

At the regular meeting of the Nelson County Service Authority held on August 15, 2019 at the Nelson County Service Authority, Administrative Building thereof:

Present: David S. Hight, Chairman
Gary L. Sherwood, Vice-Chairman
Jesse Rutherford
Ernie Reed
Justin Shimp
George Miller, Executive Director
Jennifer Fitzgerald, Secretary/Treasurer

Absent: Jim Bowling, Attorney

AGENDA ITEM 1. APPROVAL OF MINUTES

On a motion duly made by Mr. Sherwood, seconded by Mr. Shimp, with Mr. Shimp voting yes, Mr. Rutherford absent during vote, Mr. Reed abstaining, Mr. Sherwood voting yes and Mr. Hight voting yes the following was resolved:

BE IT RESOLVED, That the Nelson County Service Authority Board of Directors does hereby approve the minutes of the July 18, 2019 Public Hearing and Annual meeting.

AGENDA ITEM 2. OFFICE MANAGER'S REPORT

Mrs. Fitzgerald presented the Treasurer's Report for July 2019.

Mrs. Fitzgerald provided the legal services agreement prepared by Mr. Jim Bowling for the Wintergreen WWTP project.

On a motion duly made by Mr. Sherwood, seconded by Mr. Shimp, with Mr. Shimp voting yes, Mr. Rutherford absent during vote, Mr. Reed voting yes, Mr. Sherwood voting yes and Mr. Hight voting yes the following was resolved:

BE IT RESOLVED, That the Nelson County Service Authority Board of Directors does hereby authorize Mr. Hight, Chairman to sign the legal services agreement for the Wintergreen WWTP project.

Mrs. Fitzgerald reported the Schuyler STP project is on hold until Rural Development funding has been allocated for their new fiscal year, which begins in October.

Mrs. Fitzgerald presented a copy of the Wintergreen and Gladstone Water Treatment Plant, Emergency Management Plan for Extended Power Outages as required by the Virginia Department of Health. Both have been submitted to VDH and are available at both locations should an emergency arise.

AGENDA ITEM 3. EXECUTIVE DIRECTOR'S REPORT

Mr. Miller reported the relocation of the fluoride system at the Wintergreen WTP has been completed.

Mr. Miller reported he has been in contact with Mr. Eric Millard with DEQ in reference to the maintenance dredging of the Black Creek Reservoir. Mr. Miller is waiting for Mr. Millard to coordinate with the Army Corp of Engineers to provide a permit for the dredging. Mr. Miller has contacted Mr. Massie Saunders to survey the depth of the Black Creek Reservoir. The original bottom elevation of the reservoir was 610 feet above sea level when built.

On a motion duly made by Mr. Shimp, seconded by Mr. Sherwood, with Mr. Shimp voting yes, Mr. Rutherford absent during vote, Mr. Reed voting yes, Mr. Sherwood voting yes and Mr. Hight voting yes the following was resolved:

BE IT RESOLVED, That the Nelson County Service Authority Board of Directors does hereby approve to move forward with Mr. Massie Saunders surveying the depth of the existing Black Creek Reservoir.

Mr. Miller provided a copy of the Wintergreen Consent Order and reiterated there is no fine because of being proactive with DEQ and working with this plant replacement for the last 5 years.

On a motion duly made by Mr. Sherwood, seconded by Mr. Reed, with Mr. Shimp voting yes, Mr. Rutherford voting yes, Mr. Reed voting yes, Mr. Sherwood voting yes and Mr. Hight voting yes the following was resolved:

BE IT RESOLVED, That the Nelson County Service Authority Board of Directors does hereby authorize Mr. Miller to sign the Wintergreen WWTP consent order.

AGENDA ITEM 4. DIRECTOR'S COMMENTS

None

AGENDA ITEM 5. PUBLIC COMMENTS

None

AGENDA ITEM 6. CLOSED SESSION

On a motion duly made by Mr. Rutherford, seconded by Mr. Shimp, with Mr. Shimp voting yes, Mr. Rutherford voting yes, Mr. Reed voting yes, Mr. Sherwood voting yes and Mr. Hight voting yes the following was resolved:

BE IT RESOLVED, That the Nelson County Service Authority Board of Directors does hereby enter into Closed Session pursuant to the Virginia Code §2.2-3711 (A)(1), a personnel matter involving performance evaluation of the Executive Director.

On a motion duly made by Mr. Rutherford, seconded by Mr. Sherwood, with Mr. Shimp voting yes, Mr. Rutherford voting yes, Mr. Reed voting yes, Mr. Sherwood voting yes and Mr. Hight voting yes the following was resolved:

BE IT RESOLVED, That the Nelson County Service Authority Board of Directors does hereby return to regular session.

On a motion duly made by Mr. Rutherford, seconded by Mr. Sherwood, with Mr. Shimp voting yes, Mr. Rutherford voting yes, Mr. Reed voting yes, Mr. Sherwood voting yes and Mr. Hight voting yes the following was resolved:

BE IT RESOLVED, That the Nelson County Service Authority Board of Directors does hereby authorize a 4% merit raise for Mr. George Miller, Executive Director based on his performance evaluation.

AGENDA ITEM 7. ADJOURNMENT

On a motion duly made by Mr. Sherwood, seconded by Mr. Reed, with Mr. Shimp voting yes, Mr. Rutherford voting yes, Mr. Reed voting yes, Mr. Sherwood voting yes and Mr. Hight voting yes the following was resolved:

BE IT RESOLVED, That the Nelson County Service Authority Board of Directors does hereby adjourn this meeting until September 19, 2019.

Prepared by: 

LEGAL MATTERS: Section §2.2-3711 (A)(1) of the State Code of Virginia

MOTION: RUTHERFORD

SECOND: SHIMP

DATE: AUGUST 15, 2019

CERTIFICATION OF EXECUTIVE MEETING

WHEREAS, the Nelson County Service Authority Board of Directors has convened an executive 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, Section §2.2-3711(A)(1) of the Code of Virginia requires a certification by the Nelson County Service Authority Board of Directors that such executive meeting was conducted in conformity with Virginia law;

Now, THEREFORE, BE IT RESOLVED that the Nelson County Service Authority Board of Directors hereby certifies that, to the best of each member's knowledge (1) only business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the executive meeting to which this certification resolution applies, and (2) only such public business matters as were identified in the motion convening the executive meeting were heard, discussed, or considered by the Nelson County Service Authority Board of Directors.

VOTE: 5

AYES: 5

NAYES: 0

ABSENT DURING VOTE: 0

ABSENT DURING MEETING: 0


Secretary of the Nelson County Service Authority Board of Directors

ST. JOHN, BOWLING, LAWRENCE & QUAGLIANA, LLP

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RETIRED
George R. St. John

August 12, 2019

Nelson County Service Authority
George T. Miller, Jr., Executive Director
Jennifer Fitzgerald, Office Manager/Secretary
Post Office Box 249
Lovingston, Virginia 22949

Re: Nelson County Service Authority
Interim Financing
Legal Services Agreement – St. John, Bowling, Lawrence & Quagliana, LLP

Dear Mr. Miller and Ms. Fitzgerald:

This letter will confirm our engagement as counsel to Nelson County Service Authority (the "Authority"), in connection with the interim bank financing and permanent USDA financing to pay the capital costs to (i) acquire, construct, reconstruct, upgrade, expand, and equip the Authority's wastewater system and facilities related thereto, including but not limited to replacing the existing Wintergreen wastewater treatment plant with a new 0.3 MGD membrane bioreactor plant, improving the Wintergreen sewer collection system, including manhole and sewer line replacement and rehabilitation, and related appurtenances, and (ii) pay issuance costs in connection with the financing (the "Project").

The Project is being financed on a long-term, permanent basis pursuant to the terms set forth in that certain Letter of Conditions from the United States of America, acting through Rural Utilities Services, an agency of the United States Department of Agriculture ("RUS") to the Authority, dated April 29, 2019 (the "Letter of Conditions"). As part of the requirements of RUS under the Letter of Conditions, RUS has required a separate interim financing for the Project.

Our services to the Authority include reviewing all loan documentation and guiding the Authority through the interim and RUS loan approval process under the direction of bond counsel. We will coordinate directly with bond counsel and, as may be required, bank officials, bank counsel, RUS officials, and Office of General Counsel (OGC), as necessary, in order for the Authority to comply with interim loan requirements and federal loan financing requirements by RUS. Upon the pertinent closings of the interim and RUS loans to the Authority, we will render the required counsel opinions on behalf of our law firm (as required by the interim lender and

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Francesca E. Fornari: fef@stlawva.com

RUS). We will be directly responsible for handling real estate matters (referenced as "Facility Control" under the Letter of Conditions) and the narrative opinion regarding permits in connection with this RUS loan to the Authority.

Our counsel rates are \$225.00 per hour. At this time, we reasonably anticipate that our firm will perform services for the Authority for counsel fees in an amount not to exceed approximately \$18,000.00 related to both the interim and permanent RUS financing.

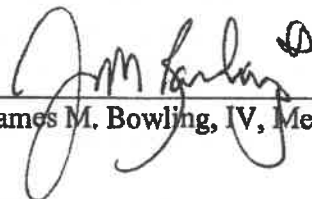
The Authority will be responsible to reimburse our law firm for other actual out-of-pocket charges incurred in connection with this transaction, such as mailing charges and fees for certified copies of documents. In addition, to the extent that we can provide legal services for less than such maximum aggregate amount, we will only charge the Authority such lesser amount in order to reflect our *actual* attorney and paralegal time expended to represent the Authority in connection with these matters.

In the event of circumstances such that the services would entail presently unforeseen issues for us to address as legal counsel, I will contact you. At that time, we would then need to discuss and agree upon any additional fees that would be anticipated.

We will use our best efforts to represent the Authority in connection with the interim financing and RUS financing, but our firm can give no assurances or guarantees as to the final outcome for actual receipt of bank interim funds or permanent loan funds from RUS for the purposes set forth in the Letter of Conditions to the Authority.

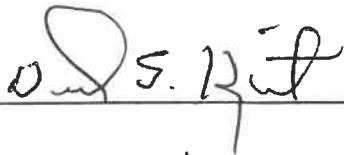
If the foregoing terms are acceptable, please sign this letter and return one executed copy to me for our client file records. I look forward to our continuing relationship to accomplish this important project for the Authority.

Sincerely,
St. John, Bowling, Lawrence & Quagliana, LLP

By:  _____
James M. Bowling, IV, Member

On behalf of the Authority the foregoing letter agreement is accepted regarding counsel services in connection with the Project undertaken by the Authority and funded by an interim loan, and on a long-term basis by RUS, all as described above.

NELSON COUNTY SERVICE AUTHORITY

By: 
Its: Chairman

