





Washington County Service Authority Board of Commissioners
April 6, 2020 Special Called Meeting Minutes


Agenda Item: 1  COMMUNICATION	Call the Meeting to Order
Presenter(s):	Chairman
Beginning Time:	6:00 pm
End Time:	6:00 pm

Agenda Item: 2  COMMUNICATION	Roll Call
Presenter(s):	Chairman
Beginning Time:	6:00 pm
Present:	Mr. Campbell, Mr. D. Miller, Mrs. C. Miller, Mr. Orfield, Mr. Taylor and Mr. Thayer
Absent:	Mr. Smith
End Time:	6:00 pm

Agenda Item: 3  COMMUNICATION	Prayer and Pledge of Allegiance
Presenter(s):	Mr. Thayer opened in prayer and lead the Pledge of Allegiance.
Beginning Time:	6:00 pm
End Time:	6:01 pm

Agenda Item: 4  COMMUNICATION	Approval of the Agenda
Presenter(s):	Chairman
Beginning Time:	6:01
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	None
On the Record:	None
Actual Motion:	Motion to approve the Agenda as presented.
Motion By:	Mr. Campbell
Second By:	Mr. Orfield
Voting:	Ayes: 6
	Nays: 0
	Abstain: 0
End Time:	6:01 pm

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Agenda Item: 5  COMMUNICATION	Consideration of Sole Source Contract Between WCSA and Itron
Presenter(s):	Chairman
Beginning Time:	6:01 pm
Potential Conflict(s) of Interest and Abstention(s):	Mrs. C. Miller abstained as her husband is employed by AEP.
Discussion:	None
On the Record:	None
Actual Motion:	Move to approve the resolution as presented.
Motion By:	Mr. Taylor
Second By:	Mr. Thayer.
Voting:	Ayes: 5
Nays:	0
	Abstain: 1 (Mrs. C. Miller)
	End Time: 6:05 pm

**WASHINGTON COUNTY SERVICE AUTHORITY
BOARD OF COMMISSIONERS**

Resolution Approving Master Sales Agreement and Attendant
Statement of Work with Itron, Inc. for AMI Meter Project

WHEREAS, the Board of Commissioners (Board) of the Washington County Service Authority (Authority) is of the opinion that it is in the best interest of the Authority and the public it serves to collect water meter data via a wireless, Advance Metering Infrastructure (AMI) system; and

WHEREAS, Itron, Inc. (Itron) is a highly reputable and well-respected provider of AMI devices and services; and

WHEREAS, Itron currently provides AMI devices and services to American Electric Power (AEP); and

WHEREAS, with AEP's consent, Itron has offered the Authority the opportunity to utilize the AMI network in the AEP service area, which covers approximately eighty percent (80%) of the Authority's water meters; and

WHEREAS, because of the pre-existing Itron-AEP network, a contract between the Authority and Itron presents the Authority with the best opportunity to obtain an AMI system at the lowest possible cost; and


WHEREAS, the General Manager, Operations Manager, and General Counsel have negotiated a Master Sales Agreement (MSA) and Statement of Work (SOW) with representatives of Itron, subject to the approval and acceptance of the Board; and

NOW, THEREFORE, be it hereby RESOLVED that:

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1. The MSA and SOW are hereby approved and accepted; and
2. The General Manager (or his designee) is hereby authorized to execute the MSA and SOW for and on behalf of the Authority; and
3. This Resolution shall become effective upon adoption.

Since her husband works for AEP, C. Miller abstains.

Agenda Item: 6  COMMUNICATION	Consideration of the Authorization of the General Manager to Award Work Order Management System Contract
Presenter(s):	Chairman
Beginning Time:	6:05 pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	Mr. Cornett explained Item 6 with the Board.
On the Record:	None
Actual Motion:	Move to approve the resolution as presented.
Motion By:	Mr. Campbell
Second By:	Mrs. C. Miller
Voting:	Ayes: 6
	Nays: 0
	Abstain: 0
End Time:	6:23 pm

WASHINGTON COUNTY SERVICE AUTHORITY
BOARD OF COMMISSIONERS

Resolution Authorizing the General Manager to
Award Work Order Management System Contract

WHEREAS, the Board of Commissioners (Board) of the Washington County Service Authority (Authority) is of the opinion that it is in the best interest of the Authority and the public it serves for the Authority to obtain an electronic work order management system (WOMS); and

WHEREAS, the Authority has issued a Request for Proposals (RFP) for a WOMS; and

WHEREAS, numerous offerors have submitted proposals in response to the RFP; and


WHEREAS, the proposals and offerors have been examined by the General Manager and staff; and

WHEREAS, the current Covid-19 pandemic may interfere with the Board's ability to conduct a meeting to review and consider a possible contract with a WOMS provider; and

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NOW, THEREFORE, be it hereby RESOLVED that:

1. The General Manager or his designee is hereby authorized to award and execute a sales contract for the procurement of a WOMS system for the Authority, in an amount that may exceed \$100,000 in light of annual subscriptions and fees, upon such terms and conditions as the General Manager deems advisable; and
2. This Resolution shall become effective upon adoption.

Agenda Item: 7  EMPLOYER OF CHOICE	Consideration of the Authorization of the General Manager to Award the Health Insurance Consultant Services
Presenter(s):	Chairman
Beginning Time:	6:24 pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	Mr. Cornett reviewed the details this item with the Board
On the Record:	None
Actual Motion:	Move to approve the resolution as presented.
Motion By:	Mr. Thayer
Second By:	Mr. Campbell
Voting:	Ayes: 6
	Nays: 0
	Abstain: 0
End Time:	6:35 pm

**WASHINGTON COUNTY SERVICE AUTHORITY
BOARD OF COMMISSIONERS**

Resolution Authorizing of the General Manager to
Award Contract for Health Insurance Consultant Services

WHEREAS, the Authority has issued a Request for Proposals (RFP) for health insurance consultant services; and

WHEREAS, one or more offerors have submitted proposals in response to the RFP; and

WHEREAS, the proposals and offerors have been examined by the General Manager and staff; and

WHEREAS, the current Covid-19 pandemic may interfere with the Board's ability to conduct a meeting to review and consider a possible contract with a health insurance consultant; and


NOW, THEREFORE, be it hereby RESOLVED that:

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1. The General Manager or his designee is hereby authorized to award and execute a contract to a health insurance consultant, in such amounts and upon such terms and conditions as the General Manager deems advisable; and

2. This Resolution shall become effective upon adoption.

Motion: Mr. Thayer
Second: Mr. Campbell
Vote: 6-0-0-1

Agenda Item: 8  INFRASTRUCTURE	Consideration of the Authorization of the General Manager to Award the Galvanized Line Phase 3 and Abingdon Water Storage Tank Projects
Presenter(s):	Chairman
Beginning Time:	6:35 pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	Mr. Cornett discussed the details of the project.
On the Record:	None
Actual Motion:	Move to approve resolution as presented.
Motion By:	Mr. Taylor
Second By:	Mr. Orfield
Voting:	Ayes: 6
	Nays: 0
	Abstain: 0
End Time:	6:47 pm

**WASHINGTON COUNTY SERVICE AUTHORITY
BOARD OF COMMISSIONERS**

Resolution Authorizing the General Manager to
Award Contracts for the Construction of the Galvanized Line,
Phase 3 and Abingdon Water Storage Tank Projects

WHEREAS, the Board of Commissioners (Board) of the Washington County Service Authority (Authority) has authorized the issuance of invitations to bid for the construction of the Galvanized Line, Phase and Abingdon Water Storage Tank Project (Projects); and

WHEREAS, such invitations have been issued by staff; and

WHEREAS, it is anticipated that numerous contractors will submit bids in response to the invitations; and


WHEREAS, the current Covid-19 pandemic may interfere with the Board's ability to conduct a meeting to review and consider such bids; and

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NOW, THEREFORE, be it hereby RESOLVED that:

1. The General Manager or his designee is hereby authorized to award and execute contracts for the construction of the Projects, in such amounts and upon such terms and conditions as the General Manager deems advisable; and
2. This Resolution shall become effective upon adoption.

Motion: Mr. Taylor
Second: Mr. Orfield
Vote: 6-0-0-1

Agenda Item: 9  COMMUNICATION	Consideration of a Contract Between WCSA and Thompson & Litton for the Lee Highway Sewer Project
Presenter(s):	Chairman
Beginning Time:	6:47 pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	None
On the Record:	None
Actual Motion:	Move to approve the resolution as presented.
Motion By:	Mr. Campbell
Second By:	Mr. Thayer
Voting:	Ayes: 6
	Nays: 0
	Abstain: 0
End Time:	6:57 pm

WASHINGTON COUNTY SERVICE AUTHORITY
BOARD OF COMMISSIONERS

Resolution Approving Engineering Contract with Thompson & Litton, Inc.

WHEREAS, the Board of Commissioners (Board) of the Washington County Service Authority (Authority) has reviewed and considered a proposed contract with Thompson & Litton, Inc., styled Agreement between Owner and Engineer for Professional Services, with an effective date of May 20, 2019 (Contract); and

WHEREAS, the Board is of the opinion that the Contract is proper in form and substance and will facilitate the completion of the Lee Highway Corridor Project; and

NOW, THEREFORE, be it hereby RESOLVED that:


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1. The Contract is accepted and approved; and
2. The General Manager or his designee is authorized to execute the Contact for and on behalf of the Authority; and
3. This Resolution shall be effective upon adoption.

Motion: Mr. Campbell

Second: Mr. Thayer

Vote: 6-0-0-1

Agenda Item: 10  COMMUNICATION	Consideration of a Master Engineering Services Agreement Between WCSA and Thompson & Litton
Presenter(s):	Chairman
Beginning Time:	6:57 pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	Mr. None
On the Record:	None
Actual Motion:	Move to approve the resolution as presented.
Motion By:	Mr. Campbell
Second By:	Mrs. C. Miller
Voting:	Ayes: 6
	Nays: 0
	Abstain: 0
End Time:	7:02 pm

**WASHINGTON COUNTY SERVICE AUTHORITY
BOARD OF COMMISSIONERS**

Resolution Approving Engineering Contract with Thompson & Litton, Inc.

WHEREAS, the Board of Commissioners (Board) of the Washington County Service Authority (Authority) has reviewed and considered a proposed contract with Thompson & Litton, Inc., styled Master Engineering Services Agreement (Contract); and

WHEREAS, the Board is of the opinion that the Contract is proper in form and substance and will facilitate the rendition of valuable engineering services for the benefit of the Authority; and

NOW, THEREFORE, be it hereby RESOLVED that:


1. The Contract is accepted and approved; and

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2. The General Manager or his designee is authorized to execute the Contact for and on behalf of the Authority; and

3. This Resolution shall be effective upon adoption.

Motion: Campbell
Second: C. Miller
Vote: 6-0-0-1

Agenda Item: 11  COMMUNICATION	Consideration of the Authorization of the General Manager to Enter Into Lease Agreements Between WCSA and the 1) Department of Game and Inland Fisheries, 2) VA/KY, 3) iGO and 4) Brumley Gap Volunteer Fire Department
Presenter(s):	Chairman
Beginning Time:	7:02 pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	None
On the Record:	None
Actual Motion:	Move to approve the resolution as presented.
Motion By:	Mr. Thayer
Second By:	Mr. Campbell
Voting:	Ayes: 6
	Nays: 0
	Abstain: 0
End Time:	7:05 pm

**WASHINGTON COUNTY SERVICE AUTHORITY
BOARD OF COMMISSIONERS**

Resolution Authorizing General Manager to Negotiate and Execute Certain Leases

WHEREAS, the Authority is the owner of a certain radio tower (Tower) situate upon lands belonging to the Commonwealth of Virginia Department of Game and Inland Fisheries (Commonwealth) in Washington County; and

WHEREAS, the General Manager has been negotiating with the Commonwealth to secure a lease for Tower premises; and

WHEREAS, the Authority has leased space on the Tower to two (2) companies (Tenants); and

WHEREAS, the Brumley Gap Volunteer Fire Department (BGVFD) has proposed to lease space on the Tower from the Authority; and

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WHEREAS, the Board of Commissioners (Board) of the Washington County Service Authority (Authority) wishes to secure a lease for the Tower premises from the Commonwealth; and


WHEREAS, the Board is of the opinion that leasing space on the Tower to BGVFD will enhance public safety in Washington County, Virginia; and

WHEREAS, the current Covid-19 pandemic may interfere with the Board's ability to conduct a meeting to review and consider possible leases; and

NOW, THEREFORE, be it hereby RESOLVED that:

1. The General Manager is authorized to execute a lease with the Commonwealth for the Tower, in such amounts and upon such terms and conditions as the General Manager deems advisable; and
2. The General Manager is authorized to execute such lease amendments with the Tenants as may be necessary to bring the Tenants' leases into conformity with a lease between the Authority and the Commonwealth, in such amounts and upon such terms and conditions as the General Manager deems advisable; and
3. The General Manager is authorized to execute a lease for space on the Tower with BGVFD, in such amounts and upon such terms and conditions as the General Manager deems advisable; and
4. This Resolution shall be effective upon adoption.

Motion: Thayer
Second: Campbell
Vote: 6-0-0-1

Agenda Item: 12  INFRASTRUCTURE		Consideration of a Written Procedure for Electronic Participation in Meetings
Presenter(s):		Chairman
Beginning Time:		7:06 pm
Potential Conflict(s) of Interest and Abstention(s):		None
Discussion:		None
On the Record:		None
Actual Motion:		Move to approve the resolution as presented.
Motion By:		Mrs. C. Miller
Second By:		Mr. Thayer
Voting:	Ayes:	6
	Nays:	0
	Abstain:	0
End Time:		7:27 pm

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**WASHINGTON COUNTY SERVICE AUTHORITY
BOARD OF COMMISSIONERS**

**Resolution Establishing Policy for Participation in
Meetings by Means of Electronic Communication**

WHEREAS, Section 2.2-3708.2 of the 1950 Code of Virginia, as amended, permits members of a public body to participate in a meeting by means of electronic communication under certain terms and conditions; and

WHEREAS, the Board of Commissioners (Board) of the Washington County Service Authority (Authority) wishes to adopt and establish a written policy (Policy) allowing for and governing participation in meetings of the Board by electronic communication means, including an approval process for such participation, subject to the express limitations imposed by said Section 2.2-3708.2; and

NOW, THEREFORE, be it hereby RESOLVED that:

1. Subject to the requirements of paragraph 3, below, the Board may conduct any meeting wherein the public business is discussed or transacted through electronic communication means if, on or before the day of a meeting, a member of the Board notifies the chair that:

a. Such member is unable to attend the meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance; or

b. Such member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. Participation by a member pursuant to this paragraph 1(b) is limited each calendar year to two meetings.

2. If participation by a member through electronic communication means is approved, the Board shall record in its minutes the remote location from which the member participated; however, the remote location need not be open to the public. If participation is approved pursuant to paragraph 1(a), the Board shall also include in its minutes the fact that the member participated through electronic communication means due to a temporary or permanent disability or other medical condition that prevented the member's physical attendance. If participation is approved pursuant to paragraph 1(b), the public body shall also include in its minutes the specific nature of the personal matter cited by the member. If a member's participation from a remote location pursuant to subdivision 1(b) is disapproved because such participation would violate this Policy such disapproval shall be recorded in the minutes with specificity.

3. Participation by a member of a Board in a meeting through electronic communication means pursuant to this Policy shall be authorized only if the following conditions are met:

a. The participation of such member of the Board through electronic communication is approved by at least four (4) Board members physically assembled at one primary or central meeting location prior to the participation of such member through electronic communication; and

b. A quorum of the Board is physically assembled at one primary or central meeting location; and


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c. The Board makes arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location; and


d. Once adopted, this Policy shall be applied strictly and uniformly, without exception, to the entire membership of the Board and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

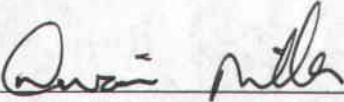
4. This Resolution shall be effective upon Adoption.

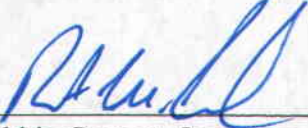
Motion: Mrs. C. Miller
 Second: Mr. Thayer
 Vote: 6-0-0-1

Agenda Item: 13  COMMUNICATION	Late Items
Presenter(s):	Commissioner / General Manager
Beginning Time:	7:27 pm
Potential Conflict(s) of Interest and Abstention(s):	None
Background:	None
Discussion:	Mr. Cornett informed the Board that Mr. Smith resigned his position as Commissioner on April 14 th . To answer Mr. D. Miller's question about holding budget meetings, Mr. Cornett suggested having meetings electronically or holding workshops and meetings in June if appropriate then given the pandemic. Mr. Cornett will send copies of the budget to the Board for review. Mr. Cornett and the Board discussed the potential effect on revenue the Covid-19 pandemic would have for authorities and towns across Virginia.
On the Record:	None
Enclosures:	None
Recommendation:	None
Proposed Motion:	None
Actual Motion:	None
Motion By:	
Second By:	
Voting:	Ayes:
	Nays:
	Abstain:
End Time:	7:40 pm

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Agenda Item: 14  COMMUNICATION	Adjourn
Presenter(s):	Commissioner
Beginning Time:	7:40 pm
Potential Conflict(s) of Interest and Abstention(s):	None
Background:	None
Discussion:	None
On the Record:	None
Enclosures:	None
Recommendation:	
Proposed Motion:	Motion to Adjourn.
Actual Motion:	Motion to Adjourn.
Motion By:	Mr. Taylor
Second By:	Mr. Campbell
Voting:	Ayes: 6
	Nays: 0
	Abstain: 0
End Time:	7:41 pm


Dwain Miller, Chairman


Robbie Cornett, Secretary