

Washington County Service Authority Board of Commissioners
July 28, 2025, Annual Board Meeting Minutes

Agenda Item: 1	Call the Meeting to Order
Presenter(s):	Chairman
End Time:	5:00pm

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:	5:00pm

Agenda Item: 3	Prayer and Pledge of Allegiance
Presenter(s):	Cathy Miller opened the meeting in prayer and led the Pledge of Allegiance.
Beginning Time:	5:00pm
End Time:	5:01pm

Agenda Item: 4	Approval of the Agenda
Presenter(s):	Chairman
Beginning Time:	5:01pm
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:	Mrs. Miller
Voting:	
Ayes:	7
Nays:	0
Abstain:	0
End Time:	5:01pm

Agenda Item: 5	Approval of the Consent Agenda
Presenter(s):	Chairman
Beginning Time:	5:01pm

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Potential Conflict(s) of Interest and Abstention(s):	None
Discussion:	None
On the Record:	None
Actual Motion:	Motion to approve the consent agenda.
Motion By:	Mr. Campbell
Second By:	Mr. Thayer
Voting:	Ayes: 7
	Nays: 0
	Abstain: 0
End Time:	5:02pm

Agenda Item: 6	Consideration RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE, AWARD, AND SALE OF A NOT TO EXCEED \$9,500,000 WATER SYSTEM REVENUE BOND AND SETTING FORTH THE FORM, DETAILS, AND PROVISIONS FOR THE PAYMENT THEREOF
Presenter(s):	Ron Seay
Beginning Time:	5:02pm
Potential Conflict(s) of Interest and Abstention(s):	
Background:	<p>WCSA is pursuing a \$9.5 million bridge loan from the Virginia Resources Authority (VRA) that will serve as interim financing for several water line projects in our current Hurricane Helene recovery efforts.</p> <p>The loan proceeds will be drawn to cover contractor invoices and related expenses for our water line replacement projects.</p> <p>As expenditures are submitted and approved by FEMA and VDEM, reimbursement from VDEM will be utilized to pay down the VRA loan. As such, this agreement is designed to operate as a revolving credit line, allowing us to draw, repay, and redraw funds as needed up to the maximum of \$9.5 million.</p>
Discussion:	
On the Record:	
Enclosures:	Resolution attached
Recommendation:	Staff recommends the Board approve RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE, AWARD, AND SALE OF A NOT TO EXCEED

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	\$9,500,000 WATER SYSTEM REVENUE BOND AND SETTING FORTH THE FORM, DETAILS, AND PROVISIONS FOR THE PAYMENT THEREOF
Proposed Motion:	Move that the Board approve RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE, AWARD, AND SALE OF A NOT TO EXCEED \$9,500,000 WATER REVENUE BOND AND SETTING FORTH THE FORM, DETAILS, AND PROVISIONS FOR THE PAYMENT THEREOF
Actual Motion:	Board moved to approve RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE, AWARD, AND SALE OF A NOT TO EXCEED \$9,500,000 WATER SYSTEM REVENUE BOND AND SETTING FORTH THE FORM, DETAILS, AND PROVISIONS FOR THE PAYMENT THEREOF
Motion By:	Mr. Taylor
Second By:	Mr. Campbell
Voting: Ayes:	7
Nays:	0
Abstain:	0
End Time:	5:03pm

Agenda Item: 7	Election of Officers for August 2025 through July 2026
Presenter(s):	Chairman / General Manager
Beginning Time:	5:03pm
Potential Conflict(s) of Interest and Abstention(s):	None.
Background:	<p><u>Background:</u> Article III, Section 2 of WCSA's By-laws:</p> <p>The officers of the Service Authority shall be a Chairman, Vice-Chairman, a Secretary, an Assistant Secretary and Treasurer. The Chairman and Vice-Chairman shall be members of the Board. The office of Secretary, Assistant Secretary and Treasurer need not be held by members of the Board. The office of Secretary and Treasurer may be combined. The officers of the Authority shall be elected annually at the annual meeting of the Board and shall hold office until their successors are elected. Any vacancy in any office shall be filled by the Board for the remaining unexpired term of said office. Duties of said officers shall be the duties generally delegated to such officers, and as directed from time to time by the Board.</p>

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	<p>At the annual meeting the Board may direct and authorize the General Manager to preside over that portion of the annual meeting devoted to the election of the Chairman and Vice-Chairman, in the place and stead of the Chairman, provided, however, the General Manager's conduct shall be procedural in nature and the General Manager shall have no vote in the election of the Chairman and Vice-Chairman.</p> <p>Currently, the officers are as follows:</p> <ul style="list-style-type: none"> • Chairman, Dwain Miller • Vice Chairman, Kevin Thayer • Secretary, Ron Seay • Assistant Secretary, Holly Thompson • Treasurer, Dwain Gilbert <p>Traditionally, these offices are for a one-year period, start following your annual meeting.</p> <p>The Board may propose officers individually or as a slate.</p>
Discussion:	
On the Record:	<p>Mr. Seay presided over the election of Chairman and Vice-Chairman. Mr. Campbell nominated Mr. Hutton as Chairman of the Board-Mr. Thayer seconded.</p> <p>Mrs. Miller nominated Mr. Miller as Chairman of the Board-Mr. Ball seconded.</p> <p>After the two nominations were made, Mr. Campbell moved that the nominations cease-Mr. Thayer seconded.</p> <p>Mr. Seay closed the nominations and Mark Lawson handed out blind ballots to the Commissioners. In a vote of 4-3, Mr. Miller was re-elected as Chairman.</p>
Enclosures:	None.
Recommendation:	At the discretion of the Board.
Proposed Motion:	
Actual Motion:	Vote for Chairman using paper ballots. Legal Counsel to count votes.
Motion By:	
Second By:	
Voting: Ayes:	In a vote of 4-3, Mr. Miller was re-elected as Chairman.
Nays:	
Abstain:	
End Time:	5:10pm

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On the Record:	Mr. Campbell nominated Mr. Thayer as Vice-Chairman. Mr. Ball seconded. Mr. Campbell made the motion for nominations to cease-Mrs. Miller seconded. Mr. Seay closed nominations. Mr. Hutton moved that Mr. Thayer be elected by acclimation-Mr. Campbell seconded. Mr. Thayer was re-elected by a vote of 7-0.
Actual Motion:	Motion to re-elect Mr. Thayer as Vice-Chairman.
Motion By:	Mr. Campbell
Second By:	Mr. Ball
Voting: Ayes:	7
Nays:	0
Abstain:	0
On the Record:	Mr. Miller reviewed the current Secretary-Ron Seay, Assistant Secretary-Holly Thompson, Treasurer-Dwain Gilbert. The Board made the motion to re-elect Officers of the Board as a slate
Actual Motion:	Motion to re-elect Officers of the Board as a slate.
Motion By:	Mr. Taylor
Second By:	Mr. Campbell
Voting: Ayes:	7
Nays:	0
Abstain:	0
End Time:	5:10pm

Agenda Item: 8	Consideration of Committee Appointments
Presenter(s):	Chairman/General Manager
Beginning Time:	5:10pm
Potential Conflict(s) of Interest and Abstention(s):	None.
Background:	<p><u>Background:</u> Currently, members of the Board or Staff are appointed to serve as liaisons for one “outside” (the organization) and multiple “inside” committees. According to the Virginia Freedom of Information Act, committees created by the WCSA Board are “<u>to perform delegated function</u>” of the Board OR “<u>to advise</u>” the Board.</p> <p>Although all committee appointments (reappointments, substitutions, additions, etc.) are at the discretion of the Board and may occur at any time, by action of the Board, traditionally, the Board takes a look at committee’s during its annual meeting.</p>

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	<p><i>Outside Appointments:</i> Mr. Taylor, Mrs. Miller, Dwain Gilbert, and Ron Seay have been representing WCSA on the <u>Chilhowie/WCSA Regional Water Treatment Plant Steering Committee</u>. In addition to WCSA appointees, this committee is made up of two (Councilman and the Town Manager) appointed representatives from the Town of Chilhowie. This committee meets as often as necessary early in the year for budgetary purposes, again in August for reconciling year-end, and otherwise as needed (about 1 to 3 times per year). This is a <u>delegated function committee</u>.</p> <p><i>Inside Appointments:</i> Mr. Hutton and Mr. Thayer serve on our <u>Dispute Committee</u> with Mr. Ball serving on an on-call basis should the primary members be unavailable. This committee's work involves customer disputes related to water and wastewater bills in light of existing WCSA policy. If the Committee believes that a change in WCSA policy is advised, they bring this back to the Board for consideration. Accordingly, this is a <u>delegated function committee</u> who may make interim changes to the policy that then come before the full Board for final approval.</p> <p>Thank you for all you do to support each of the initiatives and to serve our customers!</p>
Discussion:	
On the Record:	
Enclosures:	None.
Recommendation:	At the pleasure of the Board.
Proposed Motion:	
Actual Motion:	Board moved that all committee appointments remain the same.
Motion By:	Mr. Ball
Second By:	Mr. Thayer
Voting: Ayes:	7
 Nays:	0
 Abstain:	0
End Time:	5:12pm

Agenda Item: 9	Consideration of updates to WCSA Bylaws
Presenter(s):	Dwain Miller, Board Members
Beginning Time:	5:12 pm
Potential Conflict(s) of Interest and Abstention(s):	None.

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Background:	
Discussion:	
On the Record: <u>Second Reading:</u> July 28, 2025	<p>ARTICLE III – ADMINISTRATION</p> <p>Section 2. The officers of the Service Authority shall be a Chairman, Vice-Chairman, a Secretary, an Assistant Secretary and Treasurer. The Chairman and Vice-Chairman shall be members of the Board. A member of the Board may not be elected to serve as Chairman for longer than two consecutive terms; provided, however, that after that member is out of office for one year, that member again may be elected to serve as Chairman as provided in these Bylaws. The office of Secretary, Assistant Secretary and Treasurer need not be held by members of the Board. The office of Secretary and Treasurer may be combined. The officers of the Authority shall be elected annually at the annual meeting of the Board and shall hold office until their successors are elected. Any vacancy in any office shall be filled by the Board for the remaining unexpired term of said office. Duties of said officers shall be the duties generally delegated to such officers, and as directed from time to time by the Board.</p> <p>ARTICLE IV - MISCELLANEOUS</p> <p>Section 5. These Bylaws may be altered, amended or repealed by a majority vote of all the members of the Board upon a second reading and discussion at any regular or other meeting called for that purpose; provided, however, that when the proposed amendment is presented for a second reading, the proposed amendment may be further modified before a final vote if the proposed modification is within the scope of the original proposed amendment. A majority vote of all the members of the Board shall be required to modify the proposed amendment.</p>

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<p>On the Record: First Reading: July 28, 2025</p>	<p>ARTICLE III - ADMINISTRATION Proposed New Section 5 D.</p> <p><u>Anti-Nepotism Policy.</u> It is the policy of WCSA that no individual may serve as a member of the WCSA Board of Commissioners if such service will (i) result in the existence of a subordinate-superior relationship between such individual and any family member of such individual through a direct line of authority or (ii) result in multiple family members serving as members of the WCSA Board of Commissioners. For the purpose of this policy the following definitions shall apply:</p> <p><u>Nepotism - The employment of multiple family member(s) in direct line of authority; the utilization of family member(s); and/or the involvement of multiple family member(s) as members of the WCSA Board of Commissioners.</u></p> <p><u>Family Member – An individual who is related to another as father, mother, son, daughter, brother, sister, uncle, aunt, cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother, half-sister, grandmother, grandfather, great grandparent, great grandchild, step grandparent, step great grandparent, step grandchild, step great grandchild, person who is engaged to be married to a person in a direct line of authority who otherwise holds himself or herself out as or is generally known as the person whom the employee, in a direct line of authority, intends to marry or with whom the person, in direct line of authority, intends to form a household, or any other person having the same legal residence as the person in direct line of authority.</u></p> <p>The proposed addition of bylaw Article III Section 5 D will be voted on at the Board meeting held August 25, 2025.</p>
<p>Recommendation:</p>	<p>Chairman recommends the Board consider adopting proposed amendments to bylaws receiving a second reading at this meeting.</p>
<p>Proposed Motion:</p>	<p>Chairman recommends the Board consider adopting proposed amendments to bylaws receiving a second reading at this meeting.</p>
<p>Actual Motion:</p>	<p>I move that the Board adopt proposed amendments to bylaws receiving a second reading at this meeting.</p>
<p>Motion By:</p>	<p>Mrs. Miller</p>
<p>Second By:</p>	<p>Mr. Ball</p>
<p>Voting Ayes:</p>	<p>6</p>
<p>Nays:</p>	<p>1 – Mr. Campbell</p>
<p>Abstain:</p>	<p>0</p>
<p>End Time:</p>	<p>5:17 pm</p>

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Agenda Item: 10	Consideration of Commissioner's Comments & Questions on Staff Reports
Presenter(s):	Chairman
Beginning Time:	5:17pm
Potential Conflict(s) of Interest and Abstention(s):	None
Background:	None
Discussion:	
On the Record:	None
Recommendation:	None
Proposed Motion:	None
Actual Motion:	None
Motion By:	
Second By:	
Voting:	Ayes:
	Nays:
	Abstain:
End Time:	5:39pm

Agenda Item: 11	Late Items
Presenter(s):	Commissioner
Beginning Time:	5:39pm
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:	6:02pm

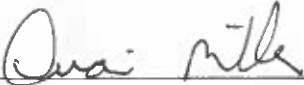
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Agenda Item: Late Item	Consideration of Home and Farm rate on Residential water meter
Presenter(s):	Chairman
Beginning Time:	6:02pm
Potential Conflict(s) of Interest and Abstention(s):	None.
Background:	<p><u>Customer Request:</u> Home and Farm water usage on the same residential water meter The request is to estimate the amount of water used by the Home and charge at the Residential Rates Then the remainder of the water usage be assumed to be used for other purposes like Farm use Then establish a charge rate for the water usage for other purposes like Farm use</p> <p><u>Questions to answer:</u> What formula or calculation do we use to estimate the amount of water used by the Home or Residence? Is this new rate schedule available to all Residential Customers? What means of verification would be required from the Customer to get this new rate schedule? Land must be designated a "Land Use" for Farming? The Board and staff need to establish a new rate schedule for Home and Farm residential water meter? Maintain WCSA's financial solidarity based on the approved rate study and Capital investment plan or update?</p>
Discussion:	
On the Record:	
Enclosures:	None
Recommendation:	At the discretion of the Board.
Proposed Motion:	At the discretion of the Board.
Actual Motion:	No action taken. Motion made by Mr. Taylor and motion failed.
Motion By:	
Second By:	
Voting: Ayes:	
 Nays:	
 Abstain:	
End Time:	6:12pm

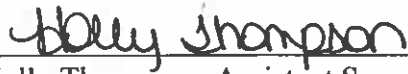
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Agenda Item: 12	Public Query and Comment
Presenter(s):	Chairman
Beginning Time:	5:39pm
Potential Conflict(s) of Interest and Abstention(s):	None
Speakers:	Matthew Arnold came before the Board regarding the discussion in the Late Item. Discussion was had and the Board opted to take no action.
Discussion:	None
On the Record:	None
Actual Motion:	None
Motion By:	
Second By:	
Voting:	Ayes:
	Nays:
	Abstain:
End Time:	6:02pm

Agenda Item: 13	Adjourn
Presenter(s):	Commissioner
Beginning Time:	6:12pm
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. Thayer
Voting:	Ayes: 7
	Nays: 0
	Abstain: 0
End Time:	6:13pm


Dwain Miller, Chairman

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Holly Thompson, Assistant Secretary