:giconsolvo@kaufcan.com>]
Sent: Wednesday, September 16, 2015 2:01 PM
To: Noe, Randy, S.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: [EXTERNAL] FW: Performance Agreement

McNinch, Sandi

From: Hart, Kara
Sent: Friday, October 02, 2015 10:35 AM
To: McNinch, Sandi
Subject: RE: Performance Agreement

I liked Liz's response. Kara

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, October 02, 2015 2:21:20 PM
To: Povar, Liz; Goodwin, Katherine; Ellett, Kim
Cc: Hart, Kara; McNinch, Sandi
Subject: RE: Performance Agreement

Would you like me to send a friendly note to the SOCT to tell him to expect a new memo/ROI? S.

From: Povar, Liz
Sent: Friday, October 02, 2015 10:20 AM
To: McNinch, Sandi; Goodwin, Katherine; Ellett, Kim
Cc: Hart, Kara; McNinch, Sandi
Subject: RE: Performance Agreement

Crap.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, October 02, 2015 1:54:21 PM
To: Povar, Liz; Goodwin, Katherine; Ellett, Kim
Cc: Hart, Kara; McNinch, Sandi
Subject: RE: Performance Agreement

[REDACTED]

From: Povar, Liz
Sent: Friday, October 02, 2015 9:49 AM
To: McNinch, Sandi; Goodwin, Katherine; Ellett, Kim
Cc: McNinch, Sandi; Hart, Kara
Subject: RE: Performance Agreement

[REDACTED]

Any wage change? Katherine please re-run. I will not have this revision ready for Monday Kim; and am not even inclined to ask for it out of sequence. But will finalize memo next week and

Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: [EXTERNAL] FW: Performance Agreement

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From: Foy, Michelle [<mailto:Michelle.Foy@norfolk.gov>]
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General Counsel - Operations
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ph. (757) 533-4887
fax (757) 629-2607
randal.no@nscorp.com

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Sent: Wednesday, September 16, 2015 2:01 PM
To: Noe, Randy, S.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi

Hart, Kara

From: Povar, Liz
Sent: Friday, October 02, 2015 11:36 AM
To: McNinch, Sandi; Goodwin, Katherine; Ellett, Kim
Cc: Hart, Kara; McNinch, Sandi
Subject: RE: Performance Agreement

Thank you, yes.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, October 02, 2015 2:21:20 PM
To: Povar, Liz; Goodwin, Katherine; Ellett, Kim
Cc: Hart, Kara; McNinch, Sandi
Subject: RE: Performance Agreement


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From: Povar, Liz
Sent: Friday, October 02, 2015 10:20 AM
To: McNinch, Sandi; Goodwin, Katherine; Ellett, Kim
Cc: Hart, Kara; McNinch, Sandi
Subject: RE: Performance Agreement

Crap.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, October 02, 2015 1:54:21 PM
To: Povar, Liz; Goodwin, Katherine; Ellett, Kim
Cc: Hart, Kara; McNinch, Sandi
Subject: RE: Performance Agreement



From: Povar, Liz
Sent: Friday, October 02, 2015 9:49 AM
To: McNinch, Sandi; Goodwin, Katherine; Ellett, Kim
Cc: McNinch, Sandi; Hart, Kara
Subject: RE: Performance Agreement

Hart, Kara

From: Jones, Maurice (GOV)
Sent: Sunday, October 04, 2015 10:14 AM
To: McNinch, Sandi
Cc: Briley, Martin; Povar, Liz; Goodwin, Katherine
Subject: Re: NS

Never a dull moment!

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

On Oct 2, 2015, at 12:00 PM, McNinch, Sandi <smcninch@yesvirginia.org> wrote:

Maurice:

When you approved the incentive package for the Norfolk HQ expansion for NS, it was envisioned that NS would create [REDACTED] new jobs paying an average annual wage of at least [REDACTED] and would maintain those jobs for at least [REDACTED] years. Further, it was envisioned that NS would invest [REDACTED] at the HQ. The letter from the company applying for the [REDACTED] COF contained these targets.

Upon the review of the Performance Agreement, the Company now wishes [REDACTED]

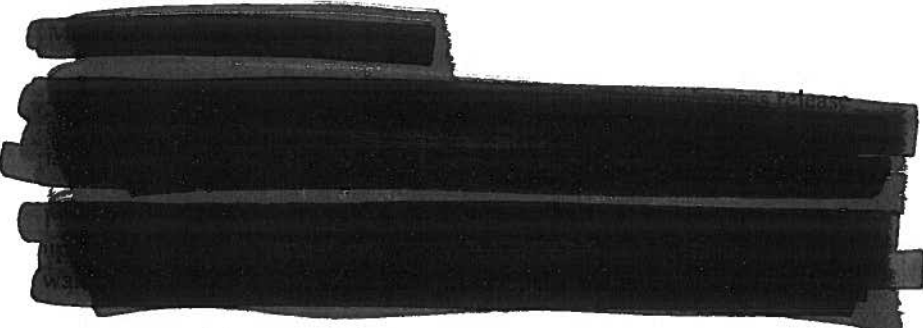
[REDACTED]

We just wanted to keep you apprised of this development. We are in the process of re-running the ROI. That will give you the information that you need to determine whether you wish to stick with a [REDACTED] COF.

Sandi
smcninch@yesvirginia.org
804.545.5617


Date: 09/30/2015 03:49 PM

Subject: Draft Governor's press release- Norfolk Southern



Thanks in advance for your help!
Suzanne

Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806



To: Clark, Suzanne <sclark@yesvirginia.org>
Cc: McNinch, Sandi <smcninch@yesvirginia.org>
Subject: FW: Draft Governor's press release- Norfolk Southern

Suzanne - in case you weren't aware - for the Norfolk project, the company has [REDACTED] and so we're having to re-run the ROI and get re-approval. I also have to see what impact this has to the local match. Don't know what type of timing you were thinking about for the announcement(s) but wanted to make you aware in case they're tied together.....

Sigh.

Sent with Good (www.good.com)

[REDACTED]
Sent: Monday, October 05, 2015 12:50:18 PM
To: Clark, Suzanne

[REDACTED]
Subject: Re: Draft Governor's press release- Norfolk Southern

Suzanne,

Please

From: "Clark, Suzanne" <sclark@yesvirginia.org>

To: [REDACTED]

Cc: [REDACTED]

"Povar, Liz" <LPovar@yesvirginia.org>

McNinch, Sandi

From: Clark, Suzanne
Sent: Monday, October 05, 2015 1:17 PM
To: Povar, Liz
Cc: McNinch, Sandi; Barnett, Vince
Subject: RE: Draft Governor's press release- Norfolk Southern

[REDACTED]

[REDACTED]

Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806

From: Povar, Liz
Sent: Monday, October 05, 2015 9:42 AM
To: Clark, Suzanne <sclark@yesvirginia.org>
Cc: McNinch, Sandi <smcninch@yesvirginia.org>
Subject: RE: Draft Governor's press release- Norfolk Southern

Yep; it just came up late last week.

From: Clark, Suzanne
Sent: Monday, October 05, 2015 9:28 AM
To: Povar, Liz
Cc: McNinch, Sandi
Subject: RE: Draft Governor's press release- Norfolk Southern

I was waiting to hear from the company on timing, but did get a quote back from the City of Norfolk without mention of different numbers. The draft I sent was announcing [REDACTED] new jobs and [REDACTED] million investment.

I will wait to hear from you on the new numbers/COF amount.

Thanks for the heads up!

Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806

From: Povar, Liz
Sent: Monday, October 05, 2015 9:26 AM

From: Consolvo, George L. [mailto:glconsolvo@kaufcan.com]
Sent: Wednesday, September 16, 2015 2:01 PM
To: Noe, Randy, S.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: [EXTERNAL] FW: Performance Agreement

All-I have attached a draft of the form of the Performance Agreement among Norfolk Southern, the City of Norfolk and the Economic Development Authority of the City of Norfolk.

A separate agreement providing the details of the parking incentive will be circulated in the next day or so.

Regards, George

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208

F (888) 360.9092

glconsolvo@kaufcan.com

http://secure-web.cisco.com/1xYd-xytz93qiDjQx6OePafFRL5_24qmiRXOsgB9k-xQJ4yZltb_gwWT5mObZgriyh-jXqt3p39WTVGlcn8AM4BG_ZgTBWlxvSoWvJaOAyhd5VwfYcISVNrgRXELaG7JD--d8rhkRbxqJW78FfYji5s4UAZuHFtnirH9gu0Th9-sglGstxjGhtG_FFctvb9fLakXr4dSI8o8IYI3cRRhDljpcgAJzwS-2WMhNGIO4v8U/http%3A%2F%2Fwww.kaufCAN.com

From: Foy, Michelle [mailto:Michelle.Foy@norfolk.gov]
Sent: Wednesday, September 16, 2015 1:53 PM
To: Consolvo, George L.
Cc: Boring, Alan
Subject: 14177253_3 DOCX.CA(MGF)revisions9.16(CLEAN)

Clean copy of Performance Agreement attached.

The information contained in this electronic message is legally privileged and confidential under applicable law, and is intended only for the use of the individual or entity named above. If you are not the intended recipient of this message, you are hereby notified that any use, distribution, copying or disclosure of this communication is strictly prohibited. If you have received this communication in error, please notify Kaufman & Canoles at (757) 624-3000 or by return e-mail to helpdesk@kaufcan.com, and purge the communication immediately without making any copy or distribution.

Cc: McNinch, Sandi <smcninch@yesvirginia.org>; Hart, Kara <khart@yesvirginia.org>

Subject: RE: Performance Agreement

[REDACTED]? Any wage change? Katherine please re-run. I will not have this revision ready for Monday Kim; and am not even inclined to ask for it out of sequence. But will finalize memo next week and send to you or directly to Maurice with cc to you if preferred.

Sent with Good (www.good.com)

From: McNinch, Sandi

Sent: Friday, October 02, 2015 1:28:37 PM

To: Povar, Liz; Goodwin, Katherine; Ellett, Kim

Cc: McNinch, Sandi; Hart, Kara

Subject: FW: Performance Agreement

[REDACTED] We will, obviously, need to rerun the ROI and, I suspect, suggest a [REDACTED] OF to the Secretary..

I hardly know what to say to this. They had already given us their application letter with the higher numbers.

Sandi

smcninch@yesvirginia.org

804.545.5617

From: Noe, Randy, S. [<mailto:Randal.No@nscorp.com>]

Sent: Thursday, October 01, 2015 6:03 PM

To: 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi

Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)

Subject: RE: Performance Agreement

I attach Norfolk Southern's proposed revisions and comments to the Performance agreement. You will note that we have adjusted the number of New Jobs and their average salaries as well as the level of Capital Investment. I understand these adjustments will necessitate a re-calculation of the ROI.

Depending on what the parking incentive agreement says, we may need to make further changes to this draft.

I would welcome a call to talk through our comments and am generally available tomorrow and Monday.

Regards, Randy

Randal S. Noe
General Counsel - Operations
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510
ph. (757) 533-4887
fax (757) 629-2607
randal.no@nscorp.com

To: McClintock, Robert
Subject: FW: Performance Agreement

Rob,
Please see Liz's question regarding a decrease in COF for Norfolk Southern headquarters. I'm ok with whatever you think is best.

Katherine

From: Povar, Liz
Sent: Monday, October 05, 2015 10:19 AM
To: Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: RE: Performance Agreement

☺ I understand. Thanks for sending, will work on this....

Does Research have any recommendation for reducing the COF? I'm thinking that we should advise a [REDACTED] drop in employment should result in a [REDACTED] drop in COF. Thoughts?

From: Goodwin, Katherine
Sent: Monday, October 05, 2015 10:16 AM
To: Povar, Liz
Subject: RE: Performance Agreement

I'm having a challenging day—sorry for hitting the send instead of paste button.

Attached is the original ROI [REDACTED] and the COF memo template.

Please let me know if you have any questions or need anything,
Katherine

From: Povar, Liz
Sent: Monday, October 05, 2015 10:13 AM
To: Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: RE: Performance Agreement

Katherine – could you also reproduce the memo that I'll need to revise? And remind me, what was the original payback year?

From: Goodwin, Katherine
Sent: Monday, October 05, 2015 7:11 AM
To: Povar, Liz; McNinch, Sandi; Ellett, Kim
Cc: McNinch, Sandi; Hart, Kara; McClintock, Robert
Subject: RE: Performance Agreement

The revised ROI is attached. Please let me know if you have any questions or revisions.
Katherine

From: Povar, Liz
Sent: Friday, October 02, 2015 9:49 AM
To: McNinch, Sandi <smcninch@yesvirginia.org>; Goodwin, Katherine <kgoodwin@yesvirginia.org>; Ellett, Kim <KEllett@yesvirginia.org>

McNinch, Sandi

From: Povar, Liz
Sent: Monday, October 05, 2015 2:44 PM
To: Goodwin, Katherine; McNinch, Sandi
Subject: RE: Performance Agreement

Exceedingly helpful. The ten-year requirement was tied to Norfolk's support and I would be surprised if Norfolk backed off that. Hope to hear from them today or tomorrow.

Sent with Good (www.good.com)

From: Goodwin, Katherine
Sent: Monday, October 05, 2015 5:53:58 PM
To: Povar, Liz; McNinch, Sandi
Subject: FW: Performance Agreement

Sandi and Liz,
Here are Rob's thoughts on the NS COF.

From: McClintock, Robert
Sent: Monday, October 05, 2015 11:30 AM
To: Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: RE: Performance Agreement

OK looking at the top line revenue only from this deal here is what I think:

- Scenario 1: Perf Agreement 10yr NPV revenue was : [REDACTED]
[REDACTED]
Committed Revenue reduction of [REDACTED]
Thus I would drop the [REDACTED] COF by [REDACTED] resulting in COF of \$ [REDACTED]
- Scenario 2: Perf Agreement 10yr NPV Revenue was: [REDACTED]
[REDACTED]
This would be a reduction in Revenue of [REDACTED]
Thus I would drop the [REDACTED] COF by [REDACTED] resulting in COF of [REDACTED]
- Scenario 3: Stop the deal altogether [REDACTED]

I prefer Scenario 3. Based on what they are suggesting and if it holds and if we have to pay anything, Scenario 1, is my recommendation.

From: Goodwin, Katherine
Sent: Monday, October 05, 2015 10:28 AM

Suzanne,

Please see revised quote. According to the latest Performance Agreement, NS has reduced the number of jobs from [REDACTED] to [REDACTED]. The new quote reflects this. Thanks. AB

"Norfolk Southern continues its long term relationship with Virginia and Norfolk by choosing to relocate [REDACTED] new jobs to our city," said Paul D. Fraim, Norfolk Mayor. "Norfolk Southern is making a significant investment to grow its headquarters while providing competitive well-paying job opportunities to our community."

From: Boring, Alan
Sent: Thursday, October 01, 2015 5:02 PM
To: 'Clark, Suzanne'
Cc: 'Povar, Liz'
Subject: FW: NS Mayor quote

Suzanne,

Please see below and let me know if you have any questions. Thanks. AB

From: Crouch, Lori
Sent: Thursday, October 01, 2015 4:41 PM
To: Boring, Alan
Cc: Parker, Sarah
Subject: NS Mayor quote

Here's the final-

"Norfolk Southern continues its long term relationship with Virginia and Norfolk by choosing to relocate [REDACTED] new jobs to our city," said Paul D. Fraim, Norfolk Mayor. "Norfolk Southern is making a significant investment to grow its headquarters while providing competitive well-paying job opportunities to our community."

Lori Crouch

Public Relations Manager

City of Norfolk

810 Union Street, Suite 306

Norfolk, Va. 23510

Office (757) 664-4067

Cell (757) 646-5381

Facebook: www.facebook.com/NorfolkVA

Twitter: www.twitter.com/NorfolkVA



Povar, Liz

From: Boring, Alan <alan.boring@norfolk.gov>
Sent: Monday, October 05, 2015 3:13 PM
To: Povar, Liz
Cc: Foy, Michelle
Subject: Re: NS Mayor quote

That is correct. In order for our match to work, we need ten years. Thanks. AB

From: Povar, Liz <LPovar@yesvirginia.org>
Sent: Monday, October 5, 2015 2:53 PM
To: Boring, Alan
Cc: Foy, Michelle
Subject: RE: NS Mayor quote

Alan: also they want to drop the "maintenance clause" from 10 years to 5. I believe Norfolk was requiring the 10 years so also need to know the city's stance on that. It will affect our ROI.

Thanks.

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Monday, October 05, 2015 2:11:55 PM
To: Povar, Liz; Clark, Suzanne
Cc: Foy, Michelle
Subject: RE: NS Mayor quote

Liz,

I'll be talking with our attorney later today and I'll let you know. Thanks. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Monday, October 05, 2015 10:11 AM
To: Boring, Alan; Clark, Suzanne
Subject: RE: NS Mayor quote

Alan: they've also dropped their capx, and we will need to re-run the ROI and resubmit to Secretary for re-approval. Please advise any impact to your local incentives, so we can confirm that there is enough local match if the GOF is revised.

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Monday, October 05, 2015 10:08 AM
To: Clark, Suzanne
Cc: Povar, Liz
Subject: RE: NS Mayor quote

Depending on what the parking incentive agreement says, we may need to make further changes to this draft.

I would welcome a call to talk through our comments and am generally available tomorrow and Monday.

Regards, Randy

Randal S. Noe
General Counsel - Operations
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510
ph. (757) 533-4887
fax (757) 629-2607
randal.noe@nscorp.com

From: Consolvo, George L. [<mailto:glconsolvo@kaufcan.com>]
Sent: Wednesday, September 16, 2015 2:01 PM
To: Noe, Randy, S.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: [EXTERNAL] FW: Performance Agreement

All-I have attached a draft of the form of the Performance Agreement among Norfolk Southern, the City of Norfolk and the Economic Development Authority of the City of Norfolk.

A separate agreement providing the details of the parking incentive will be circulated in the next day or so.

Regards, George

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From: Foy, Michelle [<mailto:Michelle.Foy@norfolk.gov>]
Sent: Wednesday, September 16, 2015 1:53 PM
To: Consolvo, George L.
Cc: Boring, Alan
Subject: 14177253_3 DOCX.CA(MGF)revisions9.16(CLEAN)

Clean copy of Performance Agreement attached.

Katherine – could you also reproduce the memo that I'll need to revise? And remind me, what was the original payback year?

From: Goodwin, Katherine
Sent: Monday, October 05, 2015 7:11 AM
To: Povar, Liz; McNinch, Sandi; Ellett, Kim
Cc: McNinch, Sandi; Hart, Kara; McClintock, Robert
Subject: RE: Performance Agreement

The revised ROI is attached. Please let me know if you have any questions or revisions.
Katherine

From: Povar, Liz
Sent: Friday, October 02, 2015 9:49 AM
To: McNinch, Sandi <smcninch@yesvirginia.org>; Goodwin, Katherine <kgoodwin@yesvirginia.org>; Ellett, Kim <KEllett@yesvirginia.org>
Cc: McNinch, Sandi <smcninch@yesvirginia.org>; Hart, Kara <khart@yesvirginia.org>
Subject: RE: Performance Agreement

[REDACTED] Any wage change? Katherine please re-run. I will not have this revision ready for Monday Kim; and am not even inclined to ask for it out of sequence. But will finalize memo next week and send to you or directly to Maurice with cc to you if preferred.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, October 02, 2015 1:28:37 PM
To: Povar, Liz; Goodwin, Katherine; Ellett, Kim
Cc: McNinch, Sandi; Hart, Kara
Subject: FW: Performance Agreement

[REDACTED] We will, obviously, need to rerun the ROI and, I suspect, suggest a [REDACTED] to the Secretary.

I hardly know what to say to this. They had already given us their application letter with [REDACTED]

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Noe, Randy, S. [<mailto:Randal.No@nscorp.com>]
Sent: Thursday, October 01, 2015 6:03 PM
To: 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: RE: Performance Agreement

I attach Norfolk Southern's proposed revisions and comments to the Performance agreement. You will note that [REDACTED]
[REDACTED]
understand these adjustments will necessitate a re-calculation of the ROI.

Thus I would drop the [REDACTED] COF by [REDACTED]; resulting in COF of [REDACTED]

Scenario 2: Perf Agreement 10yr NPV Revenue was:

This would be a reduction in Revenue of [REDACTED]

Thus I would drop the [REDACTED] by [REDACTED] resulting in COF of [REDACTED]

Scenario 3: Stop the deal altogether [REDACTED]

I prefer Scenario 3. Based on what they are suggesting and if it holds and if we have to pay anything, Scenario 1, is my recommendation.

From: Goodwin, Katherine

Sent: Monday, October 05, 2015 10:28 AM

To: McClintock, Robert

Subject: FW: Performance Agreement

Rob,

Please see Liz's question regarding a decrease in COF for Norfolk Southern headquarters. I'm ok with whatever you think is best.

Katherine

From: Povar, Liz

Sent: Monday, October 05, 2015 10:19 AM

To: Goodwin, Katherine <kgoodwin@yesvirginia.org>

Subject: RE: Performance Agreement

☺ I understand. Thanks for sending, will work on this....

Does Research have any recommendation for reducing the COF? I'm thinking that we should advise a [REDACTED] drop in employment should result in a [REDACTED] drop in COF. Thoughts?

From: Goodwin, Katherine

Sent: Monday, October 05, 2015 10:16 AM

To: Povar, Liz

Subject: RE: Performance Agreement

I'm having a challenging day—sorry for hitting the send instead of paste button.

Attached is the original ROI [REDACTED] and the COF memo template.

Please let me know if you have any questions or need anything,
Katherine

From: Povar, Liz

Sent: Monday, October 05, 2015 10:13 AM

To: Goodwin, Katherine <kgoodwin@yesvirginia.org>

Subject: RE: Performance Agreement

Thanks; I'll do a standard memo tonight and send to you all for comments.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Monday, October 05, 2015 6:58:04 PM
To: Povar, Liz; Goodwin, Katherine; McClintock, Robert
Subject: RE: Performance Agreement

Shall I do-up a one-pager to Maurice noting our preference?

From: Povar, Liz
Sent: Monday, October 05, 2015 2:54 PM
To: McNinch, Sandi; Goodwin, Katherine; McClintock, Robert
Cc: McNinch, Sandi
Subject: RE: Performance Agreement

And I believe they have already started moving in, so technically.....

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Monday, October 05, 2015 6:39:44 PM
To: Goodwin, Katherine; Povar, Liz; McClintock, Robert
Cc: McNinch, Sandi
Subject: RE: Performance Agreement

I could live with Scenario #1, but I prefer cenário #3. S.

From: Goodwin, Katherine
Sent: Monday, October 05, 2015 1:54 PM
To: Povar, Liz; McNinch, Sandi
Subject: FW: Performance Agreement

Sandi and Liz,
Here are Rob's thoughts on the NS COF.

From: McClintock, Robert
Sent: Monday, October 05, 2015 11:30 AM
To: Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: RE: Performance Agreement

OK looking at the top line revenue only from this deal here is what I think:

Scenario 1: Perf Agreement 10yr NPV revenue was :

Committed Revenue reduction of

\$12,203,049

McNinch, Sandi

From: McClintock, Robert
Sent: Tuesday, October 06, 2015 8:56 AM
To: Povar, Liz; McNinch, Sandi; Goodwin, Katherine
Subject: RE: Performance Agreement

Sensitivity: Confidential

I can live with the memo. Suggest you tweak this paragraph as follows (add the red stuff, delete the highlighted stuff.) I don't have the data to address what was highlighted in the very last paragraph, so somebody will need to do that subtraction. Thanks. --Rob

Should this recommendation not be accepted, VEDP advises that a COF of \$1.925 million represents the appropriate award, based on the reduced income to Virginia. over 20 years. The previously approved COF resulted in a 10-year NPV Revenue of [REDACTED]. Based on the revised jobs and wages, the new 10-year current NPV Revenue would be [REDACTED] a reduction of 23%. Decreasing the approved COF by 23% would result in a COF of \$1,925,000. This should only be approved if the company recommits to the 10-year job retention period.

From: Povar, Liz
Sent: Monday, October 05, 2015 8:41 PM
To: McNinch, Sandi; Goodwin, Katherine; McClintock, Robert
Subject: RE: Performance Agreement
Sensitivity: Confidential

OK, take a look at this memo. I think it's important that we stick with the language we've used in previous memos, as it clearly puts the decision in the hands of the Administration.

In this version, the recommendation is made that the COF be rescinded. There is a second paragraph that outlines Rob's rationale for [REDACTED]. I'd only give them the [REDACTED] they push back on these two options.

The only thing I've heard back from the City is that they will definitely require [REDACTED]. No answer yet on if this changes their offer.

If you're in agreement with this approach, then Katherine, I'll need another ROI using the [REDACTED]. I'd plan to hold this until I hear back from City unless no answer by Thursday, then may want to go ahead and submit it "pending" an answer from the City.

Let me know what you think.....

From: Povar, Liz
Sent: Monday, October 05, 2015 3:01 PM
To: McNinch, Sandi; Goodwin, Katherine; McClintock, Robert
Subject: RE: Performance Agreement

McNinch, Sandi

From: Hart, Kara
Sent: Tuesday, October 06, 2015 11:10 AM
To: McNinch, Sandi
Subject: NS - Norfolk

Are we just waiting on a revised preapproval memo to go with the revised ROI? Kara

Cc: McNinch, Sandi; Hart, Kara
Subject: FW: Performance Agreement

[REDACTED] We will, obviously, need to rerun the ROI and, I suspect, suggest a [REDACTED] CDF to the Secretary.

I hardly know what to say to this. They had already given us their application letter with [REDACTED]

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Sent with Good (www.good.com)

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Subject: RE: Performance Agreement

OK looking at the top line revenue only from this deal here is what I think:

- Scenario 1: Perf Agreement 10yr NPV revenue was : [REDACTED]
[REDACTED] New 5-yr revenue is \$7,000,000
Committed Revenue reduction of [REDACTED]
Thus I would drop the [REDACTED] COF by [REDACTED] resulting in COF of [REDACTED]
- Scenario 2: Perf Agreement 10yr NPV Revenue was: [REDACTED]
[REDACTED]
This would be a reduction in Revenue of 23% [REDACTED]
Thus I would drop the [REDACTED] COF [REDACTED] resulting in COF of [REDACTED]
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From: Povar, Liz
Sent: Monday, October 05, 2015 10:19 AM
To: Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: RE: Performance Agreement

☺ I understand. Thanks for sending, will work on this....

In this version, the recommendation is made that the COF be rescinded. There is a second paragraph that outlines Rob's rationale for [REDACTED] I'd only give them the [REDACTED] if they push back on these two options.

The only thing I've heard back from the City is that they will definitely require [REDACTED] No answer yet on if this changes their offer.

If you're in agreement with this approach, then Katherine, I'll need another ROI using the [REDACTED] I'd plan to hold this until I hear back from City unless no answer by Thursday, then may want to go ahead and submit it "pending" an answer from the City.

Let me know what you think.....

From: Povar, Liz
Sent: Monday, October 05, 2015 3:01 PM
To: McNinch, Sandi; Goodwin, Katherine; McClintock, Robert
Subject: RE: Performance Agreement

Thanks; I'll do a standard memo tonight and send to you all for comments.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Monday, October 05, 2015 6:58:04 PM
To: Povar, Liz; Goodwin, Katherine; McClintock, Robert
Subject: RE: Performance Agreement

Shall I do-up a one-pager to Maurice noting our preference?

From: Povar, Liz
Sent: Monday, October 05, 2015 2:54 PM
To: McNinch, Sandi; Goodwin, Katherine; McClintock, Robert
Cc: McNinch, Sandi
Subject: RE: Performance Agreement

And I believe they have already started moving in, so technically.....

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Monday, October 05, 2015 6:39:44 PM
To: Goodwin, Katherine; Povar, Liz; McClintock, Robert
Cc: McNinch, Sandi
Subject: RE: Performance Agreement

I could live with Scenario #1, but I prefer scenario #3. S.

Hart, Kara

From: McClintock, Robert
Sent: Tuesday, October 06, 2015 1:47 PM
To: McNinch, Sandi; Povar, Liz; Goodwin, Katherine
Cc: Hart, Kara
Subject: RE: Performance Agreement

Sensitivity: Confidential

I'm sold.

From: McNinch, Sandi
Sent: Tuesday, October 06, 2015 1:46 PM
To: McClintock, Robert; Povar, Liz; Goodwin, Katherine
Cc: McNinch, Sandi; Hart, Kara
Subject: RE: Performance Agreement
Sensitivity: Confidential

Sorry if I'm a little late to the game. I might go even further and end that paragraph with: If the company is unwilling to recommit to the [REDACTED] we suggest that the resulting COF be reduced to [REDACTED]

From: McClintock, Robert
Sent: Tuesday, October 06, 2015 8:56 AM
To: Povar, Liz; McNinch, Sandi; Goodwin, Katherine
Subject: RE: Performance Agreement
Sensitivity: Confidential

I can live with the memo. Suggest you tweak this paragraph as follows (add the red stuff, delete the highlighted stuff.)
I don't have the data to address what was highlighted in the very last paragraph, so somebody will need to do that subtraction. Thanks. --Rob

[REDACTED]

From: Povar, Liz
Sent: Monday, October 05, 2015 8:41 PM
To: McNinch, Sandi; Goodwin, Katherine; McClintock, Robert
Subject: RE: Performance Agreement
Sensitivity: Confidential

OK, take a look at this memo. I think it's important that we stick with the language we've used in previous memos, as it clearly puts the decision in the hands of the Administration.

McNinch, Sandi

From: Povar, Liz
Sent: Tuesday, October 06, 2015 3:21 PM
To: Ellett, Kim
Cc: Briley, Martin; McNinch, Sandi; Goodwin, Katherine
Subject: RE: NS

I'm in process of that; sent draft to internal team yesterday and have comments back. Don't want to send up until I hear back from Norfolk; if I don't hear from them by Thursday will call again. If no decision on their part, will still plan to send our memo for the normal Friday delivery.

From: Ellett, Kim
Sent: Tuesday, October 06, 2015 2:45 PM
To: Povar, Liz
Cc: Briley, Martin; McNinch, Sandi; Goodwin, Katherine; Ellett, Kim
Subject: FW: NS

Liz,

Will you be preparing a revised preapproval memo to the Secretary for Norfolk Southern based on the revised ROI Katherine sent to us?

Kim

From: McNinch, Sandi
Sent: Friday, October 02, 2015 12:01 PM
To: Jones, Maurice A. <maurice.jones@governor.virginia.gov>
Cc: Briley, Martin <MBriley@yesvirginia.org>; Povar, Liz <LPovar@yesvirginia.org>; McNinch, Sandi <smcninch@yesvirginia.org>; Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: NS

Maurice:

When you approved the incentive package for the Norfolk HQ expansion for NS, it was envisioned that NS would create [REDACTED] new jobs paying an average annual wage of at least [REDACTED] and would maintain those jobs for at least [REDACTED] years. Further, it was envisioned that NS would invest [REDACTED] at the HQ. The letter from the company applying for the [REDACTED] COF contained these targets.

Upon the review of the Performance Agreement, the Company now wishes to [REDACTED]

We just wanted to keep you apprised of this development. We are in the process of re-running the ROI. That will give you the information that you need to determine whether you wish to stick with a \$2,500,000 COF.

Sandi
smcninch@yesvirginia.org
804.545.5617

To: 'Clark, Suzanne'
Cc: 'Povar, Liz'
Subject: FW: NS Mayor quote

Suzanne,

Please see below and let me know if you have any questions. Thanks. AB

From: Crouch, Lori
Sent: Thursday, October 01, 2015 4:41 PM
To: Boring, Alan
Cc: Parker, Sarah
Subject: NS Mayor quote

Here's the final-

"Norfolk Southern continues its long term relationship with Virginia and Norfolk by choosing to relocate [REDACTED] new jobs to our city," said Paul D. Fraim, Norfolk Mayor. "Norfolk Southern is making a significant investment to grow its headquarters while providing competitive well-paying job opportunities to our community."

Lori Crouch
Public Relations Manager
City of Norfolk

810 Union Street, Suite 306

Norfolk, Va. 23510

office (757) 664-4067

cell (757) 646-5381

Facebook: www.facebook.com/NorfolkVA

Twitter: www.twitter.com/NorfolkVA



From: Povar, Liz <LPovar@yesvirginia.org>
Sent: Monday, October 5, 2015 2:53 PM
To: Boring, Alan
Cc: Foy, Michelle
Subject: RE: NS Mayor quote

Alan: also they want to drop the "maintenance clause" from 10 years to [REDACTED] believe Norfolk was requiring the 10 years so also need to know the city's stance on that. It will affect our ROI.

Thanks.

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Monday, October 05, 2015 2:11:55 PM
To: Povar, Liz; Clark, Suzanne
Cc: Foy, Michelle
Subject: RE: NS Mayor quote

Liz,

I'll be talking with our attorney later today and I'll let you know. Thanks. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Monday, October 05, 2015 10:11 AM
To: Boring, Alan; Clark, Suzanne
Subject: RE: NS Mayor quote

Alan: they've also dropped their capx, and we will need to re-run the ROI and resubmit to Secretary for re-approval. Please advise any impact to your local incentives, so we can confirm that there is enough local match if the GOF is revised.

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Monday, October 05, 2015 10:08 AM
To: Clark, Suzanne
Cc: Povar, Liz
Subject: RE: NS Mayor quote

Suzanne,

Please see revised quote. According to the latest Performance Agreement, NS has reduced the number of jobs from [REDACTED] [REDACTED] The new quote reflects this. Thanks. AB

Norfolk Southern continues its long term relationship with Virginia and Norfolk by choosing to relocate [REDACTED] new jobs to our city," said Paul D. Fraim, Norfolk Mayor. "Norfolk Southern is making a significant investment to grow its headquarters while providing competitive well-paying job opportunities to our community."

From: Boring, Alan
Sent: Thursday, October 01, 2015 5:02 PM

Povar, Liz

From: Povar, Liz
Sent: Wednesday, October 07, 2015 2:39 PM
To: 'Boring, Alan'
Cc: Foy, Michelle
Subject: RE: NS Mayor quote

Sensitivity: Confidential

Thanks Alan. Clarification: will the City require a 10-year jobs maintenance?

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Wednesday, October 07, 2015 2:30 PM
To: Povar, Liz
Cc: Foy, Michelle
Subject: RE: NS Mayor quote
Sensitivity: Confidential

Hi Liz,

The City expects that the grant amount will be lower to reflect the modified deal terms proposed by the company. The City is prepared to provide the required match via a parking subsidy that equates in value to the reduced grant amount. Thanks. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Wednesday, October 07, 2015 1:51 PM
To: Boring, Alan
Cc: Foy, Michelle
Subject: RE: NS Mayor quote
Importance: High
Sensitivity: Confidential

Alan – just checking in to see if the City has made any determination on the local incentive amount and timeline.

(not to share with company) We have rerun the ROI based on the 23% revenue drop that this would be for VA, if they committed to 10 years [REDACTED] While we haven't made a final recommendation to the Secretary yet, our general policy when investment, jobs and wages decrease during negotiations, is to reflect a similar percentage decrease in the incentive package.

We clearly don't want to misrepresent Norfolk's position at this point, which we'll include in our recommendation, so as soon as you can let us know, it's appreciated. I'll then close the loop with you once we know what approach we'll take.

Thanks, Liz

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Monday, October 05, 2015 3:13 PM
To: Povar, Liz
Cc: Foy, Michelle
Subject: Re: NS Mayor quote

That is correct. In order for our match to work, we need ten years. Thanks. AB

Lori Crouch

Public Relations Manager

City of Norfolk

810 Union Street, Suite 306

Norfolk, Va. 23510

office (757) 664-4067

cell (757) 646-5381

Facebook: www.facebook.com/NorfolkVA

Twitter: www.twitter.com/NorfolkVA



<image001.png>

<image003.jpg>

I'll be talking with our attorney later today and I'll let you know. Thanks. AB

From: Povar, Liz [mailto:LPovar@yesvirginia.org]
Sent: Monday, October 05, 2015 10:11 AM
To: Boring, Alan; Clark, Suzanne
Subject: RE: NS Mayor quote

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To: Clark, Suzanne
Cc: Povar, Liz
Subject: RE: NS Mayor quote

Suzanne,

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"Norfolk Southern continues its long term relationship with Virginia and Norfolk by choosing to relocate [REDACTED] new jobs to our city," said Paul D. Fraim, Norfolk Mayor.
"Norfolk Southern is making a significant investment to grow its headquarters while providing competitive well-paying job opportunities to our community."

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To: 'Clark, Suzanne'
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Suzanne,

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Importance: High
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[REDACTED] While we haven't made a final recommendation to the Secretary yet, our general policy when investment, jobs and wages decrease during negotiations, is to reflect a similar percentage decrease in the incentive package.

We clearly don't want to misrepresent Norfolk's position at this point, which we'll include in our recommendation, so as soon as you can let us know, it's appreciated. I'll then close the loop with you once we know what approach we'll take.

Thanks, Liz

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Monday, October 05, 2015 3:13 PM
To: Povar, Liz
Cc: Foy, Michelle
Subject: Re: NS Mayor quote

That is correct. In order for our match to work, we need ten years. Thanks. AB

From: Povar, Liz <LPovar@yesvirginia.org>
Sent: Monday, October 5, 2015 2:53 PM
To: Boring, Alan
Cc: Foy, Michelle
Subject: RE: NS Mayor quote

Alan: also they want to drop the "maintenance clause" from 10 years to [REDACTED] believe Norfolk was requiring the 10 years so also need to know the city's stance on that. It will affect our ROI.

Thanks.

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Monday, October 05, 2015 2:11:55 PM
To: Povar, Liz; Clark, Suzanne
Cc: Foy, Michelle
Subject: RE: NS Mayor quote

Liz,

Povar, Liz

From: Boring, Alan <alan.boring@norfolk.gov>
Sent: Wednesday, October 07, 2015 7:04 PM
To: Povar, Liz
Cc: Rigney, Chuck
Subject: Re: NS Mayor quote

Sensitivity: Confidential

Thanks. We'll try around 10.

Sent from my iPhone

On Oct 7, 2015, at 6:22 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

I am in a doc's office for an 8AM appointment; depending on how long that takes I can be available. I'd think certainly at 10AM I'd be available. 804-305-5300 is my cell.

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Wednesday, October 07, 2015 6:21 PM
To: Povar, Liz
Cc: Rigney, Chuck
Subject: Re: NS Mayor quote
Sensitivity: Confidential

Are you available for a quick call at 9:30 tomorrow morning?

Sent from my iPhone

On Oct 7, 2015, at 2:38 PM, Povar, Liz <LPovar@yesvirginia.org> wrote:

Thanks Alan. Clarification: will the City require a 10-year jobs maintenance?

From: Boring, Alan [<mailto:alan.boring@norfolk.gov>]
Sent: Wednesday, October 07, 2015 2:30 PM
To: Povar, Liz
Cc: Foy, Michelle
Subject: RE: NS Mayor quote
Sensitivity: Confidential

Hi Liz,

The City expects that the grant amount will be lower to reflect the modified deal terms proposed by the company. The City is prepared to provide the required match via a parking subsidy that equates in value to the reduced grant amount. Thanks. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Wednesday, October 07, 2015 1:51 PM
To: Boring, Alan
Cc: Foy, Michelle
Subject: RE: NS Mayor quote

To: Povar, Liz
Cc: Briley, Martin; McNinch, Sandi; Goodwin, Katherine; Ellett, Kim
Subject: FW: NS

Liz,

Will you be preparing a revised preapproval memo to the Secretary for Norfolk Southern based on the revised ROI Katherine sent to us?

Kim

From: McNinch, Sandi
Sent: Friday, October 02, 2015 12:01 PM
To: Jones, Maurice A. <maurice.jones@governor.virginia.gov>
Cc: Briley, Martin <MBriley@yesvirginia.org>; Povar, Liz <LPovar@yesvirginia.org>; McNinch, Sandi <smcninch@yesvirginia.org>; Goodwin, Katherine <kgoodwin@yesvirginia.org>
Subject: NS

Maurice:

When you approved the incentive package for the Norfolk HQ expansion for NS, it was envisioned that NS would create [REDACTED] new jobs paying an average annual wage of at least [REDACTED] and would maintain those jobs for at least [REDACTED] years. Further, it was envisioned that NS would invest [REDACTED] at the HQ. The letter from the company applying for the [REDACTED] COF contained these targets.

Upon the review of the Performance Agreement, the Company now wishes [REDACTED]

We just wanted to keep you apprised of this development. We are in the process of re-running the ROI. That will give you the information that you need to determine whether you wish to stick with a [REDACTED] COF.

Sandi
smcninch@yesvirginia.org
804.545.5617

Hart, Kara

From: Povar, Liz
Sent: Thursday, October 08, 2015 2:40 PM
To: Ellett, Kim
Cc: Briley, Martin; McNinch, Sandi; Goodwin, Katherine; McClintock, Robert
Subject: RE: NS

Update: I talked with Alan Boring and Chuck Rigney this morning. They want to speak with their Mayor/City Manager before confirming local approach. Trying to do that today or tomorrow.

Several interesting aspects to this:

- They are concerned about the [REDACTED] request as I am – that this last minute change is a signal that NS has a full Atlanta consolidation plan underway that may not be reversible.
- Because the City's local match is a [REDACTED], they would actually be in better position financially if the term was [REDACTED] that would allow them to go back to market rates for [REDACTED] sooner.
- A [REDACTED] year agreement would allow them to match a little over [REDACTED] in [REDACTED].
- If there's a political decision to have a higher award from COF, they would still only use the [REDACTED] match and thus, the "job maintenance" clause would need to be longer with the caveat that the PA would require the company to reimburse if they don't stay for full length of time.
- It's unclear to them if their Mayor/Manager will find it politically acceptable to reduce incentives, even in the new scenario.
- They understand we'll send a briefing to the SCT tomorrow, with whatever facts can be incorporated regarding the City's stance.
- The memo will strongly recommend that the SCT speak directly with the Mayor before making any decision or following up with NS.

From: Povar, Liz
Sent: Wednesday, October 07, 2015 5:44 PM
To: Ellett, Kim
Cc: Briley, Martin; McNinch, Sandi; Goodwin, Katherine; McClintock, Robert (RMcClintock@yesvirginia.org)
Subject: RE: NS

I've heard back from City that they anticipate COF reduction, and that they will still be able to match at close to existing level. They still need to confirm [REDACTED] job maintenance and I hope to know that tomorrow.

Sandi/Katherine/Rob, I'll revise memo based on all your input and Kim, it'll likely be Friday morn before getting it to you.

From: Povar, Liz
Sent: Tuesday, October 06, 2015 3:21 PM
To: Ellett, Kim
Cc: Briley, Martin; McNinch, Sandi; Goodwin, Katherine
Subject: RE: NS

I'm in process of that; sent draft to internal team yesterday and have comments back. Don't want to send up until I hear back from Norfolk; if I don't hear from them by Thursday will call again. If no decision on their part, will still plan to send our memo for the normal Friday delivery.

From: Ellett, Kim
Sent: Tuesday, October 06, 2015 2:45 PM

From: Jones, Maurice (GOV)
Sent: Sunday, October 11, 2015 3:46:56 AM
To: Ellett, Kim
Cc: Spraker, Kelly; Lareau, Meggie (GOV); Briley, Martin; McClintock, Robert
Subject: Re: Info for SCT Meeting

No to Norfolk Southern. Must have 10 years on the jobs. Thanks.

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

On Oct 9, 2015, at 3:09 PM, Ellett, Kim <KEllett@yesvirginia.org> wrote:

Secretary Jones,

Per my conversation with Meggie, Martin will call you on your cell on Wednesday, October 14, at 9:00 a.m.

Kim

[REDACTED]
[REDACTED]
<Norfolk Southern (Norfolk) Preapproval Revised.docx>
[REDACTED]
[REDACTED]

McNinch, Sandi

From: McNinch, Sandi
Sent: Friday, October 09, 2015 1:38 PM
To: Povar, Liz; Ellett, Kim; Vincent, Crystal; McClintock, Robert; Hart, Kara; Goodwin, Katherine; Stuhldreher, Lauren
Cc: McNinch, Sandi
Subject: RE: NS revised

Works for me. S.

From: Povar, Liz
Sent: Friday, October 09, 2015 12:01 PM
To: Ellett, Kim; Vincent, Crystal; McNinch, Sandi; McClintock, Robert; Hart, Kara; Goodwin, Katherine; Stuhldreher, Lauren
Subject: NS revised

Attached revised. Please read the second and third paragraphs on second page, as I've added a recommendation re: use of COF funds, that you may or may not find acceptable.

As of today, I haven't heard back from Norfolk ED staff, who were going to talk with their Mayor/Manager and get confirmation of their proposed approach. I've noted their staff view in the memo. We also strongly encourage Maurice to call Mayor Fraim BEFORE any outreach is done to NS.

If any changes get made please just let me know. Thanks.

Hart, Kara

From: Povar, Liz
Sent: Sunday, October 11, 2015 8:51 AM
To: Briley, Martin
Subject: RE: Info for SCT Meeting

Thanks.

Sent with Good (www.good.com)

From: Briley, Martin
Sent: Sunday, October 11, 2015 12:25:16 PM
To: Povar, Liz
Subject: RE: Info for SCT Meeting

I am not clear on next steps. This is his deal so I suspect he will follow-up to tell them what he has stated to me below. I have a call with him this week and will reiterate.

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Sunday, October 11, 2015 12:21:26 PM
To: Briley, Martin
Subject: RE: Info for SCT Meeting

So the ball is back in his court to negotiate with NS, as they are the ones saying [REDACTED] ears. If he wants us to take over the conversation I need to know who he wants us to talk with.

Sent with Good (www.good.com)

From: Briley, Martin
Sent: Sunday, October 11, 2015 12:15:13 PM
To: Povar, Liz
Subject: FW: Info for SCT Meeting

FYI

Sent with Good (www.good.com)

Hart, Kara

From: Jones, Maurice (GOV)
Sent: Sunday, October 11, 2015 10:04 AM
To: Ellett, Kim
Cc: Spraker, Kelly; Lareau, Meggie (GOV); Briley, Martin; McClintock, Robert
Subject: Re: Info for SCT Meeting

Let's discuss projects. Thanks.

Maurice A. Jones
Secretary of Commerce and Trade
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Kim

[REDACTED]
[REDACTED]
<Norfolk Southern (Norfolk) Preapproval Revised.docx>
[REDACTED]
[REDACTED]

McClintock, Robert

From: McClintock, Robert
Sent: Sunday, October 11, 2015 1:43 AM
To: Povar, Liz; Goodwin, Katherine
Subject: FW: Info for SCT Meeting

FYI

Sent with Good (www.good.com)

From: Jones, Maurice (GOV)
Sent: Sunday, October 11, 2015 3:46:56 AM
To: Ellett, Kim
Cc: Spraker, Kelly; Lareau, Meggie (GOV); Briley, Martin; McClintock, Robert
Subject: Re: Info for SCT Meeting

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Kim

[REDACTED]
[REDACTED]
<Norfolk Southern (Norfolk) Preapproval Revised.docx>
[REDACTED]
[REDACTED]

McNinch, Sandi

From: Povar, Liz
Sent: Tuesday, October 13, 2015 9:50 AM
To: Ellett, Kim; McNinch, Sandi
Subject: RE: Info for SCT Meeting

Yes. Martin said he'd clarify that SCT will inform company.

Sent with Good (www.good.com)

From: Ellett, Kim
Sent: Tuesday, October 13, 2015 12:47:08 PM
To: Povar, Liz; McNinch, Sandi
Subject: FW: Info for SCT Meeting

See below in regard to the NS preapproval sent up on Friday.

Kim

From: Jones, Maurice (GOV) [<mailto:Maurice.Jones@governor.virginia.gov>]
Sent: Saturday, October 10, 2015 11:47 PM
To: Ellett, Kim <KEllett@yesvirginia.org>
Cc: Spraker, Kelly <Kelly.Spraker@governor.virginia.gov>; Lareau, Meggie (GOV) <Meggie.Lareau@governor.virginia.gov>; Briley, Martin <MBriley@yesvirginia.org>; McClintock, Robert <RMcClintock@yesvirginia.org>
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Kim

Regards, Randy

Randal S. Noe
General Counsel - Operations
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510
ph. (757) 533-4887
fax (757) 629-2607
randal.noe@nscorp.com<mailto:randal.noe@nscorp.com>

From: Consolvo, George L. [mailto:glconsolvo@kaufcan.com]
Sent: Wednesday, September 16, 2015 2:01 PM
To: Noe, Randy, S.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov<mailto:alan.boring@norfolk.gov>); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov<mailto:Jared.Chalk@norfolk.gov>)
Subject: [EXTERNAL] FW: Performance Agreement

All-I have attached a draft of the form of the Performance Agreement among Norfolk Southern, the City of Norfolk and the Economic Development Authority of the City of Norfolk.

A separate agreement providing the details of the parking incentive will be circulated in the next day or so.

Regards, George

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208

F (888) 360.9092

glconsolvo@kaufcan.com<mailto:glconsolvo@kaufcan.com>
http://secure-web.cisco.com/1xYd-xytz93qiDjQx6OePafFRL5_24qmiRXOsgB9k-xQJ4yZltb_gwWT5mObZgriyh-jXqt3p39WTVGlcn8AM4BG_ZgTBWlxvSoWvJaOAYhd5VwfyClSVNrgRXELaG7JD--d8rhkRbxqJW78FFYji5s4UAZuHFtnirH9gu0Th9-sglGstxjGhtG_FFctvb9fLakXr4dSI8o8IYl3cRRhDljpcgAJzwS-2WMhNGIO4v8U/http%3A%2F%2Fwww.kaufCAN.com<http://secure-web.cisco.com/1EM7GZfy0IsvsEXxyUhD0hHXT5k7Y4SI4VS7clRPVtWUWYabO3QWH_-hHoMXtRj-nWtXf6dUqQYvhUpxEacdcaLQuCHktJBWc_T7uqxfP_69UI8UA4RWYeBkn6XgfjTh0CSRS9XjUA_AgS8EsgMDaZTDUX3ZgNEqu5IWNV3IP3E1rEossx79RLWYuAvs-agB_Xh4IPBL0--OhxHb-BFyez3IHbAYT3ku5Sqa9uw0ZwXO1Gnii80VZLAKeoPtRFLd/http%3A%2F%2Fwww.kaufcan.com%2F>

From: Foy, Michelle [mailto:Michelle.Foy@norfolk.gov]
Sent: Wednesday, September 16, 2015 1:53 PM
To: Consolvo, George L.
Cc: Boring, Alan
Subject: 14177253_3 DOCX.CA(MGF)revisions9.16(CLEAN)

McNinch, Sandi

From: Consolvo, George L. <glconsolvo@kaufcan.com>
Sent: Thursday, October 15, 2015 7:30 PM
To: Noe, Randy, S.
Cc: McNinch, Sandi; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: Re: Performance Agreement

I am out of town at a meeting without the document so tomorrow is not particularly good for me. But proceed without me if you wish.

Sent from my iPhone

On Oct 15, 2015, at 4:54 PM, Noe, Randy, S. <Randal.No@nscorp.commailto:Randal.No@nscorp.com>> wrote:

I can talk before 10 tomorrow or after 4

From: McNinch, Sandi [mailto:smcninch@yesvirginia.org]
Sent: Thursday, October 15, 2015 3:32 PM
To: Noe, Randy, S.; 'Consolvo, George L.'; 'Foy, Michelle'; 'Boring, Alan (alan.boring@norfolk.govmailto:alan.boring@norfolk.gov)'
Cc: 'Chalk, Jared (Jared.Chalk@norfolk.govmailto:Jared.Chalk@norfolk.gov)'
Subject: [EXTERNAL] RE: Performance Agreement

I am tied up today, but could do it anytime tomorrow

From: Noe, Randy, S.
Sent: Thursday, October 15, 2015 7:08:01 PM
To: 'Consolvo, George L.'; 'Foy, Michelle'; 'Boring, Alan (alan.boring@norfolk.govmailto:alan.boring@norfolk.gov)'; McNinch, Sandi
Cc: 'Chalk, Jared (Jared.Chalk@norfolk.govmailto:Jared.Chalk@norfolk.gov)'
Subject: RE: Performance Agreement
All: Would it be helpful to schedule a call to go through our comments? Randy

From: Noe, Randy, S.
Sent: Thursday, October 01, 2015 6:03 PM
To: 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.govmailto:alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.govmailto:Jared.Chalk@norfolk.gov)
Subject: RE: Performance Agreement

I attach Norfolk Southern's proposed revisions and comments to the Performance agreement. You will note that we have adjusted the number of New Jobs and their average salaries as well as the level of Capital Investment. I understand these adjustments will necessitate a re-calculation of the ROI.

Depending on what the parking incentive agreement says, we may need to make further changes to this draft.

I would welcome a call to talk through our comments and am generally available tomorrow and Monday.

McNinch, Sandi

From: Briley, Martin
Sent: Friday, October 16, 2015 12:00 PM
To: McNinch, Sandi; Jones, Maurice A.
Cc: McNinch, Sandi; Povar, Liz; Goodwin, Katherine
Subject: RE: NS Expansion in Norfolk

Sandi, I am not in the dialogue and will defer to Secretary Jones.

Martin.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Friday, October 16, 2015 3:49:58 PM
To: Jones, Maurice A.; Briley, Martin
Cc: McNinch, Sandi; Povar, Liz; Goodwin, Katherine
Subject: NS Expansion in Norfolk

Maurice and Martin – I heard from the NS lawyer today, who wanted to assure me that NS was OK with sticking with a 10-year performance period on its new jobs in Norfolk.

My question is: based on the reduced capital investment, reduced number of new jobs and reduced wage levels, are we reducing the COF from [REDACTED] to \$1,925,000?

Sandi
smcninch@yesvirginia.org
804.545.5617

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My question is: based on the reduced capital investment, reduced number of new jobs and reduced wage levels, are we reducing the COF from [REDACTED] \$1,925,000?

Sandi
smcninch@yesvirginia.org
804.545.5617

McNinch, Sandi

From: Povar, Liz
Sent: Friday, October 16, 2015 9:55 PM
To: McNinch, Sandi
Subject: RE: NS Expansion in Norfolk

Ok thx. Have a good weekend.


Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Saturday, October 17, 2015 12:43:37 AM
To: Povar, Liz
Subject: RE: NS Expansion in Norfolk


I haven't heard back.

Sent with Good (www.good.com)

From: Povar, Liz
Sent: Friday, October 16, 2015 8:21:20 PM
To: McNinch, Sandi
Subject: RE: NS Expansion in Norfolk

Did he sign off on \$1.9 

From: McNinch, Sandi
Sent: Friday, October 16, 2015 2:23 PM
To: Jones, Maurice A.; Briley, Martin
Cc: Povar, Liz; Goodwin, Katherine; McNinch, Sandi
Subject: RE: NS Expansion in Norfolk

Maurice – Please forgive my email clutter. 

Sandi
smcninch@yesvirginia.org
804.545.5617

From: McNinch, Sandi
Sent: Friday, October 16, 2015 11:50 AM
To: Jones, Maurice A.; Briley, Martin
Cc: McNinch, Sandi; Povar, Liz; Goodwin, Katherine
Subject: NS Expansion in Norfolk

McNinch, Sandi

From: Hart, Kara
Sent: Monday, October 19, 2015 9:35 AM
To: McNinch, Sandi; Ellett, Kim
Subject: RE: Annual Report Form

I think it is short, simple and to the point. We wouldn't require more detail until after the performance date and if their numbers were difficult to verify.

Kara

From: McNinch, Sandi
Sent: Friday, October 16, 2015 4:14 PM
To: Ellett, Kim; Hart, Kara
Cc: McNinch, Sandi
Subject: Annual Report Form

NS asked for an annual report form. This is short, simple and to the point. Any ideas for improvement?

Sandi
smcninch@yesvirginia.org
804.545.5617

McNinch, Sandi

From: Ellett, Kim
Sent: Monday, October 19, 2015 9:55 AM
To: McNinch, Sandi; Hart, Kara
Subject: RE: Annual Report Form

Looks good to me. Captures all the necessary information, but isn't complicated.

Kim

From: McNinch, Sandi
Sent: Friday, October 16, 2015 4:14 PM
To: Ellett, Kim <KEllett@yesvirginia.org>; Hart, Kara <khart@yesvirginia.org>
Cc: McNinch, Sandi <smcninch@yesvirginia.org>
Subject: Annual Report Form

NS asked for an annual report form. This is short, simple and to the point. Any ideas for improvement?

Sandi
smcninch@yesvirginia.org
804.545.5617

Last I heard from Liz on Norfolk project was that the company had dropped job numbers and CapX and we would need to re-run ROI and submit another COF proposal for approval. Any update?

andly, the company has agreed to do so. The project is still going to the City of Roanoke per the City's

Thanks!

Suzanne

*Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806*

Hart, Kara

From: McNinch, Sandi
Sent: Monday, October 19, 2015 5:11 PM
To: Clark, Suzanne; Hart, Kara
Cc: Povar, Liz; Powell, Twyla; McNinch, Sandi
Subject: RE: Update on Norfolk Southern

Well, it's been drafted and has bounced around among the parties for a few months now. Was that the question?

From: Clark, Suzanne
Sent: Monday, October 19, 2015 5:08 PM
To: McNinch, Sandi; Hart, Kara
Cc: Povar, Liz; Powell, Twyla
Subject: RE: Update on Norfolk Southern

[REDACTED]

Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806

From: McNinch, Sandi
Sent: Monday, October 19, 2015 3:56 PM
To: Clark, Suzanne <sclark@yesvirginia.org>; Hart, Kara <khart@yesvirginia.org>
Cc: Povar, Liz <lpovar@yesvirginia.org>; Powell, Twyla <tpowell@yesvirginia.org>
Subject: RE: Update on Norfolk Southern

We still haven't heard back from the SOCT on what he wants to do regarding the Norfolk COF [REDACTED]
[REDACTED] What's the preference?

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Clark, Suzanne
Sent: Monday, October 19, 2015 3:08 PM
To: McNinch, Sandi; Hart, Kara
Cc: Povar, Liz; Powell, Twyla
Subject: Update on Norfolk Southern

Sandi and Kara,
Just wanted to check in with you on timing for Norfolk Southern announcements.

Cc: Povar, Liz <LPovar@yesvirginia.org>; Powell, Twyla <tpowell@yesvirginia.org>

Subject: RE: Update on Norfolk Southern

We still haven't heard back from the SOCT on what he wants to do regarding the Norfolk COF. [REDACTED]
[REDACTED] What's the preference?

Sandi

smcninch@yesvirginia.org

804.545.5617

From: Clark, Suzanne

Sent: Monday, October 19, 2015 3:08 PM

To: McNinch, Sandi; Hart, Kara

Cc: Povar, Liz; Powell, Twyla

Subject: Update on Norfolk Southern

Sandi and Kara,

Just wanted to check in with you on timing for Norfolk Southern announcements.

Last I heard from Liz on Norfolk project was that the company had dropped job numbers and CapX and we would need to re-run ROI and submit another COF proposal for approval. Any update?

[REDACTED]

Thanks!

Suzanne

Suzanne W. Clark

Communications Manager

Virginia Economic Development Partnership

P.O. Box 798

Richmond, VA 23218-0798

Ph: 804-545-5806

McNinch, Sandi

From: Clark, Suzanne
Sent: Monday, October 19, 2015 5:19 PM
To: Povar, Liz; McNinch, Sandi; Hart, Kara
Cc: Powell, Twyla
Subject: RE: Update on Norfolk Southern

Okay, I will let her know that the PA is almost complete for [REDACTED] and ask if the company is okay with separate timing for [REDACTED] Norfolk. Otherwise, sounds like the Norfolk deal would hold things up.

Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806

From: Povar, Liz
Sent: Monday, October 19, 2015 5:10 PM
To: Clark, Suzanne <sclark@yesvirginia.org>; McNinch, Sandi <smcninch@yesvirginia.org>; Hart, Kara <khart@yesvirginia.org>
Cc: Powell, Twyla <tpowell@yesvirginia.org>
Subject: RE: Update on Norfolk Southern

[REDACTED]

Sent with Good (www.good.com)

From: Clark, Suzanne
Sent: Monday, October 19, 2015 9:08:21 PM
To: McNinch, Sandi; Hart, Kara
Cc: Povar, Liz; Powell, Twyla
Subject: RE: Update on Norfolk Southern

[REDACTED]

Suzanne W. Clark
Communications Manager
Virginia Economic Development Partnership
P.O. Box 798
Richmond, VA 23218-0798
Ph: 804-545-5806

From: McNinch, Sandi
Sent: Monday, October 19, 2015 3:56 PM
To: Clark, Suzanne <sclark@yesvirginia.org>; Hart, Kara <khart@yesvirginia.org>

Povar, Liz

From: Povar, Liz
Sent: Wednesday, October 21, 2015 9:59 AM
To: Boring, Alan
Subject: RE: COF Project

We encouraged Secretary to call your Mayor before he reached out...don't know if he did or not.

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Wednesday, October 21, 2015 1:36:09 PM
To: Povar, Liz
Subject: RE: COF Project

Nothing from our Mayor. Thanks for the update. AB

From: Povar, Liz [<mailto:LPovar@yesvirginia.org>]
Sent: Wednesday, October 21, 2015 9:35 AM
To: Boring, Alan
Subject: RE: COF Project

I was just literally thinking about you all! We understand from the Secretary that the company has agreed to 10 years. We are waiting to hear from him on the COF amount. No clue where that will end up. The reduction (by percentage only) bright the number down to \$1.95MM. Unclear what Secretary will negotiate. Have you heard anything from your Mayor?

Sent with Good (www.good.com)

From: Boring, Alan
Sent: Wednesday, October 21, 2015 1:28:29 PM
To: Povar, Liz
Subject: COF Project

Liz,

Any word on the new COF calculations for NS? We are standing by. Thanks. AB

Alan Boring
Senior Business Development Manager
Norfolk Department of Development
alan.boring@norfolk.gov
www.norfolkdevelopment.com
757.664.4317 – direct
757.630.2229 – cell

My question is: based on the reduced capital investment, reduced number of new jobs and reduced wage levels, are we reducing the COF from [REDACTED] to \$1,925,000?

Sandi

smcninch@yesvirginia.org

804.545.5617

Povar, Liz

From: Povar, Liz
Sent: Wednesday, October 21, 2015 3:15 PM
To: McNinch, Sandi
Subject: RE: NS Expansion in Norfolk

Damn I just left him and should have asked. My bad.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Wednesday, October 21, 2015 6:53:44 PM
To: Jones, Maurice A.; Briley, Martin
Cc: Povar, Liz; Goodwin, Katherine; McNinch, Sandi; Hart, Kara
Subject: RE: NS Expansion in Norfolk

Maurice – I am sorry to check in with you again so soon, but I would like to wrap-up the Norfolk Southern Performance Agreements before I leave to go on vacation on Friday.

Shall we reduce the size of the COF for the Norfolk expansion from [REDACTED] to \$1,925,000? [REDACTED]

Thank you for your input. Again, I am sorry to be a pest.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: McNinch, Sandi
Sent: Friday, October 16, 2015 2:23 PM
To: Jones, Maurice A.; Briley, Martin
Cc: Povar, Liz; Goodwin, Katherine; McNinch, Sandi
Subject: RE: NS Expansion in Norfolk

Maurice – Please forgive my email clutter [REDACTED]

From: McNinch, Sandi
Sent: Friday, October 16, 2015 11:50 AM
To: Jones, Maurice A.; Briley, Martin
Cc: McNinch, Sandi; Povar, Liz; Goodwin, Katherine
Subject: NS Expansion in Norfolk

Maurice and Martin – I heard from the NS lawyer today, who wanted to assure me that NS was OK with sticking with a 10-year performance period on its new jobs in Norfolk.

Maurice and Martin – I heard from the NS lawyer today, who wanted to assure me that NS was OK with sticking with a 10-year performance period on its new jobs in Norfolk.

My question is: based on the reduced capital investment, reduced number of new jobs and reduced wage levels, are we reducing the COF from [REDACTED] to \$1,925,000?

Sandi

smcninch@yesvirginia.org

804.545.5617

Hart, Kara

From: Jones, Maurice (GOV)
Sent: Wednesday, October 21, 2015 11:06 PM
To: McNinch, Sandi
Cc: Briley, Martin; Povar, Liz; Goodwin, Katherine; Hart, Kara
Subject: Re: NS Expansion in Norfolk

Yes and yes.

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

On Oct 21, 2015, at 2:53 PM, McNinch, Sandi <smcninch@yesvirginia.org> wrote:

Maurice – I am sorry to check in with you again so soon, but I would like to wrap-up the Norfolk Southern Performance Agreements before I leave to go on vacation on Friday.

Shall we reduce the size of the COF for the Norfolk expansion from [REDACTED] shall we require that some of the COF proceeds be spent on [REDACTED]

Thank you for your input. Again, I am sorry to be a pest.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: McNinch, Sandi
Sent: Friday, October 16, 2015 2:23 PM
To: Jones, Maurice A.; Briley, Martin
Cc: Povar, Liz; Goodwin, Katherine; McNinch, Sandi
Subject: RE: NS Expansion in Norfolk

Maurice – Please forgive my email clutter [REDACTED]
[REDACTED] Shall I build this into the Performance Agreement?

From: McNinch, Sandi
Sent: Friday, October 16, 2015 11:50 AM
To: Jones, Maurice A.; Briley, Martin
Cc: McNinch, Sandi; Povar, Liz; Goodwin, Katherine
Subject: NS Expansion in Norfolk

Regards, Randy

Randal S. Noe
General Counsel - Operations
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510
ph. (757) 533-4887
fax (757) 629-2607
randal.noe@nscorp.com

From: Consolvo, George L. [<mailto:glconsolvo@kaufcan.com>]
Sent: Wednesday, September 16, 2015 2:01 PM
To: Noe, Randy, S.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: [EXTERNAL] FW: Performance Agreement

All-I have attached a draft of the form of the Performance Agreement among Norfolk Southern, the City of Norfolk and the Economic Development Authority of the City of Norfolk.

A separate agreement providing the details of the parking incentive will be circulated in the next day or so.

Regards, George

George L. Consolvo
Kaufman & Canoles, P.C.
150 W. Main Street, Suite 2100
Norfolk, VA 23510-1665

T (757) 624.3208
F (888) 360.9092
glconsolvo@kaufcan.com
http://secure-web.cisco.com/1xYd-xytz93qiDjQx6OePafFRL5_24qmiRXOsgB9k-xQJ4yZltb_gwWT5mObZgriyh-jXqt3p39WTVGlcN8AM4BG_ZgTBWlxvSoWvJaOAyhd5VwfYclSVNrgRXELaG7JD--d8rhkRbxqJW78FfYji5s4UAZuHFtnirH9gu0Th9-sglGstxjGhtG_FFctvb9fLakXr4dSI8o8IYI3cRRhDljpcgAJzwS-2WMhNGIO4v8U/http%3A%2F%2Fwww.kaufCAN.com

From: Foy, Michelle [<mailto:Michelle.Foy@norfolk.gov>]
Sent: Wednesday, September 16, 2015 1:53 PM
To: Consolvo, George L.
Cc: Boring, Alan
Subject: 14177253_3 DOCX.CA(MGF)revisions9.16(CLEAN)

Clean copy of Performance Agreement attached.

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McNinch, Sandi

From: Povar, Liz
Sent: Thursday, October 22, 2015 6:13 PM
To: McNinch, Sandi
Subject: RE: Performance Agreement

Well-done. Thank you.

Sent with Good (www.good.com)

From: McNinch, Sandi
Sent: Thursday, October 22, 2015 10:04:07 PM
To: Noe, Randy, S.; 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); McNinch, Sandi; Hart, Kara; Ellett, Kim; Povar, Liz
Subject: RE: Performance Agreement

I have attached some thoughts from VEDP on the COF Performance Agreement for the Norfolk expansion project.

Due to the reductions in the number of new jobs, the average wages to be paid and the capital expenditures to be made, the Secretary has determined to reduce the size of the COF from [REDACTED] to \$1,925,000 [REDACTED]

[REDACTED] The reduction in the size of the COF reflects the reduction in the Commonwealth's return on investment due to the revised commitments from the Company.

If you would like to add one, I have attached an Annual Report form that could be attached to the Performance Agreement.

Please let me know if you have any questions or concerns.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Noe, Randy, S. [<mailto:Randal.Noel@nscorp.com>]
Sent: Thursday, October 01, 2015 6:03 PM
To: 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: RE: Performance Agreement

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Depending on what the parking incentive agreement says, we may need to make further changes to this draft.

I would welcome a call to talk through our comments and am generally available tomorrow and Monday.

ph. (757) 533-4887
fax (757) 629-2607
randal.noe@nscorp.com

From: Consolvo, George L. [<mailto:glconsolvo@kaufcan.com>]
Sent: Wednesday, September 16, 2015 2:01 PM
To: Noe, Randy, S.; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
Subject: [EXTERNAL] FW: Performance Agreement

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http://secure-web.cisco.com/1xYd-xytz93qiDjQx6OePafFRL5_24qmiRXOsgB9k-xQJ4yZltb_gwWT5mObZgriyh-jXqt3p39WTVGlcN8AM4BG_ZgTBWlxvSoWvJaOAyhd5VwfYcISVNrgRXELaG7JD--d8rhkRbxqJW78FfYji5s4UAZuHFtnirH9gu0Th9-sglGstxjGhtG_FFctvb9fLakXr4dSI8o8IYI3cRRhDljpcgAJzwS-2WMhNGIO4v8U/http%3A%2F%2Fwww.kaufCAN.com

From: Foy, Michelle [<mailto:Michelle.Foy@norfolk.gov>]
Sent: Wednesday, September 16, 2015 1:53 PM
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From: Noe, Randy, S. [<mailto:Randal.No@nscorp.com>]
Sent: Friday, October 23, 2015 8:51 AM
To: McNinch, Sandi; 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); Hart, Kara; Ellett, Kim; Povar, Liz
Subject: RE: Performance Agreement

Sandi, thanks for your comments. Can we put a call together next week to discuss? Monday and Tuesday morning are open for me. Thanks. Randy

From: McNinch, Sandi [<mailto:smcninch@yesvirginia.org>]
Sent: Thursday, October 22, 2015 6:04 PM
To: Noe, Randy, S.; 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); McNinch, Sandi; Hart, Kara; Ellett, Kim; Povar, Liz
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Sandi
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804.545.5617

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Sent: Thursday, October 01, 2015 6:03 PM
To: 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov); McNinch, Sandi
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov)
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I would welcome a call to talk through our comments and am generally available tomorrow and Monday.

Regards, Randy

Randal S. Noe
General Counsel - Operations
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510

McNinch, Sandi

From: Noe, Randy, S. <Randal.No@nscorp.com>
Sent: Thursday, November 05, 2015 11:47 AM
To: McNinch, Sandi
Subject: RE: Performance Agreement

Sandi: I understand there are discussions going on between our chief legal officer and the Secretary regarding the amount of the grant. I'd be glad to discuss if you want to talk. Randy

Randal S. Noe
General Counsel - Operations
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510
ph. (757) 533-4887
fax (757) 629-2607
randal.no@nscorp.com

From: McNinch, Sandi [mailto:smcninch@yesvirginia.org]
Sent: Wednesday, November 04, 2015 5:54 PM
To: Noe, Randy, S.; 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); Hart, Kara; Ellett, Kim; Povar, Liz; McNinch, Sandi
Subject: [EXTERNAL] RE: Performance Agreement

I understand that last week did not turn out to be a good time for a group discussion. Might we finish this up shortly – perhaps this Friday?

Sandi
smcninch@yesvirginia.org
804.545.5617

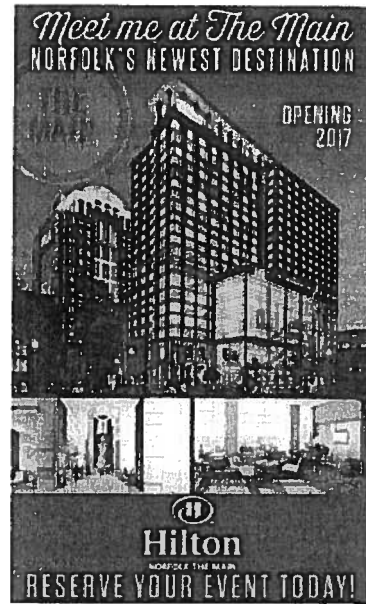
From: Noe, Randy, S. [mailto:Randal.No@nscorp.com]
Sent: Friday, October 23, 2015 10:53 AM
To: McNinch, Sandi; 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); Hart, Kara; Ellett, Kim; Povar, Liz
Subject: RE: Performance Agreement

How about Monday at 9 am?

From: McNinch, Sandi [mailto:smcninch@yesvirginia.org]
Sent: Friday, October 23, 2015 10:37 AM
To: Noe, Randy, S.; 'Consolvo, George L.'; Foy, Michelle; Boring, Alan (alan.boring@norfolk.gov)
Cc: Chalk, Jared (Jared.Chalk@norfolk.gov); Hart, Kara; Ellett, Kim; Povar, Liz; McNinch, Sandi
Subject: [EXTERNAL] RE: Performance Agreement

I will be out of town next week. My colleague, Kara Hart, could participate in a call Monday-Thursday. She is on a part-time schedule and is generally in the office in the mornings, until mid-afternoon. S.

Virginia's Medicaid program has a backlog of applications for eligibility that has cost the state and federal governments up to \$38 million in benefits to ineligible recipients, according to a new report that identifies gaps in the \$8 billion system. **METERED PAYWALL**



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Virginia Business | 1207 E. Main St. | Suite 100 | Richmond | VA | 23219

auction for the historic Cavalier Hotel was 48 hours away, leaving little time to let developer Bruce Thompson know how much public money he could plan on receiving before bidding on the decaying Oceanfront landmark. **METERED PAYWALL**

TOGETHER,
WE'RE SOLVING THE
HEALTH CARE EQUATION.



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CEOs Hewson, Novakovic and Bush earn plaudits for very different leadership styles (Washington Business Journal)

ExecRank highlighted three local defense company chief executives in an annual ranking of the U.S.'s top CEOs, with all three painting a different picture of what makes an effective leader.

Virginia Tech to consider launching school of neuroscience (The Roanoke Times)

The Virginia Tech Board of visitors unanimously approved a proposal Monday to create a new school of neuroscience that now must go to state officials for approval.

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MARTINAIR

Tysons to officially drop 'Corner' from name in Census Bureau decision (Washington Business Journal)

The U.S. Census Bureau will begin referring to Tysons Corner as "Tysons" next summer, the office of Rep. Gerry Connolly, D-Virginia, and the Tysons Partnership announced Monday.

JLARC report finds cracks in Medicaid eligibility system (Richmond Times- Dispatch)


42%
of Prince William County's
workforce holds a
college degree.



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Northern Virginia outer CRE submarkets outperform areas inside beltway

Colliers International report says Prince William County is a surprise performer.

Virginia Business Systems acquires Data Technologies

Virginia Business Systems, also headquartered in Richmond, will increase its workforce from 80 to 90 employees after the acquisition.



General Contractors
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Edward M. "Ned" Williams joins Harvey Lindsay as a vice president

Williams will work in investment real estate services.

EMPLOYMENT LAW

Employee Misclassification Continues to Make News

SANDS ANDERSON



Heard Around Virginia

Report: Canadian rail company eyes Norfolk Southern for takeover (Virginian-Pilot)

Norfolk Southern Corp. is in the cross hairs of Calgary-based Canadian Pacific Railway Ltd., which is exploring the possibility of taking it over, according to a report by Bloomberg News. **METERED PAYWALL**

Virginia Beach aided developer in Cavalier bid process (Virginian-Pilot)

The email exchanges and financial discussions had kept some city staffers busy for days. A court-ordered

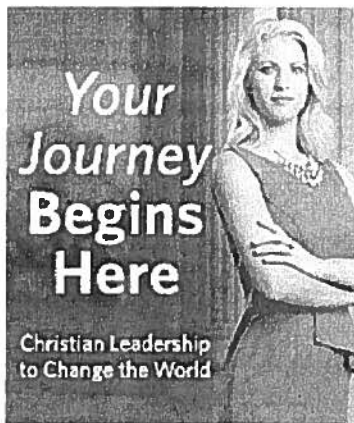


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McNinch, Sandi

From: Povar, Liz
Sent: Tuesday, November 10, 2015 7:10 AM
To: McNinch, Sandi; McClintock, Robert
Subject: NS

NS Article may explain some of the waffling and lack of focus on the "projects".

Sent with Good (www.good.com)

From: Virginia Business
Sent: Tuesday, November 10, 2015 10:15:58 AM
To: Povar, Liz
Subject: Northern Virginia outer CRE submarkets outperform areas inside beltway; State's Va-1 Tourism Summit expected to draw 500 people

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🕒 Latest News

State's Va-1 Tourism Summit expected to draw 500 people

Conference gets underway on Nov. 15 in Richmond.

McNinch, Sandi

From: Lareau, Meggie (GOV) <Meggie.Lareau@governor.virginia.gov>
Sent: Monday, November 23, 2015 12:18 PM
To: McNinch, Sandi
Subject: RE: Norfolk Southern

He'll call you. Office or cell?

From: McNinch, Sandi [smcninch@yesvirginia.org]
Sent: Monday, November 23, 2015 11:54 AM
To: Lareau, Meggie (GOV)
Cc: Sandra Jones McNinch
Subject: RE: Norfolk Southern

Yes. Shall I call him or shall he call me?

From: Lareau, Meggie (GOV) [mailto:Meggie.Lareau@governor.virginia.gov]
Sent: Monday, November 23, 2015 11:02 AM
To: McNinch, Sandi
Subject: Norfolk Southern

Sandi,

Are you available this Wednesday at 9:15 for a quick call with Secretary Jones?

Meggie

Meggie Lareau
Executive Assistant
Secretary of Commerce and Trade
Office of Governor Terence R. McAuliffe
Patrick Henry Building, 1111 E. Broad Street, Richmond, VA 23219
o: (804) 225-4518
<https://commerce.virginia.gov/>

McNinch, Sandi

From: Povar, Liz
Sent: Thursday, December 17, 2015 5:39 PM
To: Powell, Twyla; McNinch, Sandi
Subject: RE: Norfolk Southern

Still on hold as far as I know.

From: Powell, Twyla
Sent: Thursday, December 17, 2015 2:40 PM
To: McNinch, Sandi; Povar, Liz
Subject: Norfolk Southern

Are we still on hold with their announcement? Any date in sight?

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

Sigh.

Liz

McNinch, Sandi

From: McNinch, Sandi
Sent: Thursday, December 31, 2015 9:45 AM
To: Povar, Liz; Vincent, Crystal; Ellett, Kim; McClintock, Robert
Cc: McNinch, Sandi
Subject: RE: NS revised recommendation
Attachments: NS Compare Memo.docx

I vote for the K.I.S.S. method, so I deleted most of the background. It got a little confusing following whether we were discussing the original parameters or the revised parameters.

Sandi
smcninch@yesvirginia.org
804.545.5617

From: Povar, Liz
Sent: Wednesday, December 30, 2015 3:32 PM
To: Vincent, Crystal; Ellett, Kim; McNinch, Sandi; McClintock, Robert
Subject: RE: NS revised recommendation

My apologies!!!! I meant to send this memo (Norfolk Southern).....

From: Vincent, Crystal
Sent: Wednesday, December 30, 2015 3:29 PM
To: Povar, Liz; Ellett, Kim; McNinch, Sandi; McClintock, Robert
Subject: RE: NS revised recommendation

Liz,

The attached was sent on December 7.

Crystal

From: Povar, Liz
Sent: Wednesday, December 30, 2015 1:54 PM
To: Ellett, Kim <KEllett@yesvirginia.org>; Vincent, Crystal <CVincent@yesvirginia.org>; McNinch, Sandi <smcninch@yesvirginia.org>; McClintock, Robert <RMcClintock@yesvirginia.org>
Subject: NS revised recommendation
Importance: High

Looking thru stuff I thought I did and I can't seem to find anywhere that I sent this memo to you all or to Secretary Jones, re: our collective view of the company's request [REDACTED] I thought I sent it December 1, but don't see it anywhere in my "sent" folders.

If I failed to send this, it needs to go this week or early next, so would appreciate feedback on whether you remember seeing it.....