

**RESOLUTION APPROVING AGREEMENT TO AMEND THE ARTICLES OF INCORPORATION OF THE MONTGOMERY REGIONAL SOLID WASTE AUTHORITY AND TO EXTEND TERM OF USER AGREEMENT BETWEEN THE AUTHORITY AND THE UNIVERSITY**

The university, along with Montgomery County and the Towns of Blacksburg and Christiansburg, formed a Solid Waste Authority to dispose of solid waste and recyclable materials on a regional basis. The Authority is led by a five member Board of Directors and the terms of office for all members run concurrently. The Authority and the participating jurisdictions recommend changing the Articles of Incorporation to provide staggered terms of office for the members of the Authority's Board of Directors.

The Authority and the participating jurisdictions also recommend extending each participating locality's User Agreement with the Authority (for the provision of solid waste disposal and recycling services) to June 20, 2040.

**RESOLUTION APPROVING AGREEMENT TO AMEND THE ARTICLES OF INCORPORATION OF THE MONTGOMERY REGIONAL SOLID WASTE AUTHORITY AND TO EXTEND TERM OF USER AGREEMENT BETWEEN THE AUTHORITY AND THE UNIVERSITY**

**WHEREAS**, Virginia Polytechnic Institute and State University (**the "University"**), together with Montgomery County, Virginia, the Town of Blacksburg, Virginia and the Town of Christiansburg, Virginia (**together, the "Participating Jurisdictions"**), created the Montgomery Regional Solid Waste Authority (**the "Authority"**) to enable the Participating Jurisdictions to dispose of solid waste and recycle recyclable materials on a regional basis by causing Articles of Incorporation forming the Authority (**the "Articles of Incorporation"**) to be filed with the Virginia State Corporation Commission; and

**WHEREAS**, the Articles of Incorporation presently provide for terms of office of all members of the Authority's Board of Directors to run concurrently, with the next four year term expiration date being June 30, 2018, and the Authority and the Participating Jurisdictions desire to provide for staggered terms of office for members of the Authority's Board of Directors as stated below; and

**WHEREAS**, the Participating Jurisdictions have each also entered into identical User Agreements with the Authority (**the "User Agreements"**) for the Authority to provide solid waste disposal and recycling services for each of the Participating Jurisdictions; and

**WHEREAS**, the User Agreements have a term beginning on July 1, 1995 and ending on June 30, 2025, and the Participating Jurisdictions desire to extend such term to June 30, 2040; and

**WHEREAS**, there has been presented to this meeting a proposed agreement among the University, the other Participating Jurisdictions and the Authority entitled "Agreement to Amend the Articles of Incorporation of the Montgomery Regional Solid Waste Authority and to Extend Term of User Agreements Between the Authority and Participating Jurisdictions" (**the "Agreement"**), which Agreement incorporates therein Articles of Amendment to Articles of Incorporation of Montgomery Regional Solid Waste Authority (**the "Articles of Amendment"**) that are attached thereto; and

**WHEREAS**, a public hearing has been held on behalf of the Board of Visitors of the University concerning the proposed approval of the Board of Visitors of the Agreement and the Board of Visitors has received the report of the Vice President for Operations of the University (**the "Vice President for Operations"**) as the University's representative with a summary of comments made at the public hearing.

**NOW THEREFORE, BE IT RESOLVED** by the Board of Visitors of the University that the forms of the Agreement and the Articles of Amendment are approved and the

Vice President for Operations is authorized to execute the Agreement and the Articles of Amendment in substantially the forms presented to this meeting; and

**BE IT FURTHER RESOLVED**, upon execution of the Agreement and the Articles of Amendment by the other signatories thereto, the Vice President for Operations is authorized to take all actions to cause the Articles of Amendment to be filed with the Virginia State Corporation Commission together with any other necessary documents, and to take all actions required by law to be taken prior to such filing; and

**BE IT FURTHER RESOLVED**, this Resolution shall take effect immediately on June 4, 2018.

**RECOMMENDATION:**

That the above resolution authorizing the Vice President for Operations to execute the User Agreement and to execute and file the Articles of Amendment for the Montgomery Regional Solid Waste Authority be approved.

## **CERTIFICATION OF ADOPTION OF RESOLUTION**

The undersigned Secretary of the Board of Visitors of Virginia Polytechnic Institute and State University certifies that the Resolution set forth above was adopted on June 4, 2018 in an open meeting.

Signed this 4 day of June, 2018.

By: \_\_\_\_\_  
Kim O'Rourke, Secretary of the Board of Visitors  
Virginia Polytechnic and State University

**AGREEMENT TO AMEND THE ARTICLES OF INCORPORATION OF THE MONTGOMERY REGIONAL SOLID WASTE AUTHORITY AND TO EXTEND TERM OF USER AGREEMENTS BETWEEN THE AUTHORITY AND PARTICIPATING JURISDICTIONS**

**WHEREAS**, Montgomery County, Virginia ("**Montgomery County**"), the Town of Blacksburg, Virginia (**the "Town of Blacksburg"**), the Town of Christiansburg, Virginia (**the "Town of Christiansburg"**) and Virginia Polytechnic Institute and State University ("**Virginia Tech**" and, together with Montgomery County, the Town of Blacksburg and the Town of Christiansburg, the "**Participating Jurisdictions**"), in accordance with the requirements of the Virginia Water and Waste Authorities Act (**the "Act"**) and by causing Articles of Incorporation (**the "Articles of Incorporation"**) to be filed with the Virginia State Corporation Commission on December 14, 1994 did create the Montgomery Regional Solid Waste Authority (**the "Authority"**) as an authority under the Act for the benefit of the Participating Jurisdictions; and

**WHEREAS**, the Articles of Incorporation presently provide for terms of office of all members of the Authority's Board of Directors to run concurrently, with the next term expiration date being June 30, 2018; and

**WHEREAS**, the Participating Jurisdictions desire to amend the Articles of Incorporation to provide for staggered terms of office for members of the Authority's Board of Directors as stated below; and

**WHEREAS**, each of the Participating Jurisdictions entered into an identical User Agreement with the Authority for the Authority to provide solid waste disposal and recycling services for each of the Participating Jurisdictions; and

**WHEREAS**, the User Agreement entered into by the Town of Christiansburg is dated June 20, 1995 (**the "Town of Christiansburg User Agreement"**), the User Agreement entered

into by Virginia Tech is dated June 26, 1995 (**the "Virginia Tech User Agreement"**), the User Agreement entered into by the Town of Blacksburg is dated June 20, 1995 (**the "Town of Blacksburg User Agreement"**) and the User Agreement entered into by Montgomery County is dated July 17, 1995 (**the "Montgomery County User Agreement" and, together with the Town of Christiansburg User Agreement, the Virginia Tech User Agreement and the Town of Blacksburg User agreement, the "User Agreements"**); and

**WHEREAS**, for over 22 years the Authority has provided solid waste disposal and recycling services to the Participating Jurisdictions under the regional framework provided by the Articles of Incorporation and the User Agreements that has allowed the Participating Jurisdictions to take advantage of economies of scale; and

**WHEREAS**, the User Agreements have a term beginning on July 1, 1995 and ending on June 30, 2025, and the Participating Jurisdictions desire to extend such term to June 30, 2040; and

**WHEREAS**, notice has been provided and public hearings have been held in accordance with the requirements of the Act regarding this Agreement.

**NOW, THEREFORE**, the Participating Jurisdictions agree as follows:

1. The Articles of Incorporation of the Authority shall be amended to reflect that for the terms of office of the five (5) members of the Board of the Authority beginning on July 1, 2018, the member representing Montgomery County shall have a term of three (3) years, the member representing Town of Blacksburg shall have a term of two (2) years, the member representing Town of Christiansburg shall have a term of one (1) years, the member representing Virginia Polytechnic Institute and State University shall have a term of four (4) years and the at-large member shall have a term of two

(2) years, that subsequent to these terms, each member shall be appointed for terms of four (4) years each, and members may be reappointed to succeed themselves, all as set forth in the attached form of Articles of Amendment to Articles of Incorporation of the Authority.

2. The Town of Christiansburg User Agreement, the Virginia Tech User Agreement, the Town of Blacksburg User Agreement and the Montgomery County User Agreement are each amended by the respective parties thereto to provide in Article III that the term of each such User Agreement shall terminate on June 30, 2040. All other provisions of the User Agreements shall remain unchanged.

MONTGOMERY COUNTY, VIRGINIA

By: \_\_\_\_\_  
County Administrator

ATTEST:

\_\_\_\_\_  
Clerk

TOWN OF BLACKSBURG, VIRGINIA

By: \_\_\_\_\_  
Town Manager

ATTEST:

\_\_\_\_\_  
Clerk

TOWN OF CHRISTANSBURG, VIRGINIA

By: \_\_\_\_\_  
Town Manager

ATTEST:

\_\_\_\_\_  
Clerk

VIRGINIA POLYTECHNIC INSTITUTE AND STATE  
UNIVERSITY

By: \_\_\_\_\_  
Vice President for Operations

ATTEST:

\_\_\_\_\_  
Secretary

MONTGOMERY REGIONAL SOLID WASTE  
AUTHORITY

By: \_\_\_\_\_  
Executive Director

ATTEST:

\_\_\_\_\_  
Secretary



## Form of Articles of Amendment

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
MONTGOMERY REGIONAL SOLID WASTE AUTHORITY**

Montgomery County, Virginia, the Town of Blacksburg, Virginia, the Town of Christiansburg, Virginia and Virginia Polytechnic Institute and State University, through their respective governing bodies, by joint agreement have adopted the following amendment to the Articles of Incorporation of the Montgomery Regional Solid Waste Authority (**the "Articles of Incorporation"**), pursuant to the Virginia Water and Waste Authorities Act:

1. The Articles of Incorporation are amended by deleting Section 4 in its current form and substituting the following as Section 4 of the Articles of Incorporation:

The terms of office of the five (5) members of the Board of the Authority beginning July 1, 2018 shall be as follows: the member representing Montgomery County shall have a term of three (3) years, the member representing Town of Blacksburg shall have a term of two (2) years, the member representing Town of Christiansburg shall have a term of one (1) year, the member representing Virginia Polytechnic Institute and State University shall have a term of four (4) years and the at-large member shall have a term of two (2) years. Subsequent to these terms, each member shall be appointed for terms of four (4) years each, and members may be reappointed to succeed themselves. Members representing the respective incorporating political subdivision shall be appointed by their respective governing bodies and the at-large member shall be appointed jointly by all governing bodies, each such successive member so appointed to represent his or her respective incorporating political subdivision or at large, as appropriate, until the expiration of such member's term, and until such member's successor shall have been duly appointed. Any vacancy in the membership of the Authority other than by expiration of term shall be filled by the respective governing body (or as to the at-large member, by all of the governing bodies, jointly) by the appointment of a member to fill such vacancy for the unexpired term only.

**IN WITNESS WHEREOF**, the Board of Supervisors of Montgomery County, Virginia, by its County Administrator, the Town of Blacksburg, Virginia, by its Town Manager, the Town of Christiansburg, Virginia, by its Town Manager and Virginia Polytechnic Institute and State University, by its Executive Vice President have caused these Articles of Amendment to Articles of Incorporation to be executed, and their respective seals to be affixed hereto and attested by their respective clerks or secretaries this \_\_ day of \_\_\_\_\_, 2018.

MONTGOMERY COUNTY, VIRGINIA

By: \_\_\_\_\_  
County Administrator

ATTEST:

\_\_\_\_\_  
Clerk

TOWN OF BLACKSBURG, VIRGINIA

By: \_\_\_\_\_  
Town Manager

ATTEST:

\_\_\_\_\_  
Clerk

TOWN OF CHRISTANSBURG, VIRGINIA

By: \_\_\_\_\_  
Town Manager

ATTEST:

\_\_\_\_\_  
Clerk

VIRGINIA POLYTECHNIC INSTITUTE AND STATE  
UNIVERSITY

By: \_\_\_\_\_  
Vice President for Operations

ATTEST:

\_\_\_\_\_  
Secretary