



Service Authority

Paul E. Ruecker, Chairman
Eric A. Young, Vice Chairman
Joyce P. Eagles, Secretary-Treasurer
Janice R. Carr, Member
Ernie Gonzales, Member
Dr. K. Jack Kooyoomjian, Member
David A. Rutherford, Member
L. Ben Thompson, Member

Dean E. Dickey, General Manager
Leslie A. Griffith, Deputy General Manager/CFO

MINUTES OF BOARD OF DIRECTORS MEETING OF JANUARY 8, 2015

Board Members Present : Janice R. Carr (via telephone), Joyce P. Eagles, Ernie Gonzales, K. Jack Kooyoomjian, Ph.D., Paul E. Ruecker, David A. Rutherford, L. Ben Thompson, and Eric A. Young.

Staff : Dean E. Dickey, Leslie A. Griffith, Lyle Beefelt, Samer Beidas, Keenan Howell, Evelyn Mahieu, Ph.D., Astrid Nelson, Theresa O'Quinn, Don Pannell, James Pflugshaupt, Howard Kartel, and Kim Murray.

Legal Counsel : Mark Viani

Mrs. Carr called into the meeting via telephone at 7:26 PM (from her home in Florida).

Chairman Ruecker called the meeting to order at 7:30 PM.

1. SPECIAL VOTE

a) Board Member Participation in Board Meetings Via Teleconference

Mr. Dickey asked Board Members to approve the resolution to adopt the policy allowing Board Members to participate in Board Meetings via teleconference, as requested at the November 2014 Board meeting. (The Resolution and Policy are attached to these minutes as part of the record.)

Motion : Mrs. Eagles moved that the Prince William County Service Authority Board of Directors hereby approves the resolution to adopt the policy allowing Board Members to participate in Board Meetings via Teleconference.

Second : Dr. Kooyoomjian

Mr. Thompson asked if Board Members who are participating in a Board meeting via telephone may vote on issues that may be presented to Members during the meeting. Mr. Dickey answered yes, they may vote on such matters, including any issues presented during closed meetings. During closed meetings, the remote Member must be in a location that provides privacy and confidentiality to discuss such matters.

Ayes : Eagles, Kooyoomjian, Gonzales, Ruecker, Rutherford, Thompson, Young
Abstain : Carr

2. GENERAL MATTERS

a) Consideration of Approval of Minutes of November 13, 2014

Chairman Ruecker called for approval of the Minutes of the November 13, 2014 Board meeting.

Motion : Dr. Kooyoomjian moved to approve the Minutes of the November 13, 2014 Board meeting.

Second : Mr. Young

Ayes : Kooyoomjian, Young, Carr (by telephone), Eagles, Gonzales, Ruecker, Rutherford, Thompson

b) Consideration of Announcements by Staff

Mr. Dickey noted the following items at Board Members' places: (1) New long-sleeved T-shirts for those who were not able to attend the Town Hall meeting on Dec. 17; (2) "Operational Data" laminated cards (Approximate numbers as of 6/30/14); (3) **The Pipeline – Winter 2015**; (4) Board Members' Term Expiration Dates; (5) Article: "Service Authority to begin Water, Sewer Main Installation" (at Occoquan Forest); (6) Social Media Post Report – December; (7) FY2015 Comprehensive Annual Financial Report (CAFR). Mr. Dickey also wished a happy birthday to Mr. Ruecker, who then wished a happy birthday to Mrs. Nelson, also on the same day.

c) Citizens' Time

There were no citizens in attendance who wished to speak.

3. ACTION MATTERS

a) Acceptance and Authorization to Release FY 2014 Comprehensive Annual Financial Report (CAFR)

Mr. Dickey asked Board Members to accept the CAFR and allow the Authority to release the report to the public.

Motion : Mrs. Eagles, on behalf of the Audit Committee, moved that the Prince William County Service Authority Board of Directors hereby accepts and authorizes public release of the CAFR for the fiscal year ended June 30, 2014.

Second : Dr. Kooyoomjian

Ayes : Eagles, Kooyoomjian, Carr (by telephone), Gonzales, Ruecker, Rutherford, Thompson, Young

Mr. Dickey thanked the Audit Committee and Authority staff for their hard work in putting together the CAFR.

b) Award of Contract for Marumsc Acres Sanitary Sewer Replacement and Belmont Lift Station Site Improvements (Colchester Reactivation and Redirection to Belmont Lift Station)

Mr. Dickey asked Board Members to approve the resolution to award this project.

Motion : Dr. Kooyoomjian moved that the Prince William County Service Authority Board of Directors hereby approves the agreement and authorizes the General Manager to execute the agreement with W.C. Spratt, Inc. for the construction of the Marumsco Acres Sanitary Sewer Replacement and Belmont Lift Station Site Improvements.

Second : Mr. Young

Discussion was held.

Ayes : Kooyoomjian, Young, Carr (by telephone), Eagles, Gonzales, Ruecker, Rutherford, Thompson

4. GENERAL MANAGER'S REPORT

a) Mr. Dickey announced the Authority is hosting an Open House for the Occoquan Forest Project; it will be held in the Board Room on Thursday, January 15 from 4:30 – 6:30 PM. The Authority issued a press release and notified the Board of County Supervisors as well as members of MIDCO and the Occoquan Forest Owners' Association to invite residents to attend. The notice was also posted on the Authority's website.

b) Mr. Dickey reported the Authority collected \$4.5 million in supplemental availability fees from Amazon on November 24, 2014.

c) Mr. Dickey reminded Board Members the Water Art Invitational is scheduled for Thursday, February 12, 2015 prior to the Board meeting; the gallery opens at 6 PM and the event begins at 7 PM.

d) Mr. Dickey reminded Members that a few years ago, an offer to purchase the Nottaway Tank property fell through and the contract expired. Legal counsel is now closing out the contract. Discussion was held.

e) Mr. Rutherford asked if the Authority sold the Carter Lane Tank property. Mr. Pannell answered that the Authority still owns the property.

f) The 2015 Draft Board Vision (for 2025) was distributed to Members for their consideration and discussion at a later Board meeting.

g) Mr. Dickey stated the Authority purchased 6 MGD capacity from Fairfax Water for \$29.8 million as approved at the November 13, 2014 Board meeting. The Authority now has a total water capacity of 62.9 MGD.

5. ATTORNEY'S TIME

Mr. Viani announced the need for a closed meeting.

6. CONSIDERATION OF MATTERS PRESENTED BY MEMBERS

Mrs. Carr thanked staff for arranging for her to be able to participate in the meeting via telephone. She noted her County Supervisor (Mr. John Jenkins) is arranging for her term on the Authority Board (which expires February 1, 2015) to be renewed. Mrs. Carr also reported a good meeting with Mrs. Eagles and Mrs. Marlo Watson last month to discuss the Water Art Invitational.

Mrs. Eagles agreed the meeting with Mrs. Carr and Mrs. Watson went well. She appreciated the General Manager's Town Hall meeting and felt employees were pleased with the items distributed to them. She thanked Mr. Beidas for arranging to have the lights at the new Grubbs building turned down at night (at a resident's request). Mrs. Eagles also thanked Mr. Kartel and his staff for their hard work on the CAFR.

Mr. Thompson expressed his appreciation for Authority staff working with the art students on the Water Art Invitational.

Dr. Kooyoomjian thanked staff for the holiday luncheon. He also thanked Mrs. Eagles and Mr. Thompson, as well as Authority staff, for their work on the Audit Committee. Dr. Kooyoomjian referred to a well-written article in **The Old Bridge Observer** about the Davis Ford Road project. He announced the Committee of 100 is sponsoring a discussion on school infrastructure on January 15, 2015.

Mr. Young congratulated staff on a great year. He noted he is again participating in the Polar Plunge (to benefit Special Olympics) on February 28, 2015.

Mr. Gonzales thanked staff for their support in preparing Board Members with information for the meetings.

Mr. Rutherford expressed his regrets at missing the holiday luncheon and Town Hall meeting.

Mr. Ruecker commended staff's prompt responses and hard work in repairing water main breaks. He agreed the Authority had a great 2014 and believes 2015 will be even better.

7. ADMINISTRATIVE REPORTS

Chairman Ruecker asked the Board Members to please provide any questions they may have on the Administrative Reports to Mr. Dickey for dissemination to the appropriate staff member.

8. CLOSED MEETING

Chairman Ruecker announced a closed meeting at 8:01 PM for the purpose of discussing potential litigation under Code of Virginia § 2.2-3711A7, Litigation, and requested a motion for same.

Motion : Mr. Rutherford
Second : Mrs. Eagles
Ayes : Rutherford, Eagles, Carr (by telephone), Gonzales, Kooyoomjian, Ruecker, Thompson, Young

Upon conclusion of the closed meeting at 8:16 PM and in compliance with the Freedom of Information Act, a motion was made by Dr. Kooyoomjian and seconded by Mr. Young to return to an open meeting certifying that to the best of the members' knowledge, the only matters considered were those that were appropriate to be discussed under Code of Virginia § 2.2-3711A7, Litigation.

CERTIFICATION FOR CLOSED MEETING

WHEREAS, the Prince William County Service Authority Board of Directors 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, § 2.2-3711A7 of the Code of Virginia requires a certification by the Prince William County Service Authority Board of Directors that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Prince William County Service Authority Board of Directors hereby certifies that, to the best of each member's knowledge, (i) 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 (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered in the closed meeting.

Motion : Dr. Kooyoomjian
Second : Mr. Young
Ayes : Kooyoomjian, Young, Carr (by telephone), Eagles, Gonzales, Ruecker, Rutherford, Thompson

9. ADJOURNMENT

Motion : Mr. Young
Second : Mr. Thompson
Ayes : Young, Thompson, Carr (by telephone), Eagles, Gonzales, Kooyoomjian, Ruecker, Rutherford

The meeting adjourned at 8:17 PM.

Mrs. Carr disconnected her call at 8:17 PM.



Joyce P. Eagles
Secretary-Treasurer

Resolution: 15-01-01
January 8, 2015


BOARD MEMBER PARTICIPATION IN BOARD MEETINGS VIA TELECONFERENCE

WHEREAS, Members of the Prince William County Service Authority Board of Directors wish to participate in the Board of Directors' meetings via telephone conference when they are unable to attend a meeting in person; and

WHEREAS, Staff and legal counsel have developed a Policy to set forth the procedures and conditions for participation at Board meetings via telephone conference subject to the conditions of § 2.2-3708.1 of the Code of Virginia;

NOW, THEREFORE, BE IT RESOLVED that the Prince William County Service Authority Board of Directors does hereby approve the attached Policy which provides the conditions for Board Members to participate in Board meetings via telephone conference.

Motion : Eagles
Second : Kooyoomjian
Ayes : Eagles, Kooyoomjian, Gonzales, Ruecker, Rutherford,
Thompson, Young
Abstain : Carr

	PROCEDURES IN SUPPORT OF THE BOARD OF DIRECTORS AND COMMITTEES	<i>EFFECTIVE DATE:</i> 01/12/2015
	<i>POLICY TITLE:</i> BOARD MEMBER PARTICIPATION IN BOARD MEETINGS VIA TELECONFERENCE	<i>STARTING SECTION:</i> 21100
		<i>OWNER:</i> Kimberly Murray

Division II Chapter 1

Article 1 BOARD MEMBER PARTICIPATION IN BOARD MEETINGS VIA TELECONFERENCE


Sections.

21100. Board Member Participation in Board Meetings via Teleconference.

§ 21105. Board Member Participation in Board Meetings via Teleconference.

A) POLICY STATEMENT

- 1) This Policy Statement ("Policy") is issued to set forth procedures for a Prince William County Service Authority ("Authority") Board of Directors ("Board") Board Member ("Member") to participate in a Prince William County Service Authority Board of Directors meeting ("Board meeting") by telephone conference.
- 2) In addition to the provisions set forth in the Prince William County Service Authority Bylaws, it shall be the Policy of the Board that a Member may participate in a Board meeting through telephone conference from a remote location, subject to the conditions of § 2.2-3708.1 of the Code of Virginia and this Policy. The Board's Policy for remote participation is set forth below:
 - a) At least eight (8) hours prior to the scheduled time of the Board meeting, the Member desiring to participate remotely shall notify the Chair in writing, which may be by e-mail, and shall identify with specificity the nature of the reason as to why remote participation is necessary. Permitted reasons shall be limited to (i) an emergency, (ii) a personal matter, or (iii) a temporary or permanent disability or other medical condition that prevents the Member's physical attendance. The Clerk to the Board shall record the specific nature of the reason and the remote location from which the Board Member participated in the minutes of the meeting.
 - b) No Board Member may participate remotely in more than two (2) Board meetings per calendar year, or 25% of the Board meetings in any calendar year, whichever is fewer; however, such limitation shall not apply to remote attendance due to temporary or permanent disability or other medical condition that prevents the Member's physical attendance.
 - c) The Authority staff shall arrange for the voice of the remote Member(s) to be heard by all persons present at the primary or central meeting location, including other Board Members and the public. The Authority shall be capable of monitoring the remote connection and the Clerk to the Board shall record in the minutes both the time the remote Member(s) was connected and the time disconnected, and the minutes shall clearly record the vote of the remote Member(s) on all voting matters during the remote Member's participation. Therefore, the Chair shall call for the remote Board Member's vote on each matter separate from the other Members in attendance.

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- d) A quorum of Board Members shall be physically present at the primary or central meeting location in order for Board actions to be considered or taken; however, voting by remote participation shall count toward determining whether the majority of Board Members voted for or against a particular action.
 - e) In the event the Chair disapproves a Board Member's remote participation because such participation would violate the terms and conditions of this Policy, such disapproval and the reason therefor shall be recorded in the minutes with specificity.
- 3) Although staff will make every effort to provide relevant information/materials to Board Members prior to the meeting, it is understood that it may be necessary to distribute additional and/or confidential material to Board Members at the meeting. Therefore, the remote Member(s) may not receive these materials. It is also understood that any information sent electronically prior to the meeting may not be received by the remote Member(s) due to circumstances beyond the control of Authority staff. Any confidential information to be distributed via hardcopy during closed session shall not be provided to the remote Member(s).
 - 4) The remote Member(s) shall be in a location that is private such that confidential and sensitive information communicated during meetings shall not be overheard or otherwise intercepted by unauthorized persons.
 - 5) As administrative and support procedures (e.g., the telephone number to be called for the meeting) are subject to change, Authority staff shall determine, implement and communicate such procedures to the Board Member(s).
 - 6) This Policy shall be applied strictly and uniformly, without exception, to the entire Board membership 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.

ADOPTED: JANUARY 8, 2015
APPROVED BY THE BOARD OF DIRECTORS, Res. 15-01-01