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2 **RSWA BOARD OF DIRECTORS**
3 **Minutes of Regular Meeting**
4 **November 15, 2022**
5

6 A regular meeting of the Rivanna Solid Waste Authority (RSWA) Board of Directors was held
7 on Tuesday, November 15, 2022, at 2:00 p.m. in the Administration Building at 695 Moores
8 Creek Lane, Charlottesville, VA.

9
10 **Board Members Present:** Mike Gaffney, Jeff Richardson, Jim Andrews, Brian Pinkston, Stacey
11 Smalls, Lance Stewart, Michael Rogers.

12
13 **Board Members Absent:** None

14
15 **Rivanna Staff Present:** Bill Mawyer, Phil McKalips, Jennifer Whitaker, Lonnie Wood,
16 Deborah Anama, Liz Coleman.

17
18 **Attorney(s) Present:** Carrie Stanton

19
20 **1. CALL TO ORDER**

21 Mr. Gaffney convened the November 15, 2022 regular meeting of the Board of Directors of the
22 Rivanna Solid Waste Authority at 2:00 p.m.

23
24 **2. AGENDA APPROVAL**

25 **Mr. Rogers moved to approve the agenda as presented. Mr. Pinkston seconded the motion,**
26 **which passed 5-0. (Mr. Richardson and Mr. Smalls were not present.)**

27
28 **3. MINUTES OF PREVIOUS BOARD MEETING**

29
30 *a. Minutes of the Regular Meeting of the Board on September 27, 2022*

31
32 Mr. Gaffney asked if there were any changes to the Board minutes or comments.

33
34 Mr. Gaffney asked if Mr. Smalls and Mr. Richardson were satisfied with the minutes.

35
36 Mr. Mawyer stated that he had not received any comments from them on the matter.

37
38 Mr. Gaffney asked if there was a motion.

39
40 **Mr. Pinkston moved the Board to approve the minutes of September 27, 2022. Mr. Andrews**
41 **seconded the motion, which passed 5-0. (Mr. Richardson and Mr. Smalls were not present.)**

42
43 **4. RECOGNITION**

44 There were no recognitions.

45
46 **5. EXECUTIVE DIRECTOR'S REPORT**
47

48 Mr. Mawyer stated that under the strategic plan goal of workforce development, their safety
49 manager, Liz Coleman, applied for and received a \$2,000 grant from the Virginia Risk Sharing
50 Association, the liability insurance carrier for the Authority. They used the grant funds to purchase
51 hearing protection with radio headsets. He stated that they were very appreciative of Ms. Coleman's
52 effort to receive the grant.

53
54 Mr. Mawyer stated that they also celebrated their annual Employee Appreciation Day on November
55 2, and historically, they had gone to Michie Tavern, but with an abundance of caution with respect
56 to COVID-19, they decided to have the event in the parking lot with games, service awards, and
57 other things of that nature. He showed a photograph of all staff members from both authorities who
58 had attended the function. Mr. Mawyer stated that prior to the pandemic, he held a quarterly lunch
59 with new employees to get to know them and he had recently begun to host this again now that the
60 pandemic was substantially behind them.

61
62 He continued to say that the Southern Albemarle Convenience Center in Keene was expected to
63 have construction completed in December or January. He showed some images of the progress that
64 had been made at the site. He stated that in September and October, they completed the e-waste,
65 household hazardous waste, and bulky waste collection events held at the Ivy facility, sponsored by
66 the City and County. He stated that they collected over 36,000 pounds of products during the event.

67
68 Mr. Mawyer stated that to celebrate the United Way Day of Caring, they collaborated with Brown
69 Advisory Company for an event at the Ivy MUC to assist staff in bagging oyster shells that had been
70 dried for about a year, after which they were taken to the VCU Rice Center, where the oyster shells
71 were reseeded with young oysters and put back into the Piankatank River. The oysters tremendously
72 reduced pollution in the raw water. He stated that the program had been running for a number of
73 years, and they had shipped about 120,000 oyster shells to the VCU site.

74
75 Mr. Mawyer stated that because this would be the last meeting of the RSWA for the year, he wished
76 everyone a happy holiday season and that he looked forward to getting back together in January.

77 78 **6. ITEMS FROM THE PUBLIC**

79 Mr. Gaffney opened Items from the Public. He asked if there were any speakers who wished to
80 address the Board. Seeing none, he closed the Items from the Public.

81 82 **7. RESPONSES TO PUBLIC COMMENT**

83 As there were no items from the public, there were no responses.

84 85 **8. CONSENT AGENDA**

86 *a. Staff Report on Finance*

87
88 *b. Staff Report on Ivy Material Utilization Center/Recycling Operations Update*

89
90 *c. Approval of Board Meeting Schedule for Calendar Year 2023*

91
92 Mr. Gaffney asked if there were any items to be pulled or discussed from the Consent Agenda.
93 Hearing none, he asked for a motion.

94
95 **Mr. Rogers moved the Board to approve the Consent Agenda as presented. The motion was**
96 **seconded by Mr. Pinkston and passed unanimously 6-0. (Mr. Richardson was not present.)**

98 **9. OTHER BUSINESS**

99 *a. Presentation and Vote on Acceptance: FY22 Audit Report*

100 *Matthew McLearen, Robinson, Farmer, Cox Associates*

101
102 Mr. Matthew McLearen greeted the Chair and members of the Board. He stated that he would be
103 presenting the FY22 financial statement audit and would present the results of the audit as well
104 as a few required communications from the auditor. He stated that in the Board packet, there
105 were two documents, one being a letter titled “Communication with Those Charging
106 Governments,” which he would briefly review, as well as a few key pages in the annual financial
107 comprehension report. He stated that the title change on that document for this year forward
108 would be “Annual Comprehensive Financial Report.”

109
110 Mr. McLearen stated that there were a few key points from the letter “Communication with
111 Those in Charge of Governments.” He stated that the first was responsibilities under the audit,
112 which were that the management of the Authority was responsible for maintaining accounting
113 records, and certainly maintaining internal controls over the financial reporting process
114 throughout the fiscal year. He stated that management was also responsible for the preparation of
115 the financial statement, whereas the auditor was required to audit those financial statements and
116 communicate any audit findings they may have had during the process.

117
118 Mr. McLearen stated that financial statements included accounting estimates, which was
119 common among many sets of financial statements, and the most common estimates were
120 depreciable lives of fixed assets, which also applied to the Authority. He stated that they applied
121 accounting estimates and determined the depreciable life of the long-term assets, as well as
122 estimates related to the OPEP and pension liabilities, which were significant liabilities
123 determined by an actuary third-party, and determined those liabilities to be reported in the
124 financial statements, which had significant estimates in those reports.

125
126 Mr. McLearen stated that the third item communicated in the letter was difficulties encountered
127 during the audit, which was where an auditor would describe any difficulty, which could be as
128 simple as being unable to access records needed to apply on the financial statements, or
129 incomplete records or incomplete accounting system. He stated that they were pleased to report
130 there were no difficulties encountered in the FY22 audit.

131
132 Mr. McLearen stated that the next significant point in the letter was to describe any
133 disagreements in applying accounting principles. He stated that there were many accounting
134 principles that applied to a governmental entity, whether it was a normal, everyday accounting,
135 or financial reporting standard as issued by the Governmental Accounting Standards Board. He
136 stated that he was pleased to report that there were no disagreements in applying any accounting
137 principles to the Authority for FY22.

138
139 Mr. McLearen stated that lastly, it was required through professional standards to disclose
140 knowledge that Management sought a second opinion. He stated that this would only apply in a
141 situation where they had issued a qualified for modified opinion to the financial statements,
142 which was also known as a “opinion shopping,” and they had no knowledge that Management
143 sought a second opinion.

144
145 Mr. McLearen stated that the annual comprehensive financial report document had on its first
146 page the independent auditor’s report, which was the first of two reports in the document with
147 the CPA firm’s letterhead. He stated that he was pleased to report that they had issued an

148 unmodified or clean opinion for FY22's audit. He stated that there were three core financial
149 statements in this document, the first being the statement of net position, in exhibit 1. He stated
150 that it was similar to their balance sheet for a for-profit entity, which reported the assets,
151 liabilities, and equity determined, and that position was the equity for a governmental entity. He
152 stated that the net position or equity on June 30, 2022 was \$8.5M.

153

154 Mr. McLearen stated that the second of the three financial statements was a statement of
155 revenues, expenses, and changes in that position. He stated that it was similar to an income
156 statement or profit/loss statement for a for-profit entity, it reported the revenues and expenses as
157 well as the increase or decrease of the equity in the net position. He stated that the increase in net
158 position, the third number from the bottom of Exhibit 2, was an increase of \$1.1M for FY22
159 ending on June 30.

160

161 Mr. McLearen stated that the third and final financial statement in this document was the
162 statement of cashflows, and was isolated just in the cash balance that the Authority had, and
163 reported the increase and decrease, as well as the sources and uses of the cash flows. He stated
164 that there was a lot of information on the one page, and it could be seen that the cashflow for the
165 Authority increased by approximately \$187,000 in the year ending June 2022.

166

167 Mr. McLearen stated that there were two reports that had the CPA firm's letterhead, and the
168 second of the two reports was the independent auditor's report on controls, which was where an
169 auditor would describe any significant deficiencies or material weaknesses in the internal
170 reporting structure. He stated that as he had mentioned, there was a responsibility from
171 management to maintain internal controls throughout the fiscal year of the financial reporting
172 process. He stated that they were required by professional standards to test those controls and
173 report any significant deficiencies and material weaknesses, and they could read those two pages
174 in this document that they had not issued any significant deficiencies or material weaknesses for
175 the FY22 audit. He concluded his remarks by extending thanks to Lonnie Wood and Kathy Ware
176 for their part in this audit, for without them it would have been much more difficult, and they had
177 also prepared the annual financial comprehensive report.

178

179 Mr. Gaffney asked if there were comments or questions.

180

181 Mr. Pinkston asked where copies of the document could be obtained digitally.

182

183 Ms. Anama stated that it could be accessed on the website.

184

185 Mr. Mawyer asked the Chairman for a vote on the acceptance of the annual comprehensive
186 financial report.

187

188 **Mr. Stewart moved the Board to accept the annual comprehensive financial report for**
189 **FY22. Mr. Smalls seconded the motion, which passed unanimously (7-0).**

190

191 *b. Presentation and Vote on Approval: Baling Facility Update – Phil McKalips,*
192 *Director of Solid Waste*

193

194 Mr. McKalips stated that he wanted to provide a presentation on the Paper Sort facility and how
195 it fits into the recycling operations, followed by what they were looking forward to with the
196 Baling Facility. He stated that the Paper Sort facility was where they processed all of their fiber
197 and plastic products, including all cardboard, mixed paper, office paper, newsprint, number 1 and

198 2 plastics, and plastic films. At the Paper Sort, these materials are compacted and baled for
199 shipment so that they were at a higher value to the vendors who bought them. He stated that they
200 began using the Paper Sort facility in 1995, and it had grown in both the number of materials
201 being handled as well as the volume of materials that they handled. He stated that they had a
202 baler there, and in September, the Authority authorized the purchase of a new baler that was to
203 be installed in January of this upcoming year. He stated the facility had no redundancy other than
204 the single baler.

205
206 Mr. McKalips stated that the existing facility was open on one side, which allowed weather, dirt,
207 and other materials to come inside. He stated that this had the ability to degrade the quality of the
208 materials, and because it only had six bays and they collected seven different materials, it forced
209 them to comingle materials, causing them to sell materials at a lower value. He stated that this
210 meant that they could not take advantage of spot pricing in the marketplace. He stated that in the
211 last five years they had received 15% more materials. Using cardboard or mixed paper as an
212 example, they brought that material from Ivy and McIntire in roll-off containers to the Paper
213 Sort, where they were compacted, baled, loaded into trailers, and hauled to a paper mill south of
214 Richmond, in loads of 20 ton bales.

215
216 Mr. McKalips stated that if they did not have the Paper Sort facility, they would have to take
217 those roll-offs and drive them to some other place, such as a paper mill, in a two-ton load
218 because that was what a roll-off truck would hold in terms of loose material. He stated that by
219 using the Paper Sort facility, they cut the hauling portion of expenses by a factor of 10. He stated
220 that the vendors on the receiving end of the loose material were not that thrilled, especially in the
221 case of paper, because it became an issue of storage for the receiver. He stated that in the case of
222 plastics, they took them to Madison Heights, where they were charged \$40 per ton for the baling
223 labor prior to shipment. He stated that these processes pointed to the value of the Paper Sort
224 facility for the Rivanna recycling operations.

225
226 Mr. McKalips stated that they had looked into expanding the Paper Sort facility about three years
227 ago, and it had significant costs of \$2M to expand it, but even that expansion would not be to the
228 full extent needed for the existing use. He stated that there were also concerns about investing in
229 that site because of the long-term lease problems and access to the site. He stated that the
230 problem with expanding the site was that the only way for large trucks to access the site was for
231 trucks to drive off of Meade Ave. through the middle of the Gerdau scrap metal yard. He stated
232 that the Paper Sort site was owned by Woolen Mills Self Storage, and Gerdau property was
233 owned by Harry Wright, who owned the junkyard.

234
235 Mr. McKalips stated that Gerdau required a 90-day kickout clause for access to this site. He
236 stated that if they invested in the site, they would always be concerned that they had 90 days
237 before they had to leave. He stated that there was no other access to this site now that Woolen
238 Mills had developed the self-storage facility. He stated there was car access off of Franklin
239 Street, but trucks could not be driven because of the residential neighborhood and tight turns.

240
241 Mr. McKalips showed on the slide different views of the access to the site. He stated that about
242 half of the site shown in the first image was used by Gerdau for truck turnaround. He stated the
243 lower image on the slide was of the old baler that was to be replaced in January and also gave an
244 idea of the state of the building. He stated that it did not have lights and one side was open. He
245 stated that the insulation was beginning to fall apart because it was exposed to weather, animals,
246 and nesting birds. He stated that also importantly they could see the cardboard pile. He stated

247 that when they received loads of cardboard, it was dropped inside the entrance, which was
248 identified as the best place to stage it in the building.

249
250 Mr. McKalips stated that if they got a lot of cardboard, the pile began to grow across the floor
251 and could get to a point where the loading bays could not be reached along the back wall, which
252 was where all other materials were stored and processed. He stated this was controlled by baling
253 cardboard first because it could seal the building off. He stated that they had gotten to the point
254 where if there was something that delayed the cardboard baling, such as a mechanical issue with
255 the baler, it would seal off the site, which would result in needing to take loads elsewhere, which
256 was expensive.

257
258 Mr. McKalips stated that the new baler hopefully meant that it would be less of a reliability
259 problem, but they were still getting to the point where, due to the 15% growth, any additional
260 growth meant that it would become more and more of a risk of processing delays and would
261 likely happen due to the volume of material coming in. He stated that they could not keep
262 materials at the collection sites either, because it would overflow.

263
264 Mr. McKalips showed another image of the bays in the back of the Paper Sort facility. He stated
265 that because they only had six bays and they used the bays for storage for mixed paper, once the
266 material was baled, they often had to store it outside. He stated that they tried not to do this for
267 fiber products like paper, but even for things like plastics, it was desirable to minimize the
268 amount of movement of the bales because it could break the tensile wires that held together the
269 large bales. He stated that when kept outside, the material began spilling out and littering the site,
270 which was time-consuming to regather, which was another reason why they would like to have a
271 closed facility. He showed another image of the cardboard spilling out across the facility.

272
273 Mr. McKalips stated that the actions to date were that in September 2021, the Board authorized
274 them to look for a new facility location in the County. He stated that they completed preliminary
275 engineering to give an idea of what this project would look like. He stated that the Board had
276 also allowed the purchase of a new baler to extend the life of the existing facility. He stated that
277 they had come up with design criteria for the new Baling Facility. He stated that they wanted to
278 have it on Rivanna-, City-, or County-controlled land, because leasing a site that they did not
279 have long-term control or ownership of was a concern.

280
281 Mr. McKalips stated that they wanted a fully enclosed facility to keep materials out of the
282 weather and prevent litter, and to be sized to accommodate all materials that were currently being
283 collected. He stated that they were missing out on better pricing and having to make decisions
284 based on space, not the best practices for materials management. He stated that ultimately, they
285 would like a second baler for redundancy because it was an essential component of operations
286 and the finances of those operations.

287
288 Mr. McKalips stated that they had identified a site on Berkmar Drive in the County and a few
289 different locations on the Ivy MUC property. They had identified a suitable, cost-effective
290 location at Ivy, to the northeast and north of the disposal cells. He stated that the advantages to
291 having it at the Ivy location were that they already had scales and scales software at that location,
292 and could take advantage of co-used equipment, such as the sweeper, and co-use of staff to
293 respond when needed. He stated that it was already a brownfield site as an old landfill, so they
294 were not taking up otherwise valuable green space in the County.

295

296 Mr. McKalips stated that on the bottom of the image on the screen was the entrance to the Ivy
297 landfill, and the main haul road went up toward the back of the lot, near where the old clean fill
298 area was on the site. He stated that the cell between the entrance and the preferred location was
299 Cell 2, where the solar development would be if it went forward. He showed a more detailed
300 layout of the same figure, followed by an inside view of what the facility would look like at that
301 location. He stated that there would be 11 loading bays, allowing them to store materials
302 separately. He stated that they currently use trailers to store materials that were loose as well as
303 baled.

304
305 Mr. McKalips stated that they had gotten a preliminary engineer's report that estimated \$420,000
306 for design permitting and bidding services. He stated that they would like that cost to be in the
307 2024 budget. He continued that construction was estimated at \$6M for the 2025 budget. He
308 stated that they must finalize a draft Baling Facility agreement with the City and the County, and
309 at some point, they must revise and amend the local government support agreement for the
310 recycling program so that they could all be satisfied with how cost-sharing would be with the
311 new facilities.

312
313 Mr. Gaffney asked if there were any regular employee parking spaces at the new proposed
314 Baling Facility.

315
316 Mr. McKalips stated that he did not know if they had called any specific ones out. He stated that
317 there would only be one or two employees working at the facility.

318
319 Mr. McKalips stated that they often used golf carts for shuttling people in and out. He stated that
320 this location would not have bathrooms or shower facilities, so there would likely be a port-o-
321 john for staff.

322
323 Mr. Mawyer asked what the rent paid for the current sorting facility was.

324
325 Mr. McKalips stated that they paid \$2,700 per month for the current facility. He stated that when
326 they were previously discussing renegotiating, they would be at \$3,300, which would be a \$600
327 increase per month, and now he assumed it would be closer to \$3,500 per month. He stated that
328 at some point they needed to finalize the lease because they stopped negotiating the lease with
329 the short kickout clause, because it was better to exist under the guise of the existing lease than
330 to have the new one that documented how quickly they must be kicked out.

331
332 Mr. Gaffney asked if they kept the existing Paper Sort facility, what they would have to invest in
333 the building to bring it up to where it needed to be.

334
335 Mr. McKalips stated that the new baler would bring it up to what it was currently as well as the
336 additional rent.

337
338 Mr. Mawyer asked if they required an addition to the building.

339
340 Mr. McKalips stated that they figured three more bays could be added for a total of nine bays. He
341 stated that there was a potential design where another baler could be inserted, but it would still
342 not be fully what was necessary for the existing material volume, and they would still be storing
343 some material outside. He stated that that cost was about \$1.6M.

344
345 Mr. Gaffney stated that still was with a 90-day notice at any point.

346
347 Mr. McKalips stated that was correct.
348
349 Mr. Gaffney stated they would then essentially throw that money away.
350
351 Mr. Stewart stated that Charlottesville's recently-adopted comprehensive plan took that whole
352 block of industrial area on this side of Meade Avenue and south of Market Street and called for
353 rezoning it to higher potential uses, so it was very developable brownfield land now, but the
354 likelihood of something happening to the Gerdau parcel that was owned by the same person who
355 owned the junkyard was much higher than it would have been a few years ago.
356
357 Mr. McKalips stated that it was in the future land use map as being primed for residential use.
358
359 Mr. Mawyer stated that the agreement between Rivanna, the City, and the County stated that the
360 County paid 70% of recycling costs and the City paid 30% because they had the curb-recycling
361 program. He stated that the \$6M was allocated the same in a 70/30 split, but if the County's
362 proportion of tonnage increased after the Southern Convenience Center was built, they would
363 have a chance to measure the tonnage and revisit the agreement to potentially change the
364 proportioning. He stated that they wanted the design cost to be in the budgets for FY24 and the
365 construction cost in FY25, both to be shared by the County and the City.
366
367 Mr. Pinkston asked if there should be a motion to approve the design amount.
368
369 Mr. Mawyer stated that he was asking to approve making an official request to the County and
370 the City to include this in the budget for next year.
371
372 Mr. Pinkston stated that there was also a commitment to their budget here for design work.
373
374 Mr. Mawyer stated it was, but they would not go forward unless they had a commitment from
375 the County and the City to fund it because the Authority could not front the cost of that service.
376
377 Mr. Gaffney asked if the motion was for the City and the County to include this amount in future
378 budgets.
379
380 Mr. Mawyer stated yes.
381
382 Mr. Pinkston asked where it would appear in the budget.
383
384 Mr. Rogers stated that it would be in the FY24 budget.
385
386 Mr. Mawyer stated that the \$420,000 would be, and the \$6M would be in the following year,
387 FY25.
388
389 Mr. Rogers stated the City Manager would have to decide if they were cooperating.
390
391 Mr. Pinkston stated that this was different than other times when the Authority was the one
392 approving the funds. He stated that this was a request.
393
394 Mr. Mawyer stated that they would approve that the Authority officially ask the City and County
395 to put it in their budgets so that it could also be included in the Authority's budget.

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Mr. Pinkston motioned to approve the request. Mr. Richardson seconded the motion, which passed unanimously (7-0).

(Recess RSWA in a JOINT SESSION with the RWSA)

At 2:40 p.m., Mr. Andrews moved to recess the meeting of the Rivanna Solid Waste Authority Board. Mr. Rogers seconded the motion, which passed unanimously (7-0).

At 3:39 p.m., Mr. Gaffney brought the RSWA back into session.

(Joint Session with the RSWA)

a. Presentation and Vote on Approval: Remote Participation Policy and Amended and Restated By-Laws; Bill Mawyer, Executive Director

Mr. Mawyer stated the General Assembly in September passed a change to the Virginia Freedom of Information Act to allow organizations, such as the Authorities, to have remote participation by Board members under certain conditions and to conduct a certain number of all-virtual meetings limited to 25% of the regular meetings.

Mr. Mawyer stated that the number of allowed virtual meetings would be two per calendar year for the RSWA and three per calendar year for the RWSA. He noted that the Boards had approved the calendars for calendar year 2023 on the consent agendas. He stated March and September had been designated as the months to hold virtual meetings for the RSWA and RWSA, and in December, there would be a virtual meeting for RWSA.

Mr. Mawyer explained that the Code of Virginia had several provisions and requirements. He stated that the Authority's by-laws already allowed remote participation for members, but the legal counsel informed him that the new Code of Virginia provisions superseded the Authority's by-laws.

Mr. Mawyer stated that they had to pass a new remote participation policy to allow a Board member to participate remotely by virtual means or telephone. He stated that some of the rules required a member to have a temporary or permanent medical condition or disability, or a member of their family may have a similar situation, or the member's principal residence was more than 60 miles away from the meeting location.

Mr. Mawyer stated that the member would have to notify the chair in advance of the meeting that remote participation was requested. He stated that there would have to be a motion and approval by the Board to allow the member to participate remotely. He stated that the reason for remote participation and the location of the remote member would have to be recorded in the minutes.

Mr. Mawyer explained the virtual public meeting section had 10 conditions. He stated the meetings would have to provide public access to the all-virtual meetings, such as was done during the pandemic. He stated the public would have to be able to hear and see the members, and the public would have to be allowed to speak virtually at the public meeting.

Mr. Mawyer stated the ninth condition stated that virtual meetings could be held no more than two times per calendar year or 25% of the total meetings rounded to the higher whole number,

446 whichever is greater. He noted virtual meetings could not be held in consecutive months.

447

448 Mr. Mawyer explained they needed to amend and restate the by-laws because the new remote
449 participation policy had to be incorporated into the by-laws. He explained that all members of
450 each Authority had to be present to approve any change to the by-laws. He stated the amended
451 and restated by-laws would incorporate the remote participation policy into the by-laws.

452

453 Mr. Mawyer stated the amended by-laws would clarify that being remote or virtual constituted
454 being present for the meetings. He explained that the by-laws stated that to amend the by-laws,
455 all members had to be present. He stated if they wanted to amend the by-laws in the future and a
456 member was participating remotely, then the remote member would be considered present and
457 able to vote to amend the by-laws.

458

459 Mr. Mawyer stated that also in the amended by-laws, they clarified the authority of the Executive
460 Director to execute contracts and other instruments. He explained that the by-laws currently
461 stated that the Executive Director could execute contracts. In the amended by-laws “or other
462 instruments” had been added. He stated that those could include deeds of sale or easement
463 transactions.

464

465 Mr. Mawyer explained the current by-laws limited the Executive Director’s authority to process
466 procurements up to \$200K and for no more than a year. He explained that typically when they
467 came before the Boards to award a design or construction contract, the recommendation
468 requested approval of the award and authorization for the Executive Director to execute the
469 documents. He explained that otherwise, the chairman would have to sign the documents.

470

471 Mr. Mawyer stated at counsel’s recommendation, they had added that the Board meetings would
472 be conducted in accordance with Robert’s Rules of Order and gave precedence to the Articles
473 followed by these By-laws, then the Rules. He stated that the Articles governed if there was any
474 conflict. He noted they had also included an administrative cleanup to the by-laws.

475

476 Mr. Mawyer explained that each Board had to separately approve the Remote Participation
477 Policy and approve the Amended and Restated By-laws, and both would be effective
478 immediately.

479

480 Mr. O’Connell asked which meetings would be held virtually.

481

482 Mr. Mawyer responded that it would be March and September for RSWA, and it would be
483 March, September, and December for RWSA. He explained that in January, there could be new
484 members. In May, we held public hearings to approve budgets. In July, the Boards completed
485 an evaluation of the Executive Director’s performance, so he did not recommend holding virtual
486 meetings during these months. He noted that they held a joint meeting of the Boards every other
487 month, so he did not want to have one Board meeting virtually and the other in-person. He noted
488 that the meetings could not be held virtually in consecutive months.

489

490 Mr. O’Connell stated it would be confusing for the Boards and the public as to whether the
491 meeting was virtual or not.

492

493 Ms. Mallek asked whether they were required to select dates now or if they were allowed to
494 decide on meetings to be held virtually with proper notice due to extenuating circumstances.

495

496 Mr. Mawyer explained that they had approved the meeting schedule for calendar year 2023, but
497 they could amend the schedule whenever they wanted. He noted that if the Boards wanted to
498 meet in person instead of meeting virtually, they could.
499

500 Mr. Pinkston stated he agreed with Mr. O'Connell. He asked if there was an advantage to
501 scheduling for the virtual meetings.
502

503 Mr. Mawyer stated they scheduled them in advance so the Board, staff and the public would
504 know when the meetings would be held going into the next year.
505

506 Mr. Pinkston asked why they needed to have the virtual option.
507

508 Mr. Mawyer stated it helped people to plan for the meetings.
509

510 Mr. Andrews asked if there had been any reasons for special meetings to be called within the
511 past 10 years.
512

513 Mr. Mawyer explained there was one held in 2017 when there was a drought and the RWSA had
514 to issue mandatory water conservation measures. He explained the meeting was held on four
515 hours' notice. He stated that was the only time in his six years with the Authority.
516

517 Mr. Andrews stated it may be a convenient tool if they needed to hold a special meeting.
518

519 Mr. Mawyer explained the chair could call a special meeting whenever desired. He stated they
520 could hold an emergency meeting with four hours' notice to the public. He noted that what was
521 proposed was a hybrid practice between all virtual and all in-person meetings.
522

523 Mr. Pinkston stated he understood the rationale to disperse the virtual meetings throughout the
524 year.
525

526 Mr. Mawyer stated he could remind the Boards each month before the meetings whether the
527 meeting was virtual.
528

529 Mr. Stewart asked if there were cost impacts for the all-virtual meetings.
530

531 Mr. Mawyer explained there was a cost of about \$6K per year to hold virtual meetings and allow
532 the public to speak at the meetings. He stated initially they were not going to have remote public
533 input, but then the General Assembly granted the authority to have all-virtual meetings in which
534 the Authorities would be required to have virtual public comment.
535

536 Mr. Stewart noted that citizens were able to participate remotely in the meetings. He stated it was
537 important for the A/V technology to be maintained. He asked if they had considered whether
538 they needed upgrades to the room to ensure members could be heard.
539

540 Mr. Mawyer stated he had not heard of any major issues. He noted that they hosted virtual
541 meetings with input to the public for two years. He stated they had to purchase some equipment
542 to accommodate the virtual format.
543

544 Mr. Rogers clarified that the Boards were requested to take two actions—to approve the Remote
545 Participation Policy and approve Amended By-laws.

546
547 Mr. Mawyer explained that the Remote Participation Policy would allow remote participation
548 and virtual meetings. He explained that the Boards would have to adopt the policy into the
549 amended by-laws.

550
551 **MOTION: Mr. Andrews moved that the RSWA Board of Directors approve the Resolution**
552 **regarding the adoption of the Remote Participation Policy. Mr. Rogers seconded the**
553 **motion which carried unanimously (7-0).**

554
555 **RESOLUTION OF THE**
556 **BOARD OF DIRECTORS OF THE**
557 **RIVANNA SOLID WASTE AUTHORITY**
558 **REGARDING**
559 **ADOPTION OF REMOTE PARTICIPATION POLICY**

560
561 **NOVEMBER 15, 2022**

562
563 *WHEREAS, pursuant to Section 2.2-3708.3 of the Code of Virginia (the “Code”), the*
564 *Rivanna Solid Waste Authority (the “Authority”) has prepared a Remote Participation Policy (the*
565 *“Policy”), describing the circumstances under which an all-virtual public meeting and/or remote*
566 *participation will be allowed and the process the Authority will use for making requests to use remote*
567 *participation, approving or denying such requests, and creating a record of such requests, and fixing*
568 *the number of times remote participation for personal matters or all-virtual public meetings can be*
569 *used per calendar year, said Policy being attached hereto as Exhibit A;*

570
571 *WHEREAS, Section 2.2-3708.3(D) of the Code requires that the adoption of the Policy by*
572 *recorded vote at a public meeting; and*

573
574 *WHEREAS, the Board of Directors of the Authority (the “Board”) deems it advisable and in*
575 *the best interest of the Authority to adopt the Policy;*

576
577 *NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes, approves,*
578 *adopts and ratifies the Policy in all respects.*

579
580 **MOTION: Mr. Pinkston moved that the RSWA Board of Directors approve the adoption**
581 **of the Amended and Restated By-laws. Mr. Smalls seconded the motion which carried**
582 **unanimously (7-0).**

583
584 **RESOLUTION OF THE**
585 **BOARD OF DIRECTORS OF THE**
586 **RIVANNA SOLID WASTE AUTHORITY**
587 **ADOPTING**
588 **AMENDED AND RESTATED BY-LAWS**

589
590 **NOVEMBER 15, 2022**

591
592 *WHEREAS, the Board of Directors (the “Board”) of the Rivanna Solid Waste Authority (the*
593 *“Authority”) has determined that it is in the best interests of the Authority to amend and restate the*
594 *current By-Laws of the Authority, which were adopted and made effective as of August 25, 2020 (the*
595 *“Current By-Laws”); and*

596 **WHEREAS**, pursuant to Article VI of the Current By-Laws, the Board may amend, add to,
597 alter, or repeal the Current By-Laws at any meeting of all of the Board, provided that notice of the
598 proposed amendment, additions, alteration or repeal is given in the notice of such meeting and that
599 all members of the Board are present at such meeting; and

600 **WHEREAS**, the Board deems it advisable and in the best interest of the Authority to amend
601 and restate the Current By-Laws in order to conform language regarding remote participation in
602 Board meetings in accordance with the Code of Virginia and the Remote Participation Policy of the
603 Authority to be adopted on even date herewith, to clarify signing authority for contracts and other
604 instruments of the Authority, and to make certain other procedural updates; and

605 **WHEREAS**, the Board has considered the proposed Amended and Restated By-Laws in the
606 form attached hereto as Exhibit A (the "Amended and Restated By-Laws") and has determined that
607 it is advisable and in the best interests of the Authority to amend and restate the Current By-Laws by
608 adoption of the Amended and Restated By-Laws and to ratify, confirm and approve all contracts and
609 other instruments of the Authority signed by the Chair or the Executive Director of the Authority;

610 **NOW, THEREFORE, BE IT RESOLVED**, that the Current By-Laws are hereby amended
611 and restated in their entirety, and the Amended and Restated By-Laws attached hereto as Exhibit A
612 are hereby adopted and ratified in all respects, effective immediately; and be it

613 **FURTHER RESOLVED**, that the Secretary of the Authority or any other proper officer of
614 the Authority be, and each of them hereby is, authorized and directed to place the Amended and
615 Restated By-Laws and this resolution in the minute books of the Authority; and be it

616 **FURTHER RESOLVED**, that all contracts and other instruments of the Authority signed by
617 the Chair or the Executive Director of the Authority prior to the date of these resolutions are hereby
618 ratified, confirmed and approved in all respects as the act and deed of the Authority; and be it

619 **FURTHER RESOLVED**, that the proper officers of the Authority are, and each of them
620 hereby is, authorized and directed to prepare, execute and deliver, or cause to be prepared, executed
621 and delivered, any and all agreements, documents, certificates and instruments, and to take any and
622 all such other actions as may be deemed necessary, desirable or appropriate, to carry out the purpose
623 and intent of each of the foregoing resolutions; and be it

624 **FURTHER RESOLVED**, that any actions taken by such officers or directors prior to the
625 date of these resolutions that are within the authority conferred by the foregoing resolutions are
626 hereby ratified, confirmed and approved in all respects as the act and deed of the Authority.
627

628 Mr. Gaffney clarified that these Resolutions were not addressing scheduling of Board meetings.
629

630 Mr. Mawyer explained the schedules had been approved on the consent agendas. He stated the
631 schedules could be amended in the future if desired.
632

633 *b. Presentation and Vote on Approval: Strategic Plan 2023 Update; Bill Mawyer, Executive*
634 *Director*
635

636 Mr. Mawyer stated he was responding to the Boards' comments from September when they
637 stated that more metrics were needed and the strategic plan needed a greater emphasis on local
638 and regional communications.
639

640 Mr. Mawyer stated the vision, mission, and values were the same as for the last five years. He
641 noted that they did some edits to the 2018 strategic plan to create the 2023 strategic plan. He
642 stated the goals for the next five years were the same five—communication and collaboration,
643 environmental stewardship, workforce development, optimization and resiliency of the systems,
644 and planning and infrastructure. He noted there had been a sixth goal in 2018—solid waste
645 services—which had been merged into each of the five goals for 2023.

646
647 Mr. Mawyer stated they added to the strategy of communication and collaboration that they
648 would communicate with local and regional partners. He stated it was a benchmark for the prior
649 five years and had been unintentionally left out. He stated they had included metrics to measure
650 how they were meeting the strategies.

651
652 Mr. Mawyer noted there were 19 metrics on which they would be working. He noted that the
653 aggregate was a resource issue for the staff.

654
655 Mr. Pinkston asked what the impacts on staff were in terms of tracking the metrics.

656
657 Mr. Mawyer explained the metrics each required a percentage of staff time, and the staff time
658 was limited so the aggregate of all the requirements became a staffing challenge. He stated they
659 would be requesting more staff over the next five years in part to address the strategies included
660 in the plan.

661
662 Mr. Rogers asked what the baseline of 2% was.

663
664 Mr. Mawyer explained that to implement the strategies, they developed a goal team for each of
665 the five goals with six to seven staff members on each team. He explained that one of the first
666 duties of each team was to determine the baseline for the goal. He stated they had preliminary
667 estimates on a number of metrics. He noted that they estimated that they spent 480 staff hours
668 per year to meet the goal of providing resources to foster community collaborations.

669
670 Mr. Mawyer stated in terms of enhancing the website and expanding community service
671 initiatives by 1% per year, they estimated that they spent 240 staff hours per year on the item in
672 the past. He stated there was some baseline information, but it was the goal teams' first task to
673 assess the baseline and use the percentages to move forward.

674
675 Mr. Richardson stated the planning assumed the Authorities continued the operations that were
676 ongoing and did not stop any practices. He noted that there were opportunities to revisit stopping
677 practices that were not effective or reducing hours in certain areas to create capacity for staff to
678 focus on items that yielded more meaningful results.

679
680 Mr. Mawyer stated that was correct. He noted that it was part of the optimization goal to
681 consider opportunities to create value including stopping practices that were not effective. He
682 stated, for example, they advertised every month in the newspaper that they were holding
683 Authority Board meetings. He stated that the by-laws already stated when the Board meetings
684 would be held— RSWA was the fourth Tuesday every other month at 2pm and the RWSA was
685 the fourth Tuesday of every month at 2:15 p.m., and our attorney indicated in the past that we did
686 not have to advertise the meetings additionally in the newspaper each month.

687
688 Mr. Mawyer explained that they had to advertise a public hearing or a special meeting. He stated
689 there was an estimate of about \$1,500 a year that would be saved by not advertising every

690 month. He stated they were looking to optimize every nickel that they could find. He stated that
691 was part of the reason they brought next year's Board meeting schedule before the Boards this
692 month so that they could advertise the 2023 Board regular meeting schedule and post it on the
693 website.

694

695 Mr. Richardson said that was a perfect example of optimizing and stopping practices that we no
696 longer needed.

697

698 **MOTION: Mr. Smalls moved that the RSWA Board of Directors approve the 2023**
699 **Strategic Plan. Mr. Pinkston seconded the motion which carried unanimously (7-0).**

700

701 Mr. Brian Pinkston left the meeting.

702

703 *c. Presentation: Safety Program Update; Elizabeth Coleman, Safety Manager*

704 Ms. Elizabeth Coleman, Safety Manager, explained OSHA described safety as a continuous
705 improvement process that protected staff and reduced the number of workplace deaths, injuries,
706 and illnesses. She explained safety was part of the strategic plan and the goal for operational
707 optimization.

708

709 Ms. Coleman stated there were two strategies to meet the goals of our safety program—enhance
710 the culture of safety and continually grow our culture of safety. She stated that the safety
711 program included the written manual, safety training, equipment purchases, job procedures, new
712 employee orientation, contractor safety, and emergency management.

713

714 Ms. Coleman stated there were 25 chapters in the safety manual, including topics such as fire
715 prevention, outdoor safety, and chemical hygiene. She noted that they were updated annually.

716

717 Ms. Coleman stated there were seven departments performing a variety of tasks. She stated
718 training requirements included annual training required by OSHA, periodic training every three
719 years, and annual best practices training. She explained that each department had specific
720 training needs, and not every department received the same training.

721

722 Ms. Coleman stated safety training took time, and the average hours spent in all types of training
723 for companies of comparable size to the Authority was 63.9 hours per employee in 2021. She
724 stated RSWA spent about 23 hours on safety training, and maintenance spent the most at 27.7
725 hours.

726

727 Ms. Coleman noted that COVID-19 caused difficulty in scheduling and hosting in-person
728 training. She stated they had been able to provide virtual and in-person required training as
729 necessary.

730

731 Ms. Coleman noted that important safety items had been purchased—spill containment for
732 chemical storage jobs, new 55-gallon drum dollies, man-hole guardrails, and headsets.

733

734 Ms. Coleman noted that safety had been enhanced in several areas. She stated a convex mirror
735 was installed at Ivy to help with traffic. She stated deteriorated steps were replaced at South
736 Rivanna WTP, and smoke detectors were installed in the breakroom and sludge pump building at
737 Moores Creek.

738

739 Ms. Coleman stated the safety suggestions were provided by staff to the Safety Committee.

740 She stated that monitoring of Contractor Safe Work Practices was also part of the Safety
741 Program. As an example, a contractor had inspected the interior of the methane sphere using a
742 drone. She stated they ventilated the sphere for approximately 18 hours and measured levels of
743 methane continuously while entry of drone occurred. Another example of Contractor Safe Work
744 proactive monitoring included lead paint abatement occurring at the South Rivanna facility. She
745 explained that they were measuring air levels of lead as well as dust levels, and so far, it had
746 been safely below 2 micrograms. She stated that, through this monitoring, they had been able to
747 sandblast the lead paint and ensure safety for the staff.

748
749 Ms. Coleman stated they maintained the safety resources via one full-time Safety Manager and a
750 staff Safety Committee. She stated there was a budget of approximately \$103K from RWSA and
751 \$26K from RSWA, and they had received \$6K in grants this year.

752
753 Ms. Coleman noted there were declining annual incident rates for RWSA. She stated in 2018,
754 there was 1.98. She stated that the industry average for water and sewer was 2.8 total recordable
755 injury reports. She noted that they had reduced to 0.93 in 2019 and maintained about 0.9 through
756 2021.

757
758 Mr. Rogers asked if they would receive a rebate on the insurance.

759
760 Ms. Coleman noted that they had saved the insurer over \$200K, but they had not received a
761 rebate.

762
763 Mr. Mawyer noted that there had been discussions with the insurance carrier about a reduction in
764 costs. However, no cost reduction had been received to date.

765
766 Ms. Coleman explained that the industry average for solid waste in 2019 was 3.6 total recordable
767 injuries reported. She stated in 2018, there were 13, and in 2019, there were 22 injuries reported.
768 She stated in 2020, there were 8.7, and now they were at about the injury average of about 4 for
769 2021.

770
771 Ms. Coleman noted that many safety program improvements had been completed. She stated that
772 they needed continual updates to protect human resources, enhance safety culture through safe
773 work practices, maintain VOSH requirements, and provide a safe workplace.

774
775 **10. OTHER ITEMS FROM BOARD/STAFF NOT ON AGENDA**

776 There were no items.

777
778 **11. CLOSED MEETING**


779 There was no closed meeting.

780
781 **12. ADJOURNMENT**

782 **At 3:59 p.m., Mr. Andrews moved to adjourn the meeting of the Rivanna Solid Waste**
783 **Authority. Mr. Smalls seconded the motion, which passed 6-0. (Mr. Pinkston was not present)**

784
785 Respectfully submitted,

786
787
788
789



Mr. Michael Rogers
Secretary - Treasurer

