

A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE UPPER OCCOQUAN SERVICE AUTHORITY WAS HELD JANUARY 29, 2024, IN THE OFFICES OF ODIN, FELDMAN & PITTLEMAN LOCATED AT 1776 WIEHLE AVE., SUITE 400, RESTON, VIRGINIA 20190.

A. Calling of the Meeting to Order

1. The Board of Directors of the Upper Occoquan Service Authority convened its Special Meeting at 9:30 A.M.

Directors Present:

Calvin D. Farr, Jr.	Nancy Vehrs
Michael McGrath	Gary L. Fields (via electronic video conferencing)
Richard Meyer	Jeanette M. Rishell (via electronic video conferencing)
Shahram Mohsenin	Patrick Small (via electronic video conferencing)

Directors Absent:

None

Others Present:

UOSA Staff: None

Legal Counsel: Sally Ann Hostetler,
Odin, Feldman, & Pittleman, P.C.

B. Approval of Board Member Electronic Participation

1. Chairman Mohsenin advised that Directors Rishell, Small and Fields wished to participate electronically and, pursuant to UOSA's Electronic Meeting Policy, each Director was asked to identify the reason for this and his/her current locations.
 - a. Director Rishell responded that she is participating from home and had insufficient time to attend the meeting in person due to scheduling conflicts.
 - b. Director Small advised that he is participating from his office in the City of Manassas and also had insufficient time to attend the meeting due to scheduling conflicts.
 - c. Director Fields advised that he is participating from his office in College Park and has a budget meeting that would conflict with his ability to attend the meeting in person.

MOTION: Director McGrath moved to allow Directors Rishell, Small and Fields to participate in the Board meeting electronically.

SECOND: Director Vehrs

VOTE: Unanimous by those physically present in the room (Directors Mohsenin, Vehrs, Farr, McGrath, and Meyer).

C. Closed Meeting

1. Chairman Mohsenin announced that a closed meeting was needed to discuss the candidates for the position of the Executive Director position.

MOTION: Director Vehrs moved that the Board convene a closed meeting pursuant to Virginia Code § 2.2-3711(A)(1), for the purpose of discussing candidates for the position of the Executive Director position.

SECOND: Director McGrath

VOTE: Unanimous

2. Chairman Mohsenin asked for a motion to accept certification of the closed meeting per the following:

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Upper Occoquan Service Authority Board of Directors ("UOSA") has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provision of The Virginia Freedom of Information Act; and

WHEREAS § 2.1-344.1 of the Code of Virginia requires a certification by UOSA that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that UOSA hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered in the closed meeting.

MOTION: Director McGrath moved to return to the special meeting and accept Certification of Closed Meeting.

SECOND: Director Vehrs

VOTE: Unanimous (excluding Directors Farr and Fields as they departed the meeting, prior to this motion)

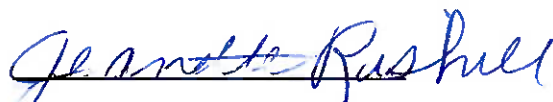
3. By approving these minutes at the next regularly scheduled Board meeting, February 15, 2024, Directors Farr and Fields also certify to the motion and certification of the closed meeting as set forth above.

D. Adjournment

MOTION: Director Vehrs moved to adjourn at 11:00 A.M.

SECOND: Director Rishell

VOTE: Unanimous of those present (excluding Directors Farr and Fields)



Jeanette M. Rishell, Secretary
UOSA Board of Directors

Date: February 15, 2024

These minutes are unofficial until signed.