

A regular meeting of the Board of Members of Rapidan Service Authority was held on July 15, 2021 at the Orange County Airport, Orange, Va.

The meeting was called to order at 2:00 PM. A quorum was established followed by the Pledge of Allegiance.

Present: Members: Coppage, Crozier, Frame, Martin, Williams, Yowell
 Staff: G.M. Clemons, MFAS Gaskins
 Attorney: Terry Lynn
 Visitors: Clay Jackson, Mark Taylor, Ben Packett, Media

A motion for Adoption of Agenda was made by Martin, seconded by Crozier and passed unanimously.

Minutes of the June 17, 2021 meeting were approved on a motion by Crozier, seconded by Coppage and passed with the following vote: Coppage aye, Crozier aye, Frame aye, Martin aye, Williams aye, Yowell aye.

Martin had brought a motion requesting information to the June 2021 meeting and added it to the agenda as the meeting started. The request was tabled in June. Chairman Frame noted that he had now reviewed the request and that most of the information had already been provided to Greene County. GM Clemons stated that he had previously provided much of the requested information as part of a FOIA request from Martin. GM Clemons then provided that same information again to Martin and noted that the information provided contained:

1. Current inventory of assets in the format RSA has them in.
2. Inventory of connections in Greene County.
3. Listing of EDU's sold but not yet connected in all three counties served.
4. Inventory of RSA debt.
5. RSA Budget worksheets/management working papers.

Martin stated that the information Greene wanted is what was contained in the motion language he submitted to the Board in June. Chairman Frame noted that much of what was being asked for would have to be created and RSA would not create documents while there is a lawsuit filed against RSA by Greene County. Chairman Frame then removed the item from the table for further discussion or action. Yowell stated that at the June meeting Chairman Frame had asked Martin if the information being requested was necessary to satisfy VRA requirements. Martin had responded, no. Yowell further stated that meeting VRA's requirements should be front and center. Martin stated that the information requested is needed for Greene County's request to withdraw from RSA and that this information would allow the withdrawal process to move forward and end the litigation. Chairman Frame again noted that this would require the creation of documents and that RSA would not do that until there was an agreement on the lawsuits and VRA had given conditional approval for Greene County to withdraw. Coppage reminded the Board that at a previous meeting he had asked questions regarding the process steps that Greene was to follow. Martin responded that what Coppage was asking was premature and that the process should be

followed step by step. Coppage further stated that Martin now wants to move to a future step in the process without completing the step that Greene County is currently on. Coppage again stated that he felt we needed to follow the process and that meeting the VRA requirements is the step that Greene is currently at. He sees no need to move forward until Greene has satisfied VRA. GM Clemons reminded the Board that while Chairman Frame has removed the item from the table, no second had been made regarding this matter. Chairman Frame then moved to remove the item from the table, seconded by Martin. Martin asked Coppage if VRA gives its approval, is he prepared to provide the information requested. Coppage responded that the request could then be discussed. Coppage noted that VRA, if this continues moving forward, will want information from RSA which might provide some of the requested information. Coppage understands that once Greene satisfies VRA, the next step in the process will be for RSA to provide that same information to VRA. Martin moved to approve the motion as presented at the June meeting, seconded by Williams. Crozier commented that while he felt that much of the information had already been provided or could be provided, he did not agree with the motion as it related to any personnel request. A roll call vote was taken: Williams aye, Martin aye, Coppage nay, Yowell nay, Frame nay, Crozier nay. Motion failed 4-2.

Ben Packett from Robinson, Farmer, Cox Associates (RFC) presented the 2020 Comprehensive Annual Financial Report (CAFR). He went through the report and highlighted the relevant sections. He stated that the financial records were intact and accurate. The CAFR will be submitted to the Government Finance Officers Association for qualification for GFOA's Certificate of Achievement for Excellence in Financial Reporting. G.M. Clemons thanked RFC and RSA Staff members Cindy Breeden and Trace Gaskins for their work on the CAFR.

Mark Taylor made a presentation to the Board regarding Greene County's status on the withdrawal process. Mr. Taylor presented a number of slides providing a history of Greene County's desire to withdrawal from RSA as well as showing some of the physical assets owned by RSA. Mr. Taylor stated that he believes Greene is entitled to a substantial amount from RSA's cash reserves as well as additional monies as a penalty to RSA for discontinuing the collection of the facility fee. He stated that a preliminary analysis of the rates by Stantec indicates no increase in rates will be necessary should Greene withdraw from RSA. A formal presentation by Stantec of the rates is to be presented to the Greene BOS on August 10, 2021. Mr. Taylor stated that Greene has issued an RFP for contract operations of the plants and system. He stated that the county would be open to discussing future employment opportunity to RSA staff currently operating plants in Greene County. Chairman Frame commented on the presentation with respect to RSA's cash reserves and noted that a portion of the cash reserves is from availability fees collected in Orange or Madison counties and that Greene County has been the recipient of the majority of the availability fees collected in Greene County. Chairman Frame further stated, with respect to any payment for not collecting the facility fee, that it is the rate payers in Greene County that benefitted from not paying the fee, not RSA. He finished his comments by stating that issues like this may eventually be addressed, should Greene receive approval from VRA, as part of any withdrawal agreement. Yowell than asked about the status of Greene's progress with satisfying VRA's requirements for withdrawal. He asked for an idea, percentage wise, where Greene was at in the VRA process. Mr. Taylor responded by saying that Greene was over half-way, possibly three-quarters of the way to satisfying VRA requirements. Yowell noted that he had expected today's presentation to be about where Greene is in the VRA process and that he believed VRA was looking for a business plan

from Greene. He felt that Greene needed to inform VRA what is needed to run a water and sewer utility. Coppage stated that until Greene could satisfy all of the withdrawal requirements, RSA was tasked with taking care of all of its customers, whether in Orange, Madison or Greene County. Yowell then asked about the water line that runs from the existing water treatment plant to the old Liberty Lace building and what the plans were for that should Greene withdraw from RSA. Taylor stated he believed the line had gone unused for years. GM Clemons stated that the building received water whenever it is occupied. It was last occupied 1-2 years ago but has recently sold. Chairman Frame stated that this is the detail to be worked out in a future step of the withdrawal process.

G.M. Clemons reported on the Capital Improvement Projects. The Reservoir Drive water main replacement project in Stanardsville has been awarded to J.P Tucker Excavating. Construction is expected to begin this summer.

It was decided to leave the RSA meeting time as is.

A motion to adjourn was made by Crozier at 3:10 PM, motion was seconded by Williams and passed with the following vote: Coppage aye, Crozier aye, Frame aye, Martin aye, Williams aye, Yowell aye.

Chairman