

A REGULARLY SCHEDULED MEETING OF THE BOARD OF DIRECTORS OF THE UPPER OCCOQUAN SERVICE AUTHORITY WAS HELD JULY 20, 2023 IN THE CHARLES P. BOEPPLE BUILDING LOCATED AT 14631 COMPTON ROAD, CENTREVILLE, VIRGINIA 20121.

A. Calling of the Meeting to Order

1. The Board of Directors of the Upper Occoquan Service Authority convened its Regularly Scheduled Meeting at 4:00 P.M.

Directors Present:

Michael McGrath	Astrid Nelson
Jeff McWhirt	Jeanette M. Rishell
Richard Meyer	Allan Rowley
Shahram Mohsenin	Nancy Vehrs

Directors Absent:

Tony H. Dawood
Calvin D. Farr, Jr.
Gary L. Fields

Others Present:

UOSA Staff:	Robert W. Angelotti Brian L. Owsenek Kevin D. Wolfe Mishelle R. Noble-Blair John W. Airhart June A. Mahoney Roderick Griggs
Legal Counsel:	Sally Ann Hostetler, Odin, Feldman, & Pittleman, P.C.
Engineer:	Don Forgacs, Jacobs

B. Special Announcements

1. Chairman Mohsenin introduced Mr. Jeff McWhirt to the UOSA Board. Director McWhirt is the newly appointed alternate serving on behalf of Director Dawood for the City of Manassas.
2. Chairman Mohsenin welcomed alternate board member, Ms. Astrid Nelson, attending on behalf of Director Farr, and Mr. Allan Rowley attending on behalf of Director Fields.

C. Approval of Minutes

1. Chairman Mohsenin referenced the Board Minutes dated June 15, 2023 and asked the Board for their approval.

MOTION: Director Vehrs moved to approve the minutes of the June 15, 2023 Board meeting.

SECOND: Director Rishell

ABSTAINED: Directors McGrath, Rowley, McWhirt, and Nelson

VOTE: Unanimous

C. Public Comment Time

1. Chairman Mohsenin asked if there was any known interest or request received by the Public to speak at the meeting.
2. Ms. Mahoney stated that none were received ahead of the meeting. None were brought forward during the meeting.

D. Financial Reports

1. Chairman Mohsenin referenced staff memorandum, *June 2023 Financial Summary* (filed as Exhibit A).
 - a. Mr. Wolfe stated that the June Financial Summary reflected lower O&M expenses than planned primarily due to lower Facilities Maintenance, Personnel, Electric Power, and Contract Services expenses, partially offset by higher Miscellaneous and Process Chemical expenses. Flows were 17.8 percent lower than planned for the month. Year-to-date FY-23 expenses through June were lower than budget by approximately \$688,000, primarily due to lower Personnel, Facilities Operations, and Contract Services expenses partially offset by higher Process Chemical expenses. Year-to-date flows were 12.9 percent lower than planned.
 - b. In response to Director McGrath, Mr. Wolfe said the D4 dozer repair noted on page 6 was a demand reserve maintenance expense as it was an unplanned repair. He advised the word “planned” will appear in the explanation below when it is a planned reserve maintenance expense.

MOTION: Director Vehrs moved to receive and file the June 2023 Financial Summary.

SECOND: Director McGrath

VOTE: Unanimous

E. Approved FY-24 Budget

1. Chairman Mohsenin referenced staff memorandum, *Approved FY-24 Budget* (filed as Exhibit B).
 - a. Mr. Angelotti advised that replacement documents, located in folders at the Board member’s places, resulted from the amendment approved for the FY-24 Budget.
 - b. Mr. Angelotti confirmed that the talking points provided after the last meeting were satisfactory to the Board members.
 - c. In response to Director Meyer, Mr. Angelotti advised that should the Board choose to acquire a recruiting firm to assist with the hiring of UOSA’s next Executive Director, that expense was not planned for in the FY-24 Budget.

MOTION: Director McGrath moved to receive and file the report which confirms the final FY-24 Budget for UOSA.

SECOND: Director Vehrs

VOTE: Unanimous

F. Amended Procurement Resolution

1. Chairman Mohsenin referenced staff memorandum, *Amended Procurement Resolution* (filed as Exhibit C).
 - a. Mr. Wolfe said the Board may recall that the procurement resolution adopted in 2006 requires certain procurement matters to be brought before the Board for approval. The resolution has been amended several times over the years, with its most recent in October 2021. Staff proposed three additional changes to the resolution.
 - i. The first change is to permit the Executive Director to provide the tax exemption self-certification to the Department of Taxation. Previously, we made the certification to DEQ, and DEQ certified to the Department of Taxation. The statute now requires UOSA's governing body to make the certification directly to the Department of Taxation, which removed DEQ from that process. Staff proposes the certifying authority function be delegated by the Board to the staff.
 - ii. The second change is in contemplation of obtaining more federal funding and complying with the Federal versus state procurement laws and regulations. Under federal procurement regulations, procurements under \$10,000 are considered micro purchases. UOSA can increase the micro purchase threshold to \$50,000 if it provides a self-certification that includes a justification meeting regulatory requirements. To be more consistent with UOSA's small purchases process for procurements under \$50,000, the \$50,000 threshold seems appropriate for staff to handle without involving the Board.
 - iii. Third proposed change relates to amendments adopted, in 2021 to include reserve maintenance construction contracts over the \$200,000 threshold to require Board approval. Since Planned Reserve Maintenance items have not previously required Board action and they are reviewed and approved as part of the annual budget process, staff proposes to add the word "planned" to paragraph 1.a. and the word "demand" to paragraph 2.a., thus not requiring planned reserve maintenance construction projects that are approved by the Board as part of the annual budget to require further approval to procure those construction services.
 - b. In response to Director Nelson, Mr. Wolfe explained there was not a cap on expenses that are identified as planned, only that the expense should not exceed its approved category budgeted amount.
 - c. In response to Director McGrath, Mr. Wolfe explained that aligning the purchase thresholds at the federal level to \$50,000, while the state level threshold remains at \$40,000 will be easier for staff to manage. Mr. McGrath suggested that staff continue to research whether the thresholds could be matched in the future.
 - d. Ms. Hostetler stated that regardless of how it is procured, the approval will be a staff function as opposed to a board function. She added that the dollar amounts for small purchases do not usually come to the Board for individual approval, regardless of how they are procured. To the extent that staff can self-certify under some federal funding mechanism, that would not change how UOSA procured the item, (i.e., go out to one bid, three bids) only whether or not it requires individual board action.

- e. Director Meyer summarized that the Board is simply delegating to the Executive Director additional authority, so staff does not have to return to the board for approval. Notwithstanding that the delegation of authority, the delegation itself and the Executive Director's authority, thereby is still subject to whatever the state and federal rules are. He also stated that any reporting requirements, existing or new, be followed. Mr. Angelotti reminded the Board that there are already reporting requirements in place for staff to report emergency procurements and any budget category that exceeds 10 percent of its budgeted amount.

MOTION: Director Rishell moved to approve the Amended Procurement Resolution.

SECOND: Director Vehrs

VOTE: Unanimous

G. FY-23 Fourth Quarter Plant Performance Report

- 1. Chairman Mohsenin referenced staff memorandum, *FY-24 Fourth Quarter Plant Performance Report* (filed as Exhibit D).
 - a. Mr. Owsenek reported that staff achieved excellent plant performance during the fourth quarter of FY-23.
 - b. Director McGrath commended the staff and thanked everyone for their dedication to the organization. Chairman Mohsenin recognized that a lot of hard work and skill goes into achieving excellence!

MOTION: Director Vehrs moved to receive and file the FY-23 Fourth Quarter Plant Performance Report with thanks to the UOSA staff.

SECOND: Director Rishell

VOTE: Unanimous

H. Major Project Reports

- 1. Chairman Mohsenin referenced staff memorandum, *July 2023 Project Summary* (filed as Exhibit E).
 - a. Mr. Airhart reported on Plant Projects. He stated that Clark Construction Group, signed the contract for the MFF (Methanol Feeding Facility) project. A preconstruction meeting is planned for July 31, 2023.
 - b. He addressed the NOVEC transformer replacement project. He said the rented transformer was being demobilized this week with plans to fully remove the unit early next week. The new transformer was scheduled to be onsite during that same timeframe while the crane was available. The target date for having the new transformer to be up and running after testing and commissioning is August 2, 2023.
 - c. Mr. Airhart stated that the Contract AWT (Advanced Wastewater Treatment) project remains approximately 85 days behind schedule. The contractor continued to work on commissioning activities while two new filter backwash pumps were problematic. The substantial completion date remains unchanged at May 10, 2023.
 - d. He reported that a Notice of Award for the Building U centrifuge upgrade

(Contract U2) project was issued to Clark Construction Group, the same company under contract for the MFF project. The contractor has submitted their insurance certifications.

- e. The Ozone Biofiltration (Contract OBF) project plans were being finalized for submission to DEQ, the application for the certificate to construct was sent to DEQ and anticipate the application for funding from DEQ will be submitted this month.
- f. The P2NR Plus (Phase 2 Nutrient Reduction Plus) project, the engineer submitted the technical memo for electrical circuits in the area of the project. Comments were provided and the scope was finalized for that aspect of the work. The design work continues.
- g. The Contract LB (C54 Laboratory Renovations) 30 percent design workshop was held June 28, 2023. Staff are working to get the construction cost down and continue to identify potential value engineering options with the engineer to help contain costs. The final design is anticipated toward the end of the calendar year.
- h. Mr. Airhart reported that additional work on the CTIE project in H/1 (the Acid Wash and Carbox Tanks) was being performed due to failure of the acid wash system that is forty-five years old. Staff commissioned a temporary design to fix the failed system that is now under construction. The demolition and replacement work for CO₂ storage tanks is being managed by staff within UOSA's O&M Division.
- i. Mr. Airhart reported on the single active Delivery System Project, the YPIU (Yorkshire Park Interceptor Upgrade). He stated that plan revisions continue as staff work with the Route 28 Bypass project team to resolve alignment conflicts. He said staff continue to communicate with Bull Run Park staff to establish the license agreement, conditions, and fees.

MOTION: Director Vehrs moved to receive and file the July 2023 Project Summary reports.

SECOND: Director Rishell

VOTE: Unanimous

2. Chairman Mohsenin referenced staff memorandum, *Liberia Interceptor Asset Transfer to the City of Manassas* (filed as Exhibit F).

Mr. Owsenek advised that the Liberia Interceptor begins at City Manassas' fenced public works facility located behind Parkside Middle School. The City staff identified a need to tie in a connection from a truck wash into UOSA's 15 inch interceptor. Adhering to UOSA's Delivery System standards would impose potentially disproportionate construction costs to make the connection. Deviating from those standards introduces complexities for interceptor maintenance operations. The affected portion of the line and six associated manholes are fully depreciated assets that will require continued capital and operational expenditures from UOSA over time. The City requested and staff agrees that there is mutual benefit to transferring ownership of the interceptor segment including six manholes and approximately 1,160 feet of pipe that are mostly within the City's maintenance yard. UOSA received a formal action from the City of Manassas Utility Commission approving the transfer and Manassas has agreed to bear the associated legal administrative costs for the transfer.

MOTION: Director Vehrs moved to authorize the Executive Director to transfer, by deed/plat execution, the existing Liberia Interceptor assets to the City of Manassas as described above and as requested by the City; and to have the City reimburse UOSA for the associated costs to implement the transfer requested.

SECOND: Director Rowley

VOTE: Unanimous

I. Staff Reports

1. Safety Briefing

- a. Ms. Noble-Blair provided the briefing. She reported that UOSA days without a lost time injury or accident continued to climb over 843 days. Safety continued its heat stress awareness initiative again this year. As an industry that falls into the category of having hot indoor spaces, helpful information has been posted throughout the facility, along with endorsing OSHA's Water-Rest-Shade campaign.
- b. She reported that UOSA's O&M and TP staff are required to obtain recertification training for CPR, First Aid, and AED every two years. This training is also offered to all staff sitewide. The training is offered in a blended format, with an online course followed up with an in-person session assessing competency. To accommodate training sessions around the varied work schedules of UOSA's employees, the in-person sessions are provided in-house by staff that are certified American Red Cross trainers, Ms. Noble-Blair, Mr. Kuhar, and Mr. Robertson.
- c. She said Safety is also working to comprehensively review UOSA's confined space program, evaluating requirements to comply with the OSHA standard for confined space training which includes CPR and AED training needed in case of confined space related emergencies.
- d. She stated that the draft VPDES permit reissuance was received from DEQ. Comments are due back August 4, 2023. Staff are seeking additional flexibility in some of the testing frequencies for holidays. UOSA has a long history of compliance as shown with the Plant Performance Reports.

2. Executive Director's Report

- a. Mr. Angelotti said that staff would be applying for some funding for the Contract OBF (Ozone Biofiltration) project as the Bipartisan Infrastructure Law provides new federal grant opportunities for clean water projects that address emerging contaminants like PFAS. State Revolving Fund loans are a requirement to receive the principal forgiveness type grants. Staff will continue to see what the terms are for the loan and what size of grant UOSA might be eligible for and then evaluate that against the alternatives of funding the project with revenue bond proceeds.
- b. Mr. Angelotti announced that Virginia DEQ will hold a mid-year meeting of the Occoquan Watershed Subcommittee to discuss regional PFAS issues. The meeting is set for August 4, 2023. UOSA staff was asked to provide a brief presentation about the PFAS challenges UOSA faces and how it will address them. Virginia Association of Municipal Wastewater Agencies (VAMWA) also opened a call for members to join a new

emerging contaminants committee and UOSA has volunteered to participate. UOSA also participates actively in a regional group of pretreatment program coordinators to discuss PFAS issues along with Fairfax County, Prince William County, and a number of other regional clean water entities in Northern Virginia.

- c. Mr. Angelotti took a moment to acknowledge staff members that are currently serving on boards in our region and are gaining valuable governance experience. He said Mr. Wolfe has served over the last decade with the Frederick Winchester Service Authority that makes decisions about the Opequan Water Reclamation Facility, which is an 8 mgd facility. He said Mr. Owsenek is currently serving as a board member for the Virginia Association of Municipal Wastewater Agencies (VAMWA), to which UOSA is a member. VAMWA represents clean water agencies on policy, legislation and other regulatory issues. He said this collective staff experience helps UOSA senior management better understand a Board member's perspective for clean water utilities.
- d. Mr. Angelotti referenced his memorandum, *Planning for Executive Director Retirement* (filed as Exhibit G) as a response to the Board's request to provide a framework to address the retirement of UOSA's Executive Director. Ms. Hostettler advised that if today's discussion is going to impinge upon and involve promotion of existing UOSA personnel or any non-UOSA personnel by name then that should be done in closed session, but if the discussion was focused on the hiring process itself, absent any discussion of people and positions, then that would qualify for open session. The Board thanked Ms. Hostettler for her guidance and the consensus was to continue in an open session forum.
 - i. There was interest from the Board to open the search to external candidates in addition to internal candidates. The Board chose to involve an outside recruiting firm to help cast a wide net for the best possible candidates.
 - ii. The Board discussed the pros and cons of having the entire Board involved in the vetting process of selecting a recruiting firm.

MOTION: Director Meyer moved to engage the entire Board in selecting the recruiting firm.

SECOND: Director Rishell

ROLL CALL VOTE:

Ayes: Directors Rowley, Mohsenin, McWhirt, Rishell, Meyer, and Nelson

Nays: Directors Vehrs and Director McGrath

MOTION PASSED

DISCUSSION:

- iii. The Chairman stated that a position description would need to be provided fairly soon in order to acquire a recruiting firm.
- iv. After further discussion, Mr. Griggs advised that there would be a lot of tactical things involved before even selecting the recruiting firm, such as the logistics of coordinating calendars for multiple meetings and the need for public notices when the more than two board members participate could be challenging. It was the consensus of the Board to clarify its approach to selecting a recruiting firm by the entire Board and instead have a

subcommittee perform the preliminary legwork, and get through the procurement process that would be required. Essentially, the best route to take would be to use a subcommittee to identify and assess recruiting firms.

- v. Director Meyer said upon further reflection, the Board may want to redefine their previous motion now that it appears the process before them could be quite iterative. He said the preliminary tasks of obtaining a recruiter could be handled by a subcommittee of the Board, while still allowing the selection of potential candidates and subsequent interviews to have the participation of the entire Board when that step in the process has been reached.
- vi. Director Rowley suggested that the Human Resource Director and staff screen potential recruiting firms and provide the Board with a short list of 3-5 firms. He said 1-2 Board members could be a part of the screening process as well to help bring forward a recommendation to the entire Board to select the recruiter.
- vii. Ms. Hostetler asked, what if the board were to designate the Chairman and one other member to work with the HR Director and staff as may be needed to get to the level of being able to recommend a recruiter. The full Board will then make the final decision to hire the recruiter. This would not take away the ability for all Board members to interview the Executive Director candidates.
- viii. In response to Mr. Griggs, the Board's consensus was that for consistency all Executive Director applicants (internal and external) would apply through the recruiter.
- ix. The Chairman summarized the consensus of the Board, that a subcommittee consisting of two board members, Chairman Mohsenin and Director Meyer, along with the HR Director would work on assessing recruiting firms and then provide the Board with a recommendation of the firm that will conduct a search for the Executive Director candidates.

3. Legal Counsel's Report

- a. Ms. Hostetler advised the Board that she had left copies of the Virginia Freedom Information Advisory Council legislative update (FOIA update) as of July 1, 2023, at their places. She said it was a summary of what the General Assembly did this past year. Only two things apply to UOSA. The first is the electronic meeting issue that UOSA has already addressed in their policy. The second matter is some changes to information that UOSA must post on its website regarding how UOSA charges for FOIA requests. Ms. Kristen Hylton is already aware of that and is in the process of making that happen. The rest of the issues do not apply to UOSA, but we are all charged with knowing the information provided. It also bears mentioning that in the last year, there have been several Virginia Supreme Court cases where the Court has taken up various challenges to what public bodies have done or not done as being a violation of FOIA. For example, it is not sufficient to say we are going into closed session to discuss personnel issues and cite the code section. The Supreme Court says you have to define and state what the subject matter is. So for example, that is why the proposed motion is to go into closed session to discuss the Executive Director's personnel review. In addition, just because information is in the personnel file does not mean that there is

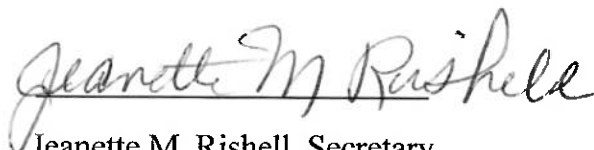
not some information available through a FOIA request that cannot be provided with the sensitive information redacted out. Understandably, FOIA is not the most exciting statute to a lot of folks, but our Supreme Court has taken up four or five cases recently. The message is public meetings are open, public information is open, and we need to do as much as we can to honor that.

J. Adjournment

MOTION: Director Vehrs moved to adjourn at 5:26 P.M.

SECOND: Director Rowley

VOTE: Unanimous



Jeanette M. Rishell, Secretary
UOSA Board of Directors

Date: September 21, 2023

These minutes are unofficial until signed.