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HOUSE BILL NO. 852

Offered January 11, 2006

Prefiled January 10, 2006

A BILL to amend and reenact §§ 2.2-3705.7, 2.2-3711, 2.2-4345, 15.2-5201, 15.2-5202, 15.2-5204, 15.2-5205, 15.2-5301, 15.2-5307, and 15.2-5339 of the Code of Virginia; to amend and reenact §§ 2, 7, 7.1, and 7.2 of Chapter 271 of the Acts of Assembly of 1966, as amended; to amend §§ 2, 3, and 4 of Chapter 742 of the Acts of Assembly of 1970, as amended; to amend §§ 2, 7, 7.1, and 7.2 of Chapter 242 of the Acts of Assembly of 2000, as amended; and to amend the Code of Virginia by adding in Chapter 52 of Title 15.2 a section numbered 15.2-5219 and by adding sections numbered 15.2-5340.1 and 15.2-5340.2, relating to hospital authorities.

Patron—O'Bannon

Referred to Committee on General Laws

Be it enacted by the General Assembly of Virginia:

1. That §§ 2.2-3705.7, 2.2-3711, 2.2-4345, 15.2-5201, 15.2-5202, 15.2-5204, 15.2-5205, 15.2-5301, 15.2-5307, 15.2-5339 of the Code of Virginia are amended and reenacted and that the Code of Virginia is amended by adding in Chapter 52 of Title 15.2 a section numbered 15.2-5219 and by adding sections numbered 15.2-5340.1 and 15.2-5340.2 as follows:

§ 2.2-3705.7. Exclusions to application of chapter; records of specific public bodies and certain other limited exemptions.

The following records are excluded from the provisions of this chapter but may be disclosed by the custodian in his discretion, except where such disclosure is prohibited by law:

1. State income, business, and estate tax returns, personal property tax returns, scholastic and confidential records held pursuant to § 58.1-3.

2. Working papers and correspondence of the Office of the Governor; Lieutenant Governor; the Attorney General; the members of the General Assembly or the Division of Legislative Services; the mayor or chief executive officer of any political subdivision of the Commonwealth; or the president or other chief executive officer of any public institution of higher education in Virginia. However, no record, which is otherwise open to inspection under this chapter, shall be deemed exempt by virtue of the fact that it has been attached to or incorporated within any working paper or correspondence.

As used in this subdivision:

"Office of the Governor" means the Governor; his chief of staff, counsel, director of policy, Cabinet Secretaries, and the Director of the Virginia Liaison Office; and those individuals to whom the Governor has delegated his authority pursuant to § 2.2-104.

"Working papers" means those records prepared by or for an above-named public official for his personal or deliberative use.

3. Library records that can be used to identify both (i) any library patron who has borrowed material from a library and (ii) the material such patron borrowed.

4. Contract cost estimates prepared for the confidential use of the Department of Transportation in awarding contracts for construction or the purchase of goods or services, and records and automated systems prepared for the Department's Bid Analysis and Monitoring Program.

5. Lists of registered owners of bonds issued by a political subdivision of the Commonwealth, whether the lists are maintained by the political subdivision itself or by a single fiduciary designated by the political subdivision.

6. Records and writings furnished by a member of the General Assembly to a meeting of a standing committee, special committee or subcommittee of his house established solely for the purpose of reviewing members' annual disclosure statements and supporting materials filed under § 30-110 or of formulating advisory opinions to members on standards of conduct, or both.

7. Customer account information of a public utility affiliated with a political subdivision of the Commonwealth, including the customer's name and service address, but excluding the amount of utility service provided and the amount of money paid for such utility service.

8. Personal information, as defined in § 2.2-3801, (i) filed with the Virginia Housing Development Authority concerning individuals who have applied for or received loans or other housing assistance or who have applied for occupancy of or have occupied housing financed, owned or otherwise assisted by the Virginia Housing Development Authority; (ii) concerning persons participating in or persons on the waiting list for federally funded rent-assistance programs; (iii) filed with any local redevelopment and housing authority created pursuant to § 36-4 concerning persons participating in or persons on the

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59 waiting list for housing assistance programs funded by local governments or by any such authority; or
60 (iv) filed with any local redevelopment and housing authority created pursuant to § 36-4 or any other
61 local government agency concerning persons who have applied for occupancy or who have occupied
62 affordable dwelling units established pursuant to § 15.2-2304 or 15.2-2305. However, access to one's
63 own information shall not be denied.

64 9. Records regarding the siting of hazardous waste facilities, except as provided in § 10.1-1441, if
65 disclosure of them would have a detrimental effect upon the negotiating position of a governing body or
66 on the establishment of the terms, conditions and provisions of the siting agreement.

67 10. Records containing information on the site specific location of rare, threatened, endangered or
68 otherwise imperiled plant and animal species, natural communities, caves, and significant historic and
69 archaeological sites if, in the opinion of the public body that has the responsibility for such information,
70 disclosure of the information would jeopardize the continued existence or the integrity of the resource.
71 This exemption shall not apply to requests from the owner of the land upon which the resource is
72 located.

73 11. Records, memoranda, working papers, graphics, video or audio tapes, production models, data
74 and information of a proprietary nature produced by or for or collected by or for the State Lottery
75 Department relating to matters of a specific lottery game design, development, production, operation,
76 ticket price, prize structure, manner of selecting the winning ticket, manner of payment of prizes to
77 holders of winning tickets, frequency of drawings or selections of winning tickets, odds of winning,
78 advertising, or marketing, where such official records have not been publicly released, published,
79 copyrighted or patented. Whether released, published or copyrighted, all game-related information shall
80 be subject to public disclosure under this chapter upon the first day of sales for the specific lottery game
81 to which it pertains.

82 12. Records of the Virginia Retirement System, acting pursuant to § 51.1-124.30, or of a local
83 retirement system, acting pursuant to § 51.1-803, or of the Rector and Visitors of the University of
84 Virginia, acting pursuant to § 23-76.1, relating to the acquisition, holding or disposition of a security or
85 other ownership interest in an entity, where such security or ownership interest is not traded on a
86 governmentally regulated securities exchange, to the extent that: (i) such records contain confidential
87 analyses prepared for the Rector and Visitors of the University of Virginia, prepared by the retirement
88 system or provided to the retirement system under a promise of confidentiality, of the future value of
89 such ownership interest or the future financial performance of the entity; and (ii) disclosure of such
90 confidential analyses would have an adverse effect on the value of the investment to be acquired, held
91 or disposed of by the retirement system or the Rector and Visitors of the University of Virginia.
92 Nothing in this subdivision shall be construed to prevent the disclosure of records relating to the identity
93 of any investment held, the amount invested, or the present value of such investment.

94 13. Names and addresses of subscribers to Virginia Wildlife magazine, published by the Department
95 of Game and Inland Fisheries, provided the individual subscriber has requested in writing that the
96 Department not release such information.

97 14. Financial, medical, rehabilitative and other personal information concerning applicants for or
98 recipients of loan funds submitted to or maintained by the Assistive Technology Loan Fund Authority
99 under Chapter 11 (§ 51.5-53 et seq.) of Title 51.5.

100 15. Records of the Virginia Commonwealth University Health System Authority pertaining to any of
101 the following: an individual's qualifications for or continued membership on its medical or teaching
102 staffs; proprietary information gathered by or in the possession of the Authority from third parties
103 pursuant to a promise of confidentiality; contract cost estimates prepared for confidential use in
104 awarding contracts for construction or the purchase of goods or services; data, records or information of
105 a proprietary nature produced or collected by or for the Authority or members of its medical or teaching
106 staffs; financial statements not publicly available that may be filed with the Authority from third parties;
107 the identity, accounts or account status of any customer of the Authority; consulting or other reports
108 paid for by the Authority to assist the Authority in connection with its strategic planning and goals; the
109 determination of marketing and operational strategies where disclosure of such strategies would be
110 harmful to the competitive position of the Authority; and data, records or information of a proprietary
111 nature produced or collected by or for employees of the Authority, other than the Authority's financial
112 or administrative records, in the conduct of or as a result of study or research on medical, scientific,
113 technical or scholarly issues, whether sponsored by the Authority alone or in conjunction with a
114 governmental body or a private concern, when such data, records or information have not been publicly
115 released, published, copyrighted or patented.

116 16. Records of the Department of Environmental Quality, the State Water Control Board, State Air
117 Pollution Control Board or the Virginia Waste Management Board relating to (i) active federal
118 environmental enforcement actions that are considered confidential under federal law and (ii)
119 enforcement strategies, including proposed sanctions for enforcement actions. Upon request, such records
120 shall be disclosed after a proposed sanction resulting from the investigation has been proposed to the

director of the agency. This subdivision shall not be construed to prohibit the disclosure of records related to inspection reports, notices of violation, and documents detailing the nature of any environmental contamination that may have occurred or similar documents.

17. As it pertains to any person, records related to the operation of toll facilities that identify an individual, vehicle, or travel itinerary including, but not limited to, vehicle identification data, vehicle enforcement system information; video or photographic images; Social Security or other identification numbers appearing on driver's licenses; credit card or bank account data; home addresses; phone numbers; or records of the date or time of toll facility use.

18. Records of the State Lottery Department pertaining to (i) the social security number, tax identification number, state sales tax number, home address and telephone number, personal and lottery banking account and transit numbers of a retailer, and financial information regarding the nonlottery operations of specific retail locations; and (ii) individual lottery winners, except that a winner's name, hometown, and amount won shall be disclosed.

19. Records of the Board for Branch Pilots relating to the chemical or drug testing of a person regulated by the Board, where such person has tested negative or has not been the subject of a disciplinary action by the Board for a positive test result.

20. Records, investigative notes, correspondence, and information pertaining to the planning, scheduling and performance of examinations of holder records pursuant to the Uniform Disposition of Unclaimed Property Act (§ 55-210.1 et seq.) prepared by or for the State Treasurer, his agents, employees or persons employed to perform an audit or examination of holder records.

21. Records of the Virginia Department of Emergency Management or a local governing body relating to citizen emergency response teams established pursuant to an ordinance of a local governing body, to the extent that such records reveal the name, address, including e-mail address, telephone or pager numbers, or operating schedule of an individual participant in the program.

22. Records of state or local park and recreation departments to the extent such records contain information identifying a person under the age of 18 years, where the parent or legal guardian of such person has requested in writing that such information not be disclosed. However, nothing in this subdivision shall operate to prohibit the disclosure of information defined as directory information under regulations implementing the Family Educational Rights and Privacy Act, 20 U.S.C. § 1232g, unless the public body has undertaken the parental notification and opt-out requirements provided by such regulations. Access shall not be denied to the parent, including a noncustodial parent, or guardian of such person, unless the parent's parental rights have been terminated or a court of competent jurisdiction has restricted or denied such access. For records of such persons who are emancipated, the right of access may be asserted by the subject thereof.

23. Records submitted for inclusion in the Statewide Alert Network administered by the Department of Emergency Management, to the extent that they reveal names, physical addresses, email addresses, computer or internet protocol information, telephone numbers, pager numbers, other wireless or portable communications device information, or operating schedules of individuals or agencies, where the release of such information would compromise the security of the Statewide Alert Network or individuals participating in the Statewide Alert Network.

24. Records of the Judicial Inquiry and Review Commission made confidential by § 17.1-913.

25. Records of a hospital authority pertaining to the qualifications for or continued membership on its medical staff; proprietary information gathered by or in the possession of a hospital authority from third parties; contract cost estimates prepared for confidential use and awarding contracts for construction or the purchase of goods or services; data, records, or information of a proprietary nature produced or collected by or for a hospital authority or members of its staff; financial statements not publicly available that may be filed with a hospital authority from third parties; customer account information; fund-raising activities; consulting or other reports paid for by a hospital authority to assist the authority in connection with its strategic planning and goals; and the determination of marketing and operational strategies that affect competitive position. Notwithstanding the exclusions granted by this subdivision, a hospital authority shall comply with all applicable state reporting requirements. As used in this subdivision, "hospital authority" means Chesapeake Hospital Authority, Patrick Hospital Authority, Richmond Eye and Ear Hospital Authority, all authorities created under Chapter 53 (§ 15.2-5300 et seq.) of Title 15.2, and all hospital or health center commissions created under Chapter 52 (§ 15.2-5200 et seq.) of Title 15.2.

26. Records relating to utilization review, credentialing, quality assurance and other matters that are deemed privileged pursuant to § 8.01-581.17; provided that entities specified in § 8.01-581.17 shall comply with all applicable state reporting requirements.

§ 2.2-3711. Closed meetings authorized for certain limited purposes.

A. Public bodies may hold closed meetings only for the following purposes:

1. Discussion, consideration or interviews of prospective candidates for employment; assignment,

182 appointment, promotion, performance, demotion, salaries, disciplining or resignation of specific public
183 officers, appointees or employees of any public body; and evaluation of performance of departments or
184 schools of public institutions of higher education where such evaluation will necessarily involve
185 discussion of the performance of specific individuals. Any teacher shall be permitted to be present
186 during a closed meeting in which there is a discussion or consideration of a disciplinary matter that
187 involves the teacher and some student and the student involved in the matter is present, provided the
188 teacher makes a written request to be present to the presiding officer of the appropriate board.

189 2. Discussion or consideration of admission or disciplinary matters or any other matters that would
190 involve the disclosure of information contained in a scholastic record concerning any student of any
191 Virginia public institution of higher education or any state school system. However, any such student,
192 legal counsel and, if the student is a minor, the student's parents or legal guardians shall be permitted to
193 be present during the taking of testimony or presentation of evidence at a closed meeting, if such
194 student, parents or guardians so request in writing and such request is submitted to the presiding officer
195 of the appropriate board.

196 3. Discussion or consideration of the acquisition of real property for a public purpose, or of the
197 disposition of publicly held real property, where discussion in an open meeting would adversely affect
198 the bargaining position or negotiating strategy of the public body.

199 4. The protection of the privacy of individuals in personal matters not related to public business.

200 5. Discussion concerning a prospective business or industry or the expansion of an existing business
201 or industry where no previous announcement has been made of the business' or industry's interest in
202 locating or expanding its facilities in the community.

203 6. Discussion or consideration of the investment of public funds where competition or bargaining is
204 involved, where, if made public initially, the financial interest of the governmental unit would be
205 adversely affected.

206 7. Consultation with legal counsel and briefings by staff members or consultants pertaining to actual
207 or probable litigation, where such consultation or briefing in open meeting would adversely affect the
208 negotiating or litigating posture of the public body; and consultation with legal counsel employed or
209 retained by a public body regarding specific legal matters requiring the provision of legal advice by such
210 counsel. For the purposes of this subdivision, "probable litigation" means litigation that has been
211 specifically threatened or on which the public body or its legal counsel has a reasonable basis to believe
212 will be commenced by or against a known party. Nothing in this subdivision shall be construed to
213 permit the closure of a meeting merely because an attorney representing the public body is in attendance
214 or is consulted on a matter.

215 8. In the case of boards of visitors of public institutions of higher education, discussion or
216 consideration of matters relating to gifts, bequests and fund-raising activities, and grants and contracts
217 for services or work to be performed by such institution. However, the terms and conditions of any such
218 gifts, bequests, grants and contracts made by a foreign government, a foreign legal entity or a foreign
219 person and accepted by a public institution of higher education in Virginia shall be subject to public
220 disclosure upon written request to the appropriate board of visitors. For the purpose of this subdivision,
221 (i) "foreign government" means any government other than the United States government or the
222 government of a state or a political subdivision thereof; (ii) "foreign legal entity" means any legal entity
223 created under the laws of the United States or of any state thereof if a majority of the ownership of the
224 stock of such legal entity is owned by foreign governments or foreign persons or if a majority of the
225 membership of any such entity is composed of foreign persons or foreign legal entities, or any legal
226 entity created under the laws of a foreign government; and (iii) "foreign person" means any individual
227 who is not a citizen or national of the United States or a trust territory or protectorate thereof.

228 9. In the case of the boards of trustees of the Virginia Museum of Fine Arts, the Virginia Museum
229 of Natural History, and The Science Museum of Virginia, discussion or consideration of matters relating
230 to specific gifts, bequests, and grants.

231 10. Discussion or consideration of honorary degrees or special awards.

232 11. Discussion or consideration of tests, examinations or other records excluded from this chapter
233 pursuant to subdivision 4 of § 2.2-3705.1.

234 12. Discussion, consideration or review by the appropriate House or Senate committees of possible
235 disciplinary action against a member arising out of the possible inadequacy of the disclosure statement
236 filed by the member, provided the member may request in writing that the committee meeting not be
237 conducted in a closed meeting.

238 13. Discussion of strategy with respect to the negotiation of a hazardous waste siting agreement or to
239 consider the terms, conditions, and provisions of a hazardous waste siting agreement if the governing
240 body in open meeting finds that an open meeting will have an adverse effect upon the negotiating
241 position of the governing body or the establishment of the terms, conditions and provisions of the siting
242 agreement, or both. All discussions with the applicant or its representatives may be conducted in a
243 closed meeting.

14. Discussion by the Governor and any economic advisory board reviewing forecasts of economic activity and estimating general and nongeneral fund revenues.

15. Discussion or consideration of medical and mental records excluded from this chapter pursuant to subdivision 1 of § 2.2-3705.5.

16. Deliberations of the State Lottery Board in a licensing appeal action conducted pursuant to subsection D of § 58.1-4007 regarding the denial or revocation of a license of a lottery sales agent; and discussion, consideration or review of State Lottery Department matters related to proprietary lottery game information and studies or investigations exempted from disclosure under subdivision 6 of § 2.2-3705.3 and subdivision 11 of § 2.2-3705.7.

17. Those portions of meetings by local government crime commissions where the identity of, or information tending to identify, individuals providing information about crimes or criminal activities under a promise of anonymity is discussed or disclosed.

18. Discussion, consideration, review and deliberations by local community corrections resources boards regarding the placement in community diversion programs of individuals previously sentenced to state correctional facilities.

19. Those portions of meetings in which the Board of Corrections discusses or discloses the identity of, or information tending to identify, any prisoner who (i) provides information about crimes or criminal activities, (ii) renders assistance in preventing the escape of another prisoner or in the apprehension of an escaped prisoner, or (iii) voluntarily or at the instance of a prison official renders other extraordinary services, the disclosure of which is likely to jeopardize the prisoner's life or safety.

20. Discussion of plans to protect public safety as it relates to terrorist activity and briefings by staff members, legal counsel, or law-enforcement or emergency service officials concerning actions taken to respond to such activity or a related threat to public safety.

21. Discussion by the Board of the Virginia Retirement System, acting pursuant to § 51.1-124.30, or of any local retirement system, acting pursuant to § 51.1-803, or of the Rector and Visitors of the University of Virginia, acting pursuant to § 23-76.1, regarding the acquisition, holding or disposition of a security or other ownership interest in an entity, where such security or ownership interest is not traded on a governmentally regulated securities exchange, to the extent that such discussion (i) concerns confidential analyses prepared for the Rector and Visitors of the University of Virginia, prepared by the retirement system or provided to the retirement system under a promise of confidentiality, of the future value of such ownership interest or the future financial performance of the entity, and (ii) would have an adverse effect on the value of the investment to be acquired, held or disposed of by the retirement system or the Rector and Visitors of the University of Virginia. Nothing in this subdivision shall be construed to prevent the disclosure of information relating to the identity of any investment held, the amount invested or the present value of such investment.

22. Those portions of meetings in which individual child death cases are discussed by the State Child Fatality Review team established pursuant to § 32.1-283.1, and those portions of meetings in which individual child death cases are discussed by a regional or local child fatality review team established pursuant to § 32.1-283.2, and those portions of meetings in which individual death cases are discussed by family violence fatality review teams established pursuant to § 32.1-283.3.

23. Those portions of meetings of the University of Virginia Board of Visitors or the Eastern Virginia Medical School Board of Visitors, as the case may be, and those portions of meetings of any persons to whom management responsibilities for the University of Virginia Medical Center or Eastern Virginia Medical School, as the case may be, have been delegated, in which there is discussed proprietary, business-related information pertaining to the operations of the University of Virginia Medical Center or Eastern Virginia Medical School, as the case may be, including business development or marketing strategies and activities with existing or future joint venturers, partners, or other parties with whom the University of Virginia Medical Center or Eastern Virginia Medical School, as the case may be, has formed, or forms, any arrangement for the delivery of health care, if disclosure of such information would adversely affect the competitive position of the Medical Center or Eastern Virginia Medical School, as the case may be.

24. In the case of the Virginia Commonwealth University Health System Authority, discussion or consideration of any of the following: the acquisition or disposition of real or personal property where disclosure would adversely affect the bargaining position or negotiating strategy of the Authority; operational plans that could affect the value of such property, real or personal, owned or desirable for ownership by the Authority; matters relating to gifts, bequests and fund-raising activities; grants and contracts for services or work to be performed by the Authority; marketing or operational strategies where disclosure of such strategies would adversely affect the competitive position of the Authority; members of its medical and teaching staffs and qualifications for appointments thereto; and qualifications or evaluations of other employees.

25. Those portions of the meetings of the Intervention Program Committee within the Department of

305 Health Professions to the extent such discussions identify any practitioner who may be, or who actually
306 is, impaired pursuant to Chapter 25.1 (§ 54.1-2515 et seq.) of Title 54.1.

307 26. Meetings or portions of meetings of the Board of the Virginia College Savings Plan wherein
308 personal information, as defined in § 2.2-3801, which has been provided to the Board or its employees
309 by or on behalf of individuals who have requested information about, applied for, or entered into
310 prepaid tuition contracts or savings trust account agreements pursuant to Chapter 4.9 (§ 23-38.75 et seq.)
311 of Title 23 is discussed.

312 27. Discussion or consideration, by the Wireless Carrier E-911 Cost Recovery Subcommittee created
313 pursuant to § 56-484.15, of trade secrets, as defined in the Uniform Trade Secrets Act (§ 59.1-336 et
314 seq.), submitted by CMRS providers as defined in § 56-484.12, related to the provision of wireless
315 E-911 service.

316 28. Those portions of disciplinary proceedings by any regulatory board within the Department of
317 Professional and Occupational Regulation, Department of Health Professions, or the Board of
318 Accountancy conducted pursuant to § 2.2-4019 or 2.2-4020 during which the board deliberates to reach
319 a decision or meetings of health regulatory boards or conference committees of such boards to consider
320 settlement proposals in pending disciplinary actions or modifications to previously issued board orders as
321 requested by either of the parties.

322 29. Discussion or consideration by a responsible public entity or an affected local jurisdiction, as
323 those terms are defined in § 56-557, of confidential proprietary records excluded from this chapter
324 pursuant to subdivision 11 of § 2.2-3705.6.

325 30. Discussion of the award of a public contract involving the expenditure of public funds, including
326 interviews of bidders or offerors, and discussion of the terms or scope of such contract, where
327 discussion in an open session would adversely affect the bargaining position or negotiating strategy of
328 the public body.

329 31. Discussion or consideration by the Commonwealth Health Research Board of grant application
330 records excluded from this chapter pursuant to subdivision 17 of § 2.2-3705.6.

331 32. Discussion or consideration by the Commitment Review Committee of records excluded from
332 this chapter pursuant to subdivision 9 of § 2.2-3705.2 relating to individuals subject to commitment as
333 sexually violent predators under Chapter 9 (§ 37.2-900 et seq.) of Title 37.2.

334 33. (Expires July 1, 2006) Discussion or consideration by the Virginia Commission on Military Bases
335 of records excluded from this chapter pursuant to subdivision 8 of § 2.2-3705.2.

336 34. Discussion or consideration of confidential proprietary records and trade secrets excluded from
337 this chapter pursuant to subdivision 18 of § 2.2-3705.6.

338 35. Discussion or consideration by a local authority created in accordance with the Virginia Wireless
339 Service Authorities Act (§ 15.2-5431.1 et seq.) of confidential proprietary records and trade secrets
340 excluded from this chapter pursuant to subdivision 19 of § 2.2-3705.6.

341 36. Discussion or consideration by the State Board of Elections or local electoral boards of voting
342 security matters made confidential pursuant to § 24.2-625.1.

343 37. *Those portions of meetings of a hospital authority and those portions of meetings of any persons*
344 *to whom management responsibilities for such hospital authority have been delegated, in which there is*
345 *discussed the condition, acquisition, or use of real or personal property or plans for the future of the*
346 *hospital authority that could affect the value of property, real or personal, owned or desirable for*
347 *bequests and fund-raising activities; grants and contracts for services or work to be performed by the*
348 *hospital authority; marketing and operational strategies that will affect competitive position; and the*
349 *discussion or consideration of members of its medical staff, and qualifications and appointments thereto.*
350 *As used in this subdivision, "hospital authority" means the Chesapeake Hospital Authority, Patrick*
351 *Hospital Authority, Richmond Eye and Ear Hospital Authority, all authorities created under Chapter 53*
352 *(§ 15.2-5300 et seq.) of Title 15.2, and all hospital or health center commissions created under Chapter*
353 *52 (§ 15.2-5200 et seq.) of Title 15.2.*

354 38. *Those portions of meetings specified in § 8.01-581.17 to the extent such discussions concern*
355 *records excluded from this chapter pursuant to subdivision 26 of § 2.2-3705.7.*

356 B. No resolution, ordinance, rule, contract, regulation or motion adopted, passed or agreed to in a
357 closed meeting shall become effective unless the public body, following the meeting, reconvenes in open
358 meeting and takes a vote of the membership on such resolution, ordinance, rule, contract, regulation or
359 motion that shall have its substance reasonably identified in the open meeting.

360 C. Public officers improperly selected due to the failure of the public body to comply with the other
361 provisions of this section shall be de facto officers and, as such, their official actions are valid until they
362 obtain notice of the legal defect in their election.

363 D. Nothing in this section shall be construed to prevent the holding of conferences between two or
364 more public bodies, or their representatives, but these conferences shall be subject to the same
365 procedures for holding closed meetings as are applicable to any other public body.

366 E. This section shall not be construed to (i) require the disclosure of any contract between the

Intervention Program Committee within the Department of Health Professions and an impaired practitioner entered into pursuant to Chapter 25.1 (§ 54.1-2515 et seq.) of Title 54.1 or (ii) require the board of directors of any authority created pursuant to the Industrial Development and Revenue Bond Act (§ 15.2-4900 et seq.), or any public body empowered to issue industrial revenue bonds by general or special law, to identify a business or industry to which subdivision A 5 applies. However, such business or industry shall be identified as a matter of public record at least 30 days prior to the actual date of the board's authorization of the sale or issuance of such bonds.

§ 2.2-4345. Exemptions from competitive sealed bidding and competitive negotiation for certain transactions; limitations.

A. The following public bodies may enter into contracts without competitive sealed bidding or competitive negotiation:

1. The Director of the Department of Medical Assistance Services for special services provided for eligible recipients pursuant to subsection H of § 32.1-325, provided that the Director has made a determination in advance after reasonable notice to the public and set forth in writing that competitive sealed bidding or competitive negotiation for such services is not fiscally advantageous to the public, or would constitute an imminent threat to the health or welfare of such recipients. The writing shall document the basis for this determination.

2. (Effective until July 1, 2008) The State Health Commissioner for the compilation, storage, analysis, evaluation, and publication of certain data submitted by health care providers and for the development of a methodology to measure the efficiency and productivity of health care providers pursuant to Chapter 7.2 (§ 32.1-276.2 et seq.) of Title 32.1, if the Commissioner has made a determination in advance, after reasonable notice to the public and set forth in writing, that competitive sealed bidding or competitive negotiation for such services is not fiscally advantageous to the public. The writing shall document the basis for this determination. Such agreements and contracts shall be based on competitive principles.

3. The Virginia Code Commission when procuring the services of a publisher, pursuant to §§ 30-146 and 30-148, to publish the Code of Virginia or the Virginia Administrative Code.

4. The Department of Alcoholic Beverage Control for the purchase of alcoholic beverages.

5. The Department for the Aging, for the administration of elder rights programs, with (i) nonprofit Virginia corporations granted tax-exempt status under § 501 (c) (3) of the Internal Revenue Code with statewide experience in Virginia in conducting a state long-term care ombudsman program or (ii) designated area agencies on aging.

6. The Department of Health for (a) child restraint devices, pursuant to § 46.2-1097; (b) health care services with Virginia corporations granted tax-exempt status under § 501 (c) (3) of the Internal Revenue Code and operating as clinics for the indigent and uninsured that are organized for the delivery of primary health care services in a community (i) as federally qualified health centers designated by the Health Care Financing Administration or (ii) at a reduced or sliding fee scale or without charge; or (c) contracts with laboratories providing cytology and related services if competitive sealed bidding and competitive negotiations are not fiscally advantageous to the public to provide quality control as prescribed in writing by the Commissioner of Health.

7. Virginia Correctional Enterprises, when procuring materials, supplies, or services for use in and support of its production facilities, provided the procurement is accomplished using procedures that ensure as efficient use of funds as practicable and, at a minimum, includes obtaining telephone quotations. Such procedures shall require documentation of the basis for awarding contracts under this section.

8. The Virginia Baseball Stadium Authority for the operation of any facilities developed under the provisions of Chapter 58 (§ 15.2-5800 et seq.) of Title 15.2, including contracts or agreements with respect to the sale of food, beverages and souvenirs at such facilities.

9. With the consent of the Governor, the Jamestown-Yorktown Foundation for the promotion of tourism through marketing with private entities provided a demonstrable cost savings, as reviewed by the Secretary of Education, can be realized by the Foundation and such agreements or contracts are based on competitive principles.

10. The Chesapeake Hospital Authority in the exercise of any power conferred under Chapter 271, as amended, of the Acts of Assembly of 1966; *provided that it does not discriminate against any person on the basis of race, color, religion, national origin, sex, pregnancy, childbirth or related medical conditions, age, marital status, or disability in the procurement of goods and services.*

11. ~~The Hospital Authority of Norfolk in the exercise of any power conferred under Chapter 53 (§ 15.2-5300 et seq.) of Title 15.2. The Authority shall not discriminate against any person on the basis of race, color, religion, national origin, sex, pregnancy, childbirth or related medical conditions, age, marital status, or disability in the procurement of goods and services.~~ *Richmond Eye and Ear Hospital Authority, any authorities created under Chapter 53 (§ 15.2-5300 et seq.) of Title 15.2, and any hospital*

428 *or health center commission created under Chapter 52 (§ 15.2-5200 et seq.) of Title 15.2 in the exercise*
429 *of any power conferred under their respective authorizing legislation; provided that these entities shall*
430 *not discriminate against any person on the basis of race, color, religion, national origin, sex,*
431 *pregnancy, childbirth or related medical conditions, age, marital status, or disability in the procurement*
432 *of goods and services.*

433 12. The Patrick Hospital Authority sealed in the exercise of any power conferred under the Acts of
434 Assembly of 2000; *provided that it does not discriminate against any person on the basis of race, color,*
435 *religion, national origin, sex, pregnancy, childbirth or related medical conditions, age, marital status, or*
436 *disability in the procurement of goods and services.*

437 13. Public bodies for insurance or electric utility services if purchased through an association of
438 which it is a member if the association was formed and is maintained for the purpose of promoting the
439 interest and welfare of and developing close relationships with similar public bodies, provided such
440 association has procured the insurance or electric utility services by use of competitive principles and
441 provided that the public body has made a determination in advance after reasonable notice to the public
442 and set forth in writing that competitive sealed bidding and competitive negotiation are not fiscally
443 advantageous to the public. The writing shall document the basis for this determination.

444 14. Public bodies administering public assistance and social services programs as defined in
445 § 63.2-100, community services boards as defined in § 37.2-100, or any public body purchasing services
446 under the Comprehensive Services Act for At-Risk Youth and Families (§ 2.2-5200 et seq.) or the
447 Virginia Juvenile Community Crime Control Act (§ 16.1-309.2 et seq.) for goods or personal services
448 for direct use by the recipients of such programs if the procurement is made for an individual recipient.
449 Contracts for the bulk procurement of goods or services for the use of recipients shall not be exempted
450 from the requirements of § 2.2-4303.

451 15. The Eastern Virginia Medical School in the exercise of any power conferred pursuant to Chapter
452 471, as amended, of the Acts of Assembly of 1964.

453 B. No contract for the construction of any building or for an addition to or improvement of an
454 existing building by any local government or subdivision of local government for which state funds of
455 not more than \$30,000 in the aggregate or for the sum of all phases of a contract or project either by
456 appropriation, grant-in-aid or loan, are used or are to be used for all or part of the cost of construction
457 shall be let except after competitive sealed bidding or after competitive negotiation as provided under of
458 subsection D of § 2.2-4303. The procedure for the advertising for bids or for proposals and for letting of
459 the contract shall conform, mutatis mutandis, to this chapter.

460 § 15.2-5201. Definitions.

461 As used in this chapter:

462 "Bond" includes any interest-bearing obligation, including promissory notes.

463 "Health center" means any facility for the examination, treatment or care of sick or infirm persons.
464 "Health centers" may include, but need not be limited to, nursing homes, licensed pursuant to Article 1
465 (§ 32.1-123 et seq.) of Chapter 5 of Title 32.1, and assisted living facilities, licensed pursuant to Chapter
466 18 (§ 63.2-1800 et seq.) of Title 63.2.

467 "Hospital" means any facility, licensed as such pursuant to Article 1 (§ 32.1-123 et seq.) of Chapter 5
468 of Title 32.1, in which the primary function is the provision of diagnosis, care or treatment of sick or
469 infirm persons.

470 "Hospital or health center" means any and all medical facilities and approaches thereto and
471 appurtenances thereof. Medical facilities shall include any and all facilities suitable for providing
472 hospital and medical care, including any and all structures, buildings, improvements, additions,
473 extensions, replacements, appurtenances, lands, rights in lands, franchises, machinery, equipment,
474 furnishing, landscaping, approaches, roadways and other facilities necessary or desirable in connection
475 therewith or incidental thereto (including, without limitation, hospitals, nursing homes, assisted living
476 facilities, continuing care facilities, self-care facilities, medical office facilities, clinics, out-patient
477 surgical centers, alcohol, substance abuse and drug treatment centers, laboratories, research facilities,
478 sanitariums, hospices, facilities for the residence or care of the elderly, the handicapped or the
479 chronically ill, residential facilities for nurses, interns, and physicians and any other kind of facility for
480 the diagnosis, treatment, rehabilitation, prevention, or palliation of any human illness, injury, disorder,
481 or disability), together with all related and supporting facilities and equipment necessary and desirable
482 in connection therewith or incidental thereto, or equipment alone, including, without limitation, kitchen,
483 laundry, laboratory, pharmaceutical, administrative, communications, computer and recreational
484 facilities and equipment, storage space, mobile medical facilities, vehicles and other equipment
485 necessary or desirable for the transportation of medical equipment or the transportation of patients.

486 § 15.2-5202. When governing bodies may declare need for commission.

487 Governing bodies may adopt resolutions declaring the need for hospital or health center commissions
488 in political subdivisions, if they find that the public health and welfare, including the health and welfare
489 of persons of low income in such subdivisions and surrounding areas require the acquisition,

construction, *financing*, or operation of ~~public hospital facilities~~ *a hospital or health center*.

§ 15.2-5204. Members of commission; quorum; compensation; expenses; removal and vacancies.

A hospital or health center commission shall consist of the following number of members based upon the number of political subdivisions participating: for one political subdivision, five members; for two, six members; for three, six members; for four, eight members; and for more than four, one member for each of the participating subdivisions. The respective members shall be appointed by the governing bodies of the subdivisions they represent, may be members of such governing bodies, shall be residents of such subdivisions, and shall be appointed for such terms as the appointing body designates. *A member shall hold office until the earlier of the effective date of his resignation or the date on which his successor has been appointed and has qualified. Vacancies shall be filled for the unexpired term.* The powers of the commission conferred by this chapter shall be vested in and exercised by the members in office. A majority of the members *then in office* shall constitute a quorum. The commission shall elect its own chairman and shall adopt rules and regulations for its own procedure and government. The commission members may receive up to \$50 for attendance at each commission meeting, not to exceed \$1,200 per year, and shall be paid their actual expenses incurred in the performance of their duties. Any commission member may be removed at any time by the governing body appointing him, and vacancies on the commission shall be filled for the unexpired terms.

In any county having a population between 200,000 and 215,000, the number of commission members shall be seven and their terms may be staggered as the appointing body designates.

§ 15.2-5205. Powers of commission.

Any hospital or health center commission established hereunder shall have all powers necessary or convenient to carry out the general purposes of this chapter, including the ~~following power to~~:

1. ~~To sue~~ *Sue* and be sued; to adopt a seal and alter the same at pleasure; to have perpetual succession; and to make and execute contracts and other instruments necessary or convenient to the exercise of its powers.

2. ~~To employ~~ *Employ* such technical experts and such other officers, agents and employees as it may require, to fix their qualifications, duties and compensation and to remove such employees at pleasure.

3. ~~To acquire~~ *Acquire* within the territorial limits of the political subdivisions for which it is formed, by purchase, lease, gift or otherwise, whatever lands, buildings and structures as may be reasonably necessary for the purpose of establishing, constructing, enlarging, maintaining and operating one or more hospitals or health centers.

4. ~~To sell~~ *Sell*, lease, exchange, transfer, or assign any of its real or personal property, or any portion thereof or interest therein, to any person, firm, or corporation, whenever the commission finds such action to be in furtherance of the purposes for which the commission was created.

5. ~~To acquire~~ *Acquire*, establish, construct, enlarge, improve, maintain, equip and operate any hospital or health center, and any other facilities and services for the care and treatment of sick persons.

6. ~~To make~~ *Make* and enforce rules and regulations for the management and conduct of its business and affairs and for the use, maintenance and operation of its facilities and properties.

7. ~~To accept~~ *Accept* gifts and grants, including real or personal property, from the Commonwealth or any political subdivision thereof and from the United States and any of its agencies; and to accept donations of money, personal property or real estate, and take title thereto from any person.

8. ~~To make~~ *Make* rules and regulations governing the admission, care and treatment of patients in such hospital or health center, to classify patients as to charges to be paid by them, if any, and to determine the nature and extent of the service to be rendered patients.

9. ~~To comply~~ *Comply* with the provisions of the laws of the United States and the Commonwealth, and any rules and regulations made thereunder, for the expenditures of federal or state money in connection with hospitals or health centers and to accept, receive and receipt for federal and state money granted the commission, or granted any of the political subdivisions for which it is formed, for hospital or health center purposes.

10. ~~To borrow~~ *Borrow* money upon its bonds, notes, debentures, or other evidences of indebtedness issued for the purpose only of acquiring, constructing, improving, furnishing or equipping buildings or structures for use as a hospital or health center, and to secure the same by pledges of its revenues and property as hereafter provided. *This power shall include the power to refinance all or any portion of such debt, to renegotiate the terms of all or any portion of such debt, and to retire all or any portion of such debt prior to its maturity date.*

11. ~~To execute~~ *Execute* all instruments necessary or convenient in connection with the borrowing of money and issuing bonds as herein authorized.

12. ~~To enter~~ *Enter* into leases and agreements with persons for the construction or operation or both of a hospital or health center by such persons on land of the commission.

13. ~~To contract~~ *Contract* for the management and operation of any hospital or health center subject to the control of the commission; however, the commission may charge such rates for service as will

551 enable it to make reasonable compensation for such management and operation.

552 14. Assist in or provide for the creation of domestic or foreign stock and nonstock corporations,
553 limited liability companies, partnerships, limited partnerships, associations, foundations or other
554 supporting organizations or other entities and to purchase, receive, subscribe for or otherwise acquire,
555 own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, shares of or other
556 interests in, or obligations of, any domestic or foreign stock and nonstock corporations, limited liability
557 companies, partnerships, limited partnerships, associations, foundations or other supporting
558 organizations, joint ventures or other entities organized for any purpose, or direct or indirect
559 obligations of the United States, or of any other government, state, territory, governmental district or
560 municipality or of any other obligations of any domestic or foreign stock or nonstock corporation,
561 limited liability company, partnership, limited partnership, association, foundation or other supporting
562 organization, joint venture or other entity organized for any purpose or any individual. The investments
563 of any entity wholly owned or controlled by a hospital or health center commission that is an
564 "institution," as such term is defined in § 55-268.1, as amended, shall be governed by the Uniform
565 Management of Institutional Funds Act (§ 55-268.1 et seq.).

566 15. Participate in joint ventures with individuals, domestic or foreign stock and nonstock
567 corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or
568 other supporting organizations or other entities for providing medical care or related services or other
569 activities that the hospital or health center commission may undertake to the extent that such
570 undertakings assist the hospital or health center commission in carrying out the purposes and intent of
571 this chapter.

572 16. Provide domestic or foreign stock and nonstock corporations, limited liability companies,
573 partnerships, limited partnerships, associations, foundations or other supporting organizations, joint
574 ventures or other entities owned in whole or in part or controlled, directly or indirectly, in whole or in
575 part, by the hospital or health center commission with appropriate assistance, including making loans
576 and providing time of employees, in carrying out any activities authorized by this chapter.

577 17. Make loans and provide other assistance to domestic or foreign stock and nonstock corporations,
578 limited liability companies, partnerships, limited partnerships, associations, foundations or other
579 supporting organizations, joint ventures or other entities.

580 18. Transact its business, locate its offices and control, directly or through domestic or foreign stock
581 and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations,
582 foundations or other supporting organizations, joint ventures or other entities, facilities that will assist
583 or aid the hospital or health center commission in carrying out the purposes and intent of this chapter.

584 19. Procure such insurance, participate in such insurance plans, or provide such self-insurance, or
585 any combination thereof, as it deems necessary or convenient to carry out the purposes and provisions
586 of this chapter. The purchase of insurance, participation in an insurance plan, or creation of a
587 self-insurance plan by the hospital or health center commission shall not be deemed a waiver or
588 relinquishment of any sovereign immunity to which the hospital or health center commission or its
589 members, officers, directors, employees, or agents are otherwise entitled.

590 20. Exercise all other powers granted to nonstock corporations pursuant to § 13.1-826.

591 § 15.2-5219. Chapter supplemental; application of other laws; consent of local governing bodies or
592 other agencies not required.

593 The provisions of this chapter shall be deemed to provide a complete, additional, and alternative
594 method for doing the things authorized herein and shall be regarded as supplemental and additional to
595 powers conferred by other laws; the issuance of revenue bonds and revenue refunding bonds under the
596 provisions of this chapter need not comply with the requirements of any other laws applicable to the
597 issuance of bonds. Except as otherwise expressly provided in this chapter, none of the powers granted to
598 the authority under the provisions of this chapter shall be subject to the supervision or regulation or
599 require the approval or consent of any locality or any commission, board, bureau, or agency of any of
600 the foregoing.

601 § 15.2-5301. Definitions.

602 As used or referred to in this chapter unless a different meaning clearly appears from the context:

603 "Authority" or "hospital authority" means a body corporate organized in accordance with the
604 provisions of this chapter for the purposes, with the powers and subject to the restrictions hereinafter set
605 forth.

606 "Bonds" means any bonds, interim certificates, notes, debentures, or other obligations of the authority
607 issued pursuant to this chapter.

608 "Commissioner" means one of the members of an authority appointed in accordance with the
609 provisions of this chapter.

610 "Contract" means any agreement of an authority with or for the benefit of an obligee whether
611 contained in a resolution, trust indenture, mortgage, lease, bond or other instrument.

612 "Cost," as applied to a hospital project, means all or any part of the cost of acquisition, construction,

alteration, enlargement, reconstruction and remodeling of a hospital project, including all lands, structures, real or personal property, interest in land and air rights, the cost of demolishing or removing any buildings or structures on land so acquired, including the cost of acquiring any lands to which such buildings or structures may be moved, the cost of all labor, materials, machinery and equipment, financing charges, interest on all bonds prior to, during and for a period of time not to exceed two years after completion, provisions for working capital, the cost of architectural engineering, financial and legal services, plans, specifications, studies, surveys, estimates of cost and revenues, administrative expenses, expenses necessary or incident to determining the feasibility or practicability of acquiring or constructing the hospital project and such other expenses as may be necessary or incidental to the acquisition and construction of such project, the financing of such acquisition and construction and the placing of the project in operation.

"Federal government" means the United States of America or any agency or instrumentality, corporate or otherwise, of the United States of America.

"Government" means the Commonwealth and the federal government and any subdivision, agency or instrumentality, corporate or otherwise, of either of them.

"Hospital project" or "project" means *any and all medical facilities and approaches thereto and appurtenances thereof. Medical facilities shall include any and all facilities suitable for providing adequate hospital facilities and medical care for concentrated centers of population, and also includes any and all structures, buildings, improvements, additions, extensions, replacements, appurtenances, lands, rights in land, franchises, machinery, equipment, furnishings, landscaping, approaches, roadways and other facilities necessary or desirable in connection therewith or incidental thereto, including, without limitation, hospitals, nursing homes, assisted living facilities, continuing care facilities, self-care facilities, medical office facilities, clinics, out-patient surgical centers, alcohol, substance abuse and drug treatment centers, laboratories, research facilities, sanitariums, hospices, facilities for the residence or care of the elderly, the handicapped or the chronically ill, residential facilities for nurses, interns, and physicians and any other kind of facility for the diagnosis, treatment, rehabilitation, prevention or palliation of any human illness, injury, disorder, or disability; together with all related and supporting facilities and equipment necessary and desirable in connection therewith or incidental thereto; or equipment alone, including, without limitation, parking facilities, kitchen, laundry, laboratory, pharmaceutical, administrative, communications, computer and recreational facilities and equipment, storage space, mobile medical facilities, vehicles, and other equipment necessary or desirable for the transportation of medical equipment or the transportation of patients.*

"Obligee of the authority" or "obligee" includes any bondholder, trustee or trustees for any bondholders, any lessor demising property to the authority used in connection with a hospital project or any assignee or assignees of such lessor's interest or any part thereof, and the United States of America when it is a party to any contract with the authority.

"Real property" includes lands under water, structures, and any and all easements, franchises and incorporeal hereditaments and every estate and right therein, legal and equitable, including terms for years and liens by way of judgments, mortgage or otherwise.

"Trust indenture" includes instruments pledging the revenues of real or personal properties but not conveying such properties or conferring a right to foreclose and cause a sale thereof.

§ 15.2-5307. Appointment, qualifications, tenure and compensation of commissioners.

An authority shall consist of not more than 15 commissioners appointed by the mayor, and he shall designate the first chairman. No more than three commissioners shall be practicing physicians. No officer or employee of the city, with the exception of the director of a local health department, shall be eligible for appointment; however, no director of a local health department shall serve as chairman of the authority. No local health director who serves as a hospital authority commissioner shall serve as a member of the regional health planning agency board simultaneously. No practicing physician shall be appointed to such authority in any city having a population of not more than 18,000 and not less than 17,500 according to the 1960 or any subsequent census and bordered by one county and two rivers.

One-third of the commissioners who are first appointed shall be designated by the mayor to serve for terms of two years, one-third to serve for terms of four years, and one-third to serve for terms of six years, respectively, from the date of their appointment. Thereafter, the term of office shall be six years. No person shall be appointed to succeed himself following four successive terms in office; no term of less than six years shall be deemed a term in office for the purposes of this sentence.

A commissioner shall hold office until *the earlier of the effective date of his resignation or the date on which* his successor has been appointed and has qualified. Vacancies shall be filled for the unexpired term. In the event of a vacancy in the office of commissioner by expiration of term of office or otherwise, the remaining commissioners shall submit to the mayor nominations for appointments. The mayor may successively require additional nominations and shall have power to appoint any person so nominated. All such vacancies shall be filled from such nominations. A majority of the commissioners

674 currently in office shall constitute a quorum. The mayor may file with the city clerk a certificate of the
675 appointment or reappointment of any commissioner, and such certificate shall be conclusive evidence of
676 the due and proper appointment of such commissioner. A commissioner shall receive no compensation
677 for his services, but he shall be entitled to the necessary expenses including traveling expenses incurred
678 in the discharge of his duties.

679 § 15.2-5339. Borrowing money.

680 An authority shall have power to borrow money upon its bonds, notes, debentures, or other evidences
681 of indebtedness and to secure the same by pledges of its revenues in the manner and to the extent
682 hereinafter provided and, in connection with any loan by a government, to agree to limitations upon the
683 exercise of any powers conferred upon the authority by this chapter. *This power shall include the power*
684 *to refinance all or any portion of such debt, to renegotiate the terms of all or any portion of such debt,*
685 *and to retire all or any portion of such debt prior to its maturity date.*

686 § 15.2-5340.1. Joint ventures; subsidiaries; investments.

687 An authority shall have the power to:

688 1. Assist in or provide for the creation of domestic or foreign stock and nonstock corporations,
689 limited liability companies, partnerships, limited partnerships, associations, foundations or other
690 supporting organizations or other entities and to purchase, receive, subscribe for or otherwise acquire,
691 own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, shares of or other
692 interests in, or obligations of, any domestic or foreign stock and nonstock corporations, limited liability
693 companies, partnerships, limited partnerships, associations, foundations or other supporting
694 organizations, joint ventures or other entities organized for any purpose, or direct or indirect
695 obligations of the United States, or of any other government, state, territory, governmental district or
696 municipality or of any other obligations of any domestic or foreign stock or nonstock corporation,
697 limited liability company, partnership, limited partnership, association, foundation or other supporting
698 organization, joint venture or other entity organized for any purpose or any individual. The investments
699 of any entity wholly owned or controlled by a hospital authority that is an "institution," as such term is
700 defined in § 55-268.1, as amended, shall be governed by the Uniform Management of Institutional
701 Funds Act (§ 55-268.1 et seq.).

702 2. Participate in joint ventures with individuals, domestic or foreign stock and nonstock corporations,
703 limited liability companies, partnerships, limited partnerships, associations, foundations or other
704 supporting organizations or other entities for providing medical care or related services or other
705 activities that the authority may undertake to the extent that such undertakings assist the authority in
706 carrying out the purposes and intent of this chapter.

707 3. Provide domestic or foreign stock and nonstock corporations, limited liability companies,
708 partnerships, limited partnerships, associations, foundations or other supporting organizations, joint
709 ventures or other entities owned in whole or in part or controlled, directly or indirectly, in whole or in
710 part, by the authority with appropriate assistance, including making loans and providing time of
711 employees, in carrying out any activities authorized by this chapter.

712 4. Make loans and provide other assistance to domestic or foreign stock and nonstock corporations,
713 limited liability companies, partnerships, limited partnerships, associations, foundations or other
714 supporting organizations, joint ventures or other entities.

715 5. Transact its business, locate its offices and control, directly or through domestic or foreign stock
716 and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations,
717 foundations or other supporting organizations, joint ventures or other entities, facilities that will assist
718 or aid the authority in carrying out the purposes and intent of this chapter.

719 § 15.2-5340.2. Insurance.

720 An authority shall have the power to procure such insurance, participate in such insurance plans or
721 provide such self-insurance, or any combination thereof, as it deems necessary or convenient to carry
722 out the purposes and provisions of this chapter. The purchase of insurance, participation in an
723 insurance plan, or creation of a self-insurance plan by an authority shall not be deemed a waiver or
724 relinquishment of any sovereign immunity to which the authority or its commissioners, members,
725 officers, directors, employees, or agents are otherwise entitled.

726 2. That §§ 2, 7, 7.1, and 7.2 of Chapter 271 of the Acts of Assembly of 1966, as amended, are
727 amended and reenacted as follows:

728 § 2. The Authority shall be composed of eleven members, two of whom shall be licensed members
729 of the medical profession, all of whom shall be appointed by the city council. The terms of the members
730 shall be four years and staggered so that no more than four members shall be appointed in any one year;
731 provided, however, that for terms which commence in 1999, the council shall appoint four members for
732 four-year terms and two members for five-year terms, and for terms which commence in 2001, the
733 council shall appoint four members for four-year terms and one member for a three-year term. Any
734 member may be reappointed. Members shall be compensated for their services in the amount not in
735 excess of \$3,000 per annum and shall be entitled to reimbursement for necessary traveling and other

expenses incurred while engaged in the performance of their duties. Each member shall continue to hold office until *the earlier of the effective date of his resignation or the date on which his successor has been appointed and qualified*. The council shall have the right to remove any member or officer, for malfeasance or misfeasance, incompetency or gross neglect of duty. Vacancies shall be filled by appointment of the council for unexpired terms, or in the case of an increase in the size of the Authority, filled by appointment of the council, which appointments may be for an initial term less than four years. Members shall take an appropriate oath of office and same shall be filed with the city clerk. Members shall elect on an annual basis one of their number as chairman and another as vice-chairman and shall also elect a secretary and treasurer for terms to be determined by them, who may or may not be one of the members. The same person may serve as both secretary and treasurer. The members shall make such rules, regulations and bylaws for their own government and procedure as they shall determine; they shall meet regularly at least once a month and may hold such special meetings as they deem necessary.

§ 7. The Authority may accept loans, grants, or assistance from the federal government, the Commonwealth, any municipality thereof, or from any other sources, public or private, to carry out any of its purposes and may enter into any agreement or contract regarding or relating to the acceptance or use or repayment of any such loan, grant or assistance. *This power shall include the power to refinance all or any portion of the Authority's debt, to renegotiate the terms of all or any portion of such debt, and to retire all or any portion of such debt prior to its maturity date.*

§ 7.1. The Authority shall have the following powers to carry out the purposes and intent of this act:

(1) To provide or assist in providing medical care and related services in its service area.

(2) To promote, develop, improve and increase the commerce and economic development of the City of Chesapeake and its environs.

(3) To assist in or provide for the creation of *domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations or other entities*, and to purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, shares of or other interests in, or obligations of, any domestic or foreign *stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations*, joint ventures or other entities organized for any purpose, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any other obligations of any *domestic or foreign stock or nonstock corporation, limited liability company, partnership, limited partnership, association, partnership, or individual or any other domestic or foreign corporation foundation or other supporting organization, joint venture or other entity* organized for any purpose or any individual. *The investments of any entity wholly owned or controlled by the Authority that is an "institution," as such term is defined in § 55-268.1, shall be governed by the Uniform Management of Institutional Funds Act (§ 55-268.1 et seq.) of the Code of Virginia.*

(4) To provide to *domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations*, joint ventures or other entities owned in whole or in part or controlled, directly or indirectly, in whole or in part, by the Authority with appropriate assistance, including making loans and providing time of employees, in carrying out any activities authorized by this act.

(5) To make loans and provide other assistance to *domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations*, joint ventures or other entities.

(6) To make contracts or guarantees, incur liabilities, borrow money, or secure any obligations of others.

(7) To transact its business, locate its offices and control, directly or through *domestic or foreign stock or and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations, joint ventures or other entities*, facilities that will assist or aid the Authority in carrying out the purposes and intent of this act as set forth in § 3 above, including without limitation, the power to own or operate, directly or indirectly, medical facilities in its service area.

(8) To participate in joint ventures with individuals, *domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations* or other entities for providing medical care or related services or other activities that the Authority may undertake to the extent that such undertakings assist the Authority in carrying out the purposes and intent of this act.

(9) To conduct or engage in any lawful business, activity, effort or project, necessary or convenient for the purposes of the Authority or for the exercise of any of its powers.

(10) To exercise all other powers granted to nonstock corporations pursuant to § 13.1-826 of the

897 Code of Virginia as in effect on January 1, 1987, as amended.

898 (11) To procure such insurance, participate in such insurance plans, or provide such self-insurance,
899 or any combination thereof, as it deems necessary or convenient to carry out the purposes and
900 provisions of this act. The purchase of insurance, participation in an insurance plan, or creation of a
901 self-insurance plan by the Authority shall not be deemed a waiver or relinquishment of any sovereign
902 immunity to which the Authority or its members, officers, directors, employees, or agents are otherwise
903 entitled.

904 § 7.2. Notwithstanding the Virginia Freedom of Information Act (§ ~~2.1-340~~ 2.2-3700 et seq.) of the
905 Code of Virginia, the Authority shall be permitted to conduct executive or closed meetings to discuss or
906 consider the condition, acquisition or use of real or personal property or plans for the future of the
907 Authority which could affect the value of property, real or personal, owned or desirable for ownership
908 by the Authority; for discussion or consideration of matters relating to gifts, bequests and fund-raising
909 activities; grants and contracts for services or work to be performed by the Authority; marketing and
910 operational strategies that will affect competitive position; and the discussion or consideration of
911 members of its medical staff, and qualifications and appointments thereto. The Authority shall follow the
912 provisions of § ~~2.1-344.1~~ 2.2-3712 when convening executive or closed meetings.

913 The Authority shall not be required to disclose records pertaining to the qualifications for or
914 continued membership on its medical staff; proprietary information gathered by or in the possession of
915 the Authority from third parties; contract cost estimates prepared for confidential use and awarding
916 contracts for construction or the purchase of goods or services; data, records or information of a
917 proprietary nature produced or collected by or for the Authority or members of its staff; financial
918 statements not publicly available which may be filed with the Authority from third parties; customer
919 account information; *fund-raising activities*; consulting or other reports paid for by the Authority to
920 assist the Authority in connection with its strategic planning and goals; and the determination of
921 marketing and operational strategies that affect competitive position.

922 The Authority's exemptions from the Freedom of Information Act shall be limited to those activities
923 specifically described in this section and those exemptions otherwise granted under the provisions of the
924 Act. Except as specifically provided in this section, the Authority shall be subject to the provisions of
925 the Freedom of Information Act.

926 Notwithstanding exemptions from the Freedom of Information Act granted by this section, the
927 Authority shall comply with all requirements of the Virginia Health Services Cost Review Council as
928 contained in Chapter 26 (§ ~~9-156~~ et seq.) of Title 9 of the Code of Virginia and with all applicable state
929 reporting requirements.

930 **3. That §§ 2, 3, and 4 of Chapter 742 of the Acts of Assembly of 1970, as amended, are amended**
931 **and reenacted as follows:**

932 § 2. Definitions.—The following terms, wherever used or referred to in this act, shall have the
933 following respective meanings, unless a different meaning clearly appears from the context:

934 (a) "Authority" means the Richmond Eye and Ear Hospital Authority created by § 3 of this act.

935 (b) "Board" means the Board of Directors of the Authority appointed in accordance with the
936 provisions of this act.

937 (c) "Government" includes the State and Federal Government and any subdivision, agency or
938 instrumentality, corporate or otherwise, of either of them, and any county, city, or town or agency or
939 instrumentality, corporate or otherwise, of any of them.

940 (d) "State" means the Commonwealth of Virginia.

941 (e) "Federal Government" includes the United States of America, or any agency, instrumentality,
942 corporate or otherwise, of the United States of America.

943 (f) "Hospital project" shall mean *any and all medical facilities and approaches thereto and*
944 *appurtenances thereof. Medical facilities shall include any and all facilities suitable for providing*
945 *adequate hospital and medical care and shall include any and all structures, buildings, improvements,*
946 *additions, extensions, replacements, appurtenances, lands, rights in lands, franchises, machinery,*
947 *equipment, furnishings, landscaping, approaches, roadways and other facilities necessary or desirable in*
948 *connection therewith or incidental thereto, including, without limitation, hospitals, nursing homes,*
949 *assisted living facilities, continuing care facilities, self-care facilities, medical office facilities, clinics,*
950 *out-patient surgical centers, alcohol, substance abuse and drug treatment centers, laboratories, research*
951 *facilities, sanitariums, hospices, facilities for the residence or care of the elderly, the handicapped or the*
952 *chronically ill, residential facilities for nurses, interns, and physicians and any other kind of facility for*
953 *the diagnosis, treatment, rehabilitation, prevention or palliation of any human illness, injury, disorder,*
954 *or disability, together with all related and supporting facilities and equipment necessary and desirable*
955 *in connection therewith or incidental thereto, or equipment alone, including, without limitation, kitchen,*
956 *laundry, laboratory, pharmaceutical, administrative, communications, computer and recreational*
957 *facilities and equipment, storage space, mobile medical facilities, vehicles, and other equipment*
958 *necessary or desirable for the transportation of medical equipment or the transportation of patients.*

(g) "Parking facility project" shall mean and shall include lots, garages, parking terminals, or other facilities or structures incidental thereto for the off-street parking of motor vehicles open to public use or to be used in connection with a hospital project.

(h) "Project" shall include "hospital project" and "parking facility project" or either of them individually.

(i) "Bonds" shall mean any bonds, interim certificates, notes, debentures, or other obligations of the Authority issued pursuant to this act.

(j) "Trust indenture" shall mean any instrument by and between the Authority and a corporate trustee or trustees providing for the issuance of bonds and, in the discretion of the Authority, mortgaging a project or projects or other property of the Authority; pledging and assigning rates, fees and other revenues of any project or projects and any other rights, properties or interests of the Authority.

(k) "Contract" means any agreement of the Authority with or for the benefit of any obligee whether contained in a resolution, trust indenture, mortgage, lease, bond or other instrument.

(l) "Real property" includes lands under water, structures, and any and all easements, franchises and incorporeal hereditaments and every estate and right therein, legal and equitable, including terms for years and liens by way of judgment, mortgage or otherwise.

(m) "Obligee of the Authority" or "obligee" includes any bondholder, trustee or trustees for any bondholders, any lessor demising property to the Authority used in connection with any project or any assignee or assignees of such a party to any contract with the Authority.

(n) The word "cost" as applied to any project shall include the cost of construction, landscaping and conservation, the costs of acquisition of all land, rights of way, property, rights, easements and interests acquired by the Authority for such construction, landscaping and conservation, the cost of demolishing or removing any buildings or structures on land so acquired, including the cost of acquiring any lands to which such buildings or structures may be moved, the cost of all machinery, equipment and furnishings, financing charges, interest prior to and during construction and for a period of time after completion of construction as deemed advisable by the Authority, cost of engineering and legal services, plans, specifications, surveys, estimates of cost and of revenues, administrative expenses, the initial working capital, debt service reservations and such other expenses as may be necessary or incident to the construction of any project, the financing of such construction and the placing of such project in operation.

§ 3. Creation of the Authority.—There is hereby created a political subdivision and public body corporate and politic of the Commonwealth of Virginia to be known as the "Richmond Eye and Ear Hospital Authority" (hereafter referred to as the "Authority"), to be governed by a Board of Directors consisting of nine members appointed by the Governor from a list of nominations submitted by the Board of Directors of the Richmond Eye Hospital. Three of such members shall be appointed for two years, three for four-year terms, and three for six-year terms. After the expiration of the initial terms, appointments shall be made for terms of six years and members may be reappointed. Vacancies in the membership of the Board shall be filled by appointment for the unexpired portion of the term. The Board of Directors of the Richmond Eye Hospital and Ear Healthcare Alliance shall nominate two persons for each appointment. The Board so appointed shall enter upon the performance of its duties and shall initially and annually thereafter select one of its members as chairman and another as vice-chairman, and shall also elect annually a secretary or secretary-treasurer who need not be a member of the Board. The chairman, or in his absence vice-chairman, shall preside at all meetings of the Board, and in the absence of both the chairman and vice-chairman, the Board shall elect a chairman pro tempore who shall preside at such meetings. ~~Five~~A majority of the directors then in office shall constitute a quorum, and all action by the Board shall require the affirmative vote of a majority of the directors present and voting. The members of the Board shall be entitled to reimbursement for expenses incurred in attendance upon meetings of the Board or while otherwise engaged in the discharge of their duties, and each member shall also be paid the sum of \$25.00 per day for each day or portion thereof during which he is engaged in the performance of his duties. Such expenses and compensation shall be paid out of the treasury of the Authority in such manner as shall be prescribed by the Authority.

§ 4. Powers of the Authority.—That in order to prevent the spread of disease which constitutes a menace to the health, safety, morals and welfare of the State and impairs economic values; and in order that adequate hospital and medical facilities may be provided for the foregoing purpose and for the care of the public health and public welfare; and in order to alleviate traffic congestion, to promote the flow of commerce and to promote safety through the creation of off-street parking facilities; the Authority created by this act shall be deemed to be a public instrumentality exercising public and essential governmental functions to provide for the public health and welfare and said Authority is hereby authorized and empowered to:

(a) ~~to adopt~~ Adopt an official seal and alter the same at pleasure;

(b) ~~to maintain~~ Maintain an office at such place or places as it may designate;

920 (c) ~~to sue~~ *Sue* and be sued in its own name, plead and be impleaded;
921 (d) ~~to prepare~~ *Prepare*, carry out and operate hospital projects and parking facility projects;
922 (e) ~~to purchase~~ *Purchase*, construct or otherwise acquire, maintain, repair and operate or cause to be
923 repaired, maintained and operated, any project;
924 (f) ~~to sell~~ *Sell* or to lease to another, including, but not limited to, Virginia Commonwealth
925 University and the Richmond Eye Hospital, any of the Authority's projects or other property upon such
926 terms and conditions determined by the Authority;
927 (g) ~~to fix~~ *Fix* and revise from time to time and to charge and collect rates, rentals, fees and other
928 charges for the services and facilities furnished by the project or projects and to establish and revise
929 from time to time regulations in respect of the use, operation and occupancy of such project or projects
930 or a part thereof;
931 (h) ~~to make~~ *Make*, enter into and execute all contracts, agreements and instruments necessary or
932 incidental to the performance of its duties and the execution of its powers under this act including
933 contracts or agreements authorized by this act with any government with respect to the construction,
934 operation and maintenance of any project;
935 (i) ~~to employ~~ *Employ* consulting engineers, attorneys, accountants, construction and financial experts,
936 superintendents, managers, trustees, depositaries, paying agents and such other employees and agents as
937 may be necessary in the discretion of the Authority to construct, acquire, maintain and operate any
938 project and to fix their compensation;
939 (j) ~~to provide~~ *Provide* and operate inpatient and outpatient departments, and any other departments or
940 clinics customarily operated in hospitals in metropolitan centers and to provide research facilities,
941 teaching and instruction programs and schools for medical students, interns, physicians and nurses and
942 facilities incidental thereto;
943 (k) ~~to provide~~ *Provide* and maintain continuous resident physician and intern medical services; to
944 appoint an administrator, a superintendent or matron, and necessary assistants, and any and all other
945 employees deemed necessary or advisable and fix their compensation, and to remove such appointees;
946 (l) ~~to adopt~~ *Adopt* bylaws for the conduct of its business and to adopt necessary rules and regulations
947 for the government of the Authority and its employees;
948 (m) ~~to appoint~~ *Appoint* such committees or subcommittees as it shall deem advisable, and fix their
949 duties and responsibilities;
950 (n) ~~to accept~~ *Accept* donations of money, personal property or real estate for the benefit of the
951 Authority and take title thereto from any person, firm, corporation, society, or government;
952 (o) ~~to determine~~ *Determine* and regulate the conditions under which the privilege of practicing within
953 any hospital operated by the Authority may be available to physicians, and to promulgate reasonable
954 rules and regulations governing the conduct of physicians and nurses while on duty in such hospital and
955 to establish and maintain a training school for nurses;
956 (p) ~~to make~~ *Make* rules and regulations governing the admission of patients to, and the care, conduct,
957 and treatment of patients in, the hospital; to determine whether patients presented to the hospital for
958 treatment are subjects for charity and to fix the compensation to be paid by patients other than those
959 unable to assist themselves; to maintain and operate isolation wards for the care and treatment of mental,
960 contagious or other similar diseases;
961 (q) ~~to act~~ *Act* as agent for the Federal Government in connection with the acquisition, construction,
962 operation and management of a project, or any part thereof;
963 (r) ~~to arrange~~ *Arrange* with any government for the furnishing, planning, replanning, installing,
964 opening or closing of streets, roads, roadways, alleys, sidewalks, or other places or facilities, for the
965 acquisition by such government of property, options or property rights or for the furnishing of property
966 or services in connection with a project; to arrange with any government to the extent that it is within
967 the scope of each of their respective functions, (1) to cause the services customarily provided by each of
968 them to be rendered for the benefit of such Authority and (2) to provide and maintain parks and
969 sewerage, water and other facilities adjacent to or in connection with projects and to lease or rent any of
970 the dwellings or other accommodations or any of the lands, buildings, structures or facilities embraced
971 in any project and to establish and revise the rents or charges therefor;
972 (s) ~~to purchase~~ *Purchase*, lease, obtain options upon, acquire by gift, grant, bequest, devise, or
973 otherwise any property real or personal or any interest therein from any person, firm, corporation, city,
974 county, town or government;
975 (t) ~~to sell~~ *Sell*, exchange, transfer, or assign, any property real or personal or any interest therein to
976 any person, firm, corporation, or government;
977 (u) ~~to own~~ *Own*, hold, clear and improve property; to insure or provide for the insurance of the
978 property or operations of the Authority against such risks as the Authority may deem advisable;
979 (v) ~~to borrow~~ *Borrow* money upon its bonds, notes, debentures, or other evidences of indebtedness
980 and to secure the same by pledges or assignments of its revenues, rights, properties and interests in the
981 manner and to the extent hereinafter provided, and in connection with any loan by a government, to

agree to limitations upon the exercise of any powers conferred upon the Authority by this act. *This power shall include the power to refinance all or any portion of such debt, to renegotiate the terms of all or any portion of such debt, and to retire all or any portion of such debt prior to its maturity date;*

(z) *Assist in or provide for the creation of domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations or other entities and to purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, shares of or other interests in, or obligations of, any domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations, joint ventures or other entities organized for any purpose, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any other obligations of any domestic or foreign stock or nonstock corporation, limited liability company, partnership, limited partnership, association, foundation or other supporting organization, joint venture or other entity organized for any purpose or any individual. The investments of any entity wholly owned or controlled by the Authority that is an "institution," as such term is defined in § 55-268.1, shall be governed by the Uniform Management of Institutional Funds Act (§ 55-268.1 et seq.) of the Code of Virginia;*

(aa) *Participate in joint ventures with individuals, domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations or other entities for providing medical care or related services or other activities that the authority may undertake to the extent that such undertakings assist the authority in carrying out the purposes and intent of this chapter;*

(bb) *Provide domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations, joint ventures or other entities owned in whole or in part or controlled, directly or indirectly, in whole or in part, by the authority with appropriate assistance, including making loans and providing time of employees, in carrying out any activities authorized by this chapter;*

(cc) *Make loans and provide other assistance to domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations, joint ventures or other entities;*

(dd) *Transact its business, locate its offices and control, directly or through domestic or foreign stock and nonstock corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or other supporting organizations, joint ventures or other entities, facilities that will assist or aid the authority in carrying out the purposes and intent of this chapter;*

(ee) *Procure such insurance, participate in such insurance plans, or provide such self-insurance, or any combination thereof, as it deems necessary or convenient to carry out the purposes and provisions of this act. The purchase of insurance, participation in an insurance plan, or creation of a self-insurance plan by the Authority shall not be deemed a waiver or relinquishment of any sovereign immunity to which the Authority or its members, officers, directors, employees, or agents are otherwise entitled;*

(ff) *Exercise all other powers granted to nonstock corporations pursuant to § 13.1-826 of the Code of Virginia, as amended.*

4. That §§ 2, 7, 7.1, and 7.2 of Chapter 242 of the Acts of Assembly of 2000, as amended, are amended and reenacted as follows:

§ 2. The Authority shall be composed of nine members, two of whom shall be licensed members of the medical profession, all of whom shall be appointed by the Patrick County Board of Supervisors, hereinafter referred to as the "Board." The terms of the members shall be three years; provided, however, that three of the initial members shall serve three-year terms, three of the initial members shall serve two-year terms and three of the initial members shall serve one-year terms so that no more than three members shall be appointed in any one year. Members may be reappointed and shall serve without compensation, but they shall be entitled to reimbursement for necessary travel and other expenses incurred while engaged in the performance of their duties. Each member shall continue to hold office until the earlier of the effective date of his resignation or the date on which his successor has been appointed and qualified. The Board shall have the right to remove any member or officer, for malfeasance or misfeasance, incompetency, or gross neglect of duty. Vacancies shall be filled by appointment of the Board for unexpired terms, or in the case of an increase in the size of the Authority, filled by appointment of the Board, which appointments may be for an initial term of less than three years. Members shall take an appropriate oath of office and same shall be filed with the county clerk. Members shall elect on an annual basis one of their number as chairman and another as vice-chairman and shall also elect a secretary and treasurer for terms to be determined by them, who may or may not be one of the members. The same person may serve as both secretary and treasurer. The members shall

1043 make such rules, regulations and bylaws for their own government and procedure as they shall
1044 determine; they shall meet regularly at least once a month and may hold such special meetings as they
1045 deem necessary.

1046 § 7. The Authority may accept loans, grants, or assistance from the federal government, the
1047 Commonwealth, any municipality thereof, or from any other sources, public or private, to carry out any
1048 of its purposes and may enter into any agreement or contract regarding or relating to the acceptance or
1049 use or repayment of any such loan, grant or assistance. *This power shall include the power to refinance*
1050 *all or any portion of the Authority's debt, to renegotiate the terms of all or any portion of such debt,*
1051 *and to retire all or any portion of such debt prior to its maturity date.*

1052 § 7.1. The Authority shall have the following powers to carry out the purposes and intent of this act:

1053 (1) To provide or assist in providing medical care and related services in its service area.

1054 (2) To promote, develop, improve and increase the commerce and economic development of the
1055 County of Patrick and its environs.

1056 (3) To assist in or provide for the creation of *domestic or foreign* stock and nonstock corporations,
1057 *limited liability companies, partnerships, limited partnerships, associations, foundations or other*
1058 *supporting organization or other entities*, and to purchase, receive, subscribe for or otherwise acquire,
1059 own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, shares of or other
1060 interests in, or obligations of, any domestic or foreign *stock and nonstock* corporations, *limited liability*
1061 *companies, partnerships, limited partnerships, associations, foundations or other supporting*
1062 *organizations*, joint ventures or other entities organized for any purpose, or direct or indirect obligations
1063 of the United States, or of any other government, state, territory, governmental district or municipality or
1064 of any other obligations of any *domestic or foreign stock or nonstock corporation, limited liability*
1065 *company, partnership, limited partnership, association, partnership, or individual or any other domestic*
1066 *or foreign corporation, foundation or other supporting organization, joint venture or other entity*
1067 *organized for any purpose or any individual. The investments of any entity wholly owned or controlled*
1068 *by the Authority that is an "institution," as such term is defined in § 55-268.1, shall be governed by the*
1069 *Uniform Management of Institutional Funds Act (§ 55-268.1 et seq.) of the Code of Virginia.*

1070 (4) To provide to *domestic or foreign stock and nonstock* corporations, *limited liability companies,*
1071 *partnerships, limited partnerships, associations, foundations or other supporting organizations,* joint
1072 ventures or other entities owned in whole or in part or controlled, directly or indirectly, in whole or in
1073 part, by the Authority with appropriate assistance, including making loans and providing time of
1074 employees, in carrying out any activities authorized by this act.

1075 (5) To make loans and provide other assistance to *domestic or foreign stock and nonstock*
1076 *corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or*
1077 *other supporting organizations, joint ventures or other entities.*

1078 (6) To make contracts or guarantees, incur liabilities, borrow money, or secure any obligations of
1079 others.

1080 (7) To transact its business, locate its offices and control, directly or through *domestic or foreign*
1081 *stock or and nonstock corporations, limited liability companies, partnerships, limited partnerships,*
1082 *associations, foundations or other supporting organizations, joint ventures or other entities, facilities that*
1083 *will assist or aid the Authority in carrying out the purposes and intent of this act as set forth in §-3*
1084 *above, including without limitations the power to own or operate, directly or indirectly, medical facilities*
1085 *in its service area.*

1086 (8) To participate in joint ventures with individuals, *domestic or foreign stock and nonstock*
1087 *corporations, limited liability companies, partnerships, limited partnerships, associations, foundations or*
1088 *other supporting organizations or other entities for providing medical care or related services or other*
1089 *activities that the Authority may undertake to the extent that such undertakings assist the Authority in*
1090 *carrying out the purposes and intent of this act.*

1091 (9) To conduct or engage in any lawful business, activity, effort or project, necessary or convenient
1092 for the purposes of the Authority or for the exercise of any of its powers.

1093 (10) To exercise all other powers granted to nonstock corporations pursuant to § 13.1-826 of the
1094 Code of Virginia as amended.

1095 (11) *To procure such insurance, participate in such insurance plans, or provide such self-insurance,*
1096 *or any combination thereof, as it deems necessary or convenient to carry out the purposes and*
1097 *provisions of this act. The purchase of insurance, participation in an insurance plan, or creation of a*
1098 *self-insurance plan by the Authority shall not be deemed a waiver or relinquishment of any sovereign*
1099 *immunity to which the Authority or its members, officers, directors, employees, or agents are otherwise*
1100 *entitled.*

1101 § 7.2. Notwithstanding the Virginia Freedom of Information Act (§ ~~2.1-340~~ 2.2-3700 et seq.) of the
1102 Code of Virginia, the Authority shall be permitted to conduct executive or closed meetings to discuss or
1103 consider the condition, acquisition or use of real or personal property or plans for the future of the
1104 Authority which could affect the value of property, real or personal, owned or desirable for ownership

by the Authority; for discussion or consideration of matters relating to gifts, bequests and fund-raising activities; grants and contracts for services or work to be performed by the Authority; marketing and operational strategies that will affect competitive position; and the discussion or consideration of members of its medical staff, and qualifications and appointments thereto. The Authority shall follow the provisions of § ~~2.1-344.1~~ 2.2-3712 when convening executive or closed meetings.

The Authority shall not be required to disclose records pertaining to the qualifications for or continued membership on its medical staff; proprietary information gathered by or in the possession of the Authority from third parties; contract cost estimates prepared for confidential use and awarding contracts for construction or the purchase of goods or services; data, records, or information of a proprietary nature produced or collected by or for the Authority or members of its staff; financial statements not publicly available which may be filed with the Authority from third parties; customer account information; *fund-raising activities*; consulting or other reports paid for by the Authority to assist the Authority in connection with its strategic planning and goals; and the determination of marketing and operational strategies that affect competitive position.

The Authority's exemptions from the Virginia Freedom of Information Act (§ ~~2.1-340~~ 2.2-3700 et seq.) shall be limited to those activities specifically described in this section and those exemptions otherwise granted under the provisions of the Act. Except as specifically provided in this section, the Authority shall be subject to the provisions of the Virginia Freedom of Information Act. Notwithstanding the exemptions from the Virginia Freedom of Information Act granted by this section, the Authority shall comply with all applicable state reporting requirements.