

**CONCURRENT RESOLUTION OF
THE CITY COUNCIL OF THE CITY OF CHARLOTTESVILLE, VIRGINIA AND
THE BOARD OF SUPERVISORS OF THE COUNTY OF ALBEMARLE, VIRGINIA
TO AMEND AND RESTATE THE ARTICLES OF INCORPORATION OF THE
RIVANNA WATER AND SEWER AUTHORITY**

WHEREAS, by concurrent resolution of the City Council of the City of Charlottesville, Virginia (the City) and the Board of Supervisors of the County of Albemarle, Virginia (the County) and a certificate of incorporation issued by the State Corporation Commission pursuant to the Virginia Water and Sewer Authorities Act (currently enacted as the Virginia Water and Waste Authorities Act, Virginia Code Section 15.2-5100 *et seq.*), the Rivanna Water and Sewer Authority (the Authority) was incorporated as a public body politic and corporate in 1972; and,

WHEREAS, the City and the County amended and restated the Articles of Incorporation of the Authority in December 1985 to limit its powers regarding the treatment and transmission of potable water and the treatment and disposal of sewage; and,

WHEREAS, the City and the County further amended and restated the Articles of Incorporation of the Authority in August 1986 to place the Executive Director of the Albemarle County Service Authority, or such Albemarle County Department head as the Board of Supervisors of Albemarle County may appoint, on the Board of the Rivanna Water and Sewer Authority in lieu of the County Engineer of Albemarle County; and,

WHEREAS, the City and the County further amended and restated the Articles of Incorporation of the Authority in April 2009 to increase the number of members of the Board of the Authority from five (5) to seven (7) through the addition of one (1) member of the Charlottesville City Council, to be appointed by the City Council and to serve as an *ex*

officio member of the Board, and one (1) member of the Albemarle County Board of Supervisors, to be appointed by the Board of Supervisors and to serve as an *ex officio* member of the Board; and,

WHEREAS, the City and the County desire to further amend and restate the Articles of Incorporation of the Authority to place the Director of Utilities of the City of Charlottesville, or such City of Charlottesville Department head as the Charlottesville City Council may appoint, on the Board of the Rivanna Water and Sewer Authority in lieu of the Director of Public Works of the City of Charlottesville; and,

WHEREAS, pursuant to Virginia Code Section 15.2-5104 the City and the County caused to be advertised in a newspaper of general circulation in the City and the County a descriptive summary of this Concurrent Resolution and the proposed change to the Authority's Articles of Incorporation with a reference to the location in the City and the County where a copy of the Resolution could be obtained, and giving notice of the date on which public hearings would be held on the proposed Concurrent Resolution; and,

WHEREAS, public hearings on the proposed Concurrent Resolution were held by the Charlottesville City Council on March 20, 2017 and by the Albemarle County Board of Supervisors on May 3, 2017.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Charlottesville, Virginia and the Board of Supervisors of Albemarle County, Virginia that:

(1) The proposed amendment to the Articles of Incorporation for the Rivanna Water and Sewer Authority which places the Director of Utilities of the City of Charlottesville, or such City of Charlottesville Department head as the Charlottesville City Council may appoint, on the Board of the Rivanna Water and Sewer Authority in lieu of the Director of Public Works of the

City of Charlottesville, is hereby approved.

(2) Pursuant to Virginia Code Section 15.2-5107, the City Council and the Board of Supervisors shall cause a certified copy of this Concurrent Resolution to be filed with the State Corporation Commission.

(3) The Articles of Incorporation of the Rivanna Water and Sewer Authority as amended and restated shall be as follows:

**FOURTH RESTATED ARTICLES OF INCORPORATION OF
RIVANNA WATER AND SEWER AUTHORITY**

The Council of the City of Charlottesville and the Board of Supervisors of the County of Albemarle having created an Authority pursuant to the Virginia Water and Sewer Authorities Act (Chapter 28, Title 15.1, Code of Virginia of 1950, as amended) as a public body politic and corporate, and having signified their intention to amend and restate its Articles of Incorporation pursuant to the Virginia Water and Waste Authorities Act (Chapter 51 of Title 15.2 of the Code of Virginia, 1950, as amended), hereby certify:

(a) The name of the Authority is "Rivanna Water and Sewer Authority" and the address of its principal office shall be Charlottesville, Virginia.

(b) The names of the incorporating political subdivisions are the City of Charlottesville and the County of Albemarle.

(c) The powers of the Authority shall be exercised by a Board of Directors of seven members consisting of the four persons holding the offices, from time to time, of City Manager and Director of Utilities of the City of Charlottesville, or such City of Charlottesville Department head as the City Council may appoint in the Director of Utilities' place, County Executive of the County of Albemarle and Executive Director of the Albemarle County

Service Authority, or such Albemarle County Department head as the Board of Supervisors of Albemarle County may appoint in the Executive Director's place; one member of the Charlottesville City Council to be appointed by the City Council; one member of the Albemarle County Board of Supervisors to be appointed by the Board of Supervisors; and a seventh person appointed by the concurrent action of the Charlottesville City Council and the Albemarle County Board of Supervisors. The names and addresses of the current members of the Authority Board are as follows:

Name	Address
Lizbeth A. Palmer (Albemarle County Board of Supervisors)	401 McIntire Road Charlottesville, VA 22902
Doug Walker (Albemarle County Interim Executive)	401 McIntire Road Charlottesville, VA 22902
Gary B. O'Connell (Executive Director, Albemarle County Service Authority)	168 Spotnap Road Charlottesville, VA 22911
Kathleen M. Galvin (Charlottesville City Council_	605 East Main Street Charlottesville, VA 22902
Maurice Jones (Charlottesville City Manager)	605 East Main Street Charlottesville, VA 22902
Paul Oberdorfer (Charlottesville Director of Public Works)	305 4th Street, N.W. Charlottesville, VA 22903
Michael A. Gaffney (Concurrent City/County Appointee)	112 Reynard Drive Charlottesville, VA 22901

The terms of the members of the Board serving as such by virtue of their appointed offices with the City, the County and the Albemarle County Service Authority shall expire

upon the earlier of their ceasing to hold such appointed offices, or after four years from the recordation of these Restated Articles of Incorporation by the State Corporation Commission; provided that such members shall be eligible for reappointment for terms not in excess of four years for so long as they hold their appointed offices. The terms of the City Councilor appointed by the City Council and the Supervisor appointed by the Albemarle County Board of Supervisors shall expire upon the earlier of their ceasing to hold such offices or expiration of their term of office as a Councilor or Supervisor; however, if they are re-elected to those offices they may be reappointed to the Board. Any person hereafter holding the office of Albemarle County Executive or Charlottesville City Manager shall automatically succeed to the membership of his predecessor in such office on the Board of the Authority. The term of the member of the Board serving as such by virtue of his office with the Albemarle County Service Authority shall also expire upon the decision of the Albemarle County Board of Supervisors that a County Department head shall serve on the Board in the Executive Director's place. Any person hereafter holding the office of Director of Utilities of the City of Charlottesville (or, if a City Department head has been appointed by the Charlottesville City Council to serve in the place of the Director of Utilities of the City of Charlottesville, any person holding the office of such Department head) shall automatically succeed to the membership of his predecessor in such office on the Board of the Authority. Any person hereafter holding the office of Executive Director of the Albemarle County Service Authority (or, if a County Department head has been appointed by the Albemarle County Board of Supervisors to serve in the place of the Executive Director of the Albemarle County Service Authority, any person holding the office of such Department head) shall automatically succeed to the membership of his predecessor in such office on the Board of the Authority.

The current term of the member of the Board appointed by the concurrent action of the Charlottesville City Council and the Albemarle County Board of Supervisors shall expire on December 31, 2018, and his successor shall be appointed for a term of two years, except that a vacancy shall be filled only for the unexpired term. The appointed member shall hold office until his successor has been appointed and qualifies and he shall be eligible for reappointment to succeed himself. The appointed member shall receive such compensation not to exceed \$1,800.00 per year as the Board of the Authority may determine, but those members who are employees or officials of the City or the County or the Albemarle County Service Authority shall serve without compensation. Each member shall be reimbursed the amount of his actual expenses necessarily incurred in the performance of his duties.

(d) The purpose for which the Authority is formed is to acquire, finance, construct, operate and maintain facilities for developing a supply of potable water for the City of Charlottesville and Albemarle County and for the abatement of pollution resulting from sewage in the Rivanna River Basin, by the impoundment, treatment and transmission of potable water and the interception, treatment and discharge of wastewater, together with all appurtenant equipment and appliances necessary or suitable therefore and all properties, rights, easements or franchises relating thereto and deemed necessary or convenient by the Authority for their operation. Except to the extent of providing incidental services and the sale of excess products, the Authority's powers are limited to providing wholesale services to the City and the County.

The Authority may contract with the City, the County, any sanitary district thereof or any authority therein created pursuant to the Virginia Water and Waste Authorities Act (or its predecessor, the Virginia Water and Sewer Authorities Act) to furnish water and to treat

sewage delivered to its facilities upon such terms as the Authority shall determine; provided, however, that any such contract shall include as parties thereto the City and the County (or any agency of the County designated for that purpose by its Board of Supervisors). The Authority is expressly prohibited from contracting with any other party desiring service in the City or the County, except upon the written consent of the City or County (or any agency of the County designated for that purpose by the Board of Supervisors), respectively.

(e) The Authority shall cause an annual audit of its books and records to be made by the State Auditor of Public Accounts or an independent certified public accountant at the end of each fiscal year and a certified copy therefore to be filed promptly with the City Council of the City of Charlottesville and the Board of Supervisors of the County of Albemarle.

IN WITNESS WHEREOF, the City Council of the City of Charlottesville and the Board of Supervisors of the County of Albemarle have caused these Fourth Restated Articles of Incorporation to be executed in the name of the City of Charlottesville and the County of Albemarle, respectively, by their presiding officers and attested by their Clerks this _____ day of _____, 2017.

CITY OF CHARLOTTESVILLE, VIRGINIA

By: Michael Signer
Michael Signer, Mayor

Attest:

Sam Boyd
Acting Clerk of Council

COUNTY OF ALBEMARLE, VIRGINIA

By: _____
Diantha McKeel, Chair, Board of Supervisors

Attest:

Clerk, County Board of Supervisors

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