



Guynn, Waddell, Carroll & Lockaby, P.C.

- Attorneys at Law -

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August 28, 2020

Office of the Clerk
Virginia State Corporation Commission
P.O. Box 1197
Richmond, VA 23218

Re: Amended and Restated Articles of Incorporation of Amherst County Service
Authority

Dear Sir or Madam:

Enclosed with this letter, please find a copy of the Amended and Restated Articles of Incorporation of the Amherst County Service Board. It is an authority created under the provisions of the Virginia Water and Waste Authorities Act, Chapter 51 of Title 15.2 of the Code of Virginia, 1950, as amended. We are also enclosing a check for the \$25 filing fee.

If you have any questions or would like to discuss this matter with me, please do not hesitate to contact me directly.

Sincerely,

GUYNN, WADDELL, CARROLL & LOCKABY, P.C.

Michael W. S. Lockaby

MWL/wrt

Enclosures: As stated

cc: Robert Hopkins, Executive Director
Dean Rodgers, County Administrator



Amherst County Board of Supervisors
County Resolution No. 2020-0016-R

For consideration on August 18, 2020

A RESOLUTION, NO. 2020-0016-R

A resolution, amending and restating Articles of Incorporation of Amherst County Service Authority.

Approved as to form by the County Attorney

BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF AMHERST, VIRGINIA:

I. That the Board of Supervisors of Amherst County hereby amends and restates Articles of Incorporation of Amherst County Service Authority, as follows:

WHEREAS, the Board of Supervisors of Amherst County has determined that it is in the best interests of the citizens of the County to amend and restate the Articles of Incorporation of the Amherst County Service Authority, pursuant to the provisions of the Virginia Water and Waste Authorities Act, Chapter 51 of Title 15.2 of the Code of Virginia, 1950, as amended; and

WHEREAS, the County finds that revision to the Articles of Incorporation of the Authority will assist in achieving more general representation and a more flexible Authority to meet the changing needs of the County and the Authority's customers.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF AMHERST COUNTY, VIRGINIA:

That the Board amend and restate the Articles of Incorporation of the Amherst County Service Authority, an authority under the Virginia Water and Waste Authorities act, as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
AMHERST COUNTY SERVICE AUTHORITY**

Pursuant to the Virginia Water and Waste Authorities Act (Chapter 51 of Title 15.2 of the Code of Virginia, 1950, as amended), the Board of Supervisors of Amherst County, Virginia, pursuant to a resolution duly adopted signifying its intention to amend and restate the articles of incorporation of a water and waste authority, hereby certifies:

1. This Authority is formed under the Virginia Water and Waste Authorities Act (the "Act").

2. The name of the authority shall be AMHERST COUNTY SERVICE AUTHORITY.

3. The address of its principal office shall be 113 Phelps Road, Madison Heights, Virginia 24572. The mailing address shall be PO Box 100, Madison Heights, Virginia 24572.

4. The name of the incorporating political subdivision is AMHERST COUNTY, VIRGINIA (the "County").

5. The Amherst County Board of Supervisors hereby finds that inclusion of capital cost estimates, project proposals, and project service rate estimates is impracticable at this time.

6. In carrying out the purposes for which it was created, the Authority shall have all of the powers granted by the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2, Code of Virginia, 1950, as amended, except that:

(a) The Authority's power to borrow and issue its notes, bonds or other obligations therefor, as granted in Section 15.2-5114(7) of the Act, shall be specifically limited such that the Authority may not issue a bond or bonds that would result in its aggregate indebtedness, as of the date of issue, exceeding one percent (1%) of the assessed valuation of the real estate of the County subject to taxation without a public hearing, however, the Authority may borrow such funds following public hearing thereon; and

(b) The Authority shall have no power to charge and require payment of a water system or sewage system nonuser fee, as may be charged or required under the provisions of Section 15.2-5137 of the Act.

7. The powers of the Authority shall be exercised by a five (5) member Board of Directors of the Authority, appointed by the Board of Supervisors of Amherst County.

8. The names and addresses of the first members of the Board of Directors of the Authority, each of whom shall continue in office for the term expiring on the date set opposite his or her name and until his or her successor shall be duly appointed and qualified, are as follows:

Tom Martin – Term Ending December 31, 2023
157 Fawn Court
Amherst, Virginia 24521

Jennifer R. Moore – Term Ending December 31, 2021
113 Ridge Street
Madison Heights, Virginia 24572

David Pugh, Jr. – Term Ending December 31, 2023
219 Oak Grove Drive
Madison Heights, Virginia 24572

Wesley Woods – Term Ending December 31, 2021
304 Hunt Club Drive
Madison Heights, Virginia 24572

Turner Perrow – Term Ending December 31, 2023
1133 Galt's Mill Road
Madison Heights, Virginia 24572

9. At no time may fewer than three members of the Board of Directors also be members of the Board of Supervisors of Amherst County. After the expiration of the original terms of office, the Board of Supervisors shall appoint members to serve four-year terms. At all times, the members of the Board of Supervisors for Election Districts 4 and 5 shall be given preference for appointment to the Board of Directors if they wish to serve. There shall be at most two citizen members of the Board of Directors, each of whom shall be residents of the County and at least one of whom shall either: (i) be a customer of the Authority or (ii) have an ownership interest in a business that is a customer of the Authority. These terms shall be such that there may be at any time no more than two citizen members, whose terms shall be staggered by two years, coinciding with Supervisor elections. Members may succeed themselves.

The Board of Supervisors may remove citizen members for (1) missing a majority of regularly scheduled meetings in one year; (2) failing to declare significant conflicts of interest; (3) using the appointment for personal gain; (4) failing to pay debts owed to Amherst County or the Authority; (5) being convicted of a felony or any crime for which conviction may result in jail or prison; (6) failing to maintain eligibility for membership on the Board of Directors; or (7) other good cause.

10. The Board of Directors may appoint an Executive Director to administer and manage the affairs of the Authority and execute the policies and directives of the Board of Directors, who shall serve at the pleasure of the Board of Directors. Such Executive Director shall appoint and supervise employees in such positions as may be provided by the Board of Directors.

11. Each member of the Authority Board shall receive such compensation for his or her services as a member as may be provided from time to time by resolution duly adopted by the Board of Supervisors of Amherst County, Virginia. Each member shall be reimbursed the amount of his or her actual expenses necessarily incurred in the performance of his or her duties.

AND BE IT FURTHER RESOLVED that the County Administrator or his or her designee is authorized to take all action necessary or convenient to cause the necessary legal documents to be prepared and executed to approve these amended and restated Articles of Incorporation.

II. That this resolution shall be in force and effect upon adoption.

Adopted this 18th day of August, 2020.

BOARD OF SUPERVISORS OF AMHERST
COUNTY, VIRGINIA:



Claudia D. Tucker, Chair

Name	VOTE
Claudia D. Tucker, Chair.....	<u>ABSENT</u>
Jennifer R. Moore, Vice-Chair	<u>AYE</u>
Tom Martin	<u>AYE</u>
David W. Pugh, Jr.	<u>AYE</u>
L.W. "Jimmy" Ayers, III.....	<u>AYE</u>

Ayes: 4
 Nays: 0

Attest:



Dean C. Rodgers, Clerk
 Board of Supervisors of Amherst County