

Washington County Service Authority Board of Commissioners
October 12, 2016 Special Called Meeting Minutes

The Special Called Meeting of the Washington County Service Authority Board of Commissioners was called to order by the Chairman at 5:56 pm.

ROLL CALL

Commissioners Present:

Mr. Kenneth Taylor, Chairman
Mr. Mark Nelson, Vice Chairman
Mr. Wayne Campbell
Mr. Jim McCall
Mr. Dwain Miller

Commissioners Absent:

Mr. Vernon Smith
Mr. Mike White

WCSA Staff Present:

Robbie Cornett, General Manager
Carol Ann Shaffer, Administrative Assistant

Also Present:

Mr. Arnie Mason, General Counsel (by telephone)

3. Approval of the Agenda

Mr. Nelson made a motion to approve the Agenda. Mr. McCall seconded and the Board approved with a 5-0-0-2 vote.

4. Closed Meeting – 5:57 pm

Mr. Nelson moved that the Board adjourn to Closed Meeting in accordance with the Virginia Freedom of Information Act,

1. Code of Virginia Section 2.2-3711 Paragraph (A) (7): Legal Advice:
 - a. Consultation with legal counsel and briefings by staff pertaining to possible litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of WCSA.

In addition to the Board, the presence of Mr. Arnie Mason, WCSA Legal Counsel (by telephone) and Mr. Robbie Cornett, WCSA General Manager was requested. Mr. Miller seconded the Motion of Closed Meeting and the Board approved voting 5-0-0-2.

Return to Public Session- 6:37 pm

Mr. Nelson motioned to Return to Public Session. Mr. Campbell seconded the motion and the Board approved voting 5-0-0-2. Mr. Nelson read the following:

Certification of Closed Meeting:

Whereas, the Washington County Service Authority has convened a Closed Meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; And Whereas, Section 2.2-3712 Paragraph D of the Code of Virginia requires a certification by this Authority that such Closed Meeting was conducted in conformity with Virginia Law. Now, therefore, be it resolved that the Authority hereby certifies that to the best of each member's knowledge, (1) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the Closed Meeting to which this certification resolution applies, and (2) only such public business matters as were identified in the motion convening the Closed Meeting were heard, discussed or considered by the Authority. Aye by Mr. Miller, Mr. Campbell, Mr. Nelson, Mr. McCall and Mr. Taylor confirming no outside discussion took place other than Closed Meeting topics.

5. Late Items

There were no late items discussed.

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6. Adjourn – 6:40

Mr. Nelson motioned to Adjourn. Mr. McCall seconded the motion.

Mr. McCall then asked to discuss the possibility of hiring an in house attorney. Mr. McCall asked that Mr. Taylor for a committee to study the need of a full time lawyer. Mr. McCall said the present attorneys have been in for almost 15 years?

Mr. Cornett said since 2006.

Mr. McCall said he would like to look at the need to hire a full time attorney or re-advertise for legal counsel saying they (Elliott, Lawson and Minor) might very well be the ones selected again. Mr. McCall said he considered the attorneys professional like the engineers, professional procurement.

Mr. Taylor said he asked that Mr. Cornett put this on the agenda for the October meeting as one Commissioner not in attendance tonight asked it be added to the agenda.

Mr. Taylor said it would be discussed during closed meeting.

Mr. Nelson asked if it could be discussed in closed session.

Mr. Cornett said he had to confirm that.

Mr. Taylor said it could be discussed in closed meeting with the attorneys not present. Mr. Taylor asked Mr. Cornett to confirm that. Mr. Taylor said a Commissioner asked to discuss the topic and it was his obligation or duty to bring it up.

Mr. Cornett said he thought a committee was a good idea. For background, Mr. Cornett said in 2006 the counsel then was Bob Vinyard was retiring. A committee consisting of two Board members and staff met. He does not remember if inside counsel was discussed or considered but WCSA did advertise for legal counsel services. Mr. Vinyerd brought Elliott, Lawson and

Minor in to work on a special counsel at that time. Mr. Cornett said he know WCSA went through the procurement process at that time.

If I can get a couple of Commissioners to volunteer for the committee, can we take it off the agenda and put it into motion?

Mr. Cornett said sure.

If we had a strong paralegal in house that could work with contracts and do a lot of things and that paralegal had access to utilize a legal firm for expertise items, would that significantly reduce the involvement we currently have with a law firm?

It might, said MR. Cornett. He said he hasn't put a lot of thought into a paralegal and what their capabilities might be but was certainly something worth exploring.

Mr. Taylor said most firms that are any size have paralegals in house because it isn't only the legal side, it is the safety side, the regulations, contracts; it's a day to day thing.

Mr. Campbell said we had three attorneys in house in Richmond. Mr. Campbell said there was an instance where an employee was killed and Mr. Campbell had to go before OSHA. The attorneys hired another attorney that was in that field. If we hire an attorney in house they would know the field to get the expertise.

Yes, said Mr. Taylor.

Mr. Campbell said he did not think a paralegal could do that (get the expertise). Mr. Campbell did not think a paralegal would have the kind of expertise and did not see the benefit of hiring a paralegal.

Mr. Taylor said he has seen some paralegals that were smarter than the attorney's.

Absolutely, said Mr. Nelson.

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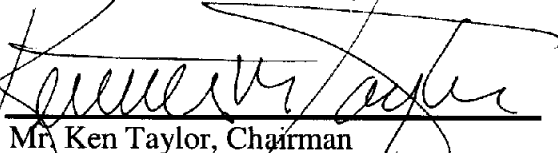
Mr. Nelson said he mentioned a paralegal for things that aren't as complicated and that someone that does know the law can do things like attend the Board meetings and keep the Commissioners free from conflicts of interest.

Mr. Nelson said First Bank and Trust hired an attorney in house. We chose to go away from an in house attorney because they had so many different things they didn't feel like an in house attorney was the right thing to do. Mr. Nelson felt like a lot of things at WCSA would be more consistent. He said he didn't care how it was done but said he thought it is what is best for the long term. We have had issues with contracts and things. Mr. Nelson gave an example of when he and Mr. Taylor went to mediation over a contract and it took someone getting into the details of the contract to be sure there was no question about the choice. Mr. Nelson said he did not have a problem moving forward with the study and said he thought they needed to.

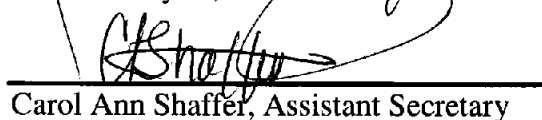
Mr. Taylor asked if there were two Commissioners who would volunteer for the legal counsel study committee.

Mr. Campbell and Mr. McCall agreed to serve on the committee.

Mr. Taylor then asked for a vote on the motion for adjournment. The Board approved the motion voting 5-0-0-2.



Mr. Ken Taylor, Chairman



Carol Ann Shaffer, Assistant Secretary