



Agenda
Governance Committee Meeting
Monday, April 18, 2022 @ 5:00 p.m.
1800 Limerick Street, Ed Semonian Boardroom
& livestream on YouTube

No.	Item	Presenter	Action Required
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The Monday, April 18, 2022, Board Governance Committee meeting is being held at Alexandria Renew Enterprises (1800 Limerick Street, Ed Semonian Boardroom, Alexandria, VA 22314). Members of the Board and staff are participating in person. The meeting can be accessed by the public in the Ed Semonian Boardroom or through the live broadcast on YouTube: https://www.youtube.com/playlist?list=PLZxvuf_sglmpuAllUAX3t0oa_ng24Nnt1

Public comments will be taken in person at Alexandria Renew Enterprises. If you wish to speak during the public comment period, please email or call the Board Secretary at (703) 721-3500 ext. 2260 in advance so you can be added to the speakers list. Submission of written statements is encouraged. Written statements may be emailed to the Board Secretary at lorna.huff@alexrenew.com. A recording of this meeting will be posted on the alexrenew.com website after the meeting.

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|----|---|---------|
| 1. | Call To Order (5:00 p.m.) | Chair |
| 2. | Approval of the Agenda (5:02 p.m.) | Chair |
| 3. | Public Comment Period (5:12) | Chair |
| 4. | Review & Approve Minutes of January 27 th meeting (5:15 p.m.)
(Tab 1) | Chair |
| 5. | Meet & Greet Introduction of Polihire Project Staff &
Presentation of GM Search Process (5:45) | Chair |
| 6. | Policy Review and Update Status (6:00 p.m.) | Mr. Rak |
| 7. | Other Business (6:10 p.m.) | Chair |
| 8. | Adjourn (6:15 p.m.) | Chair |

Times shown in parentheses are approximate and serve as guidelines

If you need an interpreter, translator, materials in alternate formats or other accommodations to access this service, activity or program, please call (703) 721-3500 ext. 2260 at least three business days prior to the meeting.

***The next Regular Board of Directors meeting is scheduled for Tuesday, April 19, 2022, @ 6:00 p.m.
A Finance & Audit Committee meeting is scheduled for Monday, April 25, 2022, @ 5:00 p.m.
A Public Hearing on the FY23 Operating and Capital Budget is scheduled for Saturday, May 7, 2022 @
9:30 a.m.***

Minutes of the Board Governance Committee Meeting - Virtual
Alexandria Renew Enterprises
Thursday, January 27, 2022

On Thursday, January 27, 2022, the Alexandria Renew Enterprises Board of Directors held a Board Governance Committee meeting electronically using the Zoom software with no members physically present. The meeting was recorded, and a recording has been posted on the Alexandria Renew website. The following individuals attended electronically:

Members: Mr. James Beall, Committee Chairman
Ms. Adrianna Caldarelli, Committee Member
Mr. John Hill, Board Chairman
Mr. William Dickinson, Secretary-Treasurer
Mr. Kerry Donley, Board Member

Staff: Ms. Karen Pallansch, Chief Executive Officer
Ms. Lorna Huff, Secretary to the Board

Counsel: Mr. Jonathan Rak, General Counsel,
McGuireWoods LLP

Consultants: Ms. Christine Springer, Owner
Rising Culture Group

Call to Order

The Chairman called the meeting to order at 5:00 p.m. and recognized Mr. Rak who provided the Explanation of Procedures for an Electronic Meeting.

Explanation of Required Procedures for an Electronic Meeting

Due to the Covid-19 pandemic emergency, the January 27, 2022, Alexandria Renew Enterprises Board of Directors Governance Committee meeting is being held electronically pursuant to our electronic meeting guidelines and the local state of emergency. The meeting is being recorded, and a recording will be posted to the Alexandria Renew website.

Approval of Agenda

The Chairman requested a motion to approve the agenda. Ms. Caldarelli moved, and Mr. Donley seconded. The Board unanimously approved.

1. CEO/GM Succession Process Overview

Discussion

The Chairman recognized Ms. Pallansch who reported that her contract expires in February 2023. She reviewed the succession planning timeline and noted interviews had been conducted with members on the Board to discuss the attributes they were looking for in the next General Manager (GM). She recognized Ms. Springer from the Rising Culture Group, who acted as facilitator and conducted the interviews. She summarized her findings in the attached presentation.

Ms. Springer reported these interviews took place almost 2 years ago. She gave an overview of the process and inquired what is the anticipated growth of AlexRenew with respect to three key

processes: AlexRenew's 2040 Vision, Utility of the Future and One Water Initiatives, and RiverRenew and how it will affect the relationship with the City? How does the GM role evolve to meet this expected growth? After the interviews and discussions, members came to consensus on the following. 1), that an engineering degree while preferred is not required. 2) Leadership skills required include innovative and out of the box thinking, political and financial savvy, and 3) a community influencer skilled at building relationships. Other considerations include a strong regulatory awareness.

Members discussed the importance of being politically savvy and a community influencer. The candidate should be able to wear many hats and adapt quickly. Ms. Caldarelli reported that AlexRenew, as an essential service, should be considered as we are interviewing candidates. Mr. Donley noted that it is possible to get a candidate who is not familiar with the City. He further discussed his experience in using a search firm to assist with the hiring of a senior executive. Mr. Hill reported that strategic thinking will be a deciding factor in the hiring of a new general manager.

There were no additional questions or comments and the Committee Chairman inquired if Ms. Springer had additional comments. She had none and he thanked her for her work on this project. The CEO reported that Human Resources is aware of cooperative purchase agreements that AlexRenew can ride to hire a search firm. The CEO will report back in March on this. She requested that members contact her if they have questions or comments. The goal is to post the position in July 2022 with interviews beginning in the September/October period

Ms. Pallansch recognized Mr. Rak who reported that future meetings on the search process be held in closed session. To ensure a level playing field for all candidates. There were no additional questions or comments on the search process and the Chairman moved to the Policy Review and Update Status.

2. Policy Review and Update Status

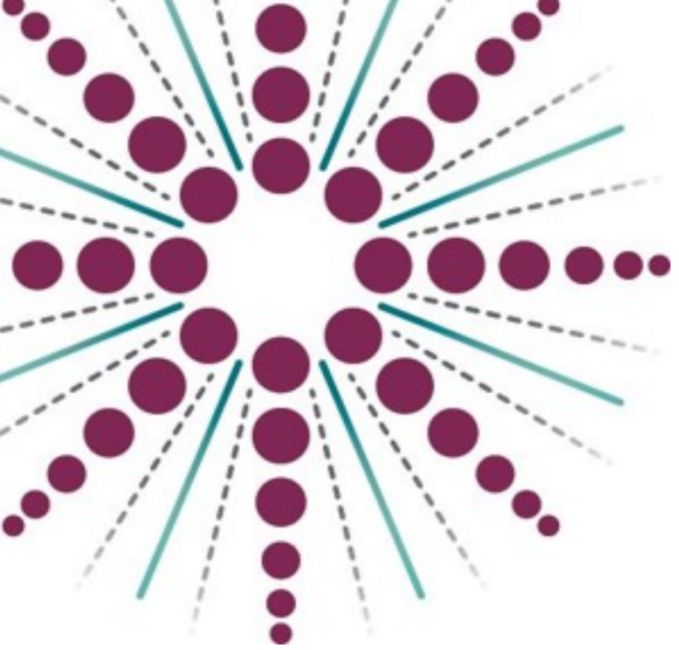
Mr. Rak summarized the comments and questions provided by the Governance Committee on the Board policies. Governance Committee members reviewed the comments and Ms. Caldarelli suggested that policies be reviewed annually to ensure that members are meeting all their responsibilities. The Board Chair thanked Mr. Beall and Ms. Caldarelli for their policy review. Mr. Hill suggested that members review the Board Member Responsibilities Policies.

The Committee Chairman noted the Ethics Policy does not address solicitation of non-profit groups. Mr. Rak reported that contributions are very restrictive. Members can only solicit for non-profit groups outside of their capacity as Board members. Mr. Hill reported that we should have one guaranteed meeting specifically to review Board Policies. Mr. Rak suggested that this could be added to the Board Responsibilities policies.

There were no additional questions or comments, the Committee Chair requested a motion to adjourn. Mr. Donley moved, and Mr. Hill seconded. The Board unanimously approved.

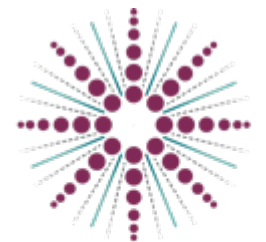
The meeting adjourned at 6:15 p.m.

Governance Committee Chair



Alex Renew GM Attributes: Board Interview Results

January 27, 2022



RISING CULTURE™
GROUP



1- Anticipated organizational growth with respect to:

- **Alex Renew's 2040 Vision**
- **Utility Of The Future & One Water Initiatives**
- **River Renew & Relationship With City of Alexandria**

2 - Evolution of the GM position with respect to anticipated growth.

Key GM Attributes



Technical/Engineering Expertise

- Preferred but not required

Leadership Skills

- Innovative thinker
- Financially savvy
- Politically savvy
- Community influencer

Other considerations

- Regulatory awareness
- Strong professional network & relationship building skills

AlexRenew Board Policy Review, Summary of Board Comments and Staff Responses

Policy Name	BOD Comments	Staff/Counsel Comments	Revision Status 4/18/22
Write off Policy	No comments		None
Rate Adjustment Principles	No comments		None
Employee Compensation Philosophy	Is there a comparable benefits policy document? Do we comply with benchmark market study every two years?	Yes there is a staff policy that cascades from the Board's philosophy; it is updated whenever the Board updates its philosophy Yes benchmark is done in even years. We have already started the process. Noted in budget presentations.	None
Board Roles and Responsibilities	Board chair, CEO and Board members should review this for any possible changes (and to ensure we are all familiar with it.) Page 1 I would like to reword the first page as the language seems awkward. [Draft provided] Page 1 Who is responsible for "ensuring the capability, suitability and vitality of its membership"? Page 6 Board Member Job Description - This is really repetitive. Should we consider starting with general Board member responsibilities and the add section below that for specific responsibilities for the Chair, Vice-Chair, and Secretary? We could use language such as, "In addition to the responsibilities stated above, the Board Chair/Vice-Chair/Secretary are also responsible for..."	Will include responsibility review as part of annual legal review process Will rework by April The Board Chair has the responsibility to ensure that the board functions well together and that each board member is an active participant Will rework by April	Pending - Need Board input
Board Committee Guidelines	Correct typos on pp. 3 and 4 (delete the hard return) CEO, Board chair, Finance and Audit committee should review	Will review and update	Revised draft 1/27/2022
Public-Private Education Facilities & Infrastructure Guidelines	Has recent assembly legislation required any revisions to this? Increase review fee from \$2,500 to \$5,000	Counsel has prepared revised draft to incorporate changes to legislation. Recommend \$10,000 review fee.	Revised draft 4/18/22
Financial Policy	Need CFO, CEO, Audit committee review. No other comments.	Policy reviewed as part of the work to get WIFIA and CWRLF approvals in 2021. Will update review date and reissue.	None

AlexRenew Board Policy Review, Summary of Board Comments and Staff Responses

Policy Name	BOD Comments	Staff/Counsel Comments	Revision Status 4/18/22
Investment Policy	<p>Ask our Counsel to review Virginia code references for accuracy</p> <p>Ask our financial advisor and CFO to review Section G Authorized Investments.</p> <p>Page 3 Standard of Prudence “Public funds held and invested by AlexRenew shall be held in trust for the citizens of AlexRenew” Should this be ratepayers, customers, or citizens of the Alex Renew service area?</p> <p>Page 8 Engagement of Investment Managers - Is there a process to change, or terminate contracts, of investment advisors?</p> <p>Page 9 “The CEO will prepare an investment report on at least a quarterly basis for the Audit Committee or other committee designated by Board of Directors.” Is this done?</p>	<p>Need to correct C.1. to read “Sections 2.2-4400 et seq. and 2.2-4500”</p> <p>Investment advisors are comfortable with the language and it meets our current needs. Our investments are very basic and within the standards and conservatism of municipal investments.</p> <p>AlexRenew Financial Advisor reviewed, noting that our website refers to ‘citizens’ which was probably picked up in the original issuance of the policy. If the Board wishes to change the language, staff will make a revision.</p> <p>Yes, engagement of investment managers is subject to the Virginia Public Procurement Act.</p> <p>Quarterly reports are submitted to the CFO quarterly. A presentation of our investments is presented in the monthly financial report; staff had been informed in the past that this monthly investment overview in the board report was sufficient to meet this requirement.</p>	Revised draft 4/18/22
Media Relations Policy	Does this address guidance for Board member activity?	Staff to update this policy; targeting May timeframe for draft	New Communications Policy draft 4/18/22
Procedures for the Procurement of Construction Management & Design-Build	<p>Have there been any legislative changes that would require revisions to this ?</p> <p>No other comments.</p>	The state updated its CM & DB guidance on 1/1/20, so MW recommended changes that spring, to more closely follow. I believe that we discussed whether to hold off on adoption until the tunnel design-build procurement was completed, but I don’t recall the final decision on that. It does not appear that the state has adopted new guidelines since then, nor do we know of any recent or pending legislation (at this time) that has bearing on the applicable statutes.	Revised draft 4/18/22
Resolution Concerning Authority of CEO	Ask Counsel to review references to Virginia Code and Alex Renew bylaws	Need to revise 2 nd recital clause “consistent with the Virginia Public Procurement Act; and”.	Revised draft 1/27/22

AlexRenew Board Policy Review, Summary of Board Comments and Staff Responses

Policy Name	BOD Comments	Staff/Counsel Comments	Revision Status 4/18/22
Environmental Justice Policy (DRAFT)	<p>This policy seems to meld two concepts that are in my mind separate. I'd like to discuss if this needs to be bifurcated into an Environmental Justice Policy and a Diversity and Inclusion policy, or perhaps we rename it to encompass both concepts.</p> <p>We should schedule this for Board review and approval</p>	<p>Staff review this policy in concert with community benefits policy and provide a recommendation.</p> <p>Staff will review and prepare recommendations for future governance and board review.</p>	Pending
Guidelines for Public Comment	Correct location of Board meetings.	Will review and update guidelines	Pending
Community Benefit Policy	No Comments		None
Ethics Policy	<p>Should we add a reference to potential conflicts of interest with non-profit groups? Add section similar to 8.0 (or amend 8.0) to prohibit solicitations for nonprofit, charitable or advocacy organizations. [Text provided]</p> <p>Should we update this section 13.0 to include the most recent attendance policy regarding a board member attending in-person meetings electronically under certain circumstances?</p>	<p>Discussion</p> <p>Electronic attendance in compliance with FOIA counts as attendance so no need to update.</p>	Revised draft 4/18/22

ALEXANDRIA RENEW ENTERPRISES
Public-Private Education Facilities and Infrastructure Guidelines
Revised April 18, 2022
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I. INTRODUCTION

The Alexandria Renew Enterprises (“AlexRenew”) has determined to adopt these guidelines (these “Guidelines”) under the authority of the Public-Private Education Facilities and Infrastructure Act of 2002 (the “PPEA”) Va. Code § 56-575.1 et. seq., as amended. PPEA grants responsible public entities the authority to create public-private partnerships for the development of a wide range of projects for public use, if the public entities determine there is a need for the project and that private involvement may provide the project to the public in a timely or cost-effective fashion. The PPEA defines “responsible public entity” to include any public entity that “has the power to develop or operate the applicable qualifying project.” AlexRenew is a responsible public entity under the PPEA. Individually negotiated interim or comprehensive agreements will define the respective rights and obligations of AlexRenew and the private entity.

In order for a project to come under the PPEA, it must meet the definition of a “qualifying project.” The PPEA contains a broad definition of qualifying projects that includes utility infrastructure and any building or facility that meets a public purpose and is developed or operated by or for a public entity. PPEA establishes requirements that AlexRenew must adhere to when reviewing and approving proposals received pursuant to the PPEA. In addition, the PPEA specifies the criteria that must be used to select a proposal and the contents of the interim or comprehensive agreement detailing the relationship between AlexRenew and the private entity.

For any project for which AlexRenew considers for development under the PPEA, it shall engage the services of qualified professionals, which may include, as applicable to the project, an architect, professional engineer, or certified public accountant, not otherwise employed by AlexRenew, to provide independent analysis regarding the specifics, advantages, disadvantages, and the long- and short-term costs of any proposal by a private entity for approval of a qualifying project, unless AlexRenew’s Board of Directors determines that such analysis of the proposal shall be performed by employees of AlexRenew.

AlexRenew retains all rights granted to it under PPEA, as amended from time to time. If these Guidelines are not amended prior to the effective date of the new law, these Guidelines shall be interpreted in a manner to conform to the new law.

Capitalized terms used in these Guidelines shall have the meanings given in § 56-575.1 of the PPEA.

II. GENERAL PROVISIONS

A. Proposal Submission

A proposal may be either solicited by AlexRenew or delivered by a private entity on an unsolicited basis. Proposers may be required to follow a two-part

proposal submission process, consisting of an initial conceptual phase and a detailed phase.

The initial phase of the proposal should contain the information specified in Section IV.A; however, the completeness of any initial proposal will be determined by AlexRenew in its sole discretion.

The detailed proposal should contain the specified deliverables set out in Section IV.B.

The PPEA allows private entities to include innovative financing methods in their proposal; this can include the imposition of user fees or service payments, or connection fee credits. Such financing arrangements may include the issuance of debt instruments, equity or other securities or obligations.

Proposals should be prepared simply and economically, providing a concise description of the proposer's capabilities to complete the proposed qualifying project and the benefits to be derived from the project by AlexRenew. Project benefits to be considered are those occurring during the construction, renovation, expansion or improvement phase and during the life cycle of the project. Proposals also should include a scope of work and a financial plan for the project, containing enough detail to allow an analysis by AlexRenew of the financial feasibility of the proposed project. AlexRenew may require additional information from the proposer in order to provide clarification to the submission, so long as the same information is required from all proposers.

B. Affected Local Jurisdictions

Any private entity requesting approval from or submitting a conceptual or detailed proposal to AlexRenew must provide Alexandria, Virginia and any other affected jurisdiction (as defined by the PPEA) with a copy of the private entity's request or proposal. Affected jurisdictions shall have 60 days from the receipt of the request or proposal to submit written comments to AlexRenew and to indicate whether the proposed qualifying project is compatible with the (i) local comprehensive plan, (ii) local infrastructure development plans, or (iii) capital improvements budget or other government spending plan. Comments received within the 60-day period shall be given consideration by AlexRenew, and no negative inference shall be drawn from the absence of comment by an affected jurisdiction.

C. Proposal Review Fee

AlexRenew shall seek the advice of appropriate internal staff or outside advisors or consultants with relevant experience in determining whether to enter into an agreement with the private entity. No fee may be charged by AlexRenew to process, review or evaluate any solicited proposal submitted under the PPEA. AlexRenew may charge a \$10,000 fee to the private entity to cover the costs of processing, reviewing, and evaluating any unsolicited proposal or competing unsolicited proposal submitted under the PPEA, including a fee to cover the costs of

outside attorneys, consultants, and financial advisors. If the direct costs of review are less than the review fee charged, AlexRenew shall refund the excess fee to the proposer. "Direct costs" may include (i) the cost of staff time required to process, evaluate, review and respond to the proposal and (ii) the out-of-pocket costs of attorneys, consultants and financial advisors. AlexRenew may, at its discretion, waive its review fees.

D. Freedom of Information Act

1. General applicability of disclosure provisions.

Generally, proposal documents submitted by private entities are subject to the Virginia Freedom of Information Act ("FOIA") Va. Code §2.2-3700 et. seq., except that subdivision 11 of § 2.2-3705.6 exempts certain documents from disclosure. FOIA exemption, however, are discretionary, and AlexRenew may elect to release some or all of the documents, except to the extent the documents are:

- a. Trade secrets of the private entity as defined in the Uniform Trade Secrets Act (§ 59.1-336 et seq.);
- b. Financial records of the private entity, including balance sheets and financial statements, that are not generally available to the public through regulatory disclosure or otherwise; or
- c. Other information submitted by the private entity, where, if the records were made public prior to the execution of an interim agreement or a comprehensive agreement, the financial interest or bargaining position of the public or private entity would be adversely affected.

Additionally, to the extent access to proposal documents submitted by private entities are compelled or protected from disclosure by a court order, AlexRenew must comply with the provisions of such order.

2. Protection from mandatory disclosure for certain documents submitted by a private entity.

Before a document of a private entity may be withheld from disclosure, the private entity must make a written request to AlexRenew at the time the documents are submitted, designating with specificity the documents for which the protection is being sought and a clear statement of the reasons for invoking the protection with reference to one or more of three classes of records listed in Section II.D.1.

Upon receipt of the written request for protection of documents, AlexRenew shall determine whether the documents contain (i) trade secrets, (ii) financial records, or (iii) other information that would adversely affect the

financial interest or bargaining position of AlexRenew or the private entity in accordance with Section II.D.1. AlexRenew shall make a written determination of the nature and scope of the protection to be afforded by AlexRenew under this subdivision. If the written determination provides less protection than requested by the private entity, the private entity shall be given an opportunity to withdraw its proposal. Nothing shall prohibit further negotiations of documents to be accorded protection from release although what may be protected must be limited to the categories of records identified in Section II.D.1.

Once a written determination has been made by AlexRenew, the documents afforded protection under this subdivision shall continue to be protected from disclosure when in the possession of AlexRenew or any affected jurisdiction to which such documents are provided.

If a private entity fails to designate trade secrets, financial records, or other confidential and proprietary information from disclosure, such information, records or documents shall be subject to disclosure under FOIA.

3. Protection from mandatory disclosure for certain documents produce by AlexRenew.

AlexRenew may withhold from disclosure memoranda, staff evaluations, or other records prepared by AlexRenew, its staff, outside advisors or consultants exclusively for the evaluation and negotiation of proposals where (i) if such records were made public prior to or after the execution of an interim or comprehensive agreement, the financial interest or bargaining position of AlexRenew would be adversely affected, and (ii) the basis for the determination required in clause (i) is documented in writing by AlexRenew.

Cost estimates relating to a proposed procurement transaction prepared by or for AlexRenew shall not be open to public inspection.

4. AlexRenew may not withhold from public access:

- a. Procurement records other than those subject to the written determination of AlexRenew;
- b. Information concerning the terms and conditions of any interim or comprehensive agreement, service contract, lease, partnership, or any agreement of any kind entered into the AlexRenew and the private entity;
- c. Information concerning the terms and conditions of any financing arrangement that involves the use of any public funds; or

- d. Information concerning the performance of any private entity developing or operating a qualifying project.

However, to the extent that access to any procurement record or other document or information is compelled or protected by a court order, then AlexRenew must comply with such order.

E. Use of Public Funds

Virginia constitutional and statutory requirements, as they apply to appropriation and expenditure of public funds, apply to any interim or comprehensive agreement entered into under the PPEA. Accordingly, the processes and procedural requirements associated with the expenditure or obligation of public funds shall be incorporated into planning for any PPEA project or projects.

F. Applicability of Other Laws

Nothing in the PPEA shall affect the duty of AlexRenew to comply with all other applicable law not in conflict with the PPEA. The applicability of the Virginia Public Procurement Act, Va. Code §2.2-4300 through §2.2-4377, as amended, (the “VPPA”) is only as set forth in the PPEA.

III. PROPOSALS

A. Solicited Proposals

AlexRenew may issue Requests for Proposals (RFPs), inviting proposals from private entities to develop or operate qualifying projects. AlexRenew may use a two-part proposal process consisting of an initial conceptual phase and a detailed phase. An RFP may invite proposers to submit proposals on individual projects identified by AlexRenew. In such a case AlexRenew should set forth in the RFP the format and supporting information that is required to be submitted, consistent with the provisions of the PPEA.

The RFP should specify, but not necessarily be limited to, information and documents that must accompany each proposal and the factors that will be used in evaluating the submitted proposals. The RFP should be posted in such public areas as are normally used for posting of AlexRenew’s notices, including AlexRenew’s website, <https://alexrenew.com>. Notices should also be published in a newspaper or other publications of general circulation and advertised in Virginia’s statewide e-procurement application (“eVA”) located at <http://www.eva.state.va.us>. In addition, solicited proposals should be posted pursuant to Section III.C. The RFP should also contain or incorporate by reference other applicable terms and conditions, including any unique capabilities or qualifications that will be required of the private entities submitting proposals. Pre-proposal conferences may be held as deemed appropriate by AlexRenew.

B. Unsolicited Proposals

The PPEA permits public entities to receive, evaluate and select for negotiations unsolicited proposals from private entities to develop or operate a qualifying project.

AlexRenew may publicize its needs and may encourage interested parties to submit unsolicited proposals subject to the terms and conditions of the PPEA. When such proposals are received without issuance of an RFP, the proposal shall be treated as an unsolicited proposal.

1. Decision to Accept and Consider Unsolicited Proposal: Notice

- a. Upon receipt of any unsolicited proposal or group of proposals and payment of any required, unwaived fee by the proposer or proposers, AlexRenew will promptly determine whether to accept the unsolicited proposal for publication and conceptual-phase consideration. If AlexRenew determines not to accept the proposal and proceed to publication and conceptual-phase consideration, it should return the proposal, together with all fees and accompanying documentation, to the proposer.
- b. If AlexRenew chooses to accept an unsolicited proposal for conceptual-phase consideration, it shall post a notice in a public area regularly used by AlexRenew for posting of public notices for a period of not less than 45 days. AlexRenew shall also publish the same notice for a period of not less than 45 days in one or more newspapers or periodicals of general circulation in the jurisdiction to notify any parties that may be interested in submitting competing proposals. In addition, the notice should also be advertised in Virginia's statewide e-procurement application ("eVA") located at <http://www.eva.state.va.us>. The notice shall state that AlexRenew (i) has accepted an unsolicited proposal under the PPEA, (ii) intends to evaluate the proposal, (iii) may negotiate an interim or comprehensive agreement with the proposer based on the proposal, and (iv) will accept for simultaneous consideration any competing proposals that comply with the procedures adopted by AlexRenew and the PPEA. The notice also shall summarize the proposed qualifying project or projects, and identify their proposed locations. Copies of unsolicited proposals shall be available upon request, subject to the provisions of FOIA and § 56-575.4 G of the PPEA.

To ensure that sufficient information is available upon which to base the development of a serious competing proposal, representatives of AlexRenew familiar with the unsolicited proposal and these Guidelines shall be made available to respond to inquiries and meet with private entities that are considering the submission of a competing proposal. AlexRenew shall conduct an analysis of the information pertaining to the proposal included in the notice to ensure that such information sufficiently encourages competing proposals. Further, AlexRenew shall establish criteria, including key decision points and approvals to ensure proper consideration of the extent of competition from available private entities prior to selection.

C. Posting Requirements

1. All conceptual proposals, whether solicited or unsolicited, shall be posted by AlexRenew within 10 working days after acceptance of such proposals on AlexRenew's website or by publication, in a newspaper of general circulation in the area in which the contract is to be performed, of a summary of the proposals and the location where copies of the proposals are available for public inspection. Posting may also be on eVA, in AlexRenew's discretion.
2. Nothing shall be construed to prohibit the posting of the conceptual proposals by additional means deemed appropriate by AlexRenew so as to provide maximum notice to the public of the opportunity to inspect the proposals.
3. In addition to the posting requirements, at least one copy of the proposals shall be made available for public inspection. Trade secrets, financial records or other records of the private entity excluded from disclosure under the provisions of subdivision 11 of Virginia Code Section 2.2-3705.6 shall not be required to be posted, except as otherwise agreed to by AlexRenew and the private entity. Any inspection of procurement transaction records shall be subject to reasonable restrictions to ensure the security and integrity of the records.

D. Initial Review by AlexRenew at the Conceptual Stage

1. While only proposals complying with the requirements of the PPEA that contain sufficient information for a meaningful evaluation, and which are provided in an appropriate format, should be considered by AlexRenew for further review at the conceptual stage, AlexRenew may determine to evaluate any proposal it chooses. Formatting suggestions for proposals at the conceptual stage are found at Section IV.A.

2. With respect to unsolicited proposals, AlexRenew should determine at this initial stage of review whether it will proceed using:
 - a. Standard procurement procedures consistent with the VPPA; or
 - b. These Guidelines and a process consistent with procurement of other than professional services through “competitive negotiation” as that term is defined and described in the VPPA. AlexRenew may proceed using such Guidelines only if it makes a written determination that doing so is likely to be advantageous to AlexRenew and the public based upon either (i) the probable scope, complexity or priority of need; (ii) the risk sharing including guaranteed cost or completion guarantees, added value or debt, or equity investments proposed by the private entity; or (iii) the increase in funding, dedicated revenue or other economic benefit that would otherwise not be available.
3. After reviewing the conceptual phase proposals, AlexRenew may determine:
 - i. not to proceed further with any proposal;
 - ii. to proceed to the detailed phase of review with one proposal;
 - iii. to proceed to the detailed phase with multiple proposals;
 - iv. to request modifications or amendments to any proposals; or
 - v. to proceed directly to an interim or comprehensive agreement.

In the event that more than one proposal will be considered in the detailed phase of review, AlexRenew will consider whether the unsuccessful proposer(s) should be reimbursed for costs incurred in the detailed phase of review, and such reasonable costs may be assessed to the successful proposer in the comprehensive agreement.

4. Discussions between AlexRenew and private entities about the need for infrastructure improvements shall not limit the ability of AlexRenew to later determine to use standard procurement procedures to meet its infrastructure needs. AlexRenew retains

the right to reject any proposal at any time prior to the execution of an interim or comprehensive agreement.

E. Rejection of Unsolicited Proposals after Acceptance

AlexRenew may reject any unsolicited proposal initiated by a private entity pursuant to PPEA § 56-575.4.A at any time after accepting it for conceptual phase review. If AlexRenew rejects such an unsolicited proposal initiated by a private entity that purports to develop specific cost savings, AlexRenew shall specify the basis for the rejection; otherwise, no explanation of a decision not to accept an unsolicited proposal, or to reject an unsolicited proposal after acceptance for conceptual review, is required.

IV. PROPOSAL PREPARATION AND SUBMISSION

A. Format for Submissions at Conceptual Stage

AlexRenew may consider and approve an initial proposal with whatever information it deems to be informative and consistent with its needs. It may also require that proposals at the conceptual stage contain information in the following areas: (i) qualifications and experience, (ii) project characteristics, (iii) project financing, (iv) anticipated public support or opposition, or both, (v) project benefit and compatibility and (vi) any additional information as AlexRenew may reasonably request to comply with the requirements of the PPEA. Suggestions for formatting information to be included in proposals at this stage include:

1. Qualification and Experience

- a. Identify the legal structure of the firm or consortium of firms making the proposal. Identify the organizational structure for the project, the management approach and how each partner and major subcontractor in the structure fits into the overall team.
- b. Describe the experience of the firm or consortium of firms making the proposal and the key principals involved in the proposed project including experience with projects of comparable size and complexity. Describe the length of time in business, business experience, public firms. Include the identity of any firms that will provide design, construction and completion guarantees and warranties and a description of such guarantees and warranties.
- c. Provide the names, addresses, and telephone numbers of persons within the firm or consortium of firms who may be contacted for further information.

- d. Provide current or most recently audited financial statement of the firm or firms and each partner with an equity interest of twenty percent or greater.
- e. Identify any persons known to the proposer who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to the Virginia State and Local Government Conflict of Interest Act, Va. Code §2.2-3100 through §2.2-3131, as amended (the “VSLGICIA”).

2. Project Characteristics

- a. Provide a description of the project, including the conceptual design. Describe the proposed project in sufficient detail so that type and intent of the project, the location, and the communities that may be affected are clearly identified.
- b. Identify and fully describe any work to be performed by AlexRenew.
- c. Include a list of all federal, state and local permits and approvals required for the project and a schedule for obtaining such permits and approvals.
- d. Identify any anticipated adverse social, economic and environmental impacts of the project. Specify the strategies or actions to mitigate known impacts of the project.
- e. Identify the projected positive social, economic and environmental impacts of the project.
- f. Identify the proposed schedule for the work on the project, including the estimated time for completion.
- g. Propose allocation of risk and liability for work completed beyond the agreements completion date, and assurances for timely completion of the project.
- h. State assumptions related to ownership, legal liability, law enforcement and operation of the project and the existence of any restrictions on AlexRenew’s use of the project.

- i. Provide information relative to phased or partial openings of the proposed project prior to completion of the entire work.
- j. List any other assumptions relied on for the project to be successful.
- k. List any other contingencies that must occur for the project to be successful.

3. Project Financing

- a. Provide a preliminary estimate and estimating methodology of the cost of the work by phase, segment, or both.
- b. Submit a plan for the development, financing and operation of the project showing the anticipated schedule on which funds will be required. Describe the anticipated costs of and proposed sources and uses for such funds, including any anticipated debt service costs. The operational plan should include appropriate staffing levels and associated costs. Include support due diligence studies, analyses, or reports.
- c. Include a list and discussion of assumptions underlying all major elements of the plan. Assumptions should include all significant fees associated with financing given the recommended financing approach. In addition, complete disclosure of interest rate assumptions should be included. Any ongoing operational fees, if applicable, should also be disclosed as well as any assumptions with regard to increases in such fees.
- d. Identify the proposed risk factors and methods for dealing with these factors.
- e. Identify any local, state or federal resources that the proposer contemplates requesting for the project. Describe the total commitment, if any, expected from governmental sources and the timing of any anticipated commitment.
- f. Identify the amounts and the terms and conditions for any revenue sources.

- g. Identify any aspect of the project that could disqualify the project from obtaining tax-exempt financing.

4. Project Benefit and Compatibility

- a. Identify who will benefit from the project, how they will benefit and how the project will benefit the overall community, region, or state.
- b. Identify any anticipated public support or opposition, as well as any anticipated government support or opposition, for the project.
- c. Explain the strategy and plans that will be carried out to involve and inform the general public, business community, and governmental agencies in areas affected by the project.
- d. Describe the anticipated significant benefits to the community, region or state including anticipated benefits to the economic condition of AlexRenew and whether the project is critical to attracting or maintaining competitive industries and businesses to AlexRenew or the surrounding region.
- e. Describe compatibility with the local comprehensive plan, local infrastructure development plans, the capital improvements budget or other government spending plan.

B. Format for Submissions at Detailed Stage

If AlexRenew decides to proceed to the detailed phase of review with one or more proposals, the following information should be provided by the private entity, unless waived by AlexRenew:

- 1. A topographical map (1:2,000 or other appropriate scale) depicting the location of the proposed project;
- 2. A list of public utility facilities, if any, that will be crossed by the qualifying project and a statement of the plans of the proposer to accommodate such crossings;
- 3. A statement and strategy setting out the plans for securing all necessary property;

4. A detailed listing of all firms that will provide specific design, construction and completion guarantees and warranties, and a brief description of such guarantees and warranties;
5. A total life-cycle cost specifying methodology and assumptions of the project or projects and the proposed project start date. Include anticipated commitment of all parties; equity, debt, and other financing mechanisms; and a schedule of project revenues and project costs. The life-cycle cost analysis should include, but not be limited to, a detailed analysis of the projected return, rate of return, or both, expected useful life of facility and estimated annual operating expenses;
6. A detailed discussion of assumptions about user fees or rates, and usage of the projects;
7. Identification of any known government support or opposition, or general public support or opposition for the project. Government or public support should be demonstrated through resolution of official bodies, minutes of meetings, letters, or other official communications;
8. Demonstration of consistency with appropriate local comprehensive or infrastructure development plans or indication of the steps required for acceptance into such plans;
9. Explanation of how the proposed project would impact local development plans of each Affected Local Jurisdiction;
10. Identification of the executive management and the officers and directors of the firm or firms submitting the proposal. In addition, identification of any known conflicts of interest or other disabilities that may impact AlexRenew's consideration of the proposal, including the identification of any persons known to the proposer who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to the VSLGCIA;
11. Description of the types of sureties proposed to insure completion of the project; and
12. Additional material and information as AlexRenew may reasonably request.

V. PROPOSAL EVALUATION AND SELECTION CRITERIA

The following are some of the factors that may be considered by AlexRenew in the evaluation and selection of PPEA proposals.

A. Qualifications and Experience

Factors to be considered in either phase of AlexRenew's review to determine whether the proposer possesses the requisite qualifications and experience should include:

1. Experience with similar projects;
2. Demonstration of ability to perform work;
3. Leadership structure;
4. Project managers' experience;
5. Management approach;
6. Financial condition; and
7. Project ownership.

B. Project Characteristics

Factors to be considered in determining the project characteristics include:

1. Project definition;
2. Proposed project schedule;
3. Operation of the project;
4. Technology, technical feasibility;
5. Conformity to laws, regulations, and standards;
6. Environmental impacts;
7. Condemnation impacts;
8. State and local permits; and
9. Maintenance of the project.

C. Project Financing

Factors to be considered in determining whether the proposed project financing allows adequate access to the necessary capital to finance the project include:

1. Cost and cost benefit to AlexRenew;

2. Financing and the impact on the debt or debt burden of AlexRenew;
3. Financial plan, including the degree to which the proposer has conducted due diligence investigation and analysis of the proposed financial plan and the results of any such inquiries or studies;
4. Opportunity costs assessment;
5. Estimated cost;
6. Life-cycle cost analysis;
7. The identity, credit history, past performance of any third party that will provide financing for the project and the nature and timing of their commitment, as applicable; and
8. Such other items as AlexRenew deems appropriate.

In the event that any project is financed through the issuance of obligations that are deemed to be tax-supported debt of AlexRenew, or if financing such a project may impact AlexRenew's debt rating or financial position, AlexRenew may select its own finance team, source, and financing vehicle.

D. Project Benefit and Compatibility

Factors to be considered in determining the proposed projects compatibility with the appropriate local or regional comprehensive or development plans include:

1. Community benefits;
2. Community support or opposition, or both;
3. Public involvement strategy;
4. Compatibility with existing and planned facilities; and
5. Compatibility with local, regional, and state economic development efforts.

E. Other Factors

Other factors that may be considered by AlexRenew in the evaluation and selection of PPEA proposals include:

1. The proposed cost of the qualifying project;

2. The general reputation, industry experience, and financial capacity of the private entity;
3. The proposed design of the qualifying project;
4. The eligibility of the project for accelerated documentation, review and selection;
5. Local citizen and government comments;
6. Benefits to the public, including financial and non-financial;
7. The private entity's compliance with a minority business enterprise participation plan or good faith effort to comply with the goals of such plan;
8. The private entity's plans to employ local contractors and residents; and
9. Other criteria that the responsible public entity deems appropriate.

After review and evaluation of the proposals, selection shall be made of two or more proposers deemed to be fully qualified and best suited to the needs and objectives of AlexRenew among those submitting proposals, on the basis of the factors involved in the notice, including price if so stated in the notice. Negotiations shall then be conducted with each of the proposers so selected. Price shall be considered, but need not be the sole determining factor. After negotiations have been conducted with each proposer so selected, the public body shall select the proposer which, in its opinion, has made the best proposal for the interests of AlexRenew, and shall award the contract to that proposer. Should AlexRenew determine in its sole discretion that only one proposer is fully qualified, or that one proposer is clearly more highly qualified than the others under consideration, it must document this in writing and a contract may be negotiated and awarded to that proposer.

VI. INTERIM AND COMPREHENSIVE AGREEMENTS

Prior to developing or operating the qualifying project, the private entity shall enter into a comprehensive agreement with AlexRenew. Prior to entering into a comprehensive agreement, an interim agreement may be entered into that permits a private entity to perform compensable activities related to the project. AlexRenew may designate a working group to be responsible for negotiating the interim or comprehensive agreement. Each interim or comprehensive agreement shall define the rights and obligations of AlexRenew and the selected proposer with regard to the project.

A. Interim Agreement Terms

The scope of an interim agreement may include, but is not limited to:

1. Project planning and development;
2. Design and engineering;
3. Environmental analysis and mitigation;
4. Survey;
5. Ascertaining the availability of financing for the proposed qualifying project;
6. Establish a process and timing of the negotiation of the comprehensive agreement; and
7. Any other provisions related to any aspect of the development or operation of a qualifying project that the parties may deem appropriate prior to the execution of a comprehensive agreement.

B. Comprehensive Agreement Terms

The terms of the comprehensive agreement shall include but not be limited to:

1. The delivery of maintenance, performance and payment bonds or letters of credit in connection with any acquisition, design, construction, improvement, renovation, expansion, equipping, maintenance, or operation of the qualifying project;
2. The review of plans and specifications for the qualifying project by AlexRenew;
3. The rights of AlexRenew to inspect the qualifying project to ensure compliance with the comprehensive agreement;
4. The maintenance of a policy or policies of liability insurance or self-insurance reasonably sufficient to insure coverage of the project and the tort liability to the public and employees and to enable the continued operation of the qualifying project;
5. The monitoring of the practices of the private entity by AlexRenew to ensure proper maintenance;
6. The terms under which the private entity will reimburse AlexRenew for services provided;

7. The policy and procedures that will govern the rights and responsibilities of AlexRenew and the private entity in the event that the comprehensive agreement is terminated or there is a material default by the private entity including the conditions governing assumption of the duties and responsibilities of the private entity by AlexRenew and the transfer or purchase of property or other interests of the private entity by AlexRenew;
8. The terms under which the private entity will file appropriate financial statements on a periodic basis;
9. The mechanism by which user fees, lease payments, or service payments, if any, may be established from time to time upon agreement of the parties. Any payments or fees shall be set at a level that are the same for persons using the facility under like conditions and that will not materially discourage use for the qualifying project;
 - a. A copy of any service contract shall be filed with AlexRenew.
 - b. A schedule of the current user fees or lease payments shall be made available by the private entity to any member of the public upon request.
 - c. Classifications according to reasonable categories for assessment of user fees may be made.
10. The terms and conditions under which AlexRenew may contribute resources, if any, for the qualifying project;
11. The terms and conditions under which existing site conditions will be assessed and addressed, including identification of the responsible party for conducting the assessment and taking necessary remedial action;
12. The terms and conditions under which AlexRenew will be required to pay money to the private entity and the amount of any such payments for the project;
13. Other requirements of the PPEA or other applicable law; and
14. Such other terms and conditions as AlexRenew may deem appropriate.

Any changes in the terms of the comprehensive agreement as may be agreed upon by the parties from time to time shall be added to the comprehensive

agreement by written amendment. The comprehensive agreement may provide for the development or operation of phases or segments of a qualifying project.

C. Public Hearings and Notice and Posting Requirements

1. At some point during the proposal review process, but at least 30 days prior to entering into an interim or comprehensive agreement, AlexRenew shall hold a public hearing on the proposals that have been received.
2. Once the negotiation phase for the development of an interim or comprehensive agreement is complete and a decision to award has been made by AlexRenew, AlexRenew shall post the proposed agreement on AlexRenew's website or by publication, in a newspaper of general circulation in the area in which the contract work is to be performed, of a summary of the proposals and the location where copies of the proposals are available for public inspection. Posting may also be on eVA, in the discretion of AlexRenew.
3. Once an interim agreement or comprehensive agreement has been entered into, AlexRenew shall make procurement records available for public inspection, upon request.
 - a. Such procurement records shall include documents protected from disclosure during the negotiation phase on the basis that the release of such documents would have an adverse effect on the financial interest or bargaining position of AlexRenew or the private entity in accordance with Section II.D.
 - b. Such procurement records shall not include (i) trade secrets of the private entity as defined in the Uniform Trade Secrets Act (Virginia Code § 59.1-336 et seq.) or (ii) financial records, including balance sheets or financial statements of the private entity that are not generally available to the public through regulatory disclosure or otherwise.

To the extent access to procurement records are compelled or protected by a court order, then AlexRenew must comply with such order.

4. AlexRenew shall electronically file a copy of all interim and comprehensive agreements and any supporting documents with the Auditor of Public Accounts. Such agreements and supporting documents should be provided within 30 days of the execution of the interim or comprehensive agreement.

VII. GOVERNING PROVISIONS

In the event of any conflict between these Guidelines and the PPEA, the terms of the PPEA shall control.

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Alexandria Renew Enterprises Investment Policy

A. INTRODUCTION

Alexandria Renew Enterprises (AlexRenew), formerly Alexandria Sanitation Authority was created by the City Council of the City of Alexandria in 1952 “for the purpose of acquiring, constructing, improving, extending, operating and maintaining a sewer system and sewage disposal system.” AlexRenew is an autonomous municipal entity within the Commonwealth of Virginia and is governed by a board of five citizen members appointed by City Council to a four-year staggered terms and a representative from Fairfax County. It is a public body in all respects, and is independent of the City government administratively and financially.

The investment and cash management functions of AlexRenew are administered by the Chief Executive Officer (CEO), subject to the confines of the Code of Virginia.

The purpose of the Statement of Investment Policy (the “Policy”) is to set general guidelines for the investment of the AlexRenew’s funds.

B. SCOPE

This Policy applies to AlexRenew’s cash and investments (the “Investment Portfolio”) including general operating funds, reserves and debt proceeds. This Policy does not apply to any funds designated for any post-employment benefits such as pensions or retiree insurance. The Policy will apply to such monies from the time of receipt until the time the monies leave AlexRenew’s accounts. Although these assets may be pooled for investment purposes, they may be segregated as necessary for accounting and budgetary reporting purposes.

C. OBJECTIVES

The primary objectives of this policy are:

1. All investments shall be in compliance with the Code of Virginia Sections 2.2-4400 et seq. and 2.2-4500 et seq.
2. The cash management and investment activities of AlexRenew shall be conducted in a manner which is consistent with prevailing prudent business practices which may be applied by other public organizations of similar size and financial resources.
3. The Investment Portfolio will be managed to accomplish the following fundamental goals:
 - Safety of Principal – The single most important objective of the investment program is the preservation of principal of those funds within the Investment Portfolio.
 - Maintenance of Liquidity – The Investment Portfolio will be managed at all times with sufficient liquidity to meet all daily and seasonal needs, as well as to fund special projects and other operational requirements which are either known or which might reasonably be anticipated.
 - Maximizing Return – The Investment Portfolio shall be managed so as to maximize the

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return on investments within the context and parameters set forth by the safety and liquidity objectives above.

D. STANDARD OF PRUDENCE

All investments shall be in compliance with the Code of Virginia Sections 2.2-4400 et seq. and 2.2-4500 et seq. Public funds held and invested by AlexRenew shall be held in trust for the citizens of AlexRenew and any investment of such funds shall be made solely in the interest of the citizens of AlexRenew and with the care, skill, prudence, and diligence under the circumstances then prevailing that a person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims.

The CEO and other AlexRenew employees acting in accordance with written procedures and this Policy and exercising due diligence shall be relieved of personal responsibility for an individual security's performance, provided that deviations from expectations are reported in a timely fashion.

E. ETHICS AND CONFLICTS OF INTEREST

1. The CEO and other employees involved in the investment process shall comply with the Code of Virginia Section 2.2-3100 et seq., the State and Local Government Conflict of Interests Act. Specifically, no officer or employee shall:
 - a. Accept any money, loan, gift, favor, service, or business or professional opportunity that reasonably tends to influence him in the performance of his official duties; or
 - b. Accept any business or professional opportunity when he knows there is a reasonable likelihood that the opportunity is being afforded to influence him in the performance of his official duties.
2. All employees involved in the investment process shall refrain from personal business activity that could conflict with the proper execution and management of the investment program, or that could impair their ability to make impartial decisions.
3. All employees involved in the investment process shall disclose to the CEO any material interest in financial institutions with which they conduct business. They shall further disclose any personal financial or investment positions that could be related to the performance of the Investment Portfolio.
4. All employees involved in the investment process shall refrain from undertaking personal investment transactions with the same individual with whom business is conducted on behalf of the AlexRenew.

F. GENERAL ACCOUNT STRUCTURE

In order to meet AlexRenew's general objectives, the Investment Portfolio is segmented into several investment portfolios: the Liquidity Portfolio, the Core Portfolio, the Capital Investment Portfolio, and the Improvement, Renewal, and Replacement Fund.

1. The Liquidity Portfolio is the major funding source for AlexRenew's day to day disbursement and operational needs. As such, additional emphasis is placed on liquidity for monies in this pool. This

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pool will be funded to meet all known operating needs. Selection of investment maturities will be consistent with foreseen cash requirements in order to minimize the forced sale of securities prior to maturity.

2. The Core Portfolio consists of operating funds that will not be a major source of AlexRenew's day to day disbursement requirements and operational needs. The Core Portfolio may therefore be invested in longer-term securities in order to generate an investment return, which, over time, is higher than the total return of the Liquidity Portfolio.
3. The Capital Investment Portfolio is the source of capital improvement disbursements. The pool will consist of unspent debt proceeds and unspent cash contributions to AlexRenew's Capital Improvement Plan. It is anticipated that investments will be made in the Capital Investment Portfolio with maturity dates matching the anticipated expenditures from the Pool.
4. The Improvement, Replacement, and Renewal (IRR) Fund is an account established to fund certain Joint Use Facilities as described in the Fairfax County Service Agreement. Investment terms will match the anticipated expenditures from the Fund.

G. AUTHORIZED INVESTMENTS

The CEO may invest in the following securities that are in compliance with the Virginia Code. The CEO, however, may impose additional requirements and restrictions in order to ensure that AlexRenew's goals are met. Permitted investments for the portfolios include:

1. U.S. Treasury Obligations. Bills, notes and any other obligation or security issued by or backed by the full faith and credit of the United States Treasury. The final maturity shall not exceed a period of five (5) years from the time of purchase.
2. Federal Agency Obligations. Bonds, notes and other obligations of the United States, and securities issued by any AAA rated federal government agency or instrumentality or government sponsored enterprise except for Collateralized Mortgage Obligations. The final maturity shall not exceed a period of five (5) years from the time of purchase.
3. Municipal Obligations. Bonds, notes and other general obligations upon which there is no default, has a rating of at least AA by Standard & Poor's and Aa by Moody's Investor Services, matures within three (3) years of the date of purchase, and otherwise meets the requirements of Code of Virginia 2.2-4501.
4. Commercial Paper. "Prime quality" commercial paper, with a maturity of 270 days or less, issued by domestic corporations (corporations organized and operating under the laws of the United States or any state thereof) provided that the issuing corporation, or its guarantor, has a short-term debt rating of no less than "A-1" (or its equivalent) by at least two of the Nationally Recognized Statistical Rating Organizations ("NRSROs" see Glossary for more information).
5. Bankers Acceptance. Issued by domestic banks or a federally chartered office of foreign bank, which are eligible for purchase by the Federal Reserve System with a maturity of 180 days or less. The issuing corporation, or its guarantor, must have a short-term debt rating of no less than "A-1" (or its equivalent) by at least two of the NRSROs.

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6. Corporate Notes. High quality corporate notes with a rating of at least "AA" (or its equivalent) by Moody's Investors Service, Inc. and Standard & Poor's, Inc. The final maturity shall not exceed a period of three (3) years from the time of purchase.
7. Negotiable Certificates of Deposit and Bank Deposit Notes. Negotiable certificates of deposit and negotiable bank deposit notes of domestic banks and domestic offices of foreign banks with a rating of at least A-1 by Standard & Poor's, Inc. and P-1 by Moody's Investor Service, Inc., for maturities of one year or less, and a rating of at least AA by Standard & Poor's and Aa by Moody's Investor Service, Inc. for maturities over year. The final maturity may not exceed a period of three (3) years from the time of purchase.
8. Money Market Mutual Funds (Open-Ended Investment Funds). Shares in open-end, no-load, investment funds provided such funds are registered under the Federal Investment Company Act of 1940 and that the fund is rated at least "AAAm" or the equivalent by an NRSRO. The mutual fund must comply with the diversification, quality and maturity requirements of Rule 2(a)-7, or any successor rule, of the United States Securities and Exchange Commission (SEC), provided the investments by such funds are restricted to investments otherwise permitted by the Code of Virginia for political sub-divisions.
9. Local Government Investment Pool (LGIP). A specialized money market fund created in the 1980 session of the General Assembly designed to offer a convenient and cost-effective investment vehicle for public entities. The Fund is administered by the Treasury Board of the Commonwealth of Virginia and is rated AAAm by Standard & Poor's, Inc.
10. Repurchase Agreements. In overnight, term and open repurchase agreements provided that the following conditions are met:
 - a. the contract is fully secured by deliverable U.S. Treasury and Federal Agency obligations as described in paragraph 1 above (with a maximum maturity of 5 years), having a market value at all times of at least one hundred and two percent (102%) of the amount of the contract;
 - b. a Master Repurchase Agreement or specific written Repurchase Agreement governs the transaction;
 - c. the securities are free and clear of any lien and held by an independent third party custodian acting solely as agent for AlexRenew, provided such third party is not the seller under the repurchase agreement;
 - d. a perfected first security interest is created for the benefit of AlexRenew in accordance with book entry procedures prescribed 31 C.F.R. 306.1 et seq. or 31 C.F.R. 350.0 et. seq. of the Uniform Commercial Code;
 - e. for repurchase agreements with terms to maturity of greater than one (1) day, AlexRenew will value collateral securities daily and require that if additional collateral is required then that collateral must be delivered within one business day (if a collateral deficiency is not corrected within this time frame, the collateral securities will be liquidated);
 - f. the counterparty is a:

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- i. primary government securities dealer who reports daily to the Federal Reserve Bank of New York, or
- ii. a bank, savings and loan association, or diversified securities broker-dealer having at least \$5 billion in assets and \$500 million in capital and subject to regulation of capital standards by any state or federal regulatory agency; and
- g. the counterparty meets the following criteria:
 - i. a long-term credit rating of at least “AA” or the equivalent from an NRSRO;
 - ii. has been in operation for at least 5 years; and
 - iii. is reputable among market participants.

H. PORTFOLIO DIVERSIFICATION

The investment portfolios shall be diversified by security type and issuing institution. The maximum percentage of the portfolio permitted in each eligible security is as follows:

Permitted Investment	Sector Limit	Issuer Limit
U.S. Treasury Obligations	100%	100%
Federal Agency Obligations	100%	35%
Municipal Obligations	10%	3%
Commercial Paper	25%	3%
Bankers' Acceptances	25%	3%
Corporate Notes	10%	3%
Negotiable Certificates of Deposit and Bank Deposit Notes	10%	3%
Money Market Mutual Funds	100%	50%
LGIP	100%	100%
Repurchase Agreements	35%	35%

The Sector Limit and Issuer Limit shall be applied to AlexRenew’s total cash and investments asset value at the date of acquisition.

I. MAXIMUM MATURITY

Maintenance of adequate liquidity to meet the cash flow needs of AlexRenew is essential. Accordingly, to the extent possible, the investment portfolio will be structured in a manner that ensures sufficient cash is available to meet anticipated liquidity needs. Whenever practical, selection of investment maturities will be consistent with the known cash requirements of AlexRenew in order to minimize the forced sale of securities prior to maturity. Investments are limited to a maximum maturity of five years unless the Board of Directors approves an exception to this policy in writing.

For the purposes of the Investment Policy:

1. The Liquidity Portfolio will be invested in highly liquid securities such as overnight deposit accounts, repurchase agreements, and money market mutual funds.

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2. The Core Portfolio will be invested in permitted investments with a stated maturity of not more than five (5) years from the date of purchase. To manage portfolio volatility, the CEO will from time-to-time determine an investment duration target which shall not exceed three (3) years.
3. The Capital Investment Portfolio will be invested in compliance with the specific requirements of the Trust Indenture/Agreement and any supplemental indenture or covenants. However, in no case will bonds proceeds, or funds set aside for capital project, be invested in securities with term to maturity that exceeds the expected disbursement date of those monies.

Debt service reserve funds with longer term investment horizons may be invested in securities exceeding five (5) years if the maturity of such investment is made to coincide as nearly as practical with the expected use of funds.

4. The Improvement, Renewal, and Replacement Fund will be invested in accordance with expected cash flows and shall be invested in highly liquid securities such as overnight deposit accounts, repurchase agreements, and money market mutual funds.

J. SECURITY DOWNGRADES

In the event that any security held in the Investment Portfolio is downgraded below AA or equivalent rating by any NRSRO, the security shall be sold within 120 days of such downgrade.

K. INVESTMENT OF BOND PROCEEDS

AlexRenew intends to comply with all applicable sections of the Internal Revenue Code as it related to Arbitrage Rebate and the investment of bond proceeds. All investment records will be maintained to ensure compliance with all regulations.

L. COLLATERALIZATION OF BANK DEPOSITS

All bank deposits of AlexRenew should be considered Public Deposits as defined by Code of Virginia Security for Public Deposits Act (Section 2.2-4400 et. seq.) and all deposits must be made with Qualified Public Depositories.

M. SELECTION OF BROKER/DEALERS

The CEO will maintain a list of broker/dealers that are approved for investment purposes. All broker/dealers who desire to provide investment services to the AlexRenew will be provided with current copies of the Investment Policy. Before an organization can provide investment services to AlexRenew, it must confirm in writing that it has received and reviewed the Investment Policy.

At the request of the CEO, broker/dealers will supply AlexRenew with information sufficient to adequately evaluate their financial capacity and creditworthiness. The following information will be provided:

1. Audited financial statements;
2. Regulatory reports on financial position;
3. Proof of Financial Institution Regulatory Authority (“FINRA”) certification and state registration;
4. A sworn statement by an authorized representative of the broker/dealer pledging to adhere to “Capital Adequacy Standards” established by the Federal Reserve Bank and acknowledging the

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- broker/dealer understands that AlexRenew has relied on this pledge; and
5. Any additional information requested by the CEO in evaluating the creditworthiness of the institution.

Only firms meeting the following requirements will be eligible to serve as broker/dealers for AlexRenew:

1. "Primary" dealers and regional dealers that qualify under SEC Rule 15C3-1 (uniform net capital rule);
2. Capital of at least \$10,000,000;
3. Registered as a dealer under the Securities Exchange Act of 1934;
4. Member of the Financial Institution Regulatory Authority ("FINRA");
5. Registered to sell securities in the Commonwealth of Virginia; and
6. Engaged in the business of effecting transactions in U.S. government and agency obligations for at least five (5) consecutive years.

AlexRenew shall designate broker/dealers on an annual basis.

N. ENGAGEMENT OF INVESTMENT MANAGERS

The CEO may engage one or more qualified firms to provide investment management services for AlexRenew. All investment management firms who desire to provide investment services to AlexRenew will be provided with current copies of the Investment Policy. Before an organization can provide investment services to AlexRenew, it must confirm in writing that it has received and reviewed the Investment Policy.

Only firms meeting the following requirements will be eligible to serve as investment manager for AlexRenew:

1. Registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940;
2. Must annually provide to AlexRenew an updated copy of Form ADV, Part II;
3. Must be registered to conduct business in the Commonwealth of Virginia; and
4. Must have proven experience in providing investment management services under Code of Virginia Sections 2.2-4500 et seq.

Any firm engaged by AlexRenew to provide investment services shall:

1. Maintain a list of approved security brokers/dealers selected by creditworthiness who are authorized to provide investment services in the Commonwealth of Virginia;
2. Provide monthly reports of transactions and holdings to the CEO;
3. Provide quarterly performance reports that display investment performance in comparison to AlexRenew's investment benchmarks;
4. Upon request, provide reports which show that the manager has solicited at least three bids for any security purchased or sold on behalf of AlexRenew; and
5. Not collect any soft dollar fees from any broker/dealer or other financial firm in relation to services to AlexRenew.

O. COMPETITIVE SELECTION OF INVESTMENT INSTRUMENTS

All securities purchases and sales will be transacted only with designated broker/dealers through a formal and competitive process requiring the solicitation and evaluation of at least three bids/offers, taking into consideration current market conditions. AlexRenew will accept the bid which, in the sole judgment of

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the CEO or his/her designee: (a) offers the highest rate of return within the maturity required; (b) optimizes the investment objective of the overall investment portfolio, including diversification requirements. When selling a security, AlexRenew will select the bid that generates the highest sale price, consistent with the diversification requirements.

P. SAFEKEEPING AND CUSTODY

All investment securities purchased by AlexRenew or held as collateral on deposits or investments shall be held by AlexRenew or by a third-party custodial agent that may not otherwise be counterparty to the investment transaction.

All securities in the Investment Portfolio will be held in the name of AlexRenew and will be free and clear of any lien. Further, all investment transactions will be conducted on a delivery-vs.-payment basis. The custodial agent shall issue a safekeeping receipt to AlexRenew listing the specific instrument, rate, maturity, and other pertinent information. On a monthly basis, the custodial agent will provide reports that list all securities held for AlexRenew, the book value of holdings, and the market value as of month-end.

AlexRenew officials and representatives of the custodial agent responsible for, or in any manner involved with, the safekeeping and custody process of AlexRenew shall be bonded in such a manner as to protect AlexRenew from losses from malfeasance and misfeasance.

Original copies of non-negotiable certificates of deposit and confirming copies of all other investment transactions must be delivered to AlexRenew or its custodial agent.

Q. INTERNAL CONTROLS

The CEO shall establish a framework of internal controls governing the administration and management of AlexRenew's investment portfolio, and these controls shall be documented in writing. Such controls shall be designed to prevent and control losses of AlexRenew monies arising from fraud, employee error, and misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by any personnel. The internal control structure shall be designed to provide reasonable assurance that these objectives are met. The concept of reasonable assurance recognizes that: (1) the cost of a control should not exceed the benefits likely to be derived and (2) the valuation of costs and benefits require estimates and judgments by management.

R. RECORDS AND REPORTS

The CEO will prepare an investment report on at least a quarterly basis for the Audit Committee or other committee designated by Board of Directors.

S. PERFORMANCE STANDARDS

The Investment Portfolio will be designed to obtain at least a market level rate of return, given budgetary and economic cycles, commensurate with AlexRenew's investment risk and cash flow needs. AlexRenew's portfolio management approach will be active, allowing periodic restructuring of the investment portfolio to take advantage of current and anticipated interest rate movements.

The returns on the Investment Portfolio will be compared on a quarterly basis to indices of U.S. Treasury

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securities having similar maturities or to other appropriate benchmarks. For funds having a weighted average maturity greater than 90 days, performance is computed on a total return basis.

T. INVESTMENT POLICY ADOPTION

This policy is adopted by Alexandria Sanitation Authority this 17th day of August 2010

Chairman, Alexandria Sanitation Authority

GLOSSARY

Banker's Acceptance: a draft or bill of exchange accepted by a bank or trust company. The accepting institution guarantees payment of the bill, as well as the issuer.

Benchmark: a comparative base for measuring the performance or risk tolerance of the investment portfolio. A benchmark should represent a close correlation to the level of risk and the average duration of the portfolio's investments.

Broker: brings buyers and sellers together for a commission.

Certificate of Deposit (CD): a time deposit with a specific maturity evidenced by a Certificate. Large denomination CD's are typically negotiable.

Collateral: securities, evidence of deposit or other property, which a borrower pledges to secure repayment of a loan. Also refers to securities pledged by a bank to secure deposits of public monies.

Commercial Paper: Short-term, unsecured promissory notes issued by corporations to finance receivables for a maturity specified by the purchaser that ranges from three days to 270 days. Notes are generally sold at a discount, and carry credit ratings issued by an NRSRO.

Corporate Notes: Unsecured promissory notes issued by corporations to raise capital for a maturity that is longer than 270 days. Notes are generally sold at a discount, and carry credit ratings by an NRSRO.

Dealer: acts as a principal in all transactions, buying and selling for his own account.

Debenture: a bond secured only by the general credit of the issuer.

Delivery versus Payment: delivery of securities with an exchange of money for the securities. (See also "Delivery versus Receipt")

Delivery versus Receipt: delivery of securities with an exchange of a signed receipt for the securities; also known as "free" delivery. (See also "Delivery versus Payment").

Diversification: dividing investment funds among a variety of securities offering independent returns.

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Federal Funds: funds placed in Federal Reserve Banks by depository institutions in excess of current reserve requirements, and frequently loaned or borrowed on an overnight basis between depository institutions.

Federal Funds Rate: the rate of interest at which the Fed funds are traded. This rate is currently pegged by the Federal Reserve through open market operations.

Liquidity: the ability of ease with which an asset can be converted into cash without a substantial loss of value. In the money market, a security is said to be liquid if the spread between bid and asked prices is narrow and reasonable size can be transacted at those quotes.

Market Value: the price at which a security is trading and could presumably be purchased or sold.

Master Repurchase Agreement: a written contract covering all future transactions between the parties to repurchase-reverse repurchase agreements that establish each party's rights in the transactions. A master agreement will often specify, among other things, the right of the buyer-lender to liquidate the underlying securities in the event of default by the seller borrower.

Maturity: the date upon which the principal or stated value of an investment becomes due and payable.

Nationally Recognized Statistical Rating Organization (NRSRO): A credit rating agency which issues credit ratings that the U.S. Securities and Exchange Commission (the "SEC") permits other financial firms to use for certain regulatory purposes. Several examples include Moody's Investor Service, Standard & Poor's and Fitch Ratings.

Portfolio: collection of securities held by an investor.

Primary Dealer: a group of government securities dealers who submit daily reports of market activity and positions and monthly financial statements to the Federal Reserve Bank of New York and are subject to its informal oversight. Primary dealers include Securities and Exchange Commission (SEC)-registered securities broker-dealers, banks, and a few unregulated firms.

Rate of Return: the yield obtainable on a security based on its purchase price or its current market price. This may be the amortized yield to maturity on a bond or the current income return.

Repurchase Agreement (RP or REPO): an agreement under which the holder of securities sells these securities to an investor with a contract to repurchase the securities at a fixed price on a fixed date. The security "buyer" in effect lends the "seller" money for the period of the agreement, and the terms of the agreement are structured to compensate him for this.

Safekeeping: a service to customers rendered by banks for a fee whereby securities and valuables of all types and descriptions are held in the bank's vaults for protection.

SEC Rule 15C3-1: see "Uniform Net Capital Rule".

Securities and Exchange Commission ("SEC"): agency created by Congress to protect investors in

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securities transactions by administering securities legislation.

Treasury Bill: a non-interest bearing discount security issued by the U.S. Treasury to finance the national debt. Most bills are issued to mature in three months, six months, or one year.

Treasury Bonds: long-term, coupon-bearing U.S. Treasury securities issued as direct obligations of the U.S. Government and having initial maturities of more than 10 years.

Treasury Notes: medium-term coupon bearing U.S. Treasury securities issued as direct obligations of the U.S. Government and having initial maturities from two to 10 years.

Uniform Net Capital Rule: Securities and Exchange Commission requirement that member firms as well as nonmember broker/dealers in securities maintain maximum ratio of indebtedness to liquid capital of 15 to 1; also called net capital rule and net capital ratio. Indebtedness covers all money owed to a firm, including margin loans and commitments to purchase securities, one reason new public issues are spread among members of underwriting syndicates. Liquid capital includes cash and assets easily converted into cash.

Yield: the rate of annual income return on an investment, expressed as a percentage. Income/current yield is obtained by dividing the current dollar income by the current market price for the security. Net yield or yield to maturity is the current income yield minus premium above par or plus any discount from par in the purchase price, with the adjustment spread over the period from the date of purchase to the date of maturity of the bond.

City of Alexandria, Virginia Sanitation Authority Board Adopted Policy

Title: Communications Policy

Date of Adoption: June 21, 2016

Date of Revision: April 18, 2022

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Policy Purpose

AlexRenew advances its mission through consistent messages with its customers and stakeholders. This Communications Policy (policy) outlines the AlexRenew Board of Director’s (Board) roles and procedures to support AlexRenew with internal and external communications.

Media/Press Communications

The media/press can be advocates to share AlexRenew’s mission with a wide-audience and AlexRenew regularly has coverage in the media.

- All media and press inquiries shall be submitted to AlexRenew’s General Manager/Chief Executive Officer (CEO) immediately upon receipt.
- The CEO will work with the Communications Team to respond to all media/press inquiries.
- Board members should not communicate on behalf of AlexRenew with the press/media unless authorized by the CEO and/or the Board Chair.
 - Board members shall not make statements or provide information for distribution to media/press.
 - If authorized by the CEO and/or the Chair to speak to media/press, Board members shall use approved talking points.
- Opposite Editorials (Op-eds)
 - Op-eds shall be submitted to press/media only by the CEO.
 - The CEO may work with Board members to develop strategic op-eds.

Social Media

AlexRenew actively uses Facebook, Twitter, and Instagram social media platforms to communicate, and engage with customers and stakeholders.

- Board members should not use their personal social media platforms to promote AlexRenew’s mission or discuss official business. Using personal social media platforms to engage in discussion of AlexRenew business may result in such platforms being deemed a public forum and restricting members’ ability to block or filter comments.
- Board members are encouraged to promote public posts from AlexRenew’s official social media platforms.
- Board members shall be aware that they are public officials and that their online presence can affect AlexRenew. Therefore, Board members are encouraged to use personal social media platforms responsibly and respectfully.

Stakeholder Interactions

Given Alexandria’s highly-engaged citizenry, Board members will likely interact with customers and stakeholders through their official capacity and through casual conversations.

- When communicating with stakeholders, Board members shall use standard talking points provided

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by the CEO.

- Any questions not able to be answered from the standard talking points should be captured and directed to the CEO.

Political Campaigns

Federal law may, in certain circumstances, limit the political participation of AlexRenew Board members. AlexRenew Board members are prohibited from undertaking certain political activities when an AlexRenew activity or program is financed in whole or in part by loans or grants made by the United States or a Federal agency. In these circumstances an AlexRenew Board member may not:

1. Use his official authority or influence for the purpose of interfering with or affecting the result of an election or a nomination for office,
2. Directly or indirectly coerce, attempt to coerce, command, or advise a State or local officer or employee to pay, lend, or contribute anything of value to a party, committee, organization, agency, or person for political purposes; or
3. Be a candidate for office

AlexRenew Employees Interactions

All internal communications shall be directed to AlexRenew’s CEO and Board Secretary. Board members are discouraged from engaging in direct conversations with AlexRenew employees on matters related to AlexRenew.



City of Alexandria, Virginia Sanitation Authority Board Adopted Policy

Title: Procedures for the Procurement of Construction Management and Design-Build

Date of Adoption: June 19, 2012	Date of Review: April 18, 2022 December 19, 2017 February 19, 2013	Page 1 of 6
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Construction Management

In accordance with the provisions of § 2.2-4378 et seq. of the Code of Virginia, the City of Alexandria, Virginia Sanitation Authority d/b/a Alexandria Renew Enterprises (the “Authority”) hereby adopts the following procedures for the procurement of Construction Management (“CM”) contracts, as defined in Virginia Code § 2.2-4379. These procedures shall be effective June 20, 2012. All revisions shall be effective upon adoption; provided, however, that revisions shall not apply to any CM procurement which is in progress as of the revision date, in which case the procedures as in effect at the start of such procurement shall remain in effect throughout the duration of such procurement.

A. **LEGISLATIVE AUTHORITY:** Under authority of § 2.2-4382 of the Code of Virginia, the Authority may enter into a contract with a Construction Manager on a fixed price or not to exceed basis in accordance with these procedures. Under authority of § 2.2-4382 of the Code of Virginia, the Authority is authorized to use competitive negotiations to procure CM contracts when it has in its employ or under contract a licensed architect or engineer with professional competence appropriate to the project and who shall assist the Authority regarding the use of construction management for the project and who shall assist the Authority with the preparation of the Request for Proposal and the evaluation of such proposals; and when it determines in advance, and sets forth in writing, (i) that a construction management contract is more advantageous than a competitive sealed bid construction contract; (ii) that there is a benefit to the Authority by using a construction management contract; and (iii) that competitive sealed bidding is either not practicable or not fiscally advantageous to the public, which writing shall document the basis for this determination.

B. **CRITERIA FOR USE OF CM:** CM contracts may be approved for use on projects where 1) fast tracking of construction is needed to meet Authority program requirements, or 2) value engineering and/or constructability analyses concurrent with design are required.

The use of CM shall be limited to projects with a construction value that is in excess of the minimum value for Construction Management projects procured by state agencies, as referenced in the Secretary of Administration of the Commonwealth of Virginia’s currently effective Construction Management Procedures, With proper justification for small Complex Projects, as defined in Virginia Code § 2.2-4379, the Chief Executive Officer of the Authority (“CEO”) may grant a waiver of this construction valuerrequirement.

C. **PROCEDURE FOR APPROVAL TO USE CM:** Prior to taking any further action, the Authority shall request authority, in writing, and receive approval from the CEO, to use a CM contract.

The request shall justify and substantiate that a CM contract meets the criteria found in paragraph B. The request must also include the stipulation that the CM contract will be entered into no later than the completion of the Schematic Phase of design unless prohibited by authorization of funding restrictions. The request shall also include a written justification (i) that a construction management contract is more advantageous than a competitive sealed bid construction contract; (ii) that there is a benefit to the Authority by using a construction management contract; and (iii) that competitive sealed bidding is either not practicable or not fiscally advantageous to the public. These justifications for the use of a CM contract shall also be stated in the Request for Qualifications.

Approval of exceptions to this policy may be granted by the CEO, who is the approving authority for requests to use CM procedures.



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D. CM SELECTION PROCEDURES: On projects approved for CM, procurement of the contract shall be a two-step process. The following procedures shall be used in selecting a CM and awarding a contract:

1. The Authority shall appoint an Evaluation Committee ("Committee") which shall consist of at least three members from the Authority. The Committee shall include a licensed professional engineer or architect employed by or under contract with the Authority.
2. The basis of the award of the contract shall be in accordance with § 2.2-4378 et seq. and the criteria for the award shall be submitted to the CEO, in advance, for approval. It is noted that cost is a critical component of the selection process.
3. Selection of Qualified Offerors (STEP I): On projects approved for CM, the Authority shall conduct a prequalification process as follows to determine which offerors are qualified to receive Requests for Proposals.
 - a) The Authority shall prepare a Request for Qualifications ("RFQ") containing the Authority's facility requirements, building and site criteria, site and survey data (if available), the criteria to be used to evaluate the RFQ Responses and other relevant information, including any unique capabilities or qualifications that will be required of the contractor. All offerors shall have a licensed Class "A" contractor registered in the Commonwealth of Virginia as part of the Project team.
 - b) The RFQ shall be posted in accordance with § 2.2-4378 et seq. and shall include in the RFQ if responses may be submitted electronically and/or via paper response.
 - c) The Committee shall evaluate each responding firm's RFQ responses and any other relevant information and shall determine those deemed qualified with respect to the criteria established for the project.
 - d) The RFQ evaluation process shall result in a short list of three to five offerors to receive the Request for Proposal ("RFP"). If available, the short list shall include a minimum of one DSBSD-Certified Small Business that meets the minimum requirements for prequalification. An offeror may be denied prequalification only as specified under § 2.2-4317 of the Code of Virginia, but the short list shall also be based on the RFQ criteria.
 - e) The RFQ evaluation process shall evaluate an offeror's experience for a period of ten prior years to determine whether the offeror has constructed, by any method of project delivery, at least three projects similar in program and size.
 - f) At least 30 days prior to the date established for the submission of proposals, the Authority shall advise in writing each offeror which sought prequalification whether that offeror has been prequalified. Prequalified offerors that are not selected for the short list shall likewise be provided the reasons for such decision. In the event that an offeror is denied prequalification, the written notification to such offeror shall state the reasons for such denial of prequalification and the factual basis of such reasons.
4. Selection of a Construction Manager (STEP II):
 - a) The Authority shall send an RFP to the offerors on the short list and request submission of formal proposals from them. The criteria for award shall be included in the RFP.
 - b) Proposals as described in the RFP shall be submitted to the Committee. The Authority shall include in the RFP if responses may be submitted electronically and/or via paper response.



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Title: Procedures for the Procurement of Construction Management and Design-Build

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c) The Committee will evaluate and rank the proposals. After evaluation and ranking of the proposals, the Committed shall:

1. Conduct negotiations with two or more offerors submitting the highest ranked proposals, OR
2. Should the Authority determine, in writing and at its sole discretion, that only one offeror is fully qualified or that one offeror is clearly more highly qualified than the others under consideration, a contract may be negotiated with that offeror after approval of the CEO.

a) The Committee shall make its recommendation on the selection of a Construction Manager to the CEO based on its evaluations and negotiations. The contract shall be awarded to the offeror who is fully qualified and has been determined to have provided the best value in response to the RFP.

b) The Authority will notify all offerors who submitted proposals which offeror was selected for the project. In the alternative, the Authority may notify all offerors who submitted proposals of the Authority's intent to award the contract to a particular offeror at any time after the CEO has selected the Construction Manager. When the terms and conditions of multiple awards are so provided in the RFP, awards may be made to more than one offeror.

c) Upon request, documentation of the process used for the final selection shall be made available to the unsuccessful proposers.

E. **REQUIRED CONSTRUCTION MANAGEMENT CONTRACT TERMS:** Any construction management contract entered into by the Authority will contain provisions requiring that (1) not more than 10% of the construction work (measured by cost of the work) will be performed by the CM with its own forces and (2) that the remaining 90% of the construction work will be performed by subcontractors of the CM which the CM must procure by publicly advertised, competitive sealed bidding to the maximum extent practicable.

Documentation shall be placed in the file detailing the reasons any work is not procured by publicly advertised competitive sealed bidding. The CEO may modify these contractual requirements in whole or in part for projects where it would be fiscally advantageous to the public to increase the amount of construction work performed by the Construction Manager.

F. The Guaranteed Maximum Price shall be established at the completion of working drawings unless a waiver has been granted to this requirement by the CEO.



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Design/Build

In accordance with the provisions of § 2.2-4378 et seq. of the Code of Virginia, the Alexandria Sanitation Authority (the "Authority") hereby adopts the following procedures for the procurement of Design-Build ("D/B") contracts, as defined in Virginia Code § 2.2-4379. These procedures shall be effective June 20, 2012. All revisions shall be effective upon adoption provided, however, that revisions shall not apply to any D/B procurement which is in progress as of the revision date, in which case the procedures as in effect at the start of such procurement shall remain in effect throughout the duration of such procurement.

A. **LEGISLATIVE AUTHORITY:** Under authority of § 2.2-4382 of the Code of Virginia, the Authority may enter into a contract with a Design-Builder on a fixed price or not to exceed basis in accordance with these procedures. Under authority of § 2.2-4382 of the Code of Virginia, the Authority is authorized to use competitive negotiations to procure D/B contracts when it has in its employ or under contract a licensed architect or engineer with professional competence appropriate to the project who shall advise the Authority regarding the use of design/build for the project and who shall assist the Authority with the preparation of the Request for Proposal and the evaluation of such proposals; and when it determines in advance, and sets forth in writing, (i) that a design/build contract is more advantageous than a competitive sealed bid construction contract; (ii) that there is a benefit to the Authority by using a design/build contract; and (iii) that competitive sealed bidding is either not practicable or not fiscally advantageous to the public, which writing shall document the basis for this determination.

B. **INTENT OF D/B CONTRACTS:** D/B contracts are intended to minimize the project risk for an owner and to reduce the delivery schedule by overlapping the design phase and construction phase of a project.

C. **PROCEDURE FOR APPROVAL TO USE D/B:** Prior to taking any action, the Authority shall request authority, in writing, and receive approval from the CEO, to use a D/B contract.

The request shall justify and substantiate that D/B is more advantageous than a competitive sealed bid construction contract with a general contractor and shall indicate how the Authority will benefit from using D/B. The request shall also include a written justification (i) that a design/build contract is more advantageous than a competitive sealed bid construction contract; (ii) that there is a benefit to the Authority by using a design/build contract; and (iii) that competitive sealed bidding is either not practicable or not fiscally advantageous to the public.

Approval of exceptions to this policy may be granted by the CEO, who is the approving authority for requests to use D/B procedures.

D. **D/B SELECTION PROCEDURES:** On projects approved for D/B, procurement of the contract shall be a two-step competitive negotiation process. The following procedures shall be used in selecting a Design-Builder and awarding a contract:

1. The Authority shall appoint an Evaluation Committee ("Committee") which shall consist of at least three members from the Authority. The Committee shall include a licensed professional engineer or architect employed by or under contract with the Authority.

2. The basis of the award of the contract shall be in accordance with § 2.2-4378 et seq. and the criteria for the award shall be submitted to the CEO, in advance, for approval. It is noted that cost is a critical component of the selection process.



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3. Selection of Qualified Offerors (STEP I): On projects approved for D/B, the Authority shall conduct a prequalification process as follows to determine which offerors are qualified to receive Requests for Proposals.

a) The Authority shall prepare a Request for Qualifications (“RFQ”) containing the Authority's Facility Requirements, building and site criteria, site and survey data (if available), the criteria to be used to evaluate RFQ Responses and other relevant information, including any unique capabilities or qualifications that will be required of the contractor. All offerors shall have a licensed Class “A” contractor and an Architect or Engineer registered in the Commonwealth of Virginia as part of the Project Team.

b) The RFQ shall be posted in accordance with § 2.2-4378 et seq. and shall include in the RFQ if responses may be submitted electronically and/or via paper response..

c) The Committee shall evaluate each offeror’s RFQ responses and any other relevant information and shall determine which offerors are fully qualified and suitable for the project.

d) The RFQ evaluation shall result in a short list of three to five offerors to receive the Request for Proposal (“RFP”). If available, the short list shall include a minimum of one DSBSD-Certified Small Business that meets the minimum requirements for prequalification. An offeror may be denied prequalification only as specified under § 2.2-4317 of the Code of Virginia, but the short list shall also be based on the RFQ criteria.

e) The RFQ evaluation process shall evaluate an offeror’s experience for a period of ten prior years to determine whether the offeror has constructed, by any method of project delivery, at least three projects similar in program and size.

f) At least 30 days prior to the date established for the submission of proposals, the Authority shall advise in writing each offeror which sought prequalification whether that offeror has been prequalified. Prequalified offerors that are not selected for the short list shall likewise be provided the reasons for such decision. In the event that an offeror is denied prequalification, the written notification to such offeror shall state the reasons for such denial of prequalification and the factual basis of such reasons.

4. Selection of Design-Build Contractor (STEP II):

a) The Authority will send an RFP to the D/B offerors on the short list for the project and request formal proposals from them. The criteria for award shall be included in the RFP. The Authority shall include in the RFP if responses may be submitted electronically and/or via paper response.

b) Sealed Technical Proposals as described in the RFP shall be submitted to the Committee. Separately-sealed Cost Proposals shall be submitted to the Authority’s contracting officer for the project and shall be secured by and kept sealed until evaluation of the Technical Proposals and the design adjustments are completed.

c) The Committee will evaluate the Technical Proposals based on the criteria contained in the RFP. It will inform each D/B offeror of any adjustments necessary to make its Technical Proposal fully comply with the requirements of the RFP. In addition, the Authority may require that offerors make design adjustments necessary to incorporate project improvements and/or additional detailed information identified by the Committee during design development.



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d) Based on the revisions made to the Technical Proposals, the offeror may amend its Cost Proposal. In addition, an offeror may submit cost modifications to its original sealed Cost Proposal which are not based upon revisions to the Technical Proposals.

e) The Committee shall evaluate (and rank if technical rankings are to be considered as a criteria for award) the Technical Proposals. Should the Authority determine in writing and in its sole discretion that only one offeror is fully qualified, or that one offeror is clearly more highly qualified than the others under consideration, a contract may be negotiated and awarded to that offeror after approval of the CEO. Otherwise, the Authority shall open the Cost Proposals and apply the criteria for award as specified in the RFP and approved by the CEO.

f) The Committee shall make its recommendation on the selection of a Design-Builder to the CEO based on its evaluations of the Technical and Cost Proposals and all amendments thereto. The contract shall be awarded to the offeror who is fully qualified and has been determined to have provided the best value in response to the Request for Proposal.

g) The Authority will notify all offerors who submitted proposals which offeror was selected for the project. In the alternative, the Authority may notify all offerors who submitted proposals of the Authority's intent to award the contract to a particular offeror at any time after the CEO has selected the Design-Builder. When the terms and conditions of multiple awards are so provided in the RFP, awards may be made to more than one offeror.

h) Upon request, documentation of the process used for the final selection shall be made available to the unsuccessful proposers.

Alexandria Renew Enterprises Board Adopted Policy

Title: Ethics Policy

Date of Adoption: December 2010

Date of Review: April 18, 2022
November 28, 2017

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1.0 Purpose and Scope

The proper operation of Alexandria Renew Enterprises (AlexRenew), formerly Alexandria Sanitation Authority requires that Board members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. To further these objectives, certain ethical principles govern the conduct of each member of the AlexRenew Board of Directors.

This policy promotes awareness of ethics, integrity and fidelity as critical elements in Board members' conduct and in achievement of the AlexRenew mission. It references relevant policies, practices, and procedures that provide a legal framework and operational guidelines for addressing ethical issues.

2.0 Responsibilities of Public Office

AlexRenew Board members are dedicated to the concepts of effective and democratic government by responsible public officials. They:

- Uphold the Constitution of the United States and the Constitution of Virginia, and carry out the laws of the nation, the state and City of Alexandria;
- Comply with applicable laws regulating their conduct, including the Virginia Freedom of Information Act (FOIA), conflict of interest, and financial disclosure laws;
- Work in full cooperation with other public officials, unless they are legally prohibited from doing so.

3.0 Fair and Open Processes Involving the Public

AlexRenew Board members promote fair and open public processes. Board members fully comply with Virginia's FOIA law.

[Reference Virginia Code Section 2.2-3700]

4.0 Fair and Equal Treatment

AlexRenew Board members promote diversity and equality in personnel matters and in contracting, consistent with state and federal laws.

- Board members, in performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability.
- Board members will not grant any special consideration, treatment, or advantage to any person or group beyond that available to every other person or group in similar circumstances.
- Board members will cooperate in achieving the equal opportunity objectives of AlexRenew.

5.0 Proper Use and Safeguarding of AlexRenew Property and Resources

AlexRenew Board members exercise responsible financial management in the conduct of AlexRenew business.

- Board members will safeguard AlexRenew property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.

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- A Board member will not ask or require an AlexRenew employee to perform services for the personal benefit or profit of a Board member or employee.
- Each Board member will protect and properly use any AlexRenew asset within his or her control, including information recorded on paper on in electronic format.

6.0 Use of Confidential Information

Board members will safeguard confidential information.

Board members will not disclose information that legally qualifies as confidential to unauthorized persons without approval of the Board of Directors. This includes information that (1) has been received for, or during, a closed session Board meeting, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not disclosable under the Freedom of Information Act.

7.0 Conflict of Interest

Board members shall avoid both actual conflicts of interest and the appearance of conflicts of interest with AlexRenew.

- A Board member will not have a financial interest in a contract with AlexRenew, or be a purchaser at a sale at AlexRenew or a vendor of a purchase made by AlexRenew, unless his or her participation is legally authorized.
- A Board member may not participate in the discussion, deliberation or vote on a matter before the Board, or in any way attempt to use his or her official position to influence a decision of the Board, if he or she has a conflict of interest.
- A Board member will not accept gifts that are prohibited under Virginia’s Conflict of Interest Law. Board members will report all gifts, campaign contributions, income and financial information as required under the City’s financial disclosure ordinance.
- A Board member will not recommend the employment of a relative to AlexRenew or to any person known by the Board member to be bidding or negotiating a contract with AlexRenew.

[Reference Virginia Code Section 2.2-3100 and Section 2.2-4367; City Code Section 2-4-7 (g)]

8.0 Soliciting Contributions

Board members will not solicit funds or contributions of in-kind services at AlexRenew facilities for political candidates or organizations, or for non-profit, charitable or advocacy organizations.

- A Board member will not solicit or direct a political contribution or in-kind services for political candidates or organizations, or for non-profit, charitable or advocacy organizations from AlexRenew officers, employees, consultants or contractors, or from vendors or consultants that have a material financial interest in a contract or other matter while that matter is pending before AlexRenew.
- A Board member will not use AlexRenew’s seal, trademark, stationary, or other indicia of AlexRenew’s identity or facsimile thereof in any solicitation for political contributions or for non-profit, charitable or advocacy organizations.

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9.0 Board Member – CEO Relationship

The Board sets AlexRenew policy and the CEO is responsible for the execution of that policy.

- The Board provides policy direction and instructions to the CEO on matters within the authority of the Board by majority vote of the Board during duly convened Board and Board committee meetings.
- Members of the Board deal with matters within the authority of the CEO, through the CEO, except as it pertain to the functions of the General Counsel.

[Reference Virginia Code Section 25.2-5113(E)]

10.0 Exercise Responsible Financial Management

The Board ensures that AlexRenew exercises responsible financial management.

- The Board ensures that AlexRenew maintains a system of auditing and accounting that completely and at all times shows the financial condition of AlexRenew in accordance with generally accepted accounting principles and legal requirements.
- The Board retains an independent auditor who conducts an annual audit of AlexRenew’s books, records and financial affairs. The auditor will meet with the Board at the conclusion of the audit each year to review the audit results and recommendations.

11.0 Improper Activities and the Reporting of Such Activities; Protection of Whistleblowers

The Board ensures that AlexRenew maintains a healthy work environment.

- The CEO has primary responsibility for ensuring compliance with AlexRenew’s personnel policies and procedures, and ensuring that AlexRenew employees do not engage in improper activities, for investigating allegations of improper activities, and for taking appropriate corrective and disciplinary actions. The Board ensures that the CEO is operating AlexRenew according to law and the policies approved by the Board.
- Board members will disclose to the CEO, to the extent not expressly prohibited by law, improper activities within their knowledge. Board members will not interfere with the CEO’s responsibilities in identifying, investigating and correcting improper activities, unless the Board determines the CEO is not properly carrying out these responsibilities.
- A Board member will not directly or indirectly use or attempt to use the authority or influence of his or her position to intimidate, threaten, coerce, command or influence any other person for the purpose of preventing such person from acting in good faith to bring to the attention of the CEO or the Board any information, that if true, would constitute a work-related violation by a Board member or AlexRenew employee of any law or regulation, gross waste of AlexRenew funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of an AlexRenew official or employee, use of an AlexRenew office or position of AlexRenew resources for personal gain, or a conflict of interest of an AlexRenew Board member or AlexRenew employee.

12.0 Directors’ Compensation and Expense Reimbursement

AlexRenew Board members receive compensation as determined by the City Council. AlexRenew

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reimburses Board members for actual reasonable and necessary expenses incurred in the performance of duties authorized or requested by the Board.

[Reference Virginia Code Section 15.2-5113 (c)]

13.0 Meeting Attendance

Board members attend at least 75% of the meetings of the Board.

[Reference City Code Section 2-4-7-(i)(1)]

14.0 Violations of Ethics Policy

A perceived violation of AlexRenew's ethics policy by a Board member should be referred to the Board Chairman for investigation and consideration of any appropriate action warranted. In the case of a perceived violation by the Board Chairman, the matter should be referred to the Board Vice Chairman. A violation of this policy may be addressed by remedies available by law, including but not limited to:

- Adopting a resolution expressing disapproval of the conduct of the Board member who has violated this policy,
- Injunctive relief, or
- Referral of the violation to the AlexRenew Attorney and/or the Grand Jury.