

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
BLUE RIDGE RESOURCE AUTHORITY,
FORMERLY KNOWN AS THE ROCKBRIDGE COUNTY SOLID WASTE AUTHORITY

The Board of Supervisors of Rockbridge County, the City Council of the City of Lexington, and the Board of Directors of the Rockbridge County Solid Waste Authority have, by concurrent resolution, adopted the following amendments to the Articles of Incorporation of the Rockbridge County Solid Waste Authority pursuant to the Virginia Water and Waste Authorities Act, Chapter 28, Title 15.2, sections 15.2-5100, et seq. of the Code of Virginia (1950), as amended, (“Act”):

(1) The name of the Authority is hereby amended from “the Rockbridge County Solid Waste Authority” to “the Blue Ridge Resource Authority” and the address of its principal office is 225 Landfill Road, Buena Vista, Virginia, 24416.

(2) The names of the participating political subdivisions are the County of Rockbridge, Virginia and the City of Lexington, Virginia. The County of Rockbridge and the City of Lexington as the incorporating political subdivisions hereby acknowledge, covenant, and agree that these Articles of Incorporation shall not be further amended or changed without the express agreement of each of the governing bodies of each of the incorporating political subdivisions.

(3) Since the Landfill is a scarce and valuable resource, and because the participating political subdivisions have a common interest in insuring that the Landfill is used in the best possible and most efficient manner, the participating political subdivisions agree that Authority membership and operation and use of the Landfill shall be governed by the terms and conditions of the Amended and Restated Regional Solid Waste Disposal and Members Use Agreement (“Use Agreement”), dated July 1, 2017, and as the Use Agreement may be further amended from time to time.

(4) The names, addresses, and terms of office of the directors of the Board of the Blue Ridge Resource Authority (“Authority”) are as follows:

	<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
1.	John M. Higgins	131 Moores School Lane Lexington, VA 24450	December 31, 2017

2.	Russell S. Ford	686 Enfield Road P.O. Box 1407 Lexington, VA 24450	December 31, 2017
3.	David W. Hinty, Jr.	933 Falling Spring Rd Glasgow, VA 24555	December 31, 2017
4.	Ronnie R. Campbell	127 Tem Lane Raphine, VA 24472	December 31, 2017
5.	Albert W. Lewis, Jr.	16 McCurdy Lane Rockbridge Baths, VA 24473	December 31, 2017
6.	Frank W. Friedman	P. O. Box 94 Lexington, VA 24450	December 31, 2017
7.	Charles Smith	300 East Washington Street Lexington, VA 24450	December 31, 2017

(5) The terms of office of each of the directors shall become effective on the date of issuance of a certificate of joinder for the Authority by the State Corporation Commission in accordance with the section 15.2-5112 of the Act. The governing body of each participating political subdivision shall appoint the number of directors, who may be members of the governing body, set forth opposite its name below:

County of Rockbridge – Five

City of Lexington - Two

(6) Whenever an additional political subdivision joins the Authority, the total number of members may be increased by two (2), with each such additional member being allocated one seat on the Authority Board.

(7) Initially, the governing body of the County of Rockbridge shall appoint a total of five directors and the governing body of the City of Lexington shall appoint a total of two directors. All initial terms shall expire on December 31, 2017. After the initial term, each director shall be appointed for one-year terms. The governing body of each member shall be empowered to remove at any time, without cause, any director appointed by it and appoint a successor director to fill the unexpired portion of the removed director's term. Each director may

be reimbursed by the Authority for the amount of actual expenses incurred by him or her in the performance of his or her duties.

(8) The purpose for which the Authority is to be formed is to exercise all the powers granted to the Authority to acquire, finance, construct, operate, manage, and maintain a garbage and refuse collection and disposal system and related facilities pursuant to the Act.

(9) The Authority shall provide garbage and refuse collection and disposal services upon identical terms and conditions including the same schedule of service rates, fees, and charges of all types which shall be uniformly applicable to all Members, and by separate contract, provide recyclable materials handling services to members.

(10) The Authority shall cause an annual audit of its books and records to be made by the State Auditor of Public Accounts or by an independent certified public accountant at the end of each fiscal year and a certified copy thereof to be filed promptly with the governing body of each of the participating political subdivisions.

(11) The Authority shall have all the powers granted by the Act.

(12) The general business of the Authority, including the issuance of revenue bonds and refunding bonds as permitted by the Act and the expenditure of funds for general expenses, shall be conducted by the majority action of the Board of the Authority. The Authority Board may create such committees as the Board may direct, provided that any executive committee shall include at least one director from each member.

(13) A member may withdraw from the Authority at any time, provided, that no member may withdraw from the Authority at any time when bonds are outstanding unless the remaining member(s) approves such withdrawal at such time. Prior to voluntarily withdrawing, a member shall provide the Authority and the other participating members with at least 180 days' written notice of the member's intent to withdraw.

(14) In the event that a member withdraws, such member electing to withdraw shall execute all documents necessary to reflect such withdrawal and the remaining member(s) shall file proper amendments to these Articles with the State Corporation Commission. In the event of a member withdrawal, vacated director's seats on the Board shall not be filled.

(15) The Board of the Authority may determine that the purposes for which the Authority was created have been completed, or are impractical or impossible to complete, and that all of the obligations have been paid, or have been assumed by one or more political subdivisions or any Authority created thereby, or that cash or United States government securities have been deposited for their payment. In such event, it shall adopt and file with each

of the governing bodies a resolution declaring such facts. If the governing bodies adopt a resolution concurring in such declaration and finding that the Authority should be dissolved, they shall take all steps required by the Act to dissolve the Authority including filing appropriate articles of dissolution and of termination of corporate existence with the State Corporation Commission.

(16) The Authority hereby ratifies and confirms the findings made by the Board of Supervisors of Rockbridge County, Virginia and the City Council of the City of Lexington, Virginia as follows:

- (a) Privately-owned sanitary landfill services are not available in a reasonable and cost efficient manner; and,
- (b) It is not practicable to set forth herein information regarding preliminary estimates of capital costs, proposals for specific projects to be undertaken, or initial rates for proposed projects.

(17) This resolution shall take effect immediately upon its adoption.

(18) The appropriate officers are hereby authorized to execute all documents and take all other actions necessary or convenient to file or otherwise cause the Articles of Incorporation for the Blue Ridge Resource Authority to become effective.

IN WITNESS WHEREOF, the Board of Supervisors of Rockbridge County, Virginia and the City Council of the City of Lexington, Virginia have caused these Amended and Restated Articles of Incorporation to be executed in their respective names, and their respective seals have been affixed and attested by the respective clerks of each.

GIVEN under my hand this 26th day of June, 2017.

COUNTY OF ROCKBRIDGE, VIRGINIA

Attest:  (Seal)

By: Spencer H. Suter
Clerk


Chairman, Board of Supervisors

GIVEN under my hand this 6th day of July, 2017.

CITY OF LEXINGTON, VIRGINIA

Attest:  (Seal)

By: Jani Hostetter
Clerk


Mayor