

A regular meeting of the Board of Members of Rapidan Service Authority was held on January 15, 2025, at the Orange County Public Safety Building, Orange, VA.

A quorum was present and the meeting was called to order at 2:00 p.m., followed by the Pledge of Allegiance.

Present:	Members:	Coppage, Davies, Elliott, Johnson, Marshall
	Staff:	G.M. Clemons, Asst. G.M. Jarrell, D.A. Gaskins
	Attorney:	Stefan Calos

Since D.A. Gaskins will be leaving RSA in early February and RSA will need an additional individual authorized to conduct banking affairs, G.M. Clemons added a proposed resolution as item 7H to the agenda to deal with the matter. The revised agenda for the meeting was adopted on a motion by Coppage, seconded by Marshall, and passed on a unanimous voice vote.

The annual election of Board officers then took place. The current officers are Mr. Johnson (Chairman), Mr. Coppage (Vice-Chairman) and G.M. Clemons, (Secretary-Treasurer). D.A. Gaskins currently serves as Assistant Secretary-Treasurer, and G.M. Clemons recommended that Asst. G.M. Jarrell take on that role. Coppage made a motion, seconded by Marshall, to re-elect the current slate of officers with Asst. G.M. Jarrell serving as Assistant Secretary-Treasurer. The motion passed unanimously on a voice vote.

The minutes of the December 18, 2025 meeting were approved on a motion by Davies, seconded by Elliott, and passed unanimously on a voice vote.

There was no public comment and no customer requests presented.

During the opportunity for Board comment, Mr. Davies expressed concern that a customer had contacted him indicating that he had been threatened with potential cut-off without sufficient notice and that his payment check had been destroyed. G.M. Clemons and D.A. Gaskins explained RSA's cut-off procedures – RSA does not cut anyone off until they are two months overdue on their bill - and confirmed that there had been an incident where 40 – 50 checks were mistakenly destroyed. However, RSA employees had reached out to all those affected by the incident so that they could make a replacement payment. G.M. Clemons asked Mr. Davies to forward the information regarding the person who had contacted him so that he might check into the matter further.

RSA and the Board then recognized Trace Gaskins, who is leaving RSA and moving to South Carolina, with a plaque in honor of his 12 years of service. Members of the Board expressed appreciation for his service to RSA and for his prompt help whenever they had questions and wished him well on his move.

Asst. G.M. Jarrell then updated the Board with regard to the consent order RSA entered into with the Virginia Board of Health last June. RSA worked with the local DEQ office to develop a corrective action plan and has included the 2nd update on this plan in the Board packet. (These items are also available for viewing on RSA's website.) RSA is moving forward, but one major item – an asset management plan – will take a considerable amount of time. RSA is still working on assessing the condition of its field assets

such as pipes and valves and will keep the Board updated at six-month intervals, as the work progresses. RSA will probably also use a consultant to work on the asset management plan as the plan needs to be comprehensive and useful for many years to come.

Asst. G.M. Jarrell then gave an update on several of RSA's capital projects. With regard to the Madison WWTP Upgrade, RSA is currently responding to Madison County's site comments and does not anticipate any problems there. The expected grant is \$3.2 million, which is higher than initially expected but reflects the fact that the cost of the upgrade is higher than originally expected. As soon as the site plan approval is received, the contractor will be able to start demolition. The plant construction project does not include the force main and new outfall at the Robinson River, which has to be completed before RSA can actually increase customers and volume to the plant. RSA expects to complete the plant project during the third quarter of 2027 and anticipates the outfall project being completed in the same timeframe..

The next project is the Route 20 Metering & Pressure Reduction Vault. RSA has already had a site visit with the Town of Orange, and work can begin as soon as materials are received. It should not take long and has an estimated completion date for the second quarter of 2026.

The third project is the Lake of the Woods Vacuum Sewer Monitoring. As a result of a study in 2024, it was recommended that RSA add an alert system at high-risk sites around the lakes to minimize the impact on surface water in the event of an equipment malfunction. RSA has received two bids for the project, both from companies whose work they are familiar and comfortable. Staff are scoring the bids now and hope to be back to the Board next month with a recommendation for bid award.

The Lake of the Woods Vacuum Pump Station Upgrades is the next project. As a result of the 2024 study, RSA is seeking to upgrade the 13 pump stations in Lake of the Woods, and a fee has been implemented to help fund this project. Legal counsel is working to develop the necessary procurement documents required. It is a very large project and correct financing of the project (estimated cost - \$23 million) will be important. There are possibilities of grants and/or legislative-directed financing, and RSA will come back to the Board as needed to help obtain these resources.

The final project is the Wilderness WTP Phase 2 Expansion. This is in the preliminary engineering stage. One of RSA's consultants is investigating the activated carbon treatment which would take care of taste and odor issues, disinfection by-products and emerging contaminants that are not yet fully known. The expansion would build on the Phase 1 additions recently completed and would include additional raw water storage, pre-treatment facilities and finished water storage. This is another high-cost project (estimated cost - \$31 million), and much work would need to be done by the Board and staff before proceeding.

RSA has also posted a job position for a capital projects manager who would work with consultants and engineers from design to finish on the projects. Additionally, the current consulting engineering contracts expire in May and June, and RSA will be evaluating their current consultants and posting RFPs for future contracts.

Asst. G.M. Jarrell then gave an update on the lead service line inventory update mandated by the EPA. Staff have worked diligently on this project and have not found any lead pipes in RSA's water systems to date. Letters have been sent to customers with unknown service lines, and RSA will be working over the next two years to reclassify any remaining unknown lines. RSA has posted extensive information about

the project on its website and provided a link for customers to look up information about their own service lines.

The banking resolution added to the agenda at the beginning of the meeting was then brought to the Board for approval. The resolution allows G.M. Clemons and RSA's accountant, Cindy Breeden, to open accounts with financial institutions and perform financial transactions on RSA's behalf, designates the General Manager as a trustee of RSA's Deferred Compensation Plan and Defined Contribution Plan, and empowers the RSA Board officers to execute and deliver the usual resolutions required by various financial institutions to evidence the authority contained therein. On a motion by Davies, seconded by Coppage, the resolution was approved on a roll call vote.

G.M. Clemons then gave his report. He has checked into logistics for the suggested RSA Board retreat and scheduled the Orange County Airport conference room for the meeting. The retreat will begin at 9:00 a.m. on January 29, and lunch will be provided.

G.M. Clemons then announced that DEQ placed the Lower Piedmont counties of Virginia under a drought watch. The situation is not yet critical, but we do need rain and G.M. Clemons thought the Board should be aware of the designation.

He then informed the Board that there is a conflict with the use of the Madison County Administration Building for next month's meeting, and RSA will therefore be having its February meeting at the Madison County Volunteer Fire Station. He reminded the Board members that have not done so to please complete and return their required annual financial disclosure forms.

G.M. Clemons indicated that RSA had finished 2025 in decent financial shape and then closed his report by announcing his resignation effective June 27. He expressed appreciation for the people he had worked with over his many years in the water industry and for the opportunity he had to fulfill many of his goals for RSA as General Manager.

Attorney Calos then gave his report. He expressed appreciation for the service of D.A. Gaskins and said that he would be saying more about G.M. Clemons as we get closer to June 27. He reiterated the fact that RSA's participation in the PFAS settlements had been a good choice even though he was not able to bring an anticipated additional check with him that day.

The Board then went into closed session at 2:34 p.m. after unanimously passing on a voice vote the following motion made by Coppage, seconded by Elliott (motion attached).

Upon leaving the closed session at 3:11 p.m., each member of the Board individually certified that only permissible topics had been discussed during the closed session.

With no further business to discuss, on a motion by Davies the Board voted unanimously to adjourn at 3:13 p.m.


Chairman

**MOTION TO ENTER INTO CLOSED SESSION AT
THE ANNUAL MEETING OF THE BOARD OF MEMBERS OF THE
RAPIDAN SERVICE AUTHORITY ON JANUARY 15, 2026**

I move that the Board of Members of the Rapidan Service Authority enter into closed session for the following, pursuant to Virginia Code section 2.2-3711(A)(1) and (7), respectively:

Discussion and consideration of the resignation (retirement) of RSA's general manager, and consultation with legal counsel and briefings by staff members pertaining to probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of RSA.

Motion by: Coppage

Seconded by: Elliott

The motion passed unanimously by voice vote.

Upon leaving the closed session and entering back into open session, please state the following:

Pursuant to Virginia Code § 2.2-3712(D), (i) only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act, and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed, or considered in the closed meeting by the RSA board. Should any members of the board believe that there was a departure from the foregoing requirements, please so state at this time, prior to the vote, and indicate the substance of the departure that, in their judgment, has taken place.

I would ask each Board Member to certify that the foregoing requirements were met, by saying "AYE".

Coppage	<u> X </u>
Davies	<u> X </u>
Elliott	<u> X </u>
Johnson	<u> X </u>
Marshall	<u> X </u>

All Board Members certified by saying "AYE", except _____

RESOLUTION

RESOLVED, that Timothy L. Clemons, as General Manager, and Cindy A. Breeden, as Accountant, of Rapidan Service Authority (RSA) are authorized and empowered to open account(s) with any financial institution authorized to conduct business in Virginia; to draw check(s) or draft(s) on the accounts of RSA with all financial institutions in which it now or may hereafter have account(s); to negotiate savings instrument(s); to sell stock(s) or any negotiable instrument(s); to invest, reinvest, or deposit the proceeds of the same; and to perform on behalf of RSA such other financial transaction(s) in the ordinary course of its business;

RESOLVED, that the General Manager is hereby designated as a trustee of RSA's Rapidan Service Authority Deferred Compensation Plan and RSA's Rapidan Service Authority Defined Contribution Plan with all the rights and duties thereof;

RESOLVED, that the RSA Chairman or Vice-Chairman and, if necessary, the RSA Secretary or Assistant Secretary are empowered to execute and deliver the usual resolutions required by the various financial institutions to evidence the authority contained herein; and

RESOLVED, that all prior resolutions authorizing other persons to act on behalf of RSA in connection with matters set forth above are hereby revoked and replaced by this Resolution; provided, however, that such revocation shall not affect acts in process; and

RESOLVED, that a copy of this resolution signed by the RSA Chairman or Vice-Chairman shall be evidence of the actions authorized herein.

ADOPTED this 15th day of January, 2026


R. Mark Johnson, Chairman


Timothy L. Clemons, General Manager