

A JOINT PUBLIC HEARING WAS HELD WITH THE CITY OF ROANOKE, VIRGINIA, THE BOARDS OF SUPERVISORS OF FRANKLIN COUNTY, VIRGINIA AND ROANOKE COUNTY, VIRGINIA AND THE BOARD OF DIRECTORS OF THE WESTERN VIRGINIA WATER AUTHORITY OF ROANOKE, VIRGINIA ON THURSDAY, NOVEMBER 5, 2009 AT 10:00 A.M. AT THE VINTON WAR MEMORIAL, 814 E. WASHINGTON AVENUE, VINTON, VIRGINIA 24179 FOR THE PURPOSE OF RECEIVING PUBLIC COMMENT ON THE JOINDER BY FRANKLIN COUNTY, VIRGINIA OF THE WESTERN VIRGINIA WATER AUTHORITY AND ON THE AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION OF THE WESTERN VIRGINIA WATER AUTHORITY ACCOMPLISHING SUCH PURPOSE.

THERE WERE PRESENT: Charles Wagner, Chairman
Wayne Angell, Vice-Chairman
Leland Mitchell
David Hurt
Russ Johnson
Bobby Thompson

ABSENT: David Cundiff
Bobby Thompson

OTHERS PRESENT: Richard E. Huff, II, County Administrator
Larry V. Moore, Asst. County Administrator
B. J. Jefferson, County Attorney
Sharon K. Tudor, MMC, Clerk
Western Virginia Water Authority Board of Directors
Roanoke City Council Members
Roanoke Board of Supervisors Members

Chairman Charles Wagner called the meeting to order.

Welcome and Introductions were made by Gary Robertson, P.E., Executive Director, Water Operations and Mike McEvoy, Executive Director, Wastewater Services.

RESOLUTION HONORING THE SERVICE OF RICHARD E. HUFF, II

The following resolution was read and presented to Rick Huff for serving on the Western Virginia Water Authority Board:

REMARKS MADE BY MEMBER OF THE BOARDS & COUNCIL

ROANOKE CITY council

Sherman Lee, Vice Mayor
Rupert Cutler
David Trinkle
Court Rosen

ROANOKE COUNTY BOARD OF SUPERVISORS

Joseph McNamara, Vice-Chair
Charlotte Moore
Richard Flora

FRANKLIN COUNTY BOARD OF SUPERVISORS

Charles Wagner, Chairman
Wayne Angell, Vide-Chair
Russ Johnson
David Hurt
Leland Mitchell

WESTERN VIRGINIA WATER AUTHORITY BOARD OF DIRECTORS

Odell "Fuzzy" Minnix, Chairman
Gray Goldsmith
Robert Lawson
Donald David
John Bradshaw, Jr.
Mark Fink, Vice-Chair

PUBLIC HEARING OPENED FOR PUBLIC COMMENT
THE FOLLOWING PEOPLE SPOKE:

Joyce Waugh, welcomed Franklin County to the Western Virginia Water Authority and stated it was good for the region and community.

Eleanor Dillard, expressed concern regarding costs associated with the proposed joint transaction. Ms. Dillard felt Western Virginia Water Authority was stretching the water needs of the authority. She stated regional cooperation is well and good, however, this action will not add to Roanoke County's tax base. Ms. Dillard stated our own resources need to be protected.

James Irvin, Manager, Town of Rocky Mount, thanked Western Virginia Water Authority and stated this is a real pleasure to witness this day.

Brian Key, commended the approach taken for the joint regional partnership.

Public Hearing was closed.

ROANOKE CITY RESOLUTION OF ADOPTION

IN THE CITY COUNCIL OF THE CITY OF ROANOKE, VIRGINIA,
 The 5th day of November, 2009.

No. _____

A RESOLUTION reorganizing the Western Virginia Water Authority (the "Authority") and providing that Franklin County, Virginia join the Authority in accordance with Virginia Code § 15.2-5112.

WHEREAS, the City Council of the City of Roanoke, Virginia (the "City") and the Boards of Supervisors of Franklin and Roanoke Counties, Virginia (the "Counties") have determined concurrently that it is in the best interests of the citizens of the City and the Counties that Franklin County join and become a member of the Western Virginia Water Authority pursuant to the provisions of the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2 of the 1950 Code of Virginia, as amended ("the Act"), and have expressed their desire to do so by the adoption of concurrent resolutions, and a public hearing has been held in accordance with the requirements of § 15.2-5104 of the Act.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Roanoke, Virginia as follows:

1. Approval of the Amended and Restated Articles of Incorporation. The City Council hereby determines that it is in the best interests of the citizens of the City of Roanoke, Virginia that Franklin County join and become a member of the Western Virginia Water Authority and authorizes and directs the Mayor and the Clerk of the City Council to execute and deliver the Amended and Restated Articles of Incorporation of the Western Virginia Water Authority contained in Section 4 of this Resolution.

2. Appointment and Confirmation of Members. The City Council shall appoint three members to four year terms of office with the exception that the following members shall have the following terms of office which shall be deemed to begin upon the issuance of a Certificate of Joinder by the State Corporation Commission. The City Council hereby appoints the following persons to serve the following terms on the Board of the Authority:

Name	Address	Term of Office			
		Beginning	Ending		
Marc Fink	3545 Electric Road, S.W. Roanoke, Virginia 24018	July 2007	1, June	2011	30,
Robert C. Lawson, Jr.	2705 Longview Ave., S.W. Roanoke, Virginia 24014	July 2008	1, June	2012	30,
John P. Bradshaw, Jr.	3132 Burnleigh Road Roanoke, Virginia 24014	July 2009	1, June	2010	30,

3. Reorganization of the Authority. The Western Virginia Water Authority (“the Authority”) is hereby reorganized in accordance with the terms of the following Amended and Restated Articles of Incorporation.

4. Amended and Restated Articles of Incorporation. The City Council does hereby FIND as a matter of fact that inclusion in the Amended and Restated Articles of Incorporation of the Authority of preliminary estimates of capital costs, proposals for specific projects to be undertaken by the Authority, and preliminary estimates of initial rates for services of such projects is impracticable. The Amended and Restated Articles of Incorporation of the Western Virginia Water Authority are hereby amended and restated as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
WESTERN VIRGINIA WATER AUTHORITY**

The Board of Supervisors of Roanoke County, Virginia, the City Council of the City of Roanoke, Virginia and the Board of Supervisors of Franklin County, Virginia as well as the Board of Directors of the Western Virginia Water Authority, have by concurrent resolutions adopted the following Amended and Restated Articles of Incorporation of the Western Virginia Water Authority, pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2 of the 1950 Code of Virginia, as amended) (“Act”).

ARTICLE I

The name of the Authority shall be the Western Virginia Water Authority and the address of its principal office is 601 South Jefferson Street, Roanoke, Virginia 24011.

ARTICLE II

The names of the political subdivisions participating in the Authority are Roanoke County, Virginia, the City of Roanoke, Virginia, and Franklin County, Virginia (the “Localities”), each of which hereby acknowledges, covenants, and agrees that these Amended and Restated Articles of Incorporation shall not be further amended or changed without the express agreement of each of the governing bodies of each of the Localities. 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 from the City of Roanoke and Roanoke County: (1) The inclusion of additional political subdivisions in the Authority; and

(2) Additional agreement with other political subdivisions, entities, or persons, for the bulk sale of surplus water or for the acceptance and treatment of waste water.

ARTICLE III

The Board of the Authority shall consist of seven members. The names, addresses, and terms of office of the initial members of the reconstituted Board of the Western Virginia Water Authority are as follows:

Name	Address	Term of Office		
		Beginning	Ending	
John P. Bradshaw, Jr.	3132 Burnleigh Road, SW Roanoke, Virginia 24014	July 1, 2009	June 30,	2010
Donald L. Davis	1031 Halliahurst Avenue Vinton, Virginia 24179	July 1, 2006	June 30,	2010
Marc Fink	Fink’s Jewelers 3545 Electric Road, SW Roanoke, Virginia 24018	July 1, 2007	June 30,	2011
R. Grayson Goldsmith	Valley Bank 36 Church Avenue Roanoke, Virginia 24001	December 1, 2007	June 30,	2011
Shirley B. Holland	161 Lila Lane Boones Mill, Virginia 24065	November 5, 2009	June 30,	2013
Robert C. Lawson, Jr.	2705 Longview Avenue, SW Roanoke, Virginia 24014	July 1, 2008	June 30,	2012
H. Odell “Fuzzy” Minnix	3314 Kenwick Trail Roanoke, Virginia 24018	July 1, 2008	June 30,	2012

Upon the expiration or vacation of the foregoing terms of office, the governing body of each participating political subdivision shall appoint the number of members set forth opposite its name below:

Roanoke County – Three, for terms of four years

City of Roanoke – Three, for terms of four years

Franklin County – One, for a term of four years

The governing body of each of the Localities shall be empowered to remove at any time, without cause, any member appointed by it and to appoint a successor member to fill the unexpired portion of the removed member's term.

Each Board member shall be reimbursed by the Authority for the amount of actual expenses incurred in the performance of Authority duties.

ARTICLE IV

The purposes for which the Authority is being reorganized are to exercise all the powers granted to the Authority to acquire, finance, construct, operate, manage and maintain water, waste water, sewage disposal and storm water control systems and related facilities pursuant to the Act. The Authority shall have all of the rights, powers, and duties of an authority under the Act.

It is not practicable to set forth herein information regarding preliminary estimates of capital costs, proposals for specific projects to be undertaken, or initial rates for services of the proposed projects.

ARTICLE V

The Authority shall serve Roanoke County, the City of Roanoke, and Franklin County, Virginia, and, to the extent permitted by the Act and the terms of these Articles, such other public or private entities as the Authority may determine upon the terms and conditions established pursuant to appropriate contracts, either within or without Roanoke County, the City of Roanoke, or Franklin County, Virginia.

ARTICLE VI

The Authority shall cause an annual audit of its books and records to be made by an independent certified public accountant at the end of each fiscal year and a certified copy thereof to be filed promptly with the governing body of each of the incorporating political subdivisions.

IN WITNESS WHEREOF the Board of Supervisors of Roanoke County, the City Council of the City of Roanoke, Virginia, and the Board of Supervisors of Franklin County, Virginia, and the Board of Directors of the Western Virginia Water Authority have caused these Amended and Restated Articles of Incorporation to be executed in their respective names, and their respective seals have been affixed hereto and attested by the respective secretaries and clerks of each.

WESTERN VIRGINIA WATER AUTHORITY CITY OF ROANOKE, VIRGINIA

5. Action to Be Taken. The appropriate officers of the City of Roanoke, Virginia shall take all action necessary or convenient to file and otherwise cause the Amended and Restated Articles of Incorporation to become effective.

6. Effective immediately. This resolution shall take effect immediately upon its adoption.

ADOPTED BY THE ROANOKE CITY COUNCIL 11/5/2009

ROANOKE COUNTY BOARD OF SUPERVISORS RESOLUTION OF ADOPTION
 IN THE BOARD OF SUPERVISORS OF ROANOKE COUNTY, VIRGINIA,
 The 5th day of November, 2009.

No. _____

A RESOLUTION reorganizing the Western Virginia Water Authority (the "Authority") and providing that Franklin County, Virginia join the Authority in accordance with Virginia Code §15.2-5112.

WHEREAS, the City Council of the City of Roanoke, Virginia (the "City") and the Boards of Supervisors of Franklin and Roanoke Counties, Virginia (the "Counties") have determined concurrently that it is in the best interests of the citizens of the City and the Counties that Franklin County join and become a member of the Western Virginia Water Authority pursuant to the provisions of the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2 of the 1950 Code of Virginia, as amended ("the Act"), and have expressed their desire to do so by the adoption of concurrent resolutions, and a public hearing has been held in accordance with the requirements of §15.2-5104 of the Act.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of Roanoke County, Virginia as follows:

1. Approval of the Amended and Restated Articles of Incorporation. The Board of Supervisors hereby determines that it is in the best interests of the citizens of Roanoke County that Franklin County join and become a member of the Western Virginia Water Authority and authorizes and directs the Chairman and the Secretary of the Board of Supervisors to execute and deliver the Articles of Incorporation of the Western Virginia Water Authority contained in Section 4 of this Resolution.

2. Appointment and Confirmation of Members. Roanoke County shall appoint three members to the Authority for four year terms with the exception that the following members shall have the following terms of office which shall be deemed to begin upon the issuance of a

certificate of joinder by the State Corporation Commission. The County hereby appoints the following persons to serve the following terms on the Board of the Authority:

Name	Address	Term of Office	
		Beginning	Ending
H.Odell "Fuzzy" Minnix	3314 Kenwick Trail Roanoke, Virginia 24018	July 1, 2008	June 30, 2012
R. Grayson Goldsmith	5672 Yellow Mountain Road Roanoke, Virginia 24014	December 1, 2007	June 30, 2011
Donald L. Davis	1031 Halliahurst Avenue Vinton, Virginia 24179	July 1, 2006	June 30, 2010

3. Reorganization of the Authority. The Western Virginia Water Authority ("the Authority") is hereby reorganized in accordance with the terms of the following Amended and Restated Articles of Incorporation.

4. Amended and Restated Articles of Incorporation. The Board of Supervisors does hereby FIND as a matter of fact that inclusion in the Amended and Restated Articles of Incorporation of the Authority of preliminary estimates of capital costs, proposals for specific projects to be undertaken by the Authority, and preliminary estimates of initial rates for such services is impracticable. The Articles of Incorporation of the Western Virginia Water Authority are hereby amended and restated as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
WESTERN VIRGINIA WATER AUTHORITY**

The Board of Supervisors of Roanoke County, Virginia, the City Council of the City of Roanoke, Virginia and the Board of Supervisors of Franklin County, Virginia as well as the Board of Directors of the Western Virginia Water Authority, have by concurrent resolutions adopted the following Amended and Restated Articles of Incorporation of the Western Virginia Water Authority, pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2 of the 1950 Code of Virginia, as amended) ("Act").

ARTICLE I

The name of the Authority shall be the Western Virginia Water Authority and the address of its principal office is 601 South Jefferson Street, Roanoke, Virginia 24011.

ARTICLE II

The names of the political subdivisions participating in the Authority are Roanoke County, Virginia, the City of Roanoke, Virginia, and Franklin County, Virginia (the "Localities"), each of which hereby acknowledges, covenants, and agrees that these Amended and Restated Articles of Incorporation shall not be further amended or changed without the express agreement of each

of the governing bodies of each of the Localities. 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 from the City of Roanoke and Roanoke County: (1) The inclusion of additional political subdivisions in the Authority; and

(2) Additional agreement with other political subdivisions, entities, or persons, for the bulk sale of surplus water or for the acceptance and treatment of waste water.

ARTICLE III

The Board of the Authority shall consist of seven members. The names, addresses, and terms of office of the initial members of the reconstituted Board of the Western Virginia Water Authority are as follows:

Name	Address	Term of Office		
		Beginning	Ending	
John P. Bradshaw, Jr.	3132 Burnleigh Road, SW Roanoke, Virginia 24014	July 1, 2009	June 30, 2010	
Donald L. Davis	1031 Halliahurst Avenue Vinton, Virginia 24179	July 1, 2006	June 30, 2010	
Marc Fink	Fink's Jewelers 3545 Electric Road, SW Roanoke, Virginia 24018	July 1, 2007	June 30, 2011	
R. Grayson Goldsmith	Valley Bank 36 Church Avenue Roanoke, Virginia 24001	December 1, 2007	June 30, 2011	
Shirley B. Holland	161 Lila Lane Boones Mill, Virginia 24065	November 5, 2009	June 30, 2013	
Robert C. Lawson, Jr.	2705 Longview Avenue, SW Roanoke, Virginia 24014	July 1, 2008	June 30, 2012	
H. Odell "Fuzzy" Minnix	3314 Kenwick Trail Roanoke, Virginia 24018	July 1, 2008	June 30, 2012	

Upon the expiration or vacation of the following terms of office, the governing body of each participating political subdivision shall appoint the number of members set forth opposite its name below:

Roanoke County – Three, for four year terms

City of Roanoke – Three, for four year terms

Franklin County – One, for a four year term

The governing body of each of the Localities shall be empowered to remove at any time, without cause, any member appointed by it and to appoint a successor member to fill the unexpired portion of the removed member's term.

Each Board member shall be reimbursed by the Authority for the amount of actual expenses incurred in the performance of Authority duties.

ARTICLE IV

The purposes for which the Authority is being reorganized are to exercise all the powers granted to the Authority to acquire, finance, construct, operate, manage and maintain water, waste water, sewage disposal and storm water control systems and related facilities pursuant to the Act. The Authority shall have all of the rights, powers, and duties of an authority under the Act.

It is not practicable to set forth herein information regarding preliminary estimates of capital costs, proposals for specific projects to be undertaken, or initial rates for services of the proposed projects.

ARTICLE V

The Authority shall serve Roanoke County, the City of Roanoke, and Franklin County, Virginia, and, to the extent permitted by the Act and the terms of these Articles, such other public or private entities as the Authority may determine upon the terms and conditions established pursuant to appropriate contracts, either within or without Roanoke County, the City of Roanoke, or Franklin County, Virginia.

ARTICLE VI

The Authority shall cause an annual audit of its books and records to be made by an independent certified public accountant at the end of each fiscal year and a certified copy thereof to be filed promptly with the governing body of each of the incorporating political subdivisions.

IN WITNESS WHEREOF the Board of Supervisors of Roanoke County, the City Council of the City of Roanoke, Virginia, and the Board of Supervisors of Franklin County, Virginia, and the Board of Directors of the Western Virginia Water Authority have caused these Amended and Restated Articles of Incorporation to be executed in their respective names, and their respective seals have been affixed hereto and attested by the respective secretaries and clerks of each.

WESTERN VIRGINIA WATER AUTHORITY CITY OF ROANOKE, VIRGINIA

5. Action to Be Taken. The appropriate officers of Roanoke County shall take all action necessary or convenient to file and otherwise cause the Amended and Restated Articles of Incorporation to become effective.

6. Effective immediately. This resolution shall take effect immediately upon its adoption.

ADOPTED BY THE ROANOKE COUNTY BOARD OF SUPERVISORS 11/5/2009

FRANKLIN COUNTY BOARD OF SUPERVISORS RESOLUTION OF ADOPTION
 IN THE BOARD OF SUPERVISORS OF FRANKLIN COUNTY, VIRGINIA,
 The 5th day of November, 2009.
 No. _____

A RESOLUTION approving the terms of a Comprehensive Agreement and providing that Franklin County, Virginia join Western Virginia Water Authority (the "Authority") in accordance with Virginia Code §15.2-5112.

WHEREAS, the City Council of the City of Roanoke, Virginia (the "City of Roanoke") and the Board of Supervisors of Roanoke County, Virginia ("Roanoke County") have determined concurrently that it is in the best interests of their citizens that Franklin County join and become a member of the Western Virginia Water Authority pursuant to the provisions of the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2 of the 1950 Code of Virginia, as amended ("the Act"), and

WHEREAS, the Board of Supervisors of Franklin County, Virginia (the "Board of Supervisors") desires to approve of its becoming a member of the Authority by the adoption of this resolution concurrently with resolutions adopted by the City of Roanoke and Roanoke County, and a public hearing has been held in accordance with the requirements of §15.2-5104 of the Act.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of Franklin County, Virginia as follows:

1. Approval of the Comprehensive Agreement. The Board of Supervisors hereby determines that it is in the best interests of the citizens of Franklin County that Franklin County enter into the Comprehensive Agreement and that it join and become a member of the Western Virginia Water Authority and binds Franklin County thereto and authorizes and directs the Chairman and the Secretary of the Board of Supervisors to execute and deliver the Comprehensive Agreement substantially in the form presented to this meeting, with such minor revisions and adjustments as the Chairman shall approve and to execute and deliver the Amended and Restated Articles of Incorporation of the Western Virginia Water Authority contained in Section 4 of this Resolution.

2. Appointment and Confirmation of Members. Franklin County shall appoint one member to a four year term of office. The County hereby appoints the following person to serve the following term on the Board of the Authority:

Name	Address	Term of Office
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		Beginning	Ending
Shirley B. Holland	161 Lila Lane Boones Mill, Virginia 24065	November 5, 2009	June 30, 2013

3. Reorganization of the Authority. The Western Virginia Water Authority (“the Authority”) is hereby reorganized in accordance with the terms of the following Amended and Restated Articles of Incorporation.

4. Amended and Restated Articles of Incorporation. The Board of Supervisors does hereby FIND as a matter of fact that inclusion in the Amended and Restated Articles of Incorporation of the Authority of preliminary estimates of capital costs, proposals for specific projects to be undertaken by the Authority, and preliminary estimates of initial rates for such services is impracticable. The Articles of Incorporation of the Western Virginia Water Authority are hereby amended and restated as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
WESTERN VIRGINIA WATER AUTHORITY**

The Board of Supervisors of Roanoke County, Virginia, the City Council of the City of Roanoke, Virginia and the Board of Supervisors of Franklin County, Virginia as well as the Board of Directors of the Western Virginia Water Authority, have by concurrent resolutions adopted the following Amended and Restated Articles of Incorporation of the Western Virginia Water Authority, pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2 of the 1950 Code of Virginia, as amended) (“Act”).

ARTICLE I

The name of the Authority shall be the Western Virginia Water Authority and the address of its principal office is 601 South Jefferson Street, Roanoke, Virginia 24011.

ARTICLE II

The names of the political subdivisions participating in the Authority are Roanoke County, Virginia, the City of Roanoke, Virginia, and Franklin County, Virginia (the “Localities”), each of which hereby acknowledges, covenants, and agrees that these Amended and Restated Articles of Incorporation shall not be further amended or changed without the express agreement of each of the governing bodies of each of the Localities. 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 from the City of Roanoke and Roanoke County: (1) The inclusion of additional political subdivisions in the Authority; and

(2) Additional agreement with other political subdivisions, entities, or persons, for the bulk sale of surplus water or for the acceptance and treatment of waste water.

ARTICLE III

The Board of the Authority shall consist of seven members. The names, addresses, and terms of office of the initial members of the reconstituted Board of the Western Virginia Water Authority are as follows:

Name	Address	Term of Office		
		Beginning	Ending	
John P. Bradshaw, Jr.	3132 Burnleigh Road, SW Roanoke, Virginia 24014	July 1, 2009	June 30, 2010	
Donald L. Davis	1031 Halliahurst Avenue Vinton, Virginia 24179	July 1, 2006	June 30, 2010	
Marc Fink	Fink's Jewelers 3545 Electric Road, SW Roanoke, Virginia 24018	July 1, 2007	June 30, 2011	
R. Grayson Goldsmith	Valley Bank 36 Church Avenue Roanoke, Virginia 24001	December 1, 2007	June 30, 2011	
Shirley B. Holland	161 Lila Lane Boones Mill, Virginia 24065	November 5, 2009	June 30, 2013	
Robert C. Lawson, Jr.	2705 Longview Avenue, SW Roanoke, Virginia 24014	July 1, 2008	June 30, 2012	
H. Odell "Fuzzy" Minnix	3314 Kenwick Trail Roanoke, Virginia 24018	July 1, 2008	June 30, 2012	

Upon the expiration or vacation of the foregoing terms of office, the governing body of each participating political subdivision shall appoint the number of members set forth opposite its name below:

Roanoke County – Three, for four year terms

City of Roanoke – Three, for four year terms

Franklin County – One, for a four year term

The governing body of each of the Localities shall be empowered to remove at any time, without cause, any member appointed by it and to appoint a successor member to fill the unexpired portion of the removed member's term.

Each Board member shall be reimbursed by the Authority for the amount of actual expenses incurred in the performance of Authority duties.

ARTICLE IV

The purposes for which the Authority is being reorganized are to exercise all the powers granted to the Authority to acquire, finance, construct, operate, manage and maintain water, waste water, sewage disposal and storm water control systems and related facilities pursuant to the Act. The Authority shall have all of the rights, powers, and duties of an authority under the Act.

It is not practicable to set forth herein information regarding preliminary estimates of capital costs, proposals for specific projects to be undertaken, or initial rates for services of the proposed projects.

ARTICLE V

The Authority shall serve Roanoke County, the City of Roanoke, and Franklin County, Virginia, and, to the extent permitted by the Act and the terms of these Articles, such other public or private entities as the Authority may determine upon the terms and conditions established pursuant to appropriate contracts, either within or without Roanoke County, the City of Roanoke, or Franklin County, Virginia.

ARTICLE VI

The Authority shall cause an annual audit of its books and records to be made by an independent certified public accountant at the end of each fiscal year and a certified copy thereof to be filed promptly with the governing body of each of the incorporating political subdivisions.

IN WITNESS WHEREOF the Board of Supervisors of Roanoke County, the City Council of the City of Roanoke, Virginia, and the Board of Supervisors of Franklin County, Virginia, and the Board of Directors of the Western Virginia Water Authority have caused these Amended and Restated Articles of Incorporation to be executed in their respective names, and their respective seals have been affixed hereto and attested by the respective secretaries and clerks of each.

WESTERN VIRGINIA WATER AUTHORITY CITY OF ROANOKE, VIRGINIA

5. Action to Be Taken. The appropriate officers of Franklin County shall take all action necessary or convenient to file and otherwise cause the Amended and Restated Articles of Incorporation to become effective.

6. Effective immediately. This resolution shall take effect immediately upon its adoption.

(RESOLUTION #01-11-2009)

BE IT THEREFORE RESOLVED, by the Board of Supervisors to adopt the aforementioned resolution as presented in its entirety.

MOTION BY: Wayne Angell
 SECONDED BY: Russ Johnson

VOTING ON THE MOTION WAS AS FOLLOWS:
 AYES: Mitchell, Hurt, Angell, Johnson, & Wagner
 ABSENT: Cundiff & Thompson

WESTERN VIRGINIA WATER AUTHORITY RESOLUTION OF ADOPTION

RESOLUTION #180 (11-09)
 OF THE
 WESTERN VIRGINIA WATER AUTHORITY

Reorganizing the Western Virginia Water Authority and providing that Franklin County, Virginia join the Authority in accordance with Virginia Code §15.2-5112

WHEREAS, the Western Virginia Water Authority (the "Authority"), a public service authority formed and existing in accordance with the provisions of Chapter 51 of Title 15.2 of the Code of Virginia, 1950, as amended, the Virginia Water and Waste Authorities Act §§ 15.2-5100-15.2-5158 (the "Act"), on September 17, 2009 approved a form of Comprehensive Agreement setting forth the terms of Franklin County, Virginia's joining the Authority as a member; and,

WHEREAS, the City Council of the City of Roanoke, Virginia (the "City") and the Boards of Supervisors of Franklin and Roanoke Counties, Virginia (the "Counties") have determined concurrently that it is in the best interests of the citizens of the City and the Counties that Franklin County join and become a member of the Western Virginia Water Authority pursuant to the provisions of the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2 of the 1950 Code of Virginia, as amended ("the Act"), and have expressed their desire to do so by the adoption of concurrent resolutions, and a public hearing has been held in accordance with the requirements of §15.2-5104 of the Act.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Western Virginia Water Authority as follows:

1. Approval of the Amended and Restated Articles of Incorporation. The Authority hereby determines that it is in the best interests of its customers that Franklin County join and become a member of the Western Virginia Water Authority and authorizes and directs the Chair to execute and deliver the Amended and Restated Articles of Incorporation of the Western Virginia Water Authority contained in Section 4 of this Resolution.

2. Reorganization of the Authority. The Western Virginia Water Authority ("the Authority") is hereby reorganized in accordance with the terms of the following Amended and Restated Articles of Incorporation.

**AMENDED AND RESTATED
 ARTICLES OF INCORPORATION
 OF THE
 WESTERN VIRGINIA WATER AUTHORITY**

The Board of Supervisors of Roanoke County, Virginia, the City Council of the City of Roanoke, Virginia and the Board of Supervisors of Franklin County, Virginia as well as the Board

of Directors of the Western Virginia Water Authority, have by concurrent resolutions adopted the following Amended and Restated Articles of Incorporation of the Western Virginia Water Authority, pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2 of the 1950 Code of Virginia, as amended) (“Act”).

ARTICLE I

The name of the Authority shall be the Western Virginia Water Authority and the address of its principal office is 601 South Jefferson Street, Roanoke, Virginia 24011.

ARTICLE II

The names of the political subdivisions participating in the Authority are Roanoke County, Virginia, the City of Roanoke, Virginia, and Franklin County, Virginia (the “Localities”), each of which hereby acknowledges, covenants, and agrees that these Amended and Restated Articles of Incorporation shall not be further amended or changed without the express agreement of each of the governing bodies of each of the Localities. 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 from the City of Roanoke and Roanoke County (1) The inclusion of additional political subdivisions in the Authority; and

(2) Additional agreement with other political subdivisions, entities, or persons, for the bulk sale of surplus water or for the acceptance and treatment of waste water.

ARTICLE III

The Board of the Authority shall consist of seven members. The names, addresses, and terms of office of the initial members of the reconstituted Board of the Western Virginia Water Authority are as follows:

Name	Address	Term of Office	
		Beginning	Ending
John P. Bradshaw, Jr.	3132 Burnleigh Road, SW Roanoke, Virginia 24014	July 1, 2009	June 30, 2010
Donald L. Davis	1031 Halliahurst Avenue Vinton, Virginia 24179	July 1, 2006	June 30, 2010
Marc Fink	Fink’s Jewelers 3545 Electric Road, SW Roanoke, Virginia 24018	July 1, 2007	June 30, 2011
R. Grayson Goldsmith	Valley Bank 36 Church Avenue Roanoke, Virginia 24001	December 1, 2007	June 30, 2011
Shirley B. Holland	161 Lila Lane Boones Mill, Virginia 24065	November 5, 2009	June 30, 2013

Robert C. Lawson, Jr.	2705 Longview Avenue, SW Roanoke, Virginia 24014	July 1, 2008	June 30, 2012
H. Odell "Fuzzy" Minnix	3314 Kenwick Trail Roanoke, Virginia 24018	July 1, 2008	June 30, 2012

Upon the expiration or vacation of the foregoing terms of office, the governing body of each participating political subdivision shall appoint the number of members set forth opposite its name below:

Roanoke County – Three, for terms of four years

City of Roanoke – Three, for terms of four years

Franklin County – One, for a term of four years

The governing body of each of the Localities shall be empowered to remove at any time, without cause, any member appointed by it and to appoint a successor member to fill the unexpired portion of the removed member's term.

Each Board member shall be reimbursed by the Authority for the amount of actual expenses incurred in the performance of Authority duties.

ARTICLE IV

The purposes for which the Authority is being reorganized are to exercise all the powers granted to the Authority to acquire, finance, construct, operate, manage and maintain water, waste water, sewage disposal and storm water control systems and related facilities pursuant to the Act. The Authority shall have all of the rights, powers, and duties of an authority under the Act.

It is not practicable to set forth herein information regarding preliminary estimates of capital costs, proposals for specific projects to be undertaken, or initial rates for services of the proposed projects.

ARTICLE V

The Authority shall serve Roanoke County, the City of Roanoke, and Franklin County, Virginia, and, to the extent permitted by the Act and the terms of these Articles, such other public or private entities as the Authority may determine upon the terms and conditions established pursuant to appropriate contracts, either within or without Roanoke County, the City of Roanoke, or Franklin County, Virginia.

ARTICLE VI

The Authority shall cause an annual audit of its books and records to be made by an independent certified public accountant at the end of each fiscal year and a certified copy thereof to be filed promptly with the governing body of each of the incorporating political subdivisions.

IN WITNESS WHEREOF the Board of Supervisors of Roanoke County, the City Council of the City of Roanoke, Virginia, and the Board of Supervisors of Franklin County, Virginia, and the Board of Directors of the Western Virginia Water Authority have caused these Amended and Restated Articles of Incorporation to be executed in their respective names, and their respective seals have been affixed hereto and attested by the respective secretaries and clerks of each.

WESTERN VIRGINIA WATER AUTHORITY CITY OF ROANOKE, VIRGINIA

NOW, THEREFORE, the Board of Directors of the Western Virginia Water Authority hereby approves the forgoing Amended and Restated Articles of Incorporation;

AND BE IT FURTHER RESOLVED, that the Chair and Secretary are hereby authorized and directed to execute, deliver and file the Amended and Restated Articles of Incorporation and all other documents, certificates and instruments and to take all such further action as may be necessary or desirable in connection with and that are in conformity with the purposes and intent of this resolution.

This resolution shall take effect immediately.

CERTIFICATION

The undersigned secretary of the Western Virginia Water Authority does hereby certify that the foregoing is a true, complete and correct Resolution adopted by a vote of a majority of the Directors of the Western Virginia Water Authority, present at a regular meeting of the Board of Directors of the Western Virginia Water Authority duly called and held November 5, 2009, at which a quorum was present and acting throughout, and that the same has not been amended or rescinded and is in full force and effect as of the date of this certification, November __ 2009.

WESTERN VIRGINIA WATER AUTHORITY WAS ADOPTED 11/5/2009

Chairman Wagner adjourned the meeting.

CHARLES WAGNER
CHAIRMAN

RICHARD E. HUFF, II
COUNTY ADMINISTRATOR