

A special meeting of the Board of Members of Rapidan Service Authority was held on March 3, 2026, at the Orange County Airport, conference room, in Orange County, VA.

A quorum was present and the meeting was called to order at 9:00 a.m.

Present:	Members:	Coppage, Davies, Elliott, Johnson, Marshall
	Staff:	G.M. Clemons, Asst. G.M. Jarrell, MFAS Natalya Franchuck
	Attorney:	Stefan Calos
	Guests:	Bryan Nicol, Press

The meeting opened with comments from Mark Johnson, chairman, acknowledging that this is the first of this type of meeting for the service authority. He further commented that RSA has been in the process of changing over the past few years and that with the current GM retiring soon, more changes are coming and that the board needs to provide a coherent vision for the next general manager.

Troy Coppage commented that RSA is at a crossroads and that Madison County has decided that they want to see growth, whereas in the past, this has not been the intent of the county. With the change in thinking has come the question of why RSA does not already have a lot of available information related to growth. Mr. Coppage said that this is an entirely new way of thinking for Madison County. He also commented that selecting the next GM is a critical decision and that with more involvement from the Madison BOS, it is an entirely different way of conducting business.

Peter Elliott followed Mr. Coppage and agreed with the comments made by both Mr. Johnson and Mr. Coppage. He reiterated that Madison County now wants some growth, particularly in seeing new business come into the county and that the water and sewer systems will need to expand in order to make this a reality.

Keith Marshall spoke next and commented that he has learned a lot in his time on the RSA board and that he has come to understand that the people served by the service authority want to know more and in real time. He spoke about how water has been and continues to be an issue and how RSA needs to be able to meet the challenges of the future as it relates to water needs and long-term storage.

Dave Davies then spoke of his professional career and how he had come to realize the need for strategic planning in guiding an organization. He would like to see RSA establish a roadmap of what the service authority needs to be focused on and how to achieve goals that are set. With the impending change in the GM position, he wants this meeting to provide a start for the direction for the GM moving forward.

Natalya Franchuck was formally introduced to the Board as RSA's new Manager of Financial and Administrative Services.

David Jarrell provided an overview of each of RSA's systems to the board. The purpose of the presentation was to make board members aware of all of the systems and was a precursor to discussing future potential capital projects. He gave a brief history of each system and how RSA's involvement with each system came to be.

The next topic for discussion was the Capital Improvement Plan prepared by staff. The plan was fully updated in 2024 when the NewGen rate study was being prepared. The plan totals over \$100 million in cost and a funding strategy is included for each project. Many of the projects will require debt funding in order to get them accomplished. Many of the timelines shown in this plan will be changed depending on the allocation of funding in the future. There were comments from board members that the current layout of the plan is confusing from an annual spending standpoint and could be updated to show the actual annual expenditure. Staff acknowledged the need to update this CIP Document to better reflect the annual expenses and schedule for the projects. There was further discussion around having the board adopt the plan on an annual basis recognizing that changes will occur and also about ensuring that the board is briefed on it throughout the year. Additionally, board members recommended that the document be shared with the public in order to let them know that there is a plan in place. Further, RSA can improve its communication with its customers and participating localities with its plans. The board also wants to be kept aware of ongoing projects, particularly as it might relate to the need to put a planned project off to a later date.

Following the discussion about CIP, there was the question of how much time the current GM spends involved in the day-to-day operation of the service authority versus how much time is spent dedicated to long range planning, funding, working with various boards, etc.. GM Clemons sees the need to have an Executive Director that concentrates on the issues of long-range planning, project funding and working with the participating locality administrators and having another staff member dedicated to overseeing the day-to-day function and needs of the service authority.

Mr. Johnson spoke to the Madison reps about the partnership between Orange and Madison County and asked what Madison was thinking along that line. Mr. Coppage said that Madison County would prefer to see a longer-term partnership with Orange County than has currently been agreed on. Mr. Coppage then shared what he and Madison County considered critical elements of infrastructure improvements. Two of the three projects mentioned are included in the current borrowing plan. The third project – replacing the water main on Thrift Road from the water treatment plant to town – is not included in the current borrowing but is in the CIP. Mr. Johnson commented that he thought the Thrift Rd. project is particularly important given the critical nature of this piece of infrastructure. Mr. Elliott also questioned whether the current six-inch Thrift Rd. line will be sufficient once the other water infrastructure improvements are completed. Direction was provided to staff to move this particular project up on the "needs to be done now" list. GM Clemons said staff would work closely with Madison County, as they are applying for funding for this particular line. If that funding through Madison County does not happen, staff will reevaluate the timing of the replacement of this line.

Mr. Davies brought up a concern he has heard that RSA might not be capable of managing a design-build project given that the contractor in a design-build project is often in the drivers seat. Mr. Johnson asked whether RSA has term contracts with any engineers. GM Clemons responded that RSA does have term contract engineers and will be renewing those contracts in the next month or so after evaluating new submittals from qualified engineering firms. Staff also responded to Mr. Davies' concern by informing the board that the intent would be to have one if its term contract engineering companies oversee any project of a design-build nature.

Staff then asked board members to share their thoughts on the following areas:

Industry Leadership  
Professional Transparency  
Workforce Continuity  
Regional Partnership  
Digital Transformation

Mr. Davies then shared his thoughts on the following as they relate to strategic planning:

Communication – be more proactive, hire a communications specialist, rebrand, after action report, etc.  
Finance – LOW residents need to know how much collected in fees, pursue more grants, work with County BOS with securing funding, etc.  
General Manager – Evaluation system identifying goals, compensation including a bonus structure tied to those goals, etc.  
Assets and Operation – better communication, repair/replacement schedule with dollar amounts, schedule for upgrading and replacing, GAC timing, asset management, etc.

Mr. Johnson asked what was meant by a rebrand. Mr. Davies used Rappahannock Electric Cooperative as an example of a company that he thinks does well in communicating. Mr. Johnson also commented about the GM position, how it is evaluated and compensated and that in hiring a new GM, a more formal approach should be evaluated.

There was then general discussion regarding GAC and its ability to remove PFAS in water. There was also discussion regarding PFAS in biosolids and that the Virginia General Assembly currently has a variety of legislation in process that will have an effect on land application of biosolids in the future. There was also discussion about informing RSA customers about the things that have PFAS in them.

Mr. Nicol asked the RSA board to include long-term water storage in its planning and stated that the Orange BOS is interested in helping RSA where it can on this matter.

The Board then went into closed session to discuss the appointment of the next GM after a motion by Mr. Coppage and unanimous voice vote. Upon leaving the closed session, board members individually certified that only permissible topics had been discussed during the closed session. (See attached motion and certification)

Mr. Coppage then shared with the rest of the board a list of requests from Madison County to RSA. These include:

Providing service area maps  
Reserve policy on EDU's for failing septic systems, redevelopment, etc.  
Hydraulic modeling of the water and sewer systems  
Better communication of RSA's future plans  
Quarterly appearance by RSA at a Madison BOS meeting

Discussion ensued around the issue of EDU's in Madison that were purchased twenty years ago or so that have never been used. The GM is discussing with legal counsel about a policy that would not allow this to happen in the future, but no determination has been made at this point.

Mr. Johnson shared he and the GM had met recently with the Mayor and Town Manager of Gordonsville and it was a productive meeting.

The Board then went into closed session to discuss potential litigation with the Town of Gordonsville after a motion by Davies and unanimous voice vote. Upon leaving the closed session, board members individually certified that only permissible topics had been discussed during the closed session. (See attached motion and certification)

With no further business to discuss, on a motion by Davies, the Board voted unanimously to adjourn at 12:34 p.m.

  
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Chairman

**MOTION TO ENTER INTO CLOSED SESSION AT  
SPECIAL MEETING OF BOARD OF MEMBERS OF RAPIDAN SERVICE  
AUTHORITY ON MARCH 3, 2026**

I move that the Board of Members of Rapidan Service Authority enter into closed session for the following, pursuant to Virginia Code section 2.2-3711(A)(7) and (8), respectively:

**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, and consultation with RSA's legal counsel regarding specific legal matters related thereto.**

Motion by:           Davies          

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 \_\_\_\_\_

**MOTION TO ENTER INTO CLOSED SESSION AT  
SPECIAL MEETING OF BOARD OF MEMBERS OF  
RAPIDAN SERVICE AUTHORITY ON MARCH 3, 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):

**Discussion and consideration of prospective candidates for employment, specifically the General Manager position.**

Motion by: Coppage

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 \_\_\_\_\_