RIVANNA WATER & SEWER AUTHORITY
695 Moores Creek Lane | Charlottesville, Virginia 22902-9016
434.977.2970
434.293.8858
www.rivanna.org

RWSA BOARD OF DIRECTORS
Minutes of Regular Meeting
November 15, 2022

A regular meeting of the Rivanna Water and Sewer Authority (RWSA) Board of Directors was held on Tuesday, November 15, 2022 at 2:15 p.m.

Board Members Present: Mike Gaffney, Jeff Richardson, Michael Rogers, Brian Pinkston, Ann Mallek, Lauren Hildebrand, Gary O'Connell.

Board Members Absent: None

Rivanna Staff Present: Bill Mawyer, Lonnie Wood, Jennifer Whitaker, David Tungate, Deborah Anama, Andrea Bowles, Elizabeth Coleman

Attorney(s) Present: Carrie Stanton

1. *CALL TO ORDER*

The RWSA Chair, Michael Gaffney called the November 15, 2022, regular meeting of the Rivanna Water and Sewer Authority to order at 2:40 p.m.

2. *AGENDA APPROVAL*

Mr. O'Connell motioned to approve the Agenda. The motion was seconded by Ms. Mallek and passed unanimously (7-0).

3. *MINUTES OF PREVIOUS BOARD MEETING ON OCTOBER 25, 2022*

Mr. Gaffney asked if there were any comments or changes to the Board minutes.

Ms. Mallek motioned to approve the Board minutes of October 25, 2022. The motion was seconded by Mr. Pinkston and passed (6-0). Mr. Gaffney abstained from the vote because he was absent from the meeting.

4. *RECOGNITION*

There were no recognitions this month.

5. *EXECUTIVE DIRECTOR'S REPORT*

Mr. Mawyer recognized Alison Henry, who passed her Class 2 Water Operator License and was a unique operator licensed in water treatment and wastewater treatment. He stated that last month, they recognized that she increased her licensing in wastewater. He stated that Dennis Barbieri earned his Class 2 Wastewater Operator License recently, so they gave congratulations to him. He stated that these exams were given by DPOR in Richmond, and all operators in the

state must pass them to operate water and wastewater treatment plants.

Mr. Mawyer stated that they celebrated their annual Employee Appreciation Day on November 2, and using an abundance of caution, they did not go to Michie Tavern and celebrated in their parking lot with a picnic, service awards, and a picture. He stated that he restarted his welcoming program with new employees, where he met quarterly with new employees to have a box lunch and get to know new employees, which had been put aside during the pandemic.

Mr. Mawyer stated that recently, the Virginia Water and Wastewater Authority Association had an election, and he had served on the Board for a few years and was elected to first vice-president. He stated that Ben Shoemaker from the Fauquier Water & Sewer Authority was the president currently, and they had a nice group of over thirty authorities. He stated that there was a webpage on which they promoted the interests of water and wastewater authorities, particularly in Richmond when legislation and funding issues were considered.

Mr. Mawyer stated that they were poised to shut down the Observatory Water Treatment Plant on December 5 for three months strategically while students were gone and water demand was lower during the colder weather. He stated that it was a concentrated effort by their contractor to renovate the Observatory Treatment Plant. He stated that with the tragedy that occurred at the University yesterday, there was a lot of discussion at the plant about safety measures, but their contractor continued to work with the gate closed and close monitoring. He stated that they were moving forward in expanding Observatory from 7.7MGD to 10MGD in treatment capacity, as well as to rehabilitate the 1950s vintage facility.

Mr. Pinkston asked if the University knew that the project was underway.

Mr. Mawyer confirmed that staff were coordinating closely with UVA Facilities staff.

Mr. Pinkston asked if they knew that the water was coming through the City.

Mr. Mawyer stated that all of the water would all be coming from the South Rivanna Water Treatment Plant during this shutdown period. He stated that South Rivanna operated 24/7 and most of the water was coming from South Rivanna anyway, but 1-2 MGD came from Observatory. He stated that they had substantially completed the renovation at South Rivanna, so they would maximize that plant and zero production from Observatory for three months to concentrate construction. They were coordinating with Mr. Sundgren from UVA Facilities for that shutdown.

Mr. Mawyer stated that they continued to work on the piping projects from Rivanna to Ragged and from Ragged to Observatory, then from Observatory to Free Bridge. He stated there were about 18 miles of major piping to be completed that would increase the Urban water supply and improve reliability. He stated that Schenks Branch had been an age-old project that originally was a consent order project, and a lot of discussion had occurred even six years ago when he began as Executive Director, but they were revitalizing that project which would replace the sewer line along McIntire Road to Preston Ave. He stated the project was collaborative between the RWSA, City, and County, and was funded by the City. RWSA had sent information to

Albemarle County about potential easements across the County property to install that pipe.

Mr. Mawyer stated that official notice was received from the Virginia Department of Health that they had received a $3.18M grant to construct additional granular activated carbon vessels at four water treatment plants. He stated that the challenge to that good news was that it was a $21M project, so they would need to move it forward in the CIP to utilize the grant dollars. He stated that they continued to strategize and discuss with VDH about perhaps phasing the work. He stated that they had four more years of eligibility for additional grant funding in the five-year program.

Mr. Mawyer stated that it was noteworthy that the Roanoke River and the Western Virginia Water Authority found PFAS in its reservoir, and recently found a chemical company that was putting it in the river. He stated the RWSA built GAC filters to reduce disinfection byproducts from chlorination, but technology indicated that it was one of the leading ways to take PFAS, "forever chemicals", out of the raw water as they made it into drinking water. He stated that the grant request was submitted to VDH about six months ago, and they recently received the letter of official award of $3.177M. He stated that they were working on the strategy of how to fund the rest of the project to best leverage the grant.

Mr. Gaffney asked Mr. Mawyer if they obligated themselves to spend $21M if they took the $3M.

Mr. Mawyer stated that question remained to be answered by VDH, and they must discuss the draft CIP if they did pull the $21M forward. He stated that they did not have the capacity to treat 100% of their water with GAC filters, so it was estimated they would be added in 2035-2038. He stated that they were advocates of moving the project forward but must reconcile it with the rates charged to the City and Service Authority. He stated they would have those discussions soon and would ask the VDH if they could use the grant partially for Crozet and Red Hill with the rest in subsequent years to complete GAC facilities at South Rivanna and Observatory.

Mr. O'Connell asked if there was a commitment to future year funding or if they had to reapply.

Mr. Mawyer stated that they must reapply every year, so there was no commitment from the VDH for future funding. He stated that the good news is there is very little PFAS in our drinking water. VDH stated that we were in a weak position for receipt of additional funding moving forward, but it was a function of how many applicants and the severity of the applications. He stated that the VDH encouraged them to apply, so they performed an extensive application process and were pleased to get the $3.18M to partially fund the project. He stated that he would keep everyone informed on future updates.

Ms. Mallek stated that she understood that a redesign of the GAC was what was required to actually catch the PFAS components, but she was unsure of what the redesign entailed. She asked Mr. Mawyer when he learned what that meant to please share it with them.

Mr. Mawyer stated that he would. He asked if Mr. Tungate knew about this issue.

Mr. Tungate stated that the system design could vary how long the water stayed in the GAC vessel, and it depended on the actual PFAS structure, as there were 3,600 varieties of PFAS, so treatment design needed to be chemical-specific.

Ms. Mallek asked if it was a timing factor as opposed to the size of the particles or something more specific than that.

Mr. Tungate stated that both factors were considered when designing a PFAS treatment process.

Mr. Mawyer stated how long they kept the water in contact with the GAC's activated carbon material was a treatment design factor.

Ms. Mallek stated that was a good start.

6. *ITEMS FROM THE PUBLIC*

Mr. Gaffney stated that he would open the Board meeting for people to give public comment. He asked speakers to identify themselves for the public record. He asked if there was anyone who would like to speak at this moment. Hearing none, he closed the items from the public.

7. *RESPONSES TO PUBLIC COMMENTS*

There were no public comments, so there were no responses.

8. *CONSENT AGENDA*

Mr. Gaffney asked if there were any items Board members would like to pull for questions. Hearing none, he asked if there was a motion and second to approve the Consent Agenda.

Mr. Richardson motioned to approve the Consent Agenda as presented. Mr. Pinkston seconded the motion, which passed unanimously (7-0).

a. *Staff Report on Finance*

b. *Staff Report on Operations*

c. *Staff Report on Ongoing Projects*

d. *Staff Report on Wholesale Metering*

e. *Approval of Board Meeting Schedule for Calendar Year 2023*

9. *OTHER BUSINESS*

a. Presentation, Public Hearing, and Vote on Approval – Sale of Buck Mountain Road
Andrea Bowles, Water Resources Manager

Ms. Bowles greeted the Board. She stated that she was present to discuss the Buck Mountain

management plan, and specifically, the sale of the Elliott House and property. She showed on the slide a map of Albemarle County, where the Authority held 1,300 acres in the northern part of the County that was going to be built into a reservoir but had not been built to date, which was the area referred to as Buck Mountain.

Ms. Bowles stated that a graphical view of the Buck Mountain property was shown on the slide, and of the different parcels they had presented, that there were three locations in the property that they were concerned with as liabilities that required attention. She stated that one was the bridge located in the northern part, one was a pond and dam, and one was the Elliott House, which was the property she would be talking about today.

Ms. Bowles stated that a few months ago, the Board approved the sale of improved and unimproved real estate based on certain criteria. She stated that for Buck Mountain, the criteria was that the property must be above the ground level elevation of 474, which was because the normal pool elevation at the planned reservoir was 464 and we wanted to retain property 10 feet above the normal pool elevation, and that they would sell real estate by offering the property to the public for sealed bids, the solicitation would specify the minimum bid to be submitted based on the fair market value determined by RWSA, and that the Board would conduct a public hearing before approving the sale. She stated that they were present today to ask for a public hearing to approve the sale.

Ms. Bowles showed the house and inside the house, stating that there was a lot of work that needed to be done to it. She stated that the original parcel was more than nine acres, and Rivanna subdivided that into a 2.2-acre lot and house that were located above the normal pool elevation plus ten feet that would be 474 and did not have any deed-restricted areas or preservation areas. She stated that was what was offered for sale.

Ms. Bowles stated that the history of the parcel was long. She stated that in the 1980s, Rivanna acquired about 1,300 acres for a water supply reservoir, and in the presence of the James spinymussel, the reservoir was not permitted. She stated after it was decided the reservoir would not be completed, Rivanna leased much of the land to the original landowners. She stated that in April 2019, a former property owner requested the Board to sell him the property acquired from him by condemnation, and this began the process. She stated that in June 2019, staff came back to the Board to share more information about Buck Mountain property, and the Board requested that they do a master plan for use of the property.

Ms. Bowles stated that they hired a firm, LPDA, who worked with them to develop a master plan, and in August 2020, they presented the master plan to the Board, who concurred with staff recommendation to develop a more detailed property management plan. She stated that they went back with LPDA and worked on the property management plan, coming back to the Board in March 2021 with identified issues including the previously mentioned pond, dam, and bridge repairs, and leasing and sale of the properties. She stated one of the issues brought up was how they were going to fund this work.

Ms. Bowles stated that in February 2022, staff updated the Board on the leasing and sale of specific properties, and in March held a public hearing to receive comments about the

procedures. She stated that in April 2022, the Board approved the lease and sale procedures and asked staff to consider rehabilitating the house as an option for any sale. She stated that they advertised sale of the Elliot house for bids and did not receive any, so they lowered the minimum bid amount and advertised again and did not receive any, and the third time of advertising finally produced some bids.

Ms. Bowles showed the dates of the timeline of the process on the slide.

Mr. Mawyer stated that each time they advertised, they reduced the minimum price to encourage bids.

Ms. Bowles showed a slide of the minimum bid and rehab requirements. She stated that in total, they received four bids and considered two of them responsive bids at $124,000 and $136,501 to purchase the house and 2.2 acres. She stated the highest bidder was Matt Lucas of 1966 Free Union Road, and they would like to ask the Board to conduct a public hearing so that they could enter into a sales contract on the house with Mr. Lucas.

Mr. Gaffney asked if it was possible to talk about the two bids that were disqualified.

Ms. Bowles stated that the highest bid was disqualified because it was listed as wanting to historically restore the house but did not go into any detail, which was required by the RFB. She stated that the second-highest bid was not delivered on the appropriate bid form. It was the form that was issued for the second RFB and not the third RFB, so it was disqualified.

Mr. Pinkston asked if there were specifications about what rehabilitation looked like.

Ms. Bowles stated that those were included in their RFB, and they had received them from the Virginia Department of Historic Resources.

Mr. Mawyer stated that they worked extensively with their lawyers to put the bid packet together, and it had terms and conditions as most bids they did, but they typically were for construction, so this was unique in some ways, such as looking for a high bidder rather than a low bidder.

Mr. Pinkston asked if there was any agreement as to how long the house had to stay there.

Mr. Mawyer stated no.

Mr. Mawyer stated that the RFB allowed bidders to rehabilitate the house or not rehabilitate the house and to bid accordingly. He stated that all bids received offered to rehabilitate the house, so they had the same requirement to provide information about what the rehabilitation would include. He stated that they went to the Virginia Historic Preservation Department to obtain a specification about what rehabilitation meant for historic structures, and those requirements were included in the RFB.

Mr. Mawyer stated that all that was required to make a valid bid was to be on the correct form

and describe what the rehabilitation effort would be. He stated that each time they issued a new bid form, they changed some of the terms and conditions, where the minimum price was reduced. He stated that on the last request for bids in October, they tried to stimulate the market further by offering realtors a 1% finder's fee if they brought a bidder to the Authority. He stated that the highest bidder did not detail how he would rehabilitate the house.

Mr. Mawyer stated that the second bidder used the incorrect bid form, which had higher minimum prices, different submittal dates, and no indication about the 1% finder fee for the realtor. He stated that they had the ability to waive informalities of a bid, but in their view, the bid form and instructions to bidders were very specific and the bidders needed to address all of these requirements, and it was unfortunate for these bidders that they did not do so. He stated that to preserve integrity in the bidding process, it was the recommendation that they be declared non-responsive by not properly responding to the bid request.

Mr. Pinkston thanked Mr. Mawyer for the information.

Mr. Mawyer stated that a fifth bidder showed up a few minutes after 2:00 p.m., but they would not accept his bid.

Mr. O'Connell asked if at this point the request was specifically for a public hearing and further discussion of the Board.

Ms. Bowles stated that it was.

Mr. Mawyer stated that the lease and sale procedures that the Board approved stated that they would receive bids, then have a public hearing for public comment, then the Board would decide if sale of the property would be approved.

Mr. Pinkston asked if the public hearing would be today.

Mr. Mawyer stated yes. He stated that information was included in the RFB packet that the public hearing would be held by the Board today, so all the bidders should be aware of that plan.

Mr. Gaffney opened the purchase of 1880 Buck Mountain Road for public hearing. He asked if any members of the public wished to speak at this time.

Mr. Peter Wiley stated that he was present because his bid was for $151,000, which he put on RFB form #401 instead of #402. He stated that all of the relevant information in that form would allow that form to transfer to a contract to purchase. He stated that he was a real estate agent and was not asking for a real estate commission. He stated that his bid would have been $14,999 higher than the next bid. He stated that general provision C of the RFB, which stated that the Authority reserved the right to waive informalities, or to accept bids which it deemed most favorable to the interest of the Authority in accordance with the VPPA.

Mr. Wiley stated that he assumed a higher number was a fiduciary responsibility of the group, and he assumed that some of them knew of his interest in preserving properties. He stated that he

had served with Ms. Mallek on the Historic Preservation Committee and documented this property with Dr. Ed Lay in 2019 as a service to the community. He stated that if the Board would consider, there was a mechanism to consider his bid, as he had not submitted the correct form but had filled it out correctly.

Upon hearing no more speakers, Mr. Gaffney closed the public hearing.

Mr. Gaffney asked if Ms. Stanton could discuss the informality that the speaker was requesting.

Ms. Stanton stated that the Authority reserved the right to waive informalities and to reject any or all bids after all had been examined, or to accept the bid which it deemed most favorable to the interests of the Authority in accordance with the VPPA.

Mr. Gaffney asked if that was in keeping with Mr. Wiley's request.

Ms. Stanton stated her information was written directly in the RFB.

Mr. Rogers stated fundamental public procurement was that for the bidder or proposer to be responsive and responsible, meaning that they submitted in accordance with the terms that had been outlined by the government agency. He stated that it was proposed as an informality, and he did not believe that they could waive this, because the bidder did not follow instructions in terms of submitting the form, and that was fundamental to what the agency requested. He stated that this constituted one's responsiveness to the bid, so he did not qualify, notwithstanding the fact that his bid was higher, he did not meet the threshold and should not be considered.

Mr. Pinkston asked if their Counsel agreed with that comment.

Ms. Stanton stated that the discussions with Mr. Mawyer had been consistent with Mr. Rogers' statement that fairness required uniform application of the rules to all bidders.

Mr. Gaffney asked if there was a motion.

Mr. Mawyer stated that there was a Resolution for the Board.

Ms. Mallek stated that she knew both bidders and was glad there were rules to fall back on so that further decisions would not have to be made.

Mr. Gaffney read the Resolution.

RESOLUTION
FOR THE SALE OF PROPERTY
1880 BUCK MOUNTAIN ROAD, FREE UNION, VA IN ALBEMARLE COUNTY
BY THE RIVANNA WATER AND SEWER AUTHORITY

***WHEREAS**, the Board of Directors authorized the sale of improved real estate in accordance with the "Lease and Sale of Buck Mountain Real Estate" procedure approved by the Board on May 24, 2022, and*

***WHEREAS,** the Authority publicly advertised a Request for Bids to consider the sale of property with an address of 1880 Buck Mountain Road, Free Union, VA 22940 in Albemarle County, TMP 02900-00-00-035H3, 2.2 acres, with an existing house and all improvements, and*

***WHEREAS**, the Authority received two responsive and responsible bids on November 8, 2022 and conducted a public hearing for the proposed sale of property to the highest bidder on November 15, 2022 after advertising the actual date fixed for the public hearing in the Daily Progress on October 24, 2022 and October 31, 2022, and*

***NOW, THEREFORE, BE IT RESOLVED** that the Rivanna Water and Sewer Authority hereby authorizes the sale of property with an address of 1880 Buck Mountain Road, Free Union, VA 22940 in Albemarle County, TMP 02900-00-00-035H3, 2.2 acres, with an existing house and all improvements for an amount totaling $136,501 to Matthew Lucas of Free Union, VA, and authorizes the Executive Director to execute all documents required to complete the transaction.*

Mr. Pinkston motioned to approve the Resolution. Ms. Mallek seconded the motion, which passed (7-0).

b. Presentation and Vote on Approval - Financial Update – Year End Results; Lonnie Wood, Director of Finance and Administration

Mr. Wood stated that at the end of each fiscal year and after the auditors had finished their fieldwork, they reviewed the operating cash account of the Authority on June 30 and compared the ending balance with the policy target, which was 60 days of cash on hand based on the year's current budget. He stated that this year's current target was $6.8M, and the actual reconciled cash balance was $6.3M, creating a shortfall of about $580,000. He stated the shortfall was then compared to the net revenues at the end of the year, which was a similar deficit, and the closeness in the numbers meant financial reports were working well.

Mr. Wood stated that the Authority sets the budgets and rates in six different rate centers, which was how they kept track of the separate cash for each rate center, and each rate center had its own reserve. He stated that reserves were to be used for many purposes, and one of them was at the end of the year to reconcile deficits and surpluses. He stated that this year, each rate center had a deficit, but some years, the rate centers would have a mixture of surpluses and deficits, and they did not want surpluses in one rate center to pay for another rate center's deficit. He stated that it was an effort to keep all the pools of money in order to not comingle accounts.

Mr. Pinkston asked if this information was for the past fiscal year.

Mr. Wood stated that was correct. He stated the Board was taking out of the reserve accounts this year and moving the funds from the reserve to the operating account to keep it balanced. He stated that the 60 days of cash on hand for a normal two-month business cycle was consistent

with their financial policies and consistent with the procedure of the past 15 years. He stated that in January, they would have a deeper discussion on reserves and how their debt service policies and financial policies and bond ratings were connected.

Mr. Pinkston asked if the table shown had the reserves listed.

Mr. Mawyer stated that they were the current reserves, so when they did the reconciliation of each center, the total reserve was over $28M.

Mr. Wood stated that that number was in discretionary reserves.

Mr. Wood stated that it was taking money from the reserve accounts and moving it into the operating accounts, showing the adjusted ending balance.

Mr. Pinkston asked if this was a 2% shift of the reserves.

Mr. Gaffney stated yes.

Mr. Wood stated that some years it could be as much as a few million dollars. He stated the second page of the memo showed FY18 in which they had to replenish the operating account by $1.3M. He stated that was a very dry year for precipitation, and whenever wastewater flows went down, revenues went down. He stated that there were quite a few pipeline breaks that year as well, and those were difficult to predict, so they budgeted a general estimate for what they would be and that the reserve was intended for, so that they would not need to charge a high rate the next year to replenish what was spent the year before.

Mr. Gaffney stated that Mr. Wood could confirm that in 2002, their total reserves were $500,000, the indenture-restricted minimum, and that was all that they had. He stated that it was only because the banks required that minimum.

Mr. Gaffney acknowledged the diligence of the Board as well as of Mr. Wood and his staff to make significant improvements to the reserves since 2002.

Mr. Rogers motioned to approve the financial update and year-end results. Ms. Hildebrand seconded the motion, which passed unanimously (7-0).

(Joint Session with the RSWA)

c. *Presentation and Vote on Approval: Remote Participation Policy and Amended and Restated By-Laws; Bill Mawyer, Executive Director*

Mr. Gaffney called to order the RSWA Board of Directors.

Mr. Mawyer stated the General Assembly in September passed a change to the Virginia Freedom of Information Act to allow organizations, such as the Authorities, to have remote participation by Board members under certain conditions and to conduct a certain number of all-virtual

meetings limited to 25% of the regular meetings.

Mr. Mawyer stated that the number of allowed virtual meetings would be two per calendar year for the RSWA and three per calendar year for the RWSA. He noted that the Boards had approved the calendars for calendar year 2023 on the consent agendas. He stated March and September had been designated as the months to hold virtual meetings for the RSWA and RWSA, and in December, there would be a virtual meeting for RWSA.

Mr. Mawyer explained that the Code of Virginia had several provisions and requirements. He stated that the Authority's by-laws already allowed remote participation for members, but the legal counsel informed him that the new Code of Virginia provisions superseded the Authority's by-laws.

Mr. Mawyer stated that they had to pass a new remote participation policy to allow a Board member to participate remotely by virtual means or telephone. He stated that some of the rules required a member to have a temporary or permanent medical condition or disability, or a member of their family may have a similar situation, or the member's principal residence was more than 60 miles away from the meeting location.

Mr. Mawyer stated that the member would have to notify the chair in advance of the meeting that remote participation was requested. He stated that there would have to be a motion and approval by the Board to allow the member to participate remotely. He stated that the reason for remote participation and the location of the remote member would have to be recorded in the minutes.

Mr. Mawyer explained the virtual public meeting section had 10 conditions. He stated the meetings would have to provide public access to the all-virtual meetings, such as was done during the pandemic. He stated the public would have to be able to hear and see the members, and the public would have to be allowed to speak virtually at the public meeting.

Mr. Mawyer stated the ninth condition stated that virtual meetings could be held no more than two times per calendar year or 25% of the total meetings rounded to the higher whole number, whichever is greater. He noted virtual meetings could not be held in consecutive months.

Mr. Mawyer explained they needed to amend and restate the by-laws because the new remote participation policy had to be incorporated into the by-laws. He explained that all members of each Authority had to be present to approve any change to the by-laws. He stated the amended and restated by-laws would incorporate the remote participation policy into the by-laws.

Mr. Mawyer stated the amended by-laws would clarify that being remote or virtual constituted being present for the meetings. He explained that the by-laws stated that to amend the by-laws, all members had to be present. He stated if they wanted to amend the by-laws in the future and a member was participating remotely, then the remote member would be considered present and able to vote to amend the by-laws.

Mr. Mawyer stated that also in the amended by-laws, they clarified the authority of the Executive Director to execute contracts and other instruments. He explained that the by-laws currently

stated that the Executive Director could execute contracts. In the amended by-laws "or other instruments" had been added. He stated that those could include deeds of sale or easement transactions.

Mr. Mawyer explained the current by-laws limited the Executive Director's authority to process procurements up to $200K and for no more than a year. He explained that typically when they came before the Boards to award a design or construction contract, the recommendation requested approval of the award and authorization for the Executive Director to execute the documents. He explained that otherwise, the chairman would have to sign the documents.

Mr. Mawyer stated at counsel's recommendation, they had added that the Board meetings would be conducted in accordance with Robert's Rules of Order and gave precedence to the Articles followed by these By-laws, then the Rules. He stated that the Articles governed if there was any conflict. He noted they had also included an administrative cleanup to the by-laws.

Mr. Mawyer explained that each Board had to separately approve the Remote Participation Policy and approve the Amended and Restated By-laws, and both would be effective immediately.

Mr. O'Connell asked which meetings would be held virtually.

Mr. Mawyer responded that it would be March and September for RSWA, and it would be March, September, and December for RWSA. He explained that in January, there could be new members. In May, we held public hearings to approve budgets. In July, the Boards completed an evaluation of the Executive Director's performance, so he did not recommend holding virtual meetings during these months. He noted that they held a joint meeting of the Boards every other month, so he did not want to have one Board meeting virtually and the other in-person. He noted that the meetings could not be held virtually in consecutive months.

Mr. O'Connell stated it would be confusing for the Boards and the public as to whether the meeting was virtual or not.

Ms. Mallek asked whether they were required to select dates now or if they were allowed to decide on meetings to be held virtually with proper notice due to extenuating circumstances.

Mr. Mawyer explained that they had approved the meeting schedule for calendar year 2023, but they could amend the schedule whenever they wanted. He noted that if the Boards wanted to meet in person instead of meeting virtually, they could.

Mr. Pinkston stated he agreed with Mr. O'Connell. He asked if there was an advantage to scheduling for the virtual meetings.

Mr. Mawyer stated they scheduled them in advance so the Board, staff and the public would know when the meetings would be held going into the next year.

Mr. Pinkston asked why they needed to have the virtual option.

Mr. Mawyer stated it helped people to plan for the meetings.

Mr. Andrews asked if there had been any reasons for special meetings to be called within the past 10 years.

Mr. Mawyer explained there was one held in 2017 when there was a drought and the RWSA had to issue mandatory water conservation measures. He explained the meeting was held on four hours' notice. He stated that was the only time in his six years with the Authority.

Mr. Andrews stated it may be a convenient tool if they needed to hold a special meeting.

Mr. Mawyer explained the chair could call a special meeting whenever desired. He stated they could hold an emergency meeting with four hours' notice to the public. He noted that what was proposed was a hybrid practice between all virtual and all in-person meetings.

Mr. Pinkston stated he understood the rationale to disperse the virtual meetings throughout the year.

Mr. Mawyer stated he could remind the Boards each month before the meetings whether the meeting was virtual.

Mr. Stewart asked if there were cost impacts for the all-virtual meetings.

Mr. Mawyer explained there was a cost of about $6K per year to hold virtual meetings and allow the public to speak at the meetings. He stated initially they were not going to have remote public input, but then the General Assembly granted the authority to have all-virtual meetings in which the Authorities would be required to have virtual public comment.

Mr. Stewart noted that citizens were able to participate remotely in the meetings. He stated it was important for the A/V technology to be maintained. He asked if they had considered whether they needed upgrades to the room to ensure members could be heard.

Mr. Mawyer stated he had not heard of any major issues. He noted that they hosted virtual meetings with input to the public for two years. He stated they had to purchase some equipment to accommodate the virtual format.

Mr. Rogers clarified that the Boards were requested to take two actions—to approve the Remote Participation Policy and approve Amended By-laws.

Mr. Mawyer explained that the Remote Participation Policy would allow remote participation and virtual meetings. He explained that the Boards would have to adopt the policy into the amended by-laws.

MOTION: Mr. Richardson moved that the RWSA Board of Directors approve the Resolution regarding the adoption of the Remote Participation Policy. Mr. Rogers

seconded the motion which carried unanimously (7-0).

RESOLUTION OF THE
BOARD OF DIRECTORS OF THE
RIVANNA WATER AND SEWER AUTHORITY
REGARDING
ADOPTION OF REMOTE PARTICIPATION POLICY

NOVEMBER 15, 2022

***WHEREAS**, pursuant to Section 2.2-3708.3 of the Code of Virginia (the "Code"), the Rivanna Water and Sewer Authority (the "Authority") has prepared a Remote Participation Policy (the "Policy"), describing the circumstances under which an all-virtual public meeting and/or remote participation will be allowed and the process the Authority will use for making requests to use remote participation, approving or denying such requests, and creating a record of such requests, and fixing the number of times remote participation for personal matters or all-virtual public meetings can be used per calendar year, said Policy being attached hereto as Exhibit A;*

***WHEREAS**, Section 2.2-3708.3(D) of the Code requires that the adoption of the Policy by recorded vote at a public meeting; and*

***WHEREAS**, the Board of Directors of the Authority (the "Board") deems it advisable and in the best interest of the Authority to adopt the Policy;*

***NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby authorizes, approves, adopts and ratifies the Policy in all respects.*

MOTION: Mr. Pinkston moved that the RWSA Board of Directors approve the adoption of the Amended and Restated By-laws. Ms. Mallek seconded the motion which carried unanimously (7-0).

RESOLUTION OF THE
BOARD OF DIRECTORS OF THE
RIVANNA WATER AND SEWER AUTHORITY
ADOPTING
AMENDED AND RESTATED BY-LAWS

NOVEMBER 15, 2022

***WHEREAS**, the Board of Directors (the "Board") of the Rivanna Water and Sewer Authority (the "Authority") has determined that it is in the best interests of the Authority to amend and restate the current By-Laws of the Authority, which were adopted and made effective as of August 25, 2020 (the "Current By-Laws"); and*

***WHEREAS**, pursuant to Article VI of the Current By-Laws, the Board may amend, add to, alter, or repeal the Current By-Laws at any meeting of all of the Board, provided that notice of the*

proposed amendment, additions, alteration or repeal is given in the notice of such meeting and that all members of the Board are present at such meeting; and

***WHEREAS**, the Board deems it advisable and in the best interest of the Authority to amend and restate the Current By-Laws in order to conform language regarding remote participation in Board meetings in accordance with the Code of Virginia and the Remote Participation Policy of the Authority to be adopted on even date herewith, to clarify signing authority for contracts and other instruments of the Authority, and to make certain other procedural updates; and*

***WHEREAS**, the Board has considered the proposed Amended and Restated By-Laws in the form attached hereto as Exhibit A (the "Amended and Restated By-Laws") and has determined that it is advisable and in the best interests of the Authority to amend and restate the Current By-Laws by adoption of the Amended and Restated By-Laws and to ratify, confirm and approve all contracts and other instruments of the Authority signed by the Chair or the Executive Director of the Authority;*

***NOW, THEREFORE, BE IT RESOLVED**, that the Current By-Laws are hereby amended and restated in their entirety, and the Amended and Restated By-Laws attached hereto as Exhibit A are hereby adopted and ratified in all respects, effective immediately; and be it*

***FURTHER RESOLVED**, that the Secretary of the Authority or any other proper officer of the Authority be, and each of them hereby is, authorized and directed to place the Amended and Restated By-Laws and this resolution in the minute books of the Authority; and be it*

***FURTHER RESOLVED**, that all contracts and other instruments of the Authority signed by the Chair or the Executive Director of the Authority prior to the date of these resolutions are hereby ratified, confirmed and approved in all respects as the act and deed of the Authority; and be it*

***FURTHER RESOLVED**, that the proper officers of the Authority are, and each of them hereby is, authorized and directed to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all agreements, documents, certificates and instruments, and to take any and all such other actions as may be deemed necessary, desirable or appropriate, to carry out the purpose and intent of each of the foregoing resolutions; and be it*

***FURTHER RESOLVED**, that any actions taken by such officers or directors prior to the date of these resolutions that are within the authority conferred by the foregoing resolutions are hereby ratified, confirmed and approved in all respects as the act and deed of the Authority.*

Mr. Gaffney clarified that these Resolutions were not addressing scheduling of Board meetings.

Mr. Mawyer explained the schedules had been approved on the consent agendas. He stated the schedules could be amended in the future if desired.

d. Presentation and Vote on Approval: Strategic Plan 2023 Update; Bill Mawyer, Executive Director

Mr. Mawyer stated he was responding to the Boards' comments from September when they stated that more metrics were needed and the strategic plan needed a greater emphasis on local and regional communications.

Mr. Mawyer stated the vision, mission, and values were the same as for the last five years. He noted that they did some edits to the 2018 strategic plan to create the 2023 strategic plan. He stated the goals for the next five years were the same five—communication and collaboration, environmental stewardship, workforce development, optimization and resiliency of the systems, and planning and infrastructure. He noted there had been a sixth goal in 2018—solid waste services—which had been merged into each of the five goals for 2023.

Mr. Mawyer stated they added to the strategy of communication and collaboration that they would communicate with local and regional partners. He stated it was a benchmark for the prior five years and had been unintentionally left out. He stated they had included metrics to measure how they were meeting the strategies.

Mr. Mawyer noted there were 19 metrics on which they would be working. He noted that the aggregate was a resource issue for the staff.

Mr. Pinkston asked what the impacts on staff were in terms of tracking the metrics.

Mr. Mawyer explained the metrics each required a percentage of staff time, and the staff time was limited so the aggregate of all the requirements became a staffing challenge. He stated they would be requesting more staff over the next five years in part to address the strategies included in the plan.

Mr. Rogers asked what the baseline of 2% was.

Mr. Mawyer explained that to implement the strategies, they developed a goal team for each of the five goals with six to seven staff members on each team. He explained that one of the first duties of each term was to determine the baseline for the goal. He stated they had preliminary estimates on a number of metrics. He noted that they estimated that they spent 480 staff hours per year to meet the goal of providing resources to foster community collaborations.

Mr. Mawyer stated in terms of enhancing the website and expanding community service initiatives by 1% per year, they estimated that they spent 240 staff hours per year on the item in the past. He stated there was some baseline information, but it was the goal teams' first task to assess the baseline and use the percentages to move forward.

Mr. Richardson stated the planning assumed the Authorities continued the operations that were ongoing and did not stop any practices. He noted that there were opportunities to revisit stopping practices that were not effective or reducing hours in certain areas to create capacity for staff to focus on items that yielded more meaningful results.

Mr. Mawyer stated that was correct. He noted that it was part of the optimization goal to consider opportunities to create value including stopping practices that were not effective. He

stated, for example, they advertised every month in the newspaper that they were holding Authority Board meetings. He stated that the by-laws already stated when the Board meetings would be held— RSWA was the fourth Tuesday every other month at 2pm and the RWSA was the fourth Tuesday of every month at 2:15 p.m., and our attorney indicated in the past that we did not have to advertise the meetings additionally in the newspaper each month.

Mr. Mawyer explained that they had to advertise a public hearing or a special meeting. He stated there was an estimate of about $1,500 a year that would be saved by not advertising every month. He stated they were looking to optimize every nickel that they could find. He stated that was part of the reason they brought next year's Board meeting schedule before the Boards this month so that they could advertise the 2023 Board regular meeting schedule and post it on the website.

Mr. Richardson said that was a perfect example of optimizing and stopping practices that we no longer needed.

MOTION: Mr. Rogers moved that the RWSA Board of Directors approve the 2023 Strategic Plan. Ms. Mallek seconded the motion which carried unanimously (7-0).

Mr. Brian Pinkston left the meeting.

e. Presentation: Safety Program Update; Elizabeth Coleman, Safety Manager

Ms. Elizabeth Coleman, Safety Manager, explained OSHA described safety as a continuous improvement process that protected staff and reduced the number of workplace deaths, injuries, and illnesses. She explained safety was part of the strategic plan and the goal for operational optimization.

Ms. Coleman stated there were two strategies to meet the goals of our safety program—enhance the culture of safety and continually grow our culture of safety. She stated that the safety program included the written manual, safety training, equipment purchases, job procedures, new employee orientation, contractor safety, and emergency management.

Ms. Coleman stated there were 25 chapters in the safety manual, including topics such as fire prevention, outdoor safety, and chemical hygiene. She noted that they were updated annually.

Ms. Coleman stated there were seven departments performing a variety of tasks. She stated training requirements included annual training required by OSHA, periodic training every three years, and annual best practices training. She explained that each department had specific training needs, and not every department received the same training.

Ms. Coleman stated safety training took time, and the average hours spent in all types of training for companies of comparable size to the Authority was 63.9 hours per employee in 2021. She stated RSWA spent about 23 hours on safety training, and maintenance spent the most at 27.7 hours.

Ms. Coleman noted that COVID-19 caused difficulty in scheduling and hosting in-person

training. She stated they had been able to provide virtual and in-person required training as necessary.

Ms. Coleman noted that important safety items had been purchased—spill containment for chemical storage jobs, new 55-gallon drum dollies, man-hole guardrails, and headsets.

Ms. Coleman noted that safety had been enhanced in several areas. She stated a convex mirror was installed at Ivy to help with traffic. She stated deteriorated steps were replaced at South Rivanna WTP, and smoke detectors were installed in the breakroom and sludge pump building at Moores Creek.

Ms. Coleman stated the safety suggestions were provided by staff to the Safety Committee.

She stated that monitoring of Contractor Safe Work Practices was also part of the Safety Program. As an example, a contractor had inspected the interior of the methane sphere using a drone. She stated they ventilated the sphere for approximately 18 hours and measured levels of methane continuously while entry of drone occurred. Another example of Contractor Safe Work proactive monitoring included lead paint abatement occurring at the South Rivanna facility. She explained that they were measuring air levels of lead as well as dust levels, and so far, it had been safely below 2 micrograms. She stated that, through this monitoring, they had been able to sandblast the lead paint and ensure safety for the staff.

Ms. Coleman stated they maintained the safety resources via one full-time Safety Manager and a staff Safety Committee. She stated there was a budget of approximately $103K from RWSA and $26K from RSWA, and they had received $6K in grants this year.

Ms. Coleman noted there were declining annual incident rates for RWSA. She stated in 2018, there was 1.98. She stated that the industry average for water and sewer was 2.8 total recordable injury reports. She noted that they had reduced to 0.93 in 2019 and maintained about 0.9 through 2021.

Mr. Rogers asked if they would receive a rebate on the insurance.

Ms. Coleman noted that they had saved the insurer over $200K, but they had not received a rebate.

Mr. Mawyer noted that there had been discussions with the insurance carrier about a reduction in costs. However, no cost reduction had been received to date.

Ms. Coleman explained that the industry average for solid waste in 2019 was 3.6 total recordable injuries reported. She stated in 2018, there were 13, and in 2019, there were 22 injuries reported. She stated in 2020, there were 8.7, and now they were at about the injury average of about 4 for 2021.

Ms. Coleman noted that many safety program improvements had been completed. She stated that they needed continual updates to protect human resources, enhance safety culture through safe

work practices, maintain VOSH requirements, and provide a safe workplace.

10. *OTHER ITEMS FROM BOARD/STAFF NOT ON AGENDA*

There were no items to discuss.

11. *CLOSED MEETING*

There was no reason for a closed meeting.

12. *ADJOURNMENT*

At 3:59 p.m., Mr. Rogers moved to adjourn the meeting of the Rivanna Water and Sewer Authority. Mr. Richardson seconded the motion, which passed unanimously (6-0). Mr. Pinkston was not present for this vote.

Respectfully submitted,

Mr. Jeff Richardson
Secretary - Treasurer

November 15, 2022

RIVANNA WATER & SEWER AUTHORITY
SEAL
VIRGINIA