BOARD OF SUPERVISORS
COUNTY OF NEW KENT
VIRGINIA

R-17-08

At the regular meeting of the Board of Supervisors of the County of New Kent in the Boardroom of the Administration Building in New Kent, Virginia, on the 8th day of September, 2008:

Present:	Vote:
W. R. Davis, Jr.	Aye
Thomas W. Evelyn	Aye
D. M. Sparks	Aye
Stran L. Trout	Aye
James H. Burrell	Aye

Motion was made by Mr. Trout, which carried 5:0 to adopt the following resolution:

RESOLUTION REVISING CENTRAL VIRGINIA WASTE MANAGEMENT AUTHORITY ARTICLES OF INCORPORATION

WHEREAS, the Central Virginia Waste Management Authority was created in 1990 pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2 of the Code of Virginia (1950), as amended) (hereinafter the "Act") to facilitate improved waste management practices to protect the health, safety and welfare of citizens of the Central Virginia region; and

WHEREAS, the Central Virginia Waste Management Authority was formed pursuant to the requirements of the Act by thirteen localities in the Central Virginia region including the Cities of Colonial Heights, Hopewell, Petersburg and Richmond, the Town of Ashland and the Counties of Charles City, Chesterfield, Goochland, Hanover, Henrico, New Kent, Powhatan and Prince George, which still comprise the Authority; and

WHEREAS, the Central Virginia Waste Management Authority developed, in accordance with the Commonwealth's Solid Waste Management Plan requirements a comprehensive and integrated solid waste management plan that at a minimum considers and addresses all components of the waste management hierarchy (source reduction, reuse, recycling, resource recovery, incineration and land filling) for the twenty year period 2004-2024 on behalf of all thirteen member localities; and

WHEREAS, the Central Virginia Waste Management Authority, as the solid waste planning unit for the thirteen member localities, gathers the data necessary from recycling processors in the region and reports the annual recycling rate to the Virginia Department of Environmental Quality; and

WHEREAS, the Central Virginia region's recycling rate (50.3% in 2007) has consistently exceeded the Commonwealth's requirements imposed on each locality to recycle 25% of the solid waste generated in each locality; and

WHEREAS, the Central Virginia Waste Management Authority, since its inception in 1990, has successfully developed recycling and solid waste programs through cost-effective and efficient contracts with the private sector to benefit the recycling and solid waste needs of its members; and

WHEREAS, the original Articles of Incorporation of the Authority were adopted and approved by the governing bodies of each member locality and were then filed and approved by State Corporation Commission on December 20, 1990; and

WHEREAS, the Board of Directors of the Central Virginia Waste Management Authority has reviewed and approved updating and revising the existing Articles of Incorporation to include: 1) updating the Virginia Code Section under which the Authority was formed; 2) updating current address, current practices, and other administrative information regarding the Authority; 3) strengthening the language encouraging localities to appoint alternate members to the Board to ensure full and proper representation at all times; and 4) adjusting the population basis used for determining the number of Board members from each member locality to reflect the changes in population since inception in an effort to keep the membership and makeup of the Board intact; and

WHEREAS, the Virginia Water and Waste Authorities Act requires that any revisions to the existing Articles of Incorporation be ratified and approved by the governing bodies of all thirteen member localities prior to filing with the State Corporation Commission; and

WHEREAS, the Central Virginia Waste Management Authority respectfully requests approval of the first revision to the Authority's Articles of Incorporation outlined above and authorization to file the amended Articles of Incorporation with the State Corporation Commission in accordance with the Virginia Water and Waste Authorities Act.

NOW THEREFORE BE IT RESOLVED that the New Kent County Board of Supervisors hereby approves the attached First Amended Articles of Incorporation of the Central Virginia Waste Management Authority, in accordance with the Virginia Water and Waste Authorities Act; and

BE IT FURTHER RESOLVED that this resolution shall take effect from the date of its adoption; and

BE IT FURTHER RESOLVED that the New Kent County Board of Supervisors authorizes and directs the County Administrator to execute all necessary documents to implement this resolution subject to approval as to form by its County Attorney.

John A. Budesky
County Administrator

James H. Burrell
Chairman

FIRST AMENDED ARTICLES OF INCORPORATION (DRAFT)

OF

CENTRAL VIRGINIA WASTE MANAGEMENT AUTHORITY

1. The following political subdivisions hereby create an authority pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2 of the Code of Virginia (1950), as amended) (hereinafter the "Act") and are the incorporating political subdivisions of this authority: Charles City County, Chesterfield County, Goochland County, Hanover County, Henrico County, New Kent County, Powhatan County, Prince George county, City of Colonial Heights, City of Hopewell, City of Petersburg, City of Richmond and the Town of Ashland. The political subdivisions that have joined this authority either by incorporating it or later joining it in accordance with the Act, and that have not subsequently withdrawn from this authority shall be referred to herein as the "Member Localities."

2. The name of the authority shall be the "Central Virginia Waste Management Authority" (hereinafter the "Authority") and the address of its principal office shall be 2100 West Laburnum Avenue, Suite 105, Richmond, Virginia 23227.

3. The powers of the Authority shall be exercised by a Board of Directors ("Board"). In accordance with paragraph 8 of these Articles, the governing body of each Member Locality shall appoint at least one of its residents to the Board and shall appoint an alternate for each Board member. Each alternate may attend meetings of the Board but shall be entitled to vote only in the absence of the alternate's designated Board member. All Board members and alternates appointed to succeed the initial Board shall be appointed to the Board for a term of at least one year. The governing body of each Member Locality shall determine the term of the office of its designated Board members and alternates, which shall be for a term of years not to exceed four years. Each Board member and his/her alternate shall hold office until their successors have been appointed by the applicable Member Locality. Board members and alternates may also succeed themselves.

4. The names and addresses of the first Board members, the names of appointing Member Localities and the dates of expiration of the terms of the first Board members, are as follows:

Name and Address	Appointing Member Locality	Expiration of Term
Fred A. Darden Rt. 1, Box 175-H Charles City, VA 23030	Charles City County	02-01-92
William H. Howell 2101 Gateshead Drive Richmond, VA 23235	County of Chesterfield	12-31-93

Robert L. Dunn 4105 Millwood Road Chester, VA 23831	County of Chesterfield	12-31-93
Stewart Pouliot 4030 Litchfield Drive Chesterfield, VA 23832	County of Chesterfield	12-31-93
Gregory K. Wolfrey 518 Edgehill Wood Drive Manakin-Sabot, VA 23103	County of Goochland	12-31-93
Virginia Curd Route 1, Box 495-A Mechanicsville, VA 23111	County of Hanover	01-24-94
Susan Brenzovich 5894 Tangle Ridge Drive Mechanicsville, VA 23111	County of Hanover	03-30-94
P. T. Rutledge, Jr. 9350 Wallo Road Richmond, VA 23231	County of Henrico	12-31-93
William S. Dewhirst 2408 Raymond Drive Richmond, VA 23228	County of Henrico	12-31-93
John L. Joyner 12200 Country Creek Way Glen Allen, VA 23060	County of Henrico	12-31-93
Robert A. Boroughs HCR-01, Box 95 Barhamsville, VA 23011	County of New Kent	12-31-93
Paul N. Adkins 2578 Judes Ferry Road Powhatan, VA 23139	County of Powhatan	12-31-91
John G. Kines, Jr. 10905 Appletree Lane Hopewell, VA 23860	County of Prince George	12-31-93
Robert E. Taylor 4523 Berkshire Lane Colonial Heights, VA 23834	City of Colonial Heights	12-31-93
Clinton H. Strong 813 Smithfield Avenue	City of Hopewell	12-31-93

Hopewell, VA 23860		
Richard M. Brown 1608 Drury Road Petersburg, VA 23803	City of Petersburg	12-31-93
Wayland W. Rennie, Sr 1401 Wilmington Avenue Richmond, VA 23227	City of Richmond	12-31-93
Betty Byrne Ware 6317 Ridgeway Road Richmond, VA 23226	City of Richmond	12-31-93
Charles M. Williams, Jr. 3818 W. Weyburn Road Richmond, VA 23235	City of Richmond	12-31-93
David W. Reynal 112 Five Oaks Lane Ashland, VA 23005	Town of Ashland	12-31-93

5. The Authority's purposes are to plan, acquire, construct, reconstruct, improve, extend, operate, contract for and maintain any garbage and refuse collection, transfer and disposal program or system including waste reduction, waste material recovery, recycling as mandated by law or otherwise, resource recovery, waste incineration, landfill operation, ash management, sludge disposal from water and wastewater treatment facilities, household hazardous waste management and disposal and similar programs or systems, within one or more of the Member Localities..

6. Except as otherwise provided in the following sentence, the Authority shall be an instrumentality exercising public and essential governmental functions to provide for the public health and welfare and, accordingly, the Authority shall have all the authority and all those powers set forth in the Act as it may be amended from time to time. Unless the Board members unanimously vote otherwise, it shall not be an Authority purpose nor shall the Authority have any power or authority to create or operate a water system or wastewater or sewerage system, or to engage in any project which creates or operates a water system or wastewater or sewerage system, provided, however, that this limitation shall not be deemed to be applicable to sludge disposal from water and wastewater treatment facilities. Further, none of the powers granted by the Act shall be exercised by the Authority in the construction, improvement, maintenance, extension or operation of any water system or wastewater or sewerage system, which, in whole or in part, shall duplicate other authorities existing under this Act which serve substantially the same purposes and area.

7. The Authority's Fiscal Year ("Fiscal Year") shall be July 1 through June 30. At the end of each of its Fiscal Years, the Authority shall cause to be made an annual audit of its books and records by an independent certified public accountant, to standards established by the Auditor of Public Accounts, as required by law, and a certified copy of

same shall be filed within three (3) months thereof with the Auditor of the Public Accounts and with the governing body of each of the Member Localities.

8. A majority of Board members shall constitute a quorum, and the vote of a majority of Board members shall be necessary for any action taken by the Authority, except as otherwise provided herein. Each of the Authority's Member Localities shall be entitled to no less than one (1) and to no more than three (3) members, all of whom shall serve on the Board. The number of Board members from each Member Locality shall be determined as follows:

County, City or Town Population Basis	Number of Members
0 - 75,000	1
75,001 - 150,000	2
150,001 +	3

9. During the pre-incorporation period from January 1, 1990 through the issuance of the Certificate of Incorporation by the State Corporation Commission, the Authority shall be financed by the Richmond Regional Planning District Commission and the Crater Planning District Commission. The amount of the financing shall be made available through special per capita dues assessed by the respective Planning District Commissions of the incorporating Member Localities. These funds shall be used to pay costs incurred by the respective Planning District Commissions to organize and incorporate the Authority and to support activities of the Authority's initial Board of Directors.

10. By the last day of December of the then current fiscal year, the Authority shall develop and adopt, by an affirmative vote two-thirds (2/3) of the Board members, an annual budget ("Annual Budget") for the subsequent fiscal year. The Authority's fiscal year shall be July 1 through June 30. The Annual Budget shall be developed and proposed by the Authority's Executive Director. The Annual Budget shall be comprised of a general operating fund (the "general operating fund") and of special project funds (the "special project fund"). The Authority's costs for administrative and operational activities, including advertisement, general planning, education and the promotion of recycling and waste management, shall be paid from funds in the general operating fund. The general operating fund for Fiscal Year 1990-1991 shall be funded by contributions from the Member Localities at a rate of $0.50 per person per Member Locality (the "general operating fund contribution rate"). The Board may thereafter increase or decrease the general operating fund contribution rate by an affirmative vote of three-fourths (3/4) of the Board members.

If the Certificate of Incorporation is issued by the State Corporation Commission between January 1, 1991, and June 30, 1991, the Authority shall adopt an Annual Budget for the Fiscal Year July 1, 1991 – June 30, 1992, by June 30, 1991, the contributions to which Annual Budget shall not exceed $0.50 per person per Member Locality.

Population totals to determine both the number of Board members and the general operating fund contribution rate shall be based upon either the most recent decennial census or the most recent final population estimates from the Center for Public Service, University of Virginia, whichever population total is more current. Any increase or decrease to the number of members on the Board allocated to a Member Locality caused by a population change shall be effective sixty (60) days following publication of the population estimates referenced herein.

11. The Authority from time to time may operate certain management projects (the "Special Projects") within one or more of the Member Localities. Each Special Project, including detailed planning, advertisement and promotion thereof, shall be funded on a basis separate and apart from the Authority's general operating fund, except for general operating fund overhead costs allocable to each Special Project. Each Member Locality may determine, in its sole discretion, whether to participate in any Special Project. The foregoing notwithstanding, the Authority may contribute general operating funds to Special Projects upon an affirmative vote of two-thirds (2/3) of the Authority's Board members, provided, however, that when a Special Project becomes operative, any sums so contributed shall be reimbursed to the general operating fund. No Member Locality shall impose or attempt to impose on the Authority any host community fee or payment in lieu of tax assessment related to a Special Project operated by the Authority.

12. Contributions to the Authority's initial general operating fund for the Fiscal Year 1990-1991 are as follows:

Member Locality	1987 Population	Cost Per Person Per Year (1990-1991)	Total Costs
Charles City County	6,500	$0.50	$3,250.00
Chesterfield County	179,400	0.50	89,700.00
Goochland County	13,300	0.50	6,650.00
Hanover County	51,540	0.50	25,770.00
Henrico County	202,000	0.50	101,000.00
New Kent County	10,600	0.50	5,300.00
Powhatan County	13,600	0.50	6,800.00
Prince George County	26,700	0.50	13,350.00
City of Colonial Heights	17,300	0.50	8,650.00
City of Hopewell	24,200	0.50	12,100.00
City of Petersburg	40,900	0.50	20,450.00
City of Richmond	215,200	0.50	107,600.00
Town of Ashland	4,960.00	0.50	2,480.00
TOTAL	806,200		$403,100.00

13. Expenses from the Authority's initial general operating fund for the Fiscal Year 1990-1991 are projected to be as follows:

Activity	Cost
Direct Salaries	$130,000.00
Fringe Benefits	49,400.00
Overhead	9,000.00
Direct Expenses	38,200.00
Accounting, legal and other consultants	152,500.00
Furniture, Equipment, Automobile	24,000.00
TOTAL	$403,100.00

The governing body of each Member Locality hereby finds that a preliminary estimate of capital costs, project proposals and project service rate estimates for specific projects is impracticable, as of the date of filing these Articles of Incorporation.

14. Member Localities may join or withdraw from the Authority in accordance with the requirements of the Act.

15. The Authority's Board of Directors may adopt and amend in the manner prescribed by the Act or by other applicable law, any and all bylaws, rules and regulations, not in conflict with these Articles or the laws of the Commonwealth of Virginia, which are necessary or desirable for the conduct of the Authority's business.

16. The Authority shall expire fifty (50) years from the date of issuance of its Certificate of Incorporation, unless extended as provided by the Act.

17. These Articles may be amended in the manner prescribed by the Act or by other applicable law.