

**RESOLUTION SIGNIFYING THE INTENTION OF THE BOARD OF SUPERVISORS  
OF THE COUNTY OF FLUVANNA TO CREATE A JOINT WATER AUTHORITY  
UNDER THE VIRGINIA WATER AND WASTE AUTHORITIES ACT AND SETTING  
FORTH ITS ARTICLES OF INCORPORATION**

**WHEREAS**, Fluvanna County desires to obtain bulk water from the James River in order to supplement water service to the residents and commercial and industrial establishments in the County; and

**WHEREAS**, since 2004, Fluvanna County and Louisa County have worked together on a project to obtain joint water supply and service from the James River in order to meet their respective water needs; and

**WHEREAS**, the Board of Supervisors has determined the most efficient and practicable manner to provide such services is to form a regional water authority, which may be created pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2, §§ 15.2-5100 *et seq.*, VA Code Ann.)(“the Act”); and

**WHEREAS**, the Board of Supervisors advertised its intention to create a regional water authority and conducted a public hearing, as required by law, to be held on March 18, 2009; and

**WHEREAS**, the Board of Supervisors hereby adopts this resolution to create the articles of incorporation of this new authority.

**NOW, THEREFORE, BE IT RESOLVED** on this 18<sup>th</sup> day of March, 2009, by the Fluvanna County Board of Supervisors as follows:

Section 1. The Fluvanna County Board of Supervisors hereby signifies its intention to create a water authority pursuant to the Act, to be known as “James River Water Authority” (“Authority”) in order to accomplish the goal of solving their joint water needs by working with the Louisa County Board of Supervisors to provide for service from the James River.

Section 2. The purpose for which the Authority is to be formed is stated in its Articles of Incorporation as hereinafter set forth.

Section 3. The Articles of Incorporation of the Authority shall be as follows:

**ARTICLES OF INCORPORATION  
OF  
JAMES RIVER WATER AUTHORITY**

The Board of Supervisors of Fluvanna County and the Board of Supervisors of Louisa County, having both signified their intention to create an authority pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2, §§ 15.2-5100 *et seq.*, VA Code Ann.), which shall be a public body politic and corporate, hereby certify:

1. **Name.** The name of the Authority shall be the “James River Water Authority”, and the address of its principal office shall be the Fluvanna County Office Building, Main Street, Palmyra, Virginia 22963.

2. **Incorporating Political Subdivisions.** The names of the incorporating political subdivisions are the County of Fluvanna, Virginia (“Fluvanna County”), and the County of Louisa, Virginia (“Louisa County”). Fluvanna County and Louisa County, as the incorporating political subdivisions, hereby acknowledge, covenant, and agree that these Articles of Incorporation shall not be further amended or changed without the express agreement of their governing bodies, as the incorporating political subdivisions. Furthermore none of the following actions shall be taken or permitted to occur by the Board of the Authority without the affirmative vote of a majority of the members appointed by the respective boards of supervisors of Fluvanna County and Louisa County on the Board of the Authority:

a. The inclusion of additional political subdivisions in the Authority;  
b. Additional agreements with other political subdivisions, entities or persons, for the bulk sale of water or wholesale service of water.

3. **Authority Board.**

a. The powers of the Authority shall be exercised by a board of six (6) members consisting of the following:

1. John Y. Gooch, P.O. Box 540, Palmyra, Virginia 22963, Fluvanna County Board of Supervisors Member

2. G. Cabell Lawton, IV, P.O. Box 540, Palmyra, Virginia 22963, Fluvanna County Administrator

3. Thomas E. Payne, P. O. Box 540, Palmyra, Virginia 22963, a citizen of Fluvanna County appointed by the Fluvanna Board of Supervisors

4. \_\_\_\_\_,  
Louisa County Board of Supervisors Member

5. Dale Mullen, P.O. Box 160, Louisa, Virginia 23093, Louisa County Administrator

6. \_\_\_\_\_, \_\_\_\_\_, Louisa County Water Authority General Manager or other citizen of Louisa County appointed by the Louisa Board of Supervisors

b. The terms of office of each of the initial members of the Board shall begin on the date of the issuance of a certificate of incorporation or charter for the Authority by the State Corporation Commission. The governing body of each of the participating counties shall appoint the members as set forth above.

c. The terms of the members of the board serving by virtue of their offices in their appointing county shall expire upon their ceasing to hold such offices or, after a term of four (4) years, whichever occurs first. The terms of the citizen appointees shall not exceed four (4) years. The governing body of each county is empowered to remove at any time, without cause, any member appointed by it and appoint a successor member to fill the unexpired term of the removed member's term. Each member of the board shall serve without compensation. However, each member shall be reimbursed by the Authority for the amount of actual expenses incurred in the performance of Authority duties.

d. No tiebreaker shall be appointed nor shall the number of members of the Board be changed without the concurrence of the respective Boards of Supervisors of Fluvanna County and Louisa County.

4. **Purpose and Powers.** The purpose for which the Authority is formed is to exercise those pertinent powers set forth in §§ 15.2-5100 *et seq.* VA Code Ann., to acquire, purchase, finance, construct, reconstruct, operate, and maintain facilities for developing a bulk or wholesale supply of potable water for the Counties of Fluvanna and Louisa, including without limitation sources of water supply, water intakes, reservoirs, filtration and purification plants, pumping stations, transmission lines, and storage facilities, together with all appurtenant equipment and appliances necessary or suitable thereto and all properties, rights, licenses, easements or franchises relating thereto and deemed necessary and convenient by the Authority for their operation.

The Authority may contract with any lawful entity to furnish water delivered to its facilities upon such terms as the Authority shall determine; provided, however, that any such contract shall include as a party thereto Fluvanna County and Louisa County (or any agency designated by either County for the purpose by its Board of Supervisors).

5. **Audit.** The Authority shall cause an annual audit of its books and records to be made by the State Auditor of Public Accounts or an independent certified public accountant at the end of each fiscal year and a certified copy thereof is to be filed promptly with the County Administrator of each of the participating counties.

6. **Estimates Impracticable.** Fluvanna County and Louisa County have determined it is not practicable to provide preliminary estimates of capital costs, proposals for specific

projects to be undertaken by the Authority or preliminary estimates of initial wholesale rates for water services at the current time.

IN WITNESS WHEREOF, the Board of Supervisors of the Fluvanna County and the Board of Supervisors of Louisa County have caused these Articles of Incorporation to be executed by their respective Chairmen, and their respective seals to be affixed, this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

COUNTY OF FLUVANNA

By: \_\_\_\_\_  
Chairman  
Board of Supervisors

(SEAL)  
ATTEST:

\_\_\_\_\_  
Clerk, Board of Supervisors

COUNTY OF LOUISA

By: \_\_\_\_\_  
Chairman  
Board of Supervisors

(SEAL)  
ATTEST:

\_\_\_\_\_  
Clerk, Board of Supervisors

Section 4. The first members of the Authority Board shall be those persons specified in the Articles of Incorporation filed with the State Corporation Commission (“S.C.C.”) and shall expire as specified in the Articles of Incorporation.

Section 5. The Chairman of the Board of Supervisors is hereby authorized and directed to execute the Articles of Incorporation in substantially the form set forth above, to cause the executed Articles of Incorporation to be filed with the S.C.C. on or after the date of the

public hearing required by Section 6 hereof, together with proof of publication of the notice of such public hearing and to do all things necessary for the creation of the Authority.

Section 6. A public hearing was held by the Board of Supervisors as otherwise set forth herein. Notice of the public hearing, including a copy of the Board's resolution or a descriptive summary thereof, was published at least one time, 30 days prior to the date of the public hearing, in The Fluvanna Review, a newspaper having general circulation in the County, substantially as follows:

**Notice of Public Hearing**  
**FLUVANNA COUNTY BOARD OF SUPERVISORS**

The Fluvanna County Board of Supervisors will hold a special public hearing on the following items at 7:00 p.m. on March 18, 2009, in the Circuit Court Room, Fluvanna County Courts Building located at Palmyra, Virginia:

**Public Hearing:** On a resolution to be considered for adoption by the Fluvanna County Board of Supervisors signifying its intention to create a joint water authority, pursuant to § 15.2-5100 *et seq.* VA Code Ann. The purpose of the resolution is to create the James River Water Authority, a joint water authority with Louisa County, to acquire, purchase, finance, construct, reconstruct, operate, and maintain facilities for developing a supply of potable water for Fluvanna County and Louisa County.

More information and a copy of the proposed resolution are available for review in the Administration Office, located at Palmyra, Virginia, Monday through Friday, 8:30 a.m. to 5:00 p.m., and the phone number is 434-591-1910.

Any parties wishing to be heard are requested to attend the public hearing.

It is the County's intent to comply with the requirements of the Americans with Disabilities Act. Should you need special accommodations, please contact the County Administrator's Office at the number listed above prior to March 15, 2009.

By Order of the Board of Supervisors

Section 7. After consultation with the Board of Supervisors of Louisa County and with the public works staffs of Fluvanna County, the Board of Supervisors has determined it is not practicable to provide preliminary estimates of capital costs, proposals for specific projects to

be undertaken by the Authority or preliminary estimates of initial wholesale service rates for such water services at the current time.

A Copy, teste:

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Alice F. Jones, Clerk, Board of Supervisors  
Fluvanna County, Virginia