

Washington County Service Authority Board of Commissioners
August 26, 2024 Regular Board Meeting Minutes

Agenda Item: 1	Call the Meeting to Order
Presenter(s):	Chairman
End Time:	4:57pm

Agenda Item: 2	Roll Call
Presenter(s):	Chairman
Present:	Mr. Ball, Mr. Campbell, Mr. Hutton, Mrs. C. Miller, Mr. D. Miller, Mr. Thayer, and Mr. Taylor
Absent:	None
End Time:	4:58pm

Agenda Item: 3	Prayer and Pledge of Allegiance
Presenter(s):	Wayne Campbell opened the meeting in prayer and led the Pledge of Allegiance.
Beginning Time:	4:58pm
End Time:	4:59pm

Agenda Item: 4	Approval of the Agenda
Presenter(s):	Chairman
Beginning Time:	4:59pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	
On the Record:	Motion to amend the agenda and move Agenda Item 12: Public Query and Comment to Agenda Item 6
Actual Motion:	Board moved to amend the agenda and move Agenda Item 12: Public Query and Comment to Agenda Item 6. Board moved to approve the agenda as amended.
Motion By:	Mr. Hutton
Second By:	Mr. Thayer
Voting:	7
Ayes:	
Nays:	0
Abstain:	0
End Time:	5:00pm

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Agenda Item: 5	Approval of the Consent Agenda
Presenter(s):	Chairman
Beginning Time:	5:05pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	Mr. Thayer asked if we were meeting the budget in IT and asked Mr. Gilbert for a more detailed account on IT expenses. Mr. Campbell confirmed that we were mowing in house and asked why there was a payment to WCSA's previous mower. Mr. Seay explained that the mower's contract was up June 30 th , which is why it was on the check register. Mr. Miller recognized Melissa Elswick for her 30 years of service to WCSA. Mr. Seay gave an update on mowing expenses.
On the Record:	None
Actual Motion:	Motion to approve the consent agenda.
Motion By:	Mr. Thayer
Second By:	Mr. Campbell
Voting:	
Ayes:	
Nays:	
Abstain:	
End Time:	5:05pm

Agenda Item: 6	Public Query and Comment
Presenter(s):	Chairman
Beginning Time:	5:06pm
Potential Conflict(s) of Interest and Abstention(s):	None
Speakers:	Lavonda Heath
Discussion:	Lavonda Heath of 28438 Lee Hwy requested papers regarding her water meter's history. Ms. Heath stated that she used less water this month than she did last month but was charged more. She also complained that the font on the screen was too small and that the microphones were too quiet. Claiming disability, she said that she would file a discrimination complaint.
On the Record:	None
Actual Motion:	None
Motion By:	
Second By:	

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Voting:	
Ayes:	
Nays:	
Abstain:	
End Time:	5:07pm

Agenda Item: 7	Consideration for WCSA to Participate in TYCO & BASF Class Action Settlement
Presenter(s):	Mark Lawson / Ron Seay
Beginning Time:	5:08pm
Potential Conflict(s) of Interest and Abstention(s):	
Background:	See Resolution No. Item 6
Discussion:	
On the Record:	
Enclosures:	Resolution No. Item 6
Recommendation:	Staff recommends the Board approve WCSA to Participate in TYCO & BASF Class Action Settlement
Proposed Motion:	Move that the Board approve WCSA to Participate in TYCO & BASF Class Action Settlement
Actual Motion:	Board moved to approve WCSA to Participate in TYCO & BASF Class Action Settlement
Motion By:	Mr. Campbell
Second By:	Mrs. Miller
Voting:	7
Ayes:	
Nays:	0
Abstain:	0
End Time:	5:11pm

RESOLUTION NO. Item 7

RESOLUTION AUTHORIZING THE WASHINGTON COUNTY SERVICE AUTHORITY TO PARTICIPATE IN THE PROPOSED CLASS ACTION SETTLEMENTS WITH TYCO FIRE PRODUCTS LP, INDIVIDUALLY AND AS SUCCESSOR IN INTEREST TO THE ANSUL COMPANY AND CHEMGUARD, INC. (HEREINAFTER REFERRED TO AS “TYCO DEFENDANTS”) AND BASF CORPORATION IN THE PUBLIC WATER SYSTEMS’ PORTION OF THE MULTI-DISTRICT LITIGATION MATTER, IN RE: AQUEOUS FILM-

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FORMING FOAMS PRODUCT LIABILITY LITIGATION, MDL 2:18-MN-2873-RMG, RELATING TO PFAS CONTAMINATION OF DRINKING WATER; AUTHORIZING WASHINGTON COUNTY SERVICE AUTHORITY TO COMPLETE ALL DOCUMENTATION AND EXECUTE ALL RELEASES AND AGREEMENTS NECESSARY TO PARTICIPATE IN THE SETTLEMENT WITH TYCO AND BASF CORPORATION IN THE WATER PROVIDERS' PORTION OF THE MDL; AND AUTHORIZING OUTSIDE COUNSEL TO CONTINUE TO PURSUE LITIGATION RELATED TO PFAS; PROVIDING AN EFFECTIVE DATE.

WHEREAS, on December 7, 2018, litigation involving the contamination of water and soil by Per- and Polyfluoroalkyl Substances manufactured by various entities was consolidated in the United States District Court of South Carolina as In Re: Aqueous Film-Forming Foams Product Liability Litigation, MDL 2:18-mn-2873-RMG, before the Honorable Richard M. Gergel; and

WHEREAS, settlements have been filed on behalf of manufacturers Tyco Defendants and BASF Corporation to compensate public water systems, including Washington County Service Authority, for the contamination and remediation of PFAS; and

NOW, THEREFORE, BE IT RESOLVED BY THE WASHINGTON COUNTY SERVICE AUTHORITY, that this Board of Commissioners:

Section 1. Approves and incorporates the foregoing recital as if fully set forth herein.

Section 2. Authorizes the Washington County Service Authority to participate in the proposed Class Action Settlements with Tyco Defendants and BASF Corporation, in the Public Water Systems' portion of the Multidistrict litigation matter, In Re: Aqueous Film-Forming Foams Product Liability Litigation, MDL 2:18-mn-2873-RMG, relating to PFAS contamination of drinking water (hereinafter, the "MDL").

Section 3. Authorizes Outside Counsel to complete all documentation required to participate in the Tyco Defendants and BASF Corporation Settlements for the Public Water Systems' portion of the MDL, such as Claims Forms, and designates General Manager to verify claims on behalf of Washington County Service Authority.

Section 4. Authorizes its General Manager to: (a) verify and approve documentation required to participate in the Tyco Defendants and BASF Corporation Settlements for the Public Water Systems' portion of the MDL, such as Claims Forms, that is completed as authorized in Section 3; and (b) execute all releases and agreements necessary to finalize settlements of the Public Water Systems' portion of the MDL with Tyco Defendants and BASF Corporation on behalf of the Washington County Service Authority.

Section 5. Authorizes its Outside Counsel to: (a) continue litigating the Washington County Service Authority's claims against the defendants remaining in the Public Water Systems' portion of the MDL; and (b) continue pursuing litigation against any and all defendants, including Tyco Defendants and BASF Corporation, that may be liable for damages to the Washington County Service Authority that extend beyond the Washington County Service Authority's drinking water supply.

This resolution shall become effective on August 26, 2024.

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CERTIFICATION

I hereby certify that the foregoing resolution was ratified, approved, and confirmed by majority vote of the Board of Commissioners of Washington County Service Authority at a public meeting held on the 26th of August, 2024.


 Recording Secretary

August 26, 2024
 Date

Agenda Item: 8	Renew Legal Services Agreement – Extension 2
Presenter(s):	Ron Seay
Beginning Time:	5:11pm
Potential Conflict(s) of Interest and Abstention(s):	
Background:	<p>This Agreement is made and entered into with an Effective Date of August 26, 2024, by and between ELLIOTT LAWSON & MINOR, P.C. (“ELM”), 230 Piedmont Ave., Suite 300, Bristol, Virginia 24201, and WASHINGTON COUNTY SERVICE AUTHORITY (“WCSA”), 25122 Regal Ave, Abingdon, Virginia 24211, and is the second extension of an earlier Agreement with effective date of October 24, 2022.</p> <p><u>Representation.</u> During the term of this Agreement ELM shall act as WCSA’s General Counsel and provide such legal representation as WCSA may authorize, direct, or request.</p> <p><u>Term.</u> The term of this Agreement shall be for one (1) year commencing on the Effective Date; provided, however, that WCSA may extend this Agreement for three (3) additional periods of one (1) year each, for a total term of up to five (5) years.</p> <p><u>ELM Attorneys.</u> The ELM attorneys responsible for representing WCSA during the term of this Agreement shall be Mark M. Lawson, who will attend WCSA’s Board of Commissioner meetings, perform most of WCSA’s legal work, and manage WCSA’s day-to-day legal needs. Notwithstanding the foregoing, Lawson may assign legal work to other ELM attorneys and staff in order to provide WCSA with the most effective representation. If Lawson is unable to attend a WCSA Board of Commissioners’ meeting, he will so advise the Board’s Chairman and/or WCSA’s General Manager and arrange for a substitute ELM attorney to attend the meeting.</p>
Discussion:	
On the Record:	

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Enclosures:	Agreement Extension 2
Recommendation:	Subject to answering any questions the Board may have, Staff recommends the Board favorably consider approving the Legal Services Agreement Extension 2.
Proposed Motion:	Move the board approve the Legal Services Agreement Extension 2.
Actual Motion:	Board moved to approve the Legal Services Agreement Extension 2.
Motion By:	Mr. Campbell
Second By:	Mr. Thayer
Voting:	7
Ayes:	
Nays:	0
Abstain:	0
End Time:	5:13pm

AGREEMENT

Extension 2

This Agreement is made and entered into with an Effective Date of August 26, 2024, by and between ELLIOTT LAWSON & MINOR, P.C. (“ELM”), 230 Piedmont Ave., Suite 300, Bristol, Virginia 24201, and WASHINGTON COUNTY SERVICE AUTHORITY (“WCSA”), 25122 Regal Ave, Abingdon, Virginia 24211, and is the second extension of an earlier Agreement with effective date of October 24, 2022.

WITNESSETH:

In consideration of the covenants contained in this Agreement, the parties agree as follows:

1. **Representation.** During the term of this Agreement ELM shall act as WCSA’s General Counsel and provide such legal representation as WCSA may authorize, direct, or request.

2. **Term.** The term of this Agreement shall be for one (1) year commencing on the Effective Date; provided, however, that WCSA may extend this Agreement for three (3) additional periods of one (1) year each, for a total term of up to five (5) years.

3. **ELM Attorneys.** The ELM attorneys responsible for representing WCSA during the term of this Agreement shall be Mark M. Lawson, who will attend WCSA’s Board of Commissioner meetings, perform most

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of WCSA's legal work, and manage WCSA's day-to-day legal needs. Notwithstanding the foregoing, Lawson may assign legal work to other ELM attorneys and staff in order to provide WCSA with the most effective representation. If Lawson is unable to attend a WCSA Board of Commissioners' meeting, he will so advise the Board's Chairman and/or WCSA's General Manager and arrange for a substitute ELM attorney to attend the meeting.

4. Fees. For legal services rendered pursuant to this Agreement WCSA shall pay ELM \$230.00 per hour for ELM's senior members, \$210 per hour for ELM's junior members, and \$95 per hour for ELM's legal assistants. If this Agreement is extended as provided section 2 above, WCSA and ELM will negotiate any rate changes.

5. Costs and Expenses. During the term of this Agreement, WCSA shall reimburse ELM for costs and expenses incurred or advanced during the course of ELM's representation of WCSA including, without limitation, travel expenses, filing fees, service charges, document purchase costs, and extraordinary mailing or copying charges.

6. Billing. ELM shall submit a written monthly invoice for all fees, costs, and expenses due ELM under this Agreement, and each such invoice shall be submitted to WCSA no later than the 16th day of the following month.

7. Association of Counsel and Experts. During the term of this Agreement and subject to advance WCSA approval, ELM may associate other legal counsel or engage such experts or other service providers as may be beneficial to ELM's representation of WCSA, upon such terms and conditions as may be approved in advance by WCSA.

8. Conflicts of Interest. During the term of this Agreement, ELM shall screen for conflicts of interest. Should any conflict of interest arise during the term of this Agreement, ELM shall continue to represent WCSA to the fullest extent permitted by law, and shall decline, terminate or limit representation of other parties so as to avoid any conflict of interest. In the event that WCSA and ELM determine that ELM has a conflict of interest as to a particular matter, WCSA and ELM will cooperate to secure other counsel for such matter.

9. Termination. This Agreement may be terminated by ELM with or without cause, upon 60 days advance written notice to WCSA. WCSA may terminate this Agreement at any time, with or without cause, upon written notice to ELM.

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10. Assignment and Subcontracting. Except as provided herein, this Agreement shall not be assigned by ELM, and the performance of any legal services hereunder shall not be subcontracted without the prior written approval of WCSA.


11. Choice of Law and Forum. This Agreement shall be governed by the laws of the Commonwealth of Virginia and any litigation with respect thereto shall be brought in state or federal courts having venue for Washington County, Virginia.

12. Insurance. During the term of this Agreement, ELM shall maintain professional liability insurance in an amount not less than One Million Dollars (\$1,000,000.00).


13. Miscellaneous. This Agreement represents the entire agreement between ELM and WCSA related to the subject matter hereof. There are no additional terms, conditions, considerations, or undertakings except those set forth in this Agreement. This Agreement may be modified only by a writing signed by the parties and approved, ratified, and confirmed by majority vote of WCSA's Board of Commissioners. Any notices related to this Agreement shall be sent to the parties at the addresses first listed above.

IN WITNESS WHEREOF, the parties have executed this Agreement:

WASHINGTON COUNTY SERVICE
AUTHORITY

By 
Its CHAIRMAN

ELLIOTT LAWSON & MINOR, P.C.

By 
Its President

CERTIFICATION

I hereby certify that the foregoing Agreement was ratified, approved, and confirmed by majority vote of the Board of Commissioners of Washington County Service Authority at a public meeting held on the 26th of August 2024.


Recording Secretary,
Washington County Service Authority

August 26, 2024

Date

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Agenda Item: 9	Consideration of Health Benefits Renewal
Presenter(s):	Shawn Blevins
Beginning Time:	5:14pm
Potential Conflict(s) of Interest and Abstention(s):	None
Background:	Annual Bid Review/Renewal for Employee Health Benefits
Discussion:	
On the Record:	
Enclosures:	WCSA Health Plan Performance
Recommendation:	<p>Recommendations for Employee Health Benefits</p> <ol style="list-style-type: none"> 1. Employee Medical Insurance <ul style="list-style-type: none"> ➤ Renewal Recommendation-Remain with 90 Degree Benefits 2. Dental and Vision <ul style="list-style-type: none"> ➤ Renewal Recommendation-Transition to Delta 3. Short Term Disability/FMLA <ul style="list-style-type: none"> ➤ Renewal Recommendation-Transition to 90 Degree Benefits 4. Long Term Disability <ul style="list-style-type: none"> ➤ Renewal Recommendation-Transition to Principle
Proposed Motion:	<p>Employee Medical-Remain with 90 Degree Benefits Dental/Vision-Move to Delta Short Term Disability/FMLA-Move to 90 Degree Benefits Long Term Disability-Move to Principle</p>
Actual Motion:	<p>Board moved to approve: Employee Medical-Remain with 90 Degree Benefits Dental/Vision-Move to Delta Short Term Disability/FMLA-Move to 90 Degree Benefits Long Term Disability-Move to Principle</p>
Motion By:	Mr. Campbell
Second By:	Mr. Ball
Voting: Ayes:	7
Nays:	0
Abstain:	0
End Time:	5:19pm

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Agenda Item: 10	Consideration to Purchase New GNSS Positioning Equipment (Global Navigation Satellite System)
Presenter(s):	Ron Seay
Beginning Time:	5:19pm
Potential Conflict(s) of Interest and Abstention(s):	
Background:	<p>Our current GNSS equipment and software are ten years old. The Pathfinder software we are using is no longer supported and the Pathfinder software does not have the capability to upload field coordinates to our Enterprise Arc-GIS field maps. The field coordinates and data we collect in the field with our current GNSS equipment must be manually loaded into our Arc-GIS field maps.</p> <p>Purchasing the new GNSS units and software will allow us to upload the field coordinates and data directly into our Arc-GIS field maps. This takes a matter of seconds to upload versus many hours to load the field data manually plus we can avoid typos in field data using the new technology to upload directly.</p> <p>The new GNSS equipment and software uses the Terraflex field software that is compatible with our Arc-GIS field maps and will allow automatic upload of the field coordinates and data.</p> <p>Our team is already trained on the Trimble units and these units have worked very successful for us in the past. This issue started when we updated our Arc-GIS software and the fact that our current GNSS equipment and software are no longer supported and will not upload to our Arc-GIS field maps.</p> <p>To upgrade the seven units, we have which means we need to purchase seven new GNSS units with the Terraflex software will cost \$63,964. This will be a capital purchase.</p>
Discussion:	
On the Record:	
Enclosures:	Handheld unit and Scanner fact sheets; Quote for equipment
Recommendation:	Staff recommends the Board approve WCSA to purchase seven new GNSS units with the Terraflex software.
Proposed Motion:	Move that the Board approve WCSA to purchase seven new GNSS units with the Terraflex software.
Actual Motion:	Board moved to approve WCSA to purchase seven new GNSS units with the Terraflex software.
Motion By:	Mr. Campbell
Second By:	Mrs. Miller

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Voting:	7
Ayes:	
Nays:	0
Abstain:	0
End Time:	5:25pm

Agenda Item: 11	Consideration of Commissioner's Comments & Questions on Staff Reports
Presenter(s):	Chairman
Beginning Time:	5:25pm
Potential Conflict(s) of Interest and Abstention(s):	None
Background:	None
Discussion:	<p>Mr. Campbell mentioned how he had a water meter installed on his property and said how great the work was and how quickly, efficiently, and neatly it was done.</p> <p>Mrs. Miller mentioned it was brought to my attention by a former employee he was given instructions on how to file a grievance and information he was given to file it with the state DHRM Dispute Resolutions was not correct - they cannot handle a grievance from local municipals. What does this employee need to do? Mark Lawson to send grievance information to Mrs. Miller.</p> <p>Mr. Miller wanted feedback from the Board about having a workshop on WCSA's Bylaws. The Board agreed that a workshop is a good idea and that they would decide on a date at the next meeting. Mark Lawson to send out latest copy of By-Laws to all Commissioners.</p>
On the Record:	None
Recommendation:	None
Proposed Motion:	None
Actual Motion:	None
Motion By:	
Second By:	
Voting:	
Ayes:	
Nays:	
Abstain:	
End Time:	5:31pm

Agenda Item: 12	Late Items
Presenter(s):	Commissioner
Beginning Time:	5:31pm

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Potential Conflict(s) of Interest and Abstention(s):	None
On the Record:	None
Discussion:	None
Actual Motion:	
Motion By:	
Second By:	
Voting:	
Ayes:	
Nays:	
Abstain:	
End Time:	5:47pm

Agenda Item:	Consideration of Lee Highway Corridor Sewer Improvements Project Contract 4
Late Item	Change Order 4
Presenter(s):	Ryan Kiser
Beginning Time:	5:31pm
Potential Conflict(s) of Interest and Abstention(s):	
Background:	<p>The Lee Highway Corridor Sewer Improvements Project is underway.</p> <p>Since the bidding of the project there was always the possibility of a needed upgrade to the existing Exit 13 Spring Creek Pump Station.</p> <p>Adding in this cost to the project before bidding was not feasible since budget was already a concern. The decision was made to go ahead and bid the project, evaluate the need of upgrading the pump station and then proceed with either applying for additional funding or funds the upgrades with WCSA funds.</p> <p>Since this time a study was completed and the outcome was that the pump station would need to be upgraded to handle additional project flows.</p> <p>The cost of the upgrades are \$829,514.00. This includes (2) new pumps and a spare pump.</p> <p>Project contingency funds will cover the cost.</p>
Discussion:	
On the Record:	
Enclosures:	Proposed Change Order No. 4

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Recommendation:	<u>Recommendation:</u> Subject to answering any questions the Board may have, Staff kindly recommends the Board favorably consider approving Lee Highway Corridor Sewer Improvements Project Contract 4 Change Order 4.
Proposed Motion:	<u>Possible Motion:</u> Authorize the approval the Lee Highway Corridor Sewer Improvements Project Contract 4 Change Order 4.
Actual Motion:	Board moved to authorize the approval the Lee Highway Corridor Sewer Improvements Project Contract 4 Change Order 4.
Motion By:	Mr. Ball
Second By:	Mr. Campbell
Voting:	7
Ayes:	
Nays:	0
Abstain:	0
End Time:	5:42pm

Agenda Item:	Consideration of Lee Highway Corridor Sewer Improvements Project Amendment 15
Late Item	
Presenter(s):	Ryan Kiser
Beginning Time:	5:42pm
Potential Conflict(s) of Interest and Abstention(s):	
Background:	<p>The Lee Highway Corridor Sewer Improvements Project is underway.</p> <p>Since the beginning of the project there has been the need of performing I&I work (Inflow and Infiltration). At the bid stage of the project \$65,000 was set aside for some I&I work in the Sinking Creek sewer shed. That work was completed but only included metering work. To optimize our allowable treatment volume, WCSA needs to reduce any and all I&I in the system that includes Sinking Creek, Lee Highway area and Greenbriar area. Reducing the total inflow and infiltration will allow more customers to connect to the system.</p> <p>The proposed work for Amendment 15 will provide sewer line camera work, smoke testing and manhole inspections. The outcome of this investigation work will identify the needed improvements and these improvements will then be compiled into bidding documents to make the identified repair work.</p> <p>Cost of this Amendment #15 is increasing the Additional Services for I&I by \$183,035.75. These costs will be covered from construction contingency.</p>
Discussion:	Mr. Ball confirmed that this money would come out of the contingency. Mr. Kiser confirmed in the affirmative.
On the Record:	
Enclosures:	Proposed Amendment #15

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Recommendation:	<u>Recommendation:</u> Subject to answering any questions the Board may have, Staff kindly recommends the Board favorably consider approving Lee Highway Corridor Sewer Improvements Project Amendments #15.
Proposed Motion:	<u>Possible Motion:</u> Authorize the approval the Lee Highway Corridor Sewer Improvements Project Amendments #15.
Actual Motion:	Board moved to authorize the approval the Lee Highway Corridor Sewer Improvements Project Amendments #15.
Motion By:	Mr. Campbell
Second By:	Mr. Hutton
Voting:	7
Ayes:	
Nays:	0
Abstain:	0
End Time:	5:47pm

Agenda Item: 13	Adjourn
Presenter(s):	Commissioner
Beginning Time:	5:53pm
Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	None
On the Record:	None
Actual Motion:	Motion to adjourn.
Motion By:	Mr. Campbell
Second By:	Mr. Taylor
Voting:	7
Ayes:	
Nays:	0
Abstain:	0
End Time:	5:53pm



Dwain Miller, Chairman



Holly Thompson, Assistant Secretary