

# Proxy Statement

VA811

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## **2017 Annual Meeting of the Corporation To be held on June 14, 2017**

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This Proxy Statement is being furnished to the Members of VA811 (or the Corporation), a non-stock Corporation, by the Board of Directors in connection with the solicitation of Proxies for the use at the 2017 Annual Meeting of the Corporation to be held on June 14, 2017 at 10:00 a.m. local time at the Hilton Richmond Hotel & Spa Short Pump, 12042 West Broad Street, Richmond, VA 23233.

This Proxy Statement was sent via email to all Members on or about May 1, 2017. Members as of the close of business on April 28, 2017 will be entitled to one vote per Member either by electronic proxy or in person at the Annual Membership Meeting.

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**Voting Procedures**

The Annual Meeting will be held on June 14, 2017 at 10:00 a.m. local time at the Hilton Richmond Hotel & Spa Short Pump, 12042 West Broad Street, Richmond, VA 23233. The Annual Meeting may be adjourned to another date and / or place at the discretion of the Board.

The purpose of the Annual Meeting is:

- 1) To elect five Directors of the Corporation; and
- 2) To transact such other business as may properly come before the meeting.

The Board has fixed the close of business on April 28, 2017 as the record date for determination of the VA811 Members entitled to receive notice and to vote at the Annual Meeting. As of the record date, there were five hundred and twenty-seven members entitled to vote at the Annual Meeting. Each Member will be entitled to **ONE** vote for each of five Director / candidates. The presence, by proxy or in person, of ten percent (10%) of the voting Members of VA811 at the Annual Meeting, shall constitute a quorum at the Annual Meeting.

All votes of the Members of VA811 represented by properly executed proxies received before or at the Annual Meeting and not revoked will be voted in accordance with the instructions indicated in those proxies. If no instructions are indicated on a properly executed returned proxy, such proxy will be voted "FOR" the nominees for Directors listed on this Proxy Statement and in the discretion of the proxy holder on any other matter. Abstentions may be specified with respect to any of the proposals being considered at the Annual Meeting. A properly executed proxy marked "WITHHOLD" will be counted as present for purposes of determining whether there is a quorum at the Annual Meeting.

The Board urges you to complete, date, and sign the electronic proxy by clicking on the hyperlink in the email. A Member may revoke his or her proxy at any time before its use by either:

- 1) Delivering a signed notice of revocation or a later-dated signed proxy to the VA811 Secretary / Treasurer (at the email address set forth)
- 2) Attending the Annual Meeting and voting in person. Merely attending the meeting and not voting does not mean you have revoked your proxy.

## DIRECTORS

### Number and classifications of Directors

The VA811 Bylaws set the number of Directors at fifteen. The VA811 Articles of Incorporation provide for staggered terms for the Board of Directors with three classes of five Directors, each serving three-year terms.

*At each annual meeting of the Corporation, the Members shall elect five (5) Directors to serve three-year terms in accordance with Article IV of the Corporation's Articles of Incorporation and also shall elect Directors to fill any vacancy on the Board of Directors. The Board of Directors shall present nominees for election to the Board of Directors to the Members of the Corporation at each annual meeting of the Corporation. Such nominations by the Board of Directors shall not preclude a Member from nominating another eligible person or persons during the annual meeting, if such person or persons receives a second. The nominees receiving the highest number of votes shall be deemed elected. If any Member so demands, the vote shall be taken by secret ballot.*

During selection of these Directors, the Nominations Committee should consider the following types of Members:

- 1) Electric Utility
- 2) Local Telephone Exchange Company
- 3) Long Distance Telephone Company
- 4) Cable Television Company
- 5) Water and/or Sewer Utility (whether public or private)
- 6) Gas Distribution Company
- 7) Petroleum Products or Natural Gas Interstate Pipeline Company
- 8) County Municipality
- 9) City or Town municipality

*In accordance with the requirements of the Damage Prevention Act and the rules promulgated there under, at least 20 percent of the Directors shall be composed of individuals who are neither utilities nor operators nor employed by a utility or an operator. This 20 percent shall be comprised of individuals that may be impacted by the services provided by the notification center, including excavators, contract locators, property owners, and governmental entities that are not operators or utilities. At least 50% of the remaining Directors will be representative of utilities.*

## Qualifications

In accordance with the requirements of the Bylaws, the Board of Directors has adopted guidelines for selecting Director Nominees. Copies of the guidelines are posted on the VA811, website (VA811.com). The guidelines require Director Nominees to demonstrate selflessness, integrity, objectivity, accountability, openness, honesty, and leadership. In addition, the following characteristics are to be considered in evaluating potential Director Nominees:

- 1) Commitment to Virginia's Underground Utility Damage Prevention Program and the mission of the Corporation.
- 2) Expertise in the industry, which the potential nominee would represent on the Board.
- 3) Willingness to serve actively on Board Committees and to participate actively in community work.
- 4) Commitment to being an advocate of excellent notification call-center operation.
- 5) Independent judgment, relevant personal and professional experience, and the ability to examine rigorous matters addressed by the Board.
- 6) Experience in the following areas:
  - a. Notification Call-Center Operations
  - b. Budgeting and Finance
  - c. Public Education & Awareness Programs
  - d. Public and Group Communication Skills
  - e. Managerial Decision Making (at strategic and/or policy levels)

These guidelines were used to evaluate the Director nominees listed in the section entitled NOMINEES FOR ELECTION AS DIRECTORS.

The Bylaws provide that the Board will propose nominees for election to the Board of Directors to the Members at each Annual Meeting. Voting Members may nominate other eligible persons during the Annual Meeting. Such nominees must receive a second at the meeting in order to be put on the ballot. The five (5) nominees receiving the highest number of votes will be deemed elected. Upon request by any voting Member, the vote will be taken by secret ballot.

## NOMINEES FOR ELECTION AS DIRECTORS

The nominees listed below are proposed for the election to the Board of Directors at the 2017 Annual Meeting to serve until the 2020 election.

Candidate	Title	Employer
John D’Orazio	President and CEO	RGC Resources
Mark Estes	Executive Director	Halifax County Service Authority
Brent Jones	Director of Construction	JNET Communications
Eric Martin	Director of Public Works	City of Chesapeake Department of Public Works
Frank Smith II	President & CEO	Roanoke Valley Broadband Authority

All of the above nominees have agreed to serve as Directors, if elected, by the Members. In the event a nominee becomes unavailable for election at the time of the Annual Meeting the Board may designate a substitute nominee. Proxies will be voted for the election of such substitute.

The Board recommends a vote “FOR” each of these Director nominees.

As of the date of this Proxy Statement the Board knows of no business that will be presented for consideration at the Annual Meeting other than that stated in the Proxy Statement. If other matters do properly come before the Annual Meeting the persons named in the Proxy will vote such proxy at their discretion.

**By Order of the Board of Directors,**

**Jim Allen, Secretary / Treasurer VA811  
May 1, 2017**