



**RAPIDAN SERVICE AUTHORITY  
BOARD OF MEMBERS AGENDA  
20-Jul-23**

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**NOTE: MEETING TO BE HELD AT THE ORANGE COUNTY PUBLIC SAFETY BUILDING AT 2:00 PM.  
11282 GOVERNMENT CENTER DRIVE, ORANGE, VA 22960**

**Rapidan Service Authority  
July 20, 2023 Meeting  
Fourth Amendment to the Articles of Incorporation  
First Amended Bylaws**

**RESOLUTION**

**A RESOLUTION APPROVING THE FOURTH AMENDMENT TO THE ARTICLES OF INCORPORATION AND THE FIRST AMENDED BYLAWS AND GRANTING AUTHORITY TO THE RAPIDAN SERVICE AUTHORITY CHAIRMAN TO ENDORSE THE FIRST AMENDED BYLAWS AND THE FOURTH AMENDMENT TO THE ARTICLES OF INCORPORATION.**

WHEREAS Rapidan Service Authority (“RSA”) is an authority established and operating under the Virginia Water and Waste Authorities Act, Virginia Code § 15.2-5100 et seq. Greene County and the Counties of Orange and Madison were participating localities of RSA pursuant to §15.2-5102. RSA was created by concurrent resolutions of these three counties adopted in June, 1969; and

WHEREAS on July 28, 2020, the Board of Supervisors of Greene County adopted a Resolution calling for the Boards of Supervisors of Orange County and Madison County to consent to Greene County's withdrawal from RSA pursuant to Va. Code § 15.2-5112(B); and

WHEREAS on April 5, 2021, the Board of Supervisors of Greene County adopted its Second Resolution calling for the Boards of Supervisors of Orange County and Madison County to consent to Greene County’s withdrawal from RSA pursuant to Va. Code § 15.2-5112(B); and

WHEREAS on April 13, 2021, the Boards of Supervisors of Orange County and Madison County adopted Resolutions consenting to Greene County’s withdrawal from RSA pursuant to Va. Code § 15.2-5112(B); and

WHEREAS on May 25, 2021, Orange County and Madison County entered into a Memorandum of Agreement/Withdrawal of Greene County, Virginia from Rapidan Service Authority. This Memorandum of Agreement provided for the governance and operation of RSA after Greene County's withdrawal; and

WHEREAS on December 14, 2021, December 21, 2021, and August 23, 2022, the Boards of Supervisors of Greene County, Orange County and Madison County adopted a Concurrent Resolution amending the Articles of Incorporation of Rapidan Service Authority. The amendment changed the location of RSA’s principal office and the number of board members from six to five, with three members appointed by the Orange County Board of Supervisors and two members appointed by the Madison County Board of Supervisors.

WHEREAS on June 14, 2022, the participating localities, including Greene County, adopted a Concurrent Resolution approving a Withdrawal and Transition Agreement for Greene

County's Withdrawal from RSA. On the same date, the respective officers of the participating localities signed the Withdrawal and Transition Agreement; and

WHEREAS on June 16, 2022, RSA's Board of Members adopted a Resolution approving the Withdrawal and Transition Agreement; and

WHEREAS, on June 30, 2022, RSA's Board of Members adopted a Resolution consenting to Greene County's withdrawal from RSA; and

WHEREAS The Virginia Resources Authority entered into a Consent Agreement with Greene County and Rapidan Service Authority dated as of January 1, 2023, agreeing to Greene County's withdrawal from Rapidan Service Authority; and

WHEREAS the Virginia State Corporation Commission issued a Certificate of Withdrawal to Greene County on June 12, 2023; and

WHEREAS the permits and assets described in the Withdrawal and Transition Agreement have been transferred to Greene County; and

WHEREAS Rapidan Service Authority needs to amend its Articles of Incorporation in accordance with the Greene County, Orange County and Madison County's Concurrent Resolution amending the Articles of Incorporation of Rapidan Service Authority; and

WHEREAS Rapidan Service Authority's Principal Office will no longer be in Greene County; and

WHEREAS Rapidan Service Authority is now made up of two localities, namely Orange County and Madison County; and

WHEREAS the Rapidan Service Authority Board will consist of five members with three members appointed by the Orange County Board of Supervisors and two members being appointed by the Madison County Board of Supervisors; and

WHEREAS pursuant to Code of Virginia §15.2-5110, Rapidan Service Authority may amend its Articles of Incorporation with respect to its office location and the membership of its board; and

WHEREAS The Bylaws for Rapidan Service Authority need to be amended to reflect the changes in the Articles of Incorporation and that Rapidan Service Authority has two localities namely Orange County and Madison County; and

WHEREAS pursuant to Code of Virginia §15.2-5114 Rapidan Service Authority may amend its Bylaws; and

NOW, THEREFORE BE IT RESOLVED, that the Rapidan Service Authority Board does hereby approve the Fourth Amendment to the Articles of Incorporation attached hereto as Exhibit “A” and all of its Recitals and Terms.

BE IT FURTHER RESOLVED that the Rapidan Service Authority Board authorizes its chairman to execute the Fourth Amendment to the Articles of Incorporation attached hereto as Exhibit “A” and for submission of this Fourth Amendment to the Virginia State Corporation Commission.

NOW, THEREFORE BE IT FURTHER RESOLVED, that the Rapidan Service Authority Board does hereby approve the First Amended Bylaws attached hereto as Exhibit “B” and all of its Recitals and Terms.

BE IT FURTHER RESOLVED that the Rapidan Service Authority Board authorizes its chairman to execute the First Amended Bylaws attached hereto as Exhibit “B.”

Adopted: July 20, 2023

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Lee Frame, Chairman  
Rapidan Service Authority

ATTEST:

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Tim Clemons, Secretary  
Rapidan Service Authority

M:\Rapidan Service Authority\Greene Withdrawal\RSA Resolution Re Amendment To Articles.Docx

A

# **FOURTH AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE RAPIDAN SERVICE AUTHORITY**

WHEREAS, the Boards of Supervisors of Orange County, Madison County and Greene County, Virginia, by concurrent resolutions adopted June 17, 1969, resolved to create the Rapidan Service Authority under the Virginia Water and Sewer Authorities Act (Chapter 28, Title 15.1, Code of Virginia, 1950, as amended) (Currently known as the Virginia Water and Waste Authorities Act. Chapter 51, Title 15.2, Code of Virginia 1950, as amended);

WHEREAS, a Certificate of Incorporation was issued by the State Corporation Commission on June 24, 1969;

WHEREAS, a First Certificate of Amendment was issued by the State Corporation Commission on July 18, 1980, and a Second Certificate of Amendment was issued by the State Corporation Commission on August 31, 1984;

WHEREAS, the Boards of Supervisors of Orange County, Madison County, and Greene County, Virginia have voted by Concurrent Resolution to amend Sections (a) and (c) of the Articles of Incorporation of Rapidan Service Authority as set forth herein; and

WHEREAS, a certified copy of said Concurrent Resolution is attached hereto as Exhibit “1.”

NOW THEREFORE, pursuant to said Concurrent Resolution, this Fourth Amendment to the Articles of Incorporation of the Rapidan Service Authority is hereby adopted to wit:

Section (a) is amended by deletion of:

the address of its principal office shall be Ruckersville, Greene County, Virginia

and insertion in its place of:

“the principal office shall be within the Rapidan Service Authority’s service area.”

Section (c) is amended by deletion of:

Hereafter, the number of members who shall exercise the powers of the Authority shall be six. Two members shall be appointed by the Board of Supervisors of Greene County, two members shall be appointed by the Board of Supervisors of Orange County, and two members shall be appointed by the Board of Supervisors of Madison County.

And insertion in its place of:

“Hereafter, the number of members of the governing Board which exercises the powers of the Rapidan Service Authority shall be five. Three members of the governing Board of the Rapidan Service Authority shall be appointed by the Board of Supervisors of Orange County, and two members of the governing Board of the Rapidan Service Authority shall be appointed by the Board of Supervisors of Madison County.”

ADOPTED this 20<sup>th</sup> day of July, 2023, by the Rapidan Service Authority.

Rapidan Service Authority

By: \_\_\_\_\_

Lee Frame, Chairman

Attest:

\_\_\_\_\_  
Tim Clemons, Secretary

1



**CONCURRENT RESOLUTION OF THE BOARDS OF SUPERVISORS OF  
ORANGE COUNTY, MADISON COUNTY, AND GREENE COUNTY, VIRGINIA,  
AMENDING THE ARTICLES OF INCORPORATION OF  
THE RAPIDAN SERVICE AUTHORITY**

**WHEREAS**, on June 2, 1969, the Boards of Supervisors of Orange County ("Orange"), Madison County ("Madison"), and Greene County ("Greene"), Virginia (collectively, "the Counties"), adopted a concurrent resolution signifying their intention to create the Rapidan Service Authority (the "RSA"), and setting forth proposed Articles of Incorporation of the RSA (the "Articles");

**WHEREAS**, on June 17, 1969, following a duly-advertised public hearing, the Board of Supervisors of each of the Counties adopted a resolution concurring in the creation of the RSA as set forth in the June 2, 1969 concurrent resolution, thereby adopting the Articles and creating the RSA under the Virginia Water and Sewer Authorities Act, now the Virginia Water and Waste Authorities Act, Virginia Code § 15.2-5100 *et seq.*;

**WHEREAS**, on June 24, 1969, the State Corporation Commission of Virginia (the "SCC") issued a Certificate of Incorporation of the RSA;

**WHEREAS**, on April 5, April 8, and May 13, 1980, the Boards of Supervisors of Greene, Orange, and Madison, respectively, adopted a concurrent resolution signifying their intention to amend sections "(a)" and "(c)" of the Articles;

**WHEREAS**, on May 3, May 13, and June 10, 1980, the Boards of Supervisors of Greene, Orange, and Madison, respectively, each following a duly-advertised public hearing, amended section "(a)" of the Articles by changing the RSA's principal office address from Orange County to Ruckersville in Greene County, and amended section "(c)" of the Articles by providing that the RSA governing board shall have six members, with the Boards of Supervisors of the Counties appointing two members each, and on July 18, 1980, the SCC issued a Certificate of Amendment;

**WHEREAS**, on March 7, March 13, and May 8, 1984, the Boards of Supervisors of Greene, Orange, and Madison, respectively, adopted a concurrent resolution signifying their intention to amend section “(e)” of the Articles;

**WHEREAS**, on May 8, 1984, the Boards of Supervisors of Orange and Madison, and on June 12, 1984, the Board of Supervisors of Greene, each following a duly-advertised public hearing, amended section “(e)” of the Articles to provide that the RSA exist as a corporation for a term of 50 years from January 1, 1984, and on August 31, 1984, the SCC issued a Certificate of Amendment;

**WHEREAS**, on September 13, September 16, and October 11, 2011, the Chairmen of the Boards of Supervisors of Greene, Madison, and Orange, respectively, executed a concurrent resolution further amending section “(e)” of the Articles, to provide that the RSA exist as a corporation for a term of 50 years from January 1, 2011, and on December 5, 2011, the SCC issued a Certificate of Amendment;

**WHEREAS**, on September 14, 2020, the Greene County Board of Supervisors filed in the Circuit Court of Greene County, as Case Number CL20-689-00, a Complaint against the RSA, and on January 19, 2021, an Amended Complaint against the RSA, Orange, and Madison, seeking withdrawal from the RSA under Virginia Code § 15.2-5112 (*withdrawal from authority*);

**WHEREAS**, on April 5, 2021, the Board of Supervisors of Greene signified its desire to withdraw from the RSA, by adopting a resolution under § 15.2-5112(B);

**WHEREAS**, in its April 5, 2021 resolution, the Board of Supervisors of Greene also called for unanimous consent to the withdrawal by Orange and Madison under § 15.2-5112(A);

**WHEREAS**, on April 13, 2021, the Board of Supervisors of Madison adopted a resolution unanimously consenting to the withdrawal of Greene on the condition that Greene provide

evidence that the bond holders of Greene and the RSA consent to the withdrawal, and that the withdrawal follow the approvals and protocols set forth in § 15.2-5112;

**WHEREAS**, also on April 13, 2021, the Board of Supervisors of Orange adopted a resolution unanimously consenting to the withdrawal of Greene from the RSA pursuant to § 15.2-5112 and supporting the initiation of the process for the proper separation of Greene from the RSA, subject to Orange and Madison entering into an agreement to configure the RSA board with an Orange majority after Greene's departure;

**WHEREAS**, on May 25, 2021, Madison and Orange entered into a Memorandum of Agreement agreeing that prior to Greene's withdrawal from participation in the RSA, the Board of Supervisors of Greene, Madison, and Orange will adopt a concurrent resolution to amend the Articles so that, effective upon Greene's withdrawal, the RSA's governing board shall consist of five representatives, three of whom shall be appointed by Orange, and two of whom shall be appointed by Madison;

**WHEREAS**, Virginia Code § 15.2-5110 (*Amendment of articles of incorporation*) permits amendment to the Articles "by following the procedure prescribed by law for the creation of" a water or sewer authority; and

**WHEREAS**, Virginia Code § 15.2-5102 (*One or more localities may create authority*), provides for creation of an authority by concurrent resolution of the governing bodies of the participating localities, adopted after a public hearing has been held;

**THEREFORE**, under Virginia Code § 15.2-5110, amendment to the Articles is by concurrent resolution of the Boards of Supervisors of each of the Counties after a public hearing, and it is hereby resolved by each Board of Supervisors, after a duly-advertised public hearing pursuant to Virginia Code § 15.2-5104 (*Advertisement of resolution and notice of hearing*), that

the Articles, as previously amended by other concurrent resolutions and as set forth in Certificates of Amendment, are hereby further amended, effective as set forth below, and as follows:

Section (a) is amended by deletion of:

the address of its principal office shall be Ruckersville, Greene County, Virginia

and insertion in its place of:

the principal office shall be within the Rapidan Service Authority's service area.

Section (c) is amended by deletion of:

Hereafter, the number of members who shall exercise the powers of the Authority shall be six. Two members shall be appointed by the Board of Supervisors of Greene County, two members shall be appointed by the Board of Supervisors of Orange County and two members shall be appointed by the Board of Supervisors of Madison County.

and insertion in its place of:

Hereafter, the number of members of the governing Board which exercises the powers of the Rapidan Service Authority shall be five. Three members of the governing Board of the Rapidan Service Authority shall be appointed by the Board of Supervisors of Orange County, and two members of the governing Board of the Rapidan Service Authority shall be appointed by the Board of Supervisors of Madison County.

**IN WITNESS THEREOF**, the Boards of Supervisors of Orange, Madison, and Greene have adopted this concurrent resolution constituting the fourth amendment to the Articles. The amended Articles shall become effective immediately upon issuance of a certificate of withdrawal to Greene by the SCC pursuant to Virginia Code § 15.2-5112(E), and the Board of Supervisors of Orange shall pursuant to Virginia Code § 15.2-5107 thereafter file with the SCC this concurrent resolution as the fourth amended Articles.

[Execution Page follows]

**CONCURRENT RESOLUTION OF THE BOARDS OF SUPERVISORS OF  
ORANGE COUNTY, MADISON COUNTY, AND GREENE COUNTY, VIRGINIA,  
AMENDING THE ARTICLES OF INCORPORATION OF  
THE RAPIDAN SERVICE AUTHORITY**  
Execution Page

**ORANGE COUNTY, VIRGINIA**

By:   
Chair, Board of Supervisors

Date of Adoption: 12-21-2021

**MADISON COUNTY, VIRGINIA**

By: \_\_\_\_\_  
Chair, Board of Supervisors

Date of Adoption: \_\_\_\_\_

**GREENE COUNTY, VIRGINIA**

By: \_\_\_\_\_  
Chair, Board of Supervisors

Date of Adoption: \_\_\_\_\_

**CONCURRENT RESOLUTION OF THE BOARDS OF SUPERVISORS OF  
ORANGE COUNTY, MADISON COUNTY, AND GREENE COUNTY, VIRGINIA,  
AMENDING THE ARTICLES OF INCORPORATION OF  
THE RAPIDAN SERVICE AUTHORITY  
Execution Page**

**ORANGE COUNTY, VIRGINIA**

By: \_\_\_\_\_  
Chair, Board of Supervisors

Date of Adoption: \_\_\_\_\_

**MADISON COUNTY, VIRGINIA**

By:  \_\_\_\_\_  
Chair, Board of Supervisors

Date of Adoption: 8-27-22

**GREENE COUNTY, VIRGINIA**

By: \_\_\_\_\_  
Chair, Board of Supervisors

Date of Adoption: \_\_\_\_\_

CONCURRENT RESOLUTION OF THE BOARDS OF SUPERVISORS OF  
ORANGE COUNTY, MADISON COUNTY, AND GREENE COUNTY, VIRGINIA,  
AMENDING THE ARTICLES OF INCORPORATION OF  
THE RAPIDAN SERVICE AUTHORITY  
Execution Page

ORANGE COUNTY, VIRGINIA

By: \_\_\_\_\_  
Chair, Board of Supervisors

Date of Adoption: \_\_\_\_\_

MADISON COUNTY, VIRGINIA

By: \_\_\_\_\_  
Chair, Board of Supervisors

Date of Adoption: \_\_\_\_\_

GREENE COUNTY, VIRGINIA

By: William By - Marti  
Chair, Board of Supervisors

Date of Adoption: December 14, 2021

B



**BYLAWS**  
**RAPIDAN SERVICE AUTHORITY**

**ARTICLE 1**  
**PREAMBLE**

- 1-1. This Service Authority was created on June 17, 1969, by the Boards of Supervisors of the Counties of Greene, Orange and Madison, under provisions of Virginia Water and Sewer Authorities Act, Title 15.1, Chapter 28, Code of Virginia, 1950 as amended (Currently known as the Virginia Water and Waste Authorities Act. Chapter 51, Title 15.2, Code of Virginia 1950, as amended).
- 1-2. The official title of this Service Authority as designated by the aforesaid Boards of Supervisors is: “Rapidan Service Authority.”
- 1-3. On June 12, 2023, the Virginia State Corporation Commission issued a Certificate of Withdrawal to Greene County.
- 1-4. As of June 23, 2023, Rapidan Service Authority is made up of two localities, namely Orange County and Madison County.
- 1-5. These Bylaws or rules for the transacting of the business of this Service Authority are made pursuant to authority vested in this authority under §15.2-5114(2) of the Code of Virginia of 1950, as amended, and in accordance with the general provisions contained in the laws of the Commonwealth of Virginia governing water and sewer authorities as set forth in the Virginia Water and Waste Authorities Act.

**ARTICLE 2**  
**MEMBERS**

- 2-1. This Service Authority Board shall consist of five members. Three are to be appointed by the Orange County Board of Supervisors. Two members are to be appointed by the Madison County Board of Supervisors. The members representing each locality shall reside in that county.
- 2-2. All members of the Service Authority are appointed by the respective Boards of the County Supervisors for terms of four (4) years.
- 2-3. The Service Authority may provide for the payment of expenses of members and reasonable compensation for members of the Service Authority, not to exceed the amount authorized from time to time by resolutions of the Board of Supervisors.

- 2-4. Any vacancy in membership will be filled by appointment of a member of the Board of Supervisors of the County from which the vacancy occurs. Such appointment will be for the unexpired term only.
- 2-5. Any appointed member may be removed by the respective Board of Supervisors appointing the member for inefficiency, neglect of duty, or malfeasance or misfeasance in office.
- 2-6. The privileges of a Board Member may be restricted by majority vote of the Board of Members; provided however, that the restrictions imposed and the basis for such restrictions shall be specifically stated in the resolution passed by the Board.

### **ARTICLE 3 OFFICERS AND THEIR SELECTION**

- 3-1. The officers of the Service Authority shall consist of a chairman, a vice-chairman, a secretary-treasurer and an assistant secretary. The secretary-treasurer and the assistant secretary need not be members of the authority.
- 3-2. Nomination of officers shall be made at the annual board meeting held in June of each year. The elections shall take place at the same meeting.
- 3-3. A candidate receiving a majority vote of the entire membership of the Service Authority shall be declared elected. He shall take office immediately and serve for one (1) year, or until his successor takes office.
- 3-4. Vacancies shall be filled by regular election procedures at the next regular board meeting.

### **ARTICLE 4 DUTIES OF OFFICERS**

- 4-1. The duties of the chairman are:
  - (a) To preside at all board meetings;
  - (b) To appoint all committees;
  - (c) To rule on procedural questions (subject to a reversal by a 2/3 vote of members present);
  - (d) To carry out other duties as assigned by the Service Authority.
- 4-2. The duties of the vice-chairman are:
  - (a) To act in the absence of the chairman.
- 4-3. The duties of the secretary-treasurer are:
  - (a) To keep a written record of all business transacted by the Service Authority;

- (b) To notify members of the board meetings;
- (c) To keep all official records and reports of the Service Authority;
- (d) To certify all records, and reports of the Service Authority;
- (e) To attend to the correspondence of the Service Authority;
- (f) To keep a record of the minutes of the board meetings.

4-4. The duties of the assistant secretary are:

- (a) To act in the absence of the secretary.

## **ARTICLE 5 COMMITTEES**

5-1. Committees: The chairman may appoint such committees as he or she may deem necessary.

## **ARTICLE 6 BOARD MEETINGS**

- 6-1. Regular board meetings of the Service Authority shall be held as provided for in resolutions of Board of Members adopted from time to time.
- 6-2. Special meetings shall be called at the request of the chairman or at the request of a majority of the membership. Written notice of board meetings shall be given to each member at least two (2) days prior to such board meetings, unless waived.
- 6-3. All board meetings and records of the Service Authority shall be open to the public in accordance with the provisions of the laws of Virginia.
- 6-4. A majority of the membership of the Service Authority shall constitute a quorum.
- 6-5. If a quorum is physically present to conduct a meeting of the Service Authority's Board of Directors or one of its committees, other members may attend and participate in such meeting from a remote location by telephone or other audio or video means, provided such attendance complies with the provisions of the Virginia Freedom of Information Act, as amended from time to time. A member wishing to attend in this manner shall advise the secretary of the board a reasonable time before start of the meeting, so that the necessary equipment can be put in place.

## **ARTICLE 7 ORDER OF BUSINESS**

7-1. The order of business for a regular meeting shall be:

- (a) Call to order by the chairman;
- (b) Roll call;

- (c) Determination of a board quorum;
- (d) Approval of old minutes;
- (e) Unfinished business;
- (f) New business;
- (g) Adjournment.

7-2. Parliamentary procedure in the Service Authority meetings shall be governed by the adopted rules of order, namely Robert's Rules of Order.

## **ARTICLE 8 AMENDMENTS**

8-1. Except as otherwise provided by law, these Bylaws may be amended by affirmative vote of two-thirds of the board members after ten days' written notice has been given to the board members of the proposed change.

BY-LAWS ADOPTED:  
AMENDED: July 20, 2023

A regular meeting of the Board of Members of Rapidan Service Authority was held on June 20, 2023 at the Orange County Public Safety Building.

The meeting was called to order at 3:00 PM. The meeting began with a moment of silence in recognition of the passing of Mr. Yowell's wife. Mr. Jackson will be serving in place of Mr. Yowell for this meeting.

A quorum was established followed by the Pledge of Allegiance.

Present:           Members:     Bowman, Coppage, Crozier (via phone from New Bern, NC), Frame, Martin (Mr. Jackson attended in place of Mr. Yowell)

Staff:             GM Clemons, DO Jarrell, DA Gaskins

After removal of item 7E (an informational hearing on the Wilderness WWTP) from the agenda until it could be scheduled with sufficient advance notice, the agenda for the meeting was adopted on a motion by Bowman, seconded by Coppage and approved unanimously on a voice vote.

On a motion made by Bowman, seconded by Martin, the minutes of the May 18, 2023 Board meeting were approved unanimously on a voice vote.

There was no old business.

The proposed slate of officers was then presented. Chairman Frame, Vice Chairman Coppage, Secretary-Treasurer Clemons and Assistant Secretary Gaskins had all agreed to continue serving in their posts. On a motion by Jackson, seconded by Bowman, the Board unanimously agreed on a voice vote to accept the proposed slate of officers for 2023-2024.

There were no public comments or customer requests.

During the opportunity for Board comment, Mr. Jackson asked if the Madison WWTP permit had been obtained yet. GM Clemons explained that it had, and funding sources are being investigated but that at this time RSA is focusing on the necessary work at the Madison water treatment plant as there is a time deadline associated with the funding grant. Mr. Bowman thanked the Board and announced that the Greene County withdrawal is scheduled for June 23. The County is ready to sign the transition documents at the appropriate time. Chairman Frame thanked Mr. Bowman and Mr. Martin for their service on the RSA board.

The proposed water purchase contract with Orange County was then discussed. The current contract provides for the purchase of 30 million gallons per month and is due to expire this year. Due to the loss of a high usage customer, RSA no longer needs to purchase as much water and the new contract would provide for 15 million gallons per month. If the situation changes, the contract can be renegotiated. On a motion by Bowman, seconded by Jackson, the resolution regarding the contract was passed on a unanimous voice vote.

The Route 20 addendum to the water purchase contract was then discussed. RSA has worked with the Town of Orange to provide for Route 20 customers to be serviced through water from the

Town of Orange. There is already a line that runs to the area although RSA will need to add some infrastructure items. RSA is prepared to do this. If the Town of Orange wishes to add other items solely for its benefit (fire hydrants, etc.), RSA's contractor will do the work, but that portion will be paid for by the Town. RSA will continue using the storage tank in the area although it will cease regular use of the two wells. GM Clemons stated that he believes this is the best option for the future. On a motion by Jackson, seconded by Bowman, the Board voted unanimously on a voice vote to approve the addendum.

GM Clemons then gave his report. He mentioned that Mr. Bowman had already shared an update on the Greene County Withdrawal and then pointed out that there is now an advisory for the area regarding a potential drought. There has been recent rain and GM Clemons hopes that the situation will continue to improve. Water sales through the month of May have been flat, but RSA's expenses have been lower than anticipated and RSA is currently in solid shape financially. Chairman Frame strongly suggested that the Board review the current budget with regard to the effect of Greene County's withdrawal on the Authority.

There was no attorney report. The attorney has been working on new bylaws as well as other updated SCC paperwork necessitated by the withdrawal, and these should be ready at the next Board meeting.

As there was no further business to be brought before the Board, Bowman made a motion, seconded by Jackson, that the meeting be adjourned. The motion passed on a unanimous voice vote at 3:15 PM.

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Chairman

**LAW OFFICES OF TERRY LYNN PLLC**  
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**E-mail: [terry@terrylynnlaw.com](mailto:terry@terrylynnlaw.com)**

June 23, 2023

**Via e-mail only to: [telemons@rapidan.org](mailto:telemons@rapidan.org)**  
Timothy L. Clemons, General Manager  
Rapidan Service Authority  
P O Box 148  
Ruckersville, VA 22968

**PERSONAL AND CONFIDENTIAL**  
**Protected by Attorney-Client Privilege**  
**and Not Required to Be Disclosed By The**  
**Virginia Freedom Of Information Act By**  
**VA Code Section 2.2-3705.1(2).**

**RE: GBOS v. RSA; Case No.: CL20000689-00**  
**GBOS & Martin v. RSA; Case No.: CL2000738-00**

Dear Tim:

We are very pleased to provide you with the enclosed dismissal orders executed by the court on June 20, 2023. The receipt of these orders brings both of these cases to a final closure. If you have any questions or comments, please feel free to contact the undersigned. With best regards, I am

Very truly yours,



Terry Lynn

TL/bc

Encl.

Cc: Lee Frame (via e-mail only to: [leeframe@comcast.net](mailto:leeframe@comcast.net))

M:\Rapidan Service Authority\Greene Withdrawal\06.23.23 Ltr Clemons re received orders.docx

**VIRGINIA: IN THE CIRCUIT COURT OF GREENE COUNTY**

GREENE COUNTY BOARD OF SUPERVISORS,

BILL MARTIN (As a member of the RSA Service Authority),

and

RON WILLIAMS (As a member of the RSA Service Authority)

Plaintiffs,

v.

RAPIDAN SERVICE AUTHORITY BOARD,

and

RAPIDAN SERVICE AUTHORITY,

Defendants.


Case No.: CL20000738-00

**ORDER TO REOPEN CASE**

Upon motion of Rapidan Service Authority, by counsel, the court hereby re-opens this matter for the sole purpose of entering an Agreed Order dismissing the case with prejudice.

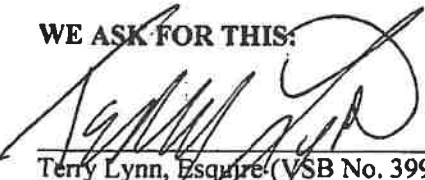
**IT IS SO ORDERED:**

Date: 6/20/23


  
\_\_\_\_\_  
Judge



**WE ASK FOR THIS:**

  
Terry Lynn, Esquire (VSB No. 39926)  
Law Offices of Terry Lynn PLLC  
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**SEEN AND AGREED:**

  
Gregory D. Habeeb (VSB No. 46926)  
Amanda M. Morgan (VSB#70210)  
GENTRY LOCKE  
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*Counsel for Greene County Board of Supervisors  
and Greene County, Virginia*  
MS:Rapidan Service Authority\Martin & BOS V RSA\Order To Review Case.Docx

VIRGINIA:

IN THE CIRCUIT COURT FOR GREENE COUNTY

GREENE COUNTY BOARD  
OF SUPERVISORS, et al.,

Plaintiffs

v.

RAPIDAN SERVICE AUTHORITY BOARD,  
et al.

Defendants

Case No.: CL20000738-00

**AGREED DISMISSAL ORDER**


The parties have advised the Court that all claims and in this action have been resolved on mutually agreeable terms. The parties request that the Court dismiss this action, with prejudice.

Upon consideration of these matters, and for good cause shown, the Court ORDERS that this action is DISMISSED WITH PREJUDICE, with each of the parties to be responsible for its own attorneys' fees and costs.

The Clerk is directed to provide a certified copy of this Order to all counsel of record.

The Clerk is directed to place this matter among the ended cases.

ENTER THIS 20<sup>th</sup> day of June, 2023



Circuit Court Judge

WE ASK FOR THIS:



Gregory D. Habeeb (VSB No. 46926)

Amanda M. Morgan (VSB#70210)

GENTRY LOCKE

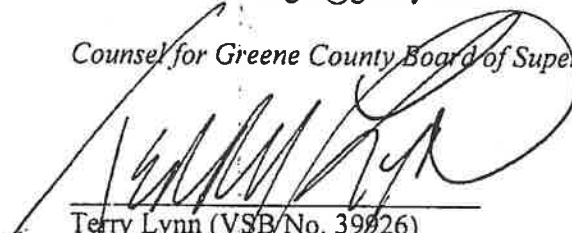
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*Counsel for Greene County Board of Supervisors*



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*Counsel for Rapidan Service Authority*

VIRGINIA:

IN THE CIRCUIT COURT FOR THE COUNTY OF GREENE

GREENE COUNTY BOARD OF SUPERVISORS, )  
et al. )

*Plaintiffs and Counterclaim  
Defendants,* )

v. )

RAPIDAN SERVICE AUTHORITY, et al. )

*Defendant and Counterclaim  
Plaintiff,* )

v. )

MADISON COUNTY, VIRGINIA )

*Defendant and Counterclaim  
Plaintiff.* )

Case No. CL20000689-00

**AGREED DISMISSAL ORDER**

The parties have advised the Court that all claims and counterclaims in this action have been resolved on mutually agreeable terms. The parties request that the Court dismiss this action, with prejudice.

Upon consideration of these matters, and for good cause shown, the Court ORDERS that this action is DISMISSED WITH PREJUDICE, as to all parties and as to Orange County, Virginia, with each of the parties to be responsible for its own attorneys' fees and costs.

The Clerk is directed to provide a certified copy of this Order to all counsel of record.

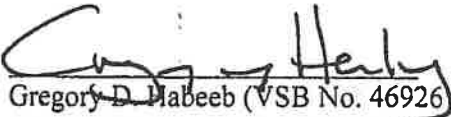
The Clerk is directed to place this matter among the ended cases.

ENTER THIS 20<sup>th</sup> day of June, 2023



Circuit Court Judge

WE ASK FOR THIS:



Gregory D. Habeeb (VSB No. 46926)

Amanda M. Morgan (VSB#70210)

GENTRY LOCKE

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*Counsel for Rapidan Service Authority*



# Memorandum

To: RSA Board of Members  
From: David Jarrell, Director of Operations  
Date: July 17, 2023  
Re: Wilderness WTP VWP Surface Water Withdrawal Permit

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RSA holds a permit from the Virginia Department of Environmental Quality (DEQ) that allows for withdrawal of water from the Rapidan River for the Wilderness Water Treatment Plant. The current version of this Virginia Water Protection Permit was issued in 2008 (effective 10/31/08) and will expire on October 30, 2023. Staff have been in communication with DEQ since August 2022 regarding the reissuance process.

To accommodate ongoing and anticipated development within the upcoming permit term, an increased withdrawal volume limit will be requested. The existing permit allows for withdrawal of up to 3 million gallons per day (MGD). RSA will be requesting a new daily limit of 4 MGD, as informed by demand projections included in the 2018 "Germanna-Wilderness Area Water and Wastewater Master Plan" developed by Orange County.

Pursuant to 9VAC25-210-320B, a preapplication public notice is required.

*Preapplication public notice. For new or expanded surface water withdrawals requiring an individual VWP permit and proposing to withdraw 90 million gallons a month or greater, a potential applicant shall provide information on the project, shall provide an opportunity for public comment on the proposed project, and shall assist in identifying public concerns or issues prior to filing a VWP individual permit application.*

The following notice was posted in the Orange County Review from June 29<sup>th</sup> to July 8<sup>th</sup>, 2023.

*Rapidan Service Authority (RSA) intends to apply for a Virginia Water Protection (VWP) surface water withdrawal permit. RSA's existing Rapidan River Intake is located in Locust Grove, VA. The current VWP permit allows a max daily withdrawal of 2.99 million gallons (Mgal) per day and a max annual withdrawal of 1,094 Mgal/year. RSA will be requesting an increase of the current withdrawal limits to 4 Mgal/day, 120 Mgal/month, and 1,440 Mgal/year. Additionally, installation of new screening equipment at the existing intake will be requested to meet the updated intake velocity requirement. Interested parties may contact RSA with questions or comments using the following contact information: David Jarrell, (434) 985-7811, PO Box 148, Ruckersville, VA 22968. Comments will be used to identify potential impacts related to the proposed maximum daily withdrawal limit. A*

*public information meeting will be held during RSA's June Board of Members meeting at 2pm on July 20<sup>th</sup> at the Orange County Public Safety Building (11282 Government Center Dr., Orange, VA).*

Upon completion of the July 20<sup>th</sup> Public Information Meeting, public comments will be considered by staff, and the application will be finalized. Once a draft permit is issued by DEQ, a public comment period will take place prior to issuance of the final permit. I would be glad to answer any questions you may have during this reissuance process.

# MEMORANDUM

DATE: July 17, 2023  
TO: RSA Board  
FROM: Tim Clemons, General Manager  
RE: Personnel Policy Revision – Sections 307 and 308

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The accrual rate for sick leave and vacation leave has not been revised in more than twenty-five (25) years.

In an effort to both recruit and retain employees, the staff is recommending that these rates be adjusted as shown on the attached document.



**Current RSA Leave - Vacation**

<b>Years of Service</b>	<b>Annual Leave Per Pay Period</b>	<b>Total Accrued Hours per Year/Days per Year</b>
0-5 years	3.7 Hours	96 Hours/12 Days
6+ years	4.62 Hours	120 Hours/15 Days

**Proposed RSA Leave - Vacation**

<b>Years of Service</b>	<b>Annual Leave Per Pay Period</b>	<b>Total Accrued Hours per Year/Days per Year</b>
0-4 years	3.69 Hours	96 Hours/12 Days
5-9 years	4.62 Hours	120 Hours/15 Days
10-14 years	5.54 Hours	144 Hours/18 Days
15-19 years	6.46 Hours	168 Hours/21 Days
20+ years	7.39 Hours	192 Hours/24 Days

***Each regular full-time employee will be entitled to one paid personal day a year.***

***Personal Day does not carry over from year to year.***

**Current RSA Leave - Sick**

<b>Years of Service</b>	<b>Sick Leave Per Pay Period</b>	<b>Total Accrued Hours per Year/Days per Year</b>
0-5 years	1.85 Hours	48 Hours/6 Days
6+ years	3.08 Hours	80 Hours/10 Days

**Proposed RSA Leave - Sick**

<b>Years of Service</b>	<b>Sick Leave Per Pay Period</b>	<b>Total Accrued Hours per Year/Days per Year</b>
0+ years	3.69 Hours	96 Hours/12 Days

# **RAPIDAN SERVICE AUTHORITY**

**June-2023**

<b>Operating Income</b>	<b>PTD Act</b>	<b>PTD Bud</b>	<b>Variance</b>	<b>YTD Act</b>	<b>YTD Bud</b>	<b>Variance</b>
Water & Sewer Revenue - Greene Co.	231,260	238,656	(7,396)	1,379,024	1,431,937	(52,913)
Water & Sewer Revenue - Madison Co.	49,652	46,534	3,118	279,387	279,204	183
Water & Sewer Revenue - Orange Co.	576,169	552,905	23,264	3,213,393	3,317,427	(104,034)
Discounts Not Taken	11,708	11,006	702	62,900	66,037	(3,136)
Sale of Materials & Supplies	6,617	3,250	3,367	31,293	19,500	11,793
Engr & Maint Revenue	1,680	1,333	347	12,540	8,000	4,540
Inspection/Permit Fees	4,910	3,350	1,560	21,341	20,100	1,241
Service Fees	13,076	11,392	1,684	104,024	68,350	35,673
Septage Hauling Revenue	-	333	(333)	-	2,000	(2,000)
Service Installations Revenue	16,950	15,500	1,450	78,200	93,000	(14,800)
Rental/Lease	48,466	21,467	27,000	139,847	128,800	11,047
<b>Total Operating Income</b>	<b>960,487</b>	<b>905,726</b>	<b>54,761</b>	<b>5,321,949</b>	<b>5,434,355</b>	<b>(112,406)</b>

<b>Operating Expenses</b>	<b>PTD Act</b>	<b>PTD Bud</b>	<b>Variance</b>	<b>YTD Act</b>	<b>YTD Bud</b>	<b>Variance</b>
Purchased Water	31,880	37,399	5,520	195,747	224,395	28,648
Operating Labor	132,917	181,589	48,672	880,507	1,089,534	209,027
New Service Installations	14,017	18,267	4,249	69,316	109,600	40,284
Locations-Miss Utility	6,380	7,100	720	45,005	42,600	(2,405)
Engineering & Maintenance	123,581	235,511	111,931	872,028	1,413,067	541,040
Water Treatment Supp.	76,865	75,300	(1,565)	382,112	451,800	69,688
Utilities	94,503	82,083	(12,419)	584,999	492,500	(92,499)
Vehicle Expense	5,676	15,383	9,707	65,406	92,300	26,894
Testing	10,724	10,917	193	60,333	65,500	5,167
Biosolids Waste Mgmt	7,699	12,167	4,468	42,141	73,000	30,859
<b>Total Operating Expenses</b>	<b>504,241</b>	<b>675,716</b>	<b>171,476</b>	<b>3,197,595</b>	<b>4,054,296</b>	<b>856,701</b>

<b>Gross Margin</b>	<b>456,246</b>	<b>230,010</b>	<b>226,237</b>	<b>2,124,354</b>	<b>1,380,058</b>	<b>744,296</b>
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<b>General &amp; Admin Expenses</b>	<b>PTD Act</b>	<b>PTD Bud</b>	<b>Variance</b>	<b>YTD Act</b>	<b>YTD Bud</b>	<b>Variance</b>
Billing & Collection Exp	2,396	11,546	9,150	53,304	69,275	15,971
G & A Labor	56,344	68,000	11,656	381,109	408,000	26,891
Comp. Board of Members	704	750	46	4,223	4,500	277
Insurance Premiums	-	13,117	13,117	73,376	78,700	5,324
Bank & Credit Card Fees	581	842	261	3,449	5,050	1,601
Offices Expenses	8,084	13,025	4,941	73,370	78,150	4,780
Legal/Bond Fees	19,056	18,300	(756)	81,352	109,800	28,448
Water Regulatory Fees	42,739	4,800	(37,939)	59,185	28,800	(30,385)
Audit & Other Consulting	-	9,917	9,917	1,766	59,500	57,734
<b>Total General &amp; Admin Expenses</b>	<b>129,904</b>	<b>140,296</b>	<b>10,392</b>	<b>731,134</b>	<b>841,775</b>	<b>110,641</b>

<b>Net Operating Income</b>	<b>326,343</b>	<b>89,714</b>	<b>236,629</b>	<b>1,393,220</b>	<b>538,283</b>	<b>854,937</b>
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<b>Non-Operating Income</b>	<b>PTD Act</b>	<b>PTD Bud</b>	<b>Variance</b>	<b>YTD Act</b>	<b>YTD Bud</b>	<b>Variance</b>
Avail. - Water & Sewer - Greene Co.	-	-	-	100,000	-	100,000
Avail. - Water & Sewer - Madison Co.	-	-	-	10,000	-	10,000
Avail. - Water & Sewer - Orange Co.	260,000	-	260,000	1,300,000	-	1,270,000
Interest Earned	(1,245)	10,000	(11,245)	170,850	60,000	110,850
Loss Due to Settlement	(1,350,000)	-	(1,350,000)	(1,350,000)	-	(1,350,000)
<b>Total Non-Operating Income</b>	<b>(1,091,245)</b>	<b>10,000</b>	<b>(1,101,245)</b>	<b>230,850</b>	<b>60,000</b>	<b>140,850</b>

<b>Net Income Before Debt Service</b>	<b>(764,902)</b>	<b>99,714</b>	<b>(864,616)</b>	<b>1,624,070</b>	<b>598,283</b>	<b>1,025,787</b>
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<b>Debt Service</b>	<b>PTD Act</b>	<b>PTD Bud</b>	<b>Variance</b>	<b>YTD Act</b>	<b>YTD Bud</b>	<b>Variance</b>
Debt Service	-	72,209	72,209	54,779	433,256	378,477

<b>Net Income</b>	<b>(764,902)</b>	<b>27,505</b>	<b>(792,407)</b>	<b>1,569,291</b>	<b>165,027</b>	<b>1,404,264</b>
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