

Tuesday, October 7, 2025 – 5:30 p.m.

Board of Directors Governance Committee Meeting Agenda

In-person: AlexRenew Environmental Center (1800 Limerick St)
Ed Semonian Boardroom, Room 600

Virtual: [Microsoft Virtual Events Powered by Teams](#)

Public comments will be received at the meeting. If you wish to speak during public comment, please contact Lorna Huff, Board Executive Assistant, at (703) 721-3500 ext. 2260 or lorna.huff@alexrenew.com in advance. Submission of written statements is encouraged and may be emailed to the Board Executive Assistant. If you need an interpreter, translator, materials in alternate formats or other accommodations to access this service, activity or program, contact the Board Executive Assistant at least three business days prior to the meeting.

A recording of the meeting will be posted on alexrenew.com after the meeting.

No.	Time	Item	Presenter	Action
1.	5:30 p.m.	Call to Order	Chair	
2.	5:32 p.m.	Approval of Agenda	Chair	Motion
3.	5:35 p.m.	Public Comment Period	Chair	
4.	5:45 p.m.	Consent Agenda	Chair	Motion
		a. Minutes from April 7, 2025 meeting (Tab 1)		
5.	5:50 p.m.	Unfinished Business	Chair	Information
		a. Updates to Board Communications Policy (Tab 2)		
6.	6:20 p.m.	Board Administrative Items	Chair	Information
		a. 2026 Board Retreat – February 20-21, 2026		
		b. UMC Conference – March 24-27, 2026 in Charlotte, NC		
		c. 2026 Board Self-Assessment – October 2026		
		d. Review Board Composition Matrix (Tab 3)		
		e. Board Annual Retreat Themes (Tab 4)		
7.	6:40 p.m.	Board Policies	Chair	Information
		a. Revised By-laws (Tab 5)		
		b. Resolution on Official Custodian (Tab 6)		
		c. Revised Resolution on Authority of CEO (Tab 7)		
		d. Revised Committee Policy (Tab 8)		
		e. Revised Board and Responsibilities Policy (Tab 9)		
8.	7:00 p.m.	Adjourn	Chair	

Times shown are approximate start times and serve as guidelines.

Minutes of the AlexRenew Governance Committee Meeting
Monday, April 7, 2025
5:30 p.m.

On Monday, April 7, 2025, at 5:30 p.m., the AlexRenew Board of Directors held a Governance Committee meeting in the Ed Semonian Board Room at 1800 Limerick Street and broadcast via Microsoft Teams with the following present:

Members: Mr. James Beall, Committee Chair
Ms. Rebecca Hammer, Committee Member
Mr. John Hill, Board Chair, Ex Officio
Mr. Mark Jinks, Board Member
Dr. Moussa Wone, Board Member

Staff: Mr. Justin Carl, General Manager and CEO
Ms. Amanda Waters, General Counsel and Deputy GM
Mr. Mel Leon, IT Systems Manager
Ms. Lorna Huff, Executive Assistant to the Board and CEO

1. Call to Order

The Committee Chair called the meeting to order at 5:31 p.m.

2. Approval of Agenda

The Committee Chair requested a motion to approve the agenda as mailed. Ms. Hammer moved and Mr. Beall seconded. The Committee unanimously approved.

3. Public Comment

There being no members of the public in attendance, the Committee Chair closed the public comment period.

4. Consent Agenda

The Committee Chair requested that members review the October 28, 2024 minutes. There being no edits or comments, Ms. Hammer moved to approve the minutes. Mr. Beall seconded. The Committee unanimously approved.

5. Unfinished Business

a. Status Update on October 28 Action Items

Mr. Carl provided updates:

- Board recruitment and succession planning to begin in 2027
- CEO oversight plan discussed and executed
- Boardroom layout approved; awaiting furniture delivery
- Team-building exercise to be included in 2026 Board Retreat
- Dr. Wone's CliftonStrengths profile added to Board Composition Matrix
- Legislative tracking and Monthly Report dashboard reviews ongoing
- Paperless meeting postponed
- Climate Change presentation scheduled for April; Sustainability update in May; Payment Assistance Program updates ongoing
- Board Composition Matrix; Review of top 5 CliftonStrengths at current meeting; expansion to top 14 in October
- Staff incorporating Board recommendations into memos; members encouraged to provide feedback

- Staff introductions added to Board meetings; take opportunities to celebrate wins

b. Board Composition Matrix

Ms. Hammer reported full Board representation in the Board Composition Matrix.

Recommended additions include:

- Community engagement/communications messaging skills
- Sustainability experience
- Affordability expertise

Staff will update the matrix for review at the October 2025 Governance Committee meeting.

6. Board Governance Training

Ms. Waters provided annual governance training covering;

- AlexRenew's purpose, creation, and governance framework
- Roles and Responsibilities of Board members; Duty of Care, Loyalty, Obedience
- Roles of Board Committees: Finance & Audit, Governance
- Legislation Governing AlexRenew
 - Virginia Water and Waste Authorities (VWWA)
 - Virginia Freedom of Information Act (VFOIA)
 - Virginia Conflict of Interest Act (COIA)
 - Virginia Public Records Act (VPRA)
- Upcoming proposal for modernizing board meeting procedures
- Review of the Ethics and Communications policies
- Clarification: CEO/GM is official spokesperson
- Feedback requested for future training topics

Mr. Jinks noted Board members cannot direct staff interactions.

7. Board Administrative Items

a. 2026 Board Retreat Themes

Ms. Hammer outlined the agenda:

- Day 1: Icebreaker (AlexRenew Jeopardy), CliftonStrengths Refresh, Team-Building exercise at Building Momentum
- Day 2: Classroom session and RiverRenew system tour

b. Continuing Education Ideas

Mr. Beall reported an \$8,000 Board education budget and noted:

- Prior attendance: Utility Management Conference (2024)
- Suggested opportunities:
 - Virginia Municipal League Conference
 - National Resources Leadership Institute

Mr. Hill proposed rotating annual attendance at the Utility Management Conference and discussed a resolution to memorialize. Members discussed speaker opportunities for future meetings. Mr. Jonathan Rak from the Virginia Department of Environmental Quality will give a presentation at the September Board meeting.

c. October Governance Committee Agenda

Ongoing

8. Board Policies

a. Rate-Setting Policy

Mr. Carl presented a newly structured policy that includes a Policy Statement, Purpose, References and Definitions. The new Policy covers rate-setting processes and quarterly averages.

- Clarifications requested:
 - Define “equity’ and “equitable”
 - Note winter quarter average only applies to residential customers
 - Replace "household"" with “customers’ on Page 1, Item E

Mr. Beall moved to recommend the revised Rate-Setting Policy to the full Board for approval. Ms. Hammer seconded. The Committee unanimously approved

There being no additional business, the Committee Chair requested a motion to adjourn. Ms. Hammer seconded. The Committee unanimously approved.

The meeting adjourned at 7:52 p.m.

APPROVED

Committee Chair, James Beall

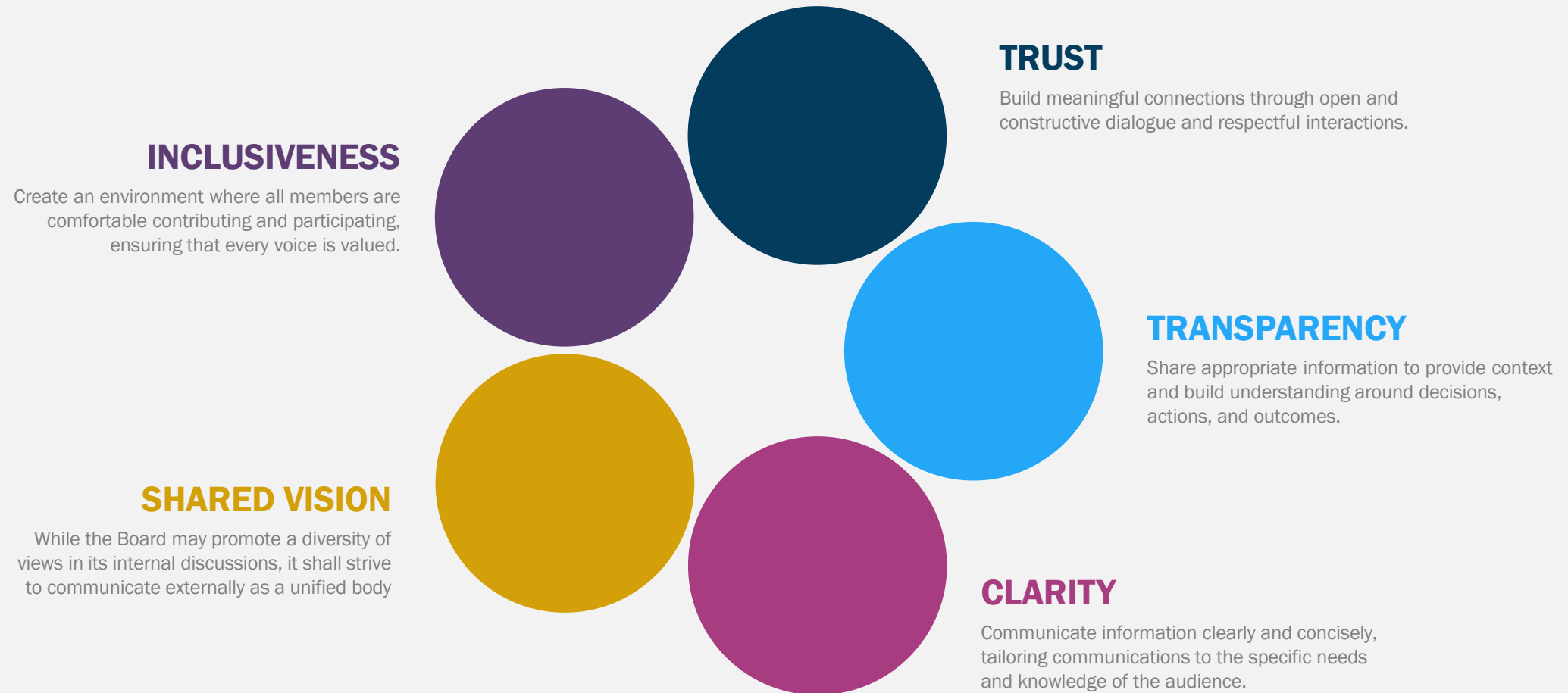


BOARD COMMUNICATIONS POLICY UPDATE

BOARD GOVERNANCE COMMITTEE | OCTOBER 7, 2025

Board Communications Principles (NEW)

The Board's internal and external communications should be guided by the following principles:



Internal Communications

Board Communications (NEW):

- Virginia FOIA
- Public noticing of meetings
- Properly describe closed session items in agenda
- Allow proper public comment on agenda items
- Ensure meeting agenda materials are properly made available to the public
- Quorum requirements
- Email etiquette

Staff Communications (UPDATED):

- Direct questions and feedback to the CEO



External Communications

Spokesperson:

- CEO, CEO's designee, and Board Chair
- Other Board members as approved by the Board Chair

Media (UPDATED):

- Media inquiries managed by the CEO
- Board members encouraged to use talk points and other materials
- Board members to notify the CEO and Board Chair about media inquiries and coordinate a response
- Op Eds by Board members are encouraged

Social Media (UPDATED):

- Board members are encouraged to promote posts
- Board members are public officials – use personal social media platforms responsibly
- Avoid using personal social media platforms to discuss official AlexRenew business

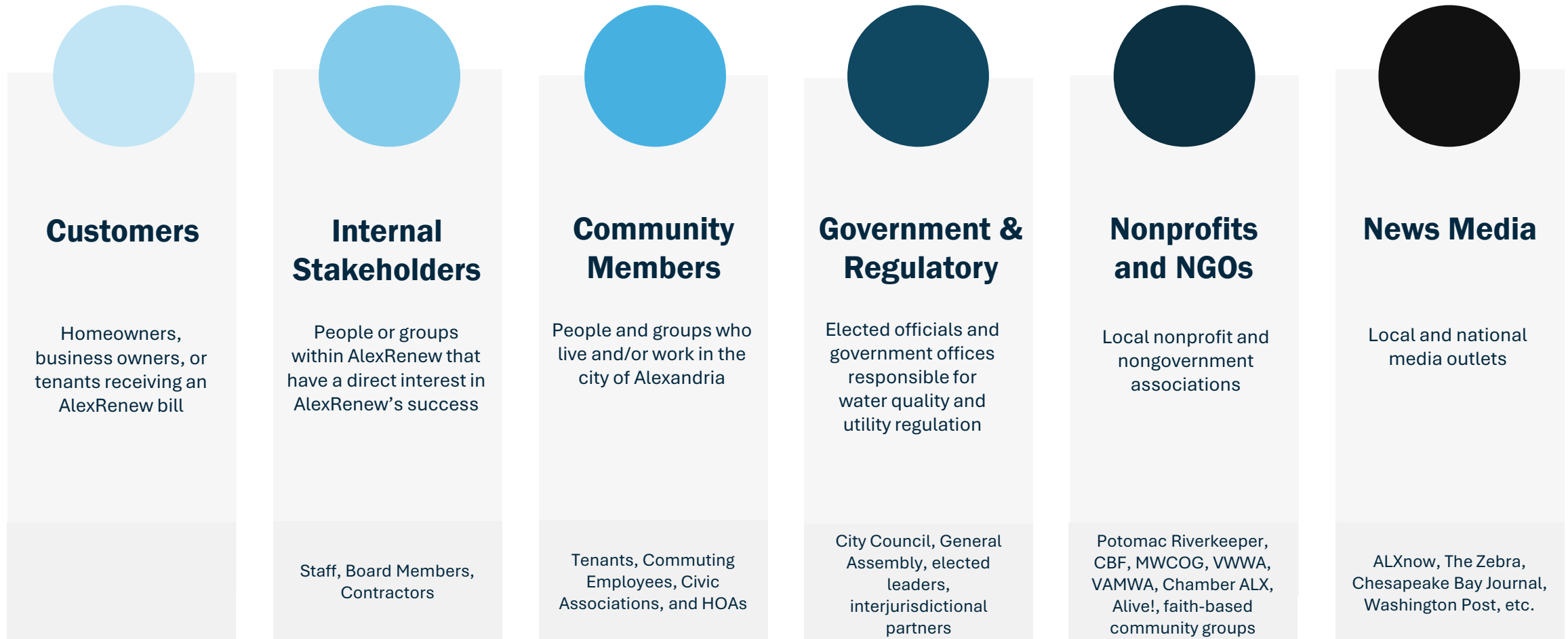


Best Practices for External Communications (NEW)

Best Practice	Avoid
✓ Use CEO-approved talking points and materials to the extent applicable	✗ Making unilateral commitments on behalf of AlexRenew
✓ Share AlexRenew’s mission, vision, and strategic goals with the public	✗ Making public comments that do not align with AlexRenew’s strategic plan
✓ Capture questions from the public and direct them to the CEO in a timely manner	✗ Attempting to solve customer issues and complaints on your own
✓ Keep confidential information confidential	✗ Sharing confidential information
✓ Be factual — refer members of the public to AlexRenew staff for technical questions	✗ Speculating, oversharing, and misstatements
✓ Use “We,” not “I,” speak from the perspective of the board or organization	✗ Sharing personal opinions when representing AlexRenew in public forums
✓ Be respectful, actively listen, and invite feedback from community members	✗ Arguing with or talking at/over members of the public
✓ Celebrate wins, support transparency, and build trust	✗ Oversharing or making premature statements

AFFINITY GROUPS

Affinity groups: stakeholders with common interests and communication preferences



OUTREACH CHANNELS

Methods for reaching stakeholders

Events

- / AlexRenew outreach events
- / Community events
- / Community meetings
- / Construction events
- / Presentations

Facilities

- / Educational lobby
- / Industry tours
- / Meeting space (6th floor)
- / Limerick Field

Print

- / Flyers
- / Signage/posters/wraps
- / Doorhangers
- / Promotional items
- / Media pickups

Mail

- / Bill inserts
- / Letter campaigns

Digital

- / AlexRenew.com/RiverRenew.com/customer portal
- / Emails for customers, community, and media
- / Digital signage for employees and customers
- / Social media
- / Text message



Board Community Outreach Responsibilities (NEW)

External Communications Channel	Stakeholders						Listening Topics					Communications Topics					Board Responsibility
	Customers	Community Members	Government Officials	Regulatory Agencies	Nonprofits	Staff	Environment	Rates	Affordability/Housing	Politics/Legislative	Reputation	Major Initiatives	Budget and Rates	Programs and Policies	AlexRenew Events	Board-related Items	
City Council Meetings			x				x	x	x	x	x						- Attend based on Board preference and agenda topics
Homeowners, Civic Associations, and Commission Meetings	x	x					x	x	x		x	x	x	x	x	x	- Attend meetings based on Board preference or those related to AlexRenew official business - Attend Alexandria Federation of Civic Associations Meeting monthly (Board Chair only)
Community Events	x	x	x		x		x	x	x		x	x			x	x	- Volunteer to support Ellen Pickering award annually - Participate in STEM events managed by AlexRenew staff
Business Community Events	x	x	x		x		x	x	x	x	x						- Attend City Manager Breakfast annually - Attend one (1) Chamber ALX event based on Board preference annually
AlexRenew Events	x	x	x		x	x	x	x			x	x	x	x		x	- Attend and participate, when possible - Emcee (Board Chair only)
Media							x	x	x	x	x						- Share news articles
Social Media	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x	- Follow AlexRenew social media, like and share posts



Communications Policy

Date of Adoption: June 21, 2016

Date of Revision: April 18, 2022; June
20, 2023; October 21, 2025

Page 1 of 4

I. Policy Statement

AlexRenew's Board of Directors plays a critical role in advancing the organization's mission and enhancing its reputation through consistent and accurate messaging.

II. Policy Purpose

The purpose of this Policy is to encourage and facilitate open, consistent, and effective communications among the Board of Directors (Board), between the Board and staff, and between the Board and external parties.

III. Communications Principles

The Board's internal and external communications shall be guided by the following principles:

- A. **Transparency.** Share appropriate information to provide context and build understanding around decisions, actions, and outcomes.
- B. **Trust.** Build meaningful connections through open and constructive dialogue and respectful interactions.
- C. **Clarity.** Communicate information clearly and concisely, tailoring communications to the specific needs and knowledge of the audience.
- D. **Inclusiveness.** Create an environment where all members are comfortable contributing and participating, ensuring that every voice is valued.
- E. **Shared vision.** While the Board may promote a diversity of views in its internal discussions, it shall strive to communicate externally as a unified body.

IV. Internal Communications

Board decisions are not made by individual members, but by majority vote. Board members should communicate with one another consistently and respectfully, working to build rapport, encourage collaboration, and make informed, unified decisions that support AlexRenew's mission.

A. Board Member Communications

The Board should carry out its activities in the spirit of open governance, in compliance with the requirements set forth by the Virginia Freedom of Information Act and the Code of Virginia § 2.2-3701, which includes, but is not limited to:

1. Properly noticing and posting Board meetings and agendas;
2. Properly describing all items to be considered in a closed session in the agenda for the

meeting;

3. Allowing proper public comment on agenda items before or during consideration by the Board;
4. Ensuring Board and Committee meeting agenda materials are properly made available to members of the public; and
5. Not conducting or participating in a series of communications in a group that in total constitutes a quorum of the Board or Committee either directly or through electronic devices, for the purpose of public business. “Public business” is defined as business that is on a public body’s agenda or is likely to come before the public body in the foreseeable future.
 - a. When communicating via email, Board members should refrain from back-and-forth communication with three (3) or more Board members over short intervals (short enough to be considered simultaneous) regarding public business.
 - b. When sending an email to the Board, Board members should copy the Board Chair, and blind copy the remaining Board members. When appropriate, copy the CEO and Board Executive Assistant.

B. AlexRenew Staff Communications

To support transparency and coordination of activities and resources, material communications between Board members and staff are expected to occur through the CEO.

1. Board members should direct questions and requests for information to the CEO and the Board Executive Assistant.
2. The CEO may authorize direct communication with other staff with subject matter expertise.

V. External Communications

The Board’s primary role in external communications is to help strengthen AlexRenew’s reputation and public trust by setting the organization’s strategic goals, approving policies, and providing high-level input related to communications efforts. Board members also serve as powerful advocates in educating the public about AlexRenew’s mission – they act as key stakeholders within the community, sharing important information with the public and listening to community concerns, feedback, and suggestions.

A. AlexRenew Spokesperson

1. AlexRenew’s General Manager and Chief Executive Officer (CEO) or their designee and the Board Chair are AlexRenew’s authorized spokespersons.
2. Other individual board members may be authorized by the Board Chair and CEO to serve as a spokesperson for AlexRenew on a case-by-case basis.

B. General External Communications Guidelines

Board Members often interact with customers and the public through several communication channels. Recommended best practices when speaking in an official capacity as a representative of AlexRenew or during casual conversations regarding AlexRenew official business are outlined in Table V-1.

Table V-1. General external communications guidelines for the AlexRenew Board

Best Practice	Avoid
Use CEO-approved talking points and materials to the extent applicable	Making unilateral commitments on behalf of AlexRenew
Share AlexRenew's mission, vision, and strategic goals with the public	Making public comments that do not align with AlexRenew's strategic plan
Capture questions from the public and direct them to the CEO in a timely manner	Attempting to solve customer issues and complaints on your own
Keep confidential information confidential	Sharing confidential information
Be factual — refer members of the public to AlexRenew staff for technical questions	Speculating, oversharing, and misstatements
Use "We," not "I," speak from the perspective of the Board or organization	Sharing personal opinions when representing AlexRenew in public forums
Be respectful, actively listen, and invite feedback from community members	Arguing with or talking at/over members of the public
Celebrate wins, support transparency, and build trust	Avoid oversharing or making premature statements

C. Media Communications

The media can serve as an advocate in sharing AlexRenew's mission with a wider audience. By establishing guidelines and a dedicated spokesperson, AlexRenew can ensure consistent and effective messaging. The following serve as guidelines for the Board's communication with the media:

1. Media inquiries are managed by the CEO;
2. The CEO will approve press releases, talking points, and other materials prior to communication with the media;
3. Board members are encouraged to (1) notify the CEO and Board Chair of any media inquiries and (2) coordinate with the CEO and Board Chair prior to making statements or providing information to the media; and
4. Board members may write op-eds or other articles that pertain to official AlexRenew business. To help ensure the accuracy of such articles and that AlexRenew is not inadvertently put at risk, all articles shall be reviewed by the CEO and Board Chair prior to submission for publication or presentation.

D. Social Media Communications

AlexRenew actively leverages social media to communicate and engage with its customers and the public. The following serve as guidelines for the Board's use of social media as it relates to AlexRenew official business:

1. Board members are encouraged to promote public posts from AlexRenew's social media platforms;
2. Board members should be aware that they are public officials and that their online presence can affect AlexRenew's reputation. Therefore, Board members are encouraged to use personal social media platforms responsibly and respectfully; and
3. Board members should avoid using personal social media platforms to discuss official AlexRenew business.

E. External Communications Matrix

The External Communications Matrix, provided as Attachment 1, serves as a strategic tool to define the Board's external communications responsibilities, ensuring clear, consistent, and effective information sharing. The matrix includes the following elements:

1. AlexRenew's primary channels for external board-related communications;
2. The recipient/audience (stakeholders) within each communication channel;
3. Topics for Board member listening and types of information to be shared within each communication channel; and
4. Board responsibilities and frequency of engagement for each communication channel.

Based on the strategic direction of the organization, the matrix may be modified by a Board action without an update to this Policy.

Attachment 1 – External Communications Matrix

Updated: October 21, 2025

External Communications Channel	Stakeholders						Listening Topics					Communications Topics					Board Responsibility
	Customers	Community Members	Government Officials	Regulatory Agencies	Nonprofits	Staff	Environment	Rates	Affordability/Housing	Politics/Legislative	Reputation	Major Initiatives	Budget and Rates	Programs and Policies	AlexRenew Events	Board-related Items	
City Council Meetings			x				x	x	x	x	x						- Attend based on Board preference and agenda topics
Homeowners, Civic Association, and Commission Meetings	x	x					x	x	x		x	x	x	x	x	x	- Attend meetings based on Board preference or those related to AlexRenew official business - Attend Alexandria Federation of Civic Associations Meeting monthly (Board Chair only)
Community Events	x	x	x		x		x	x	x		x	x			x	x	- Volunteer to support Ellen Pickering award annually - Participate in STEM events managed by AlexRenew staff
Business Community Events	x	x	x		x		x	x	x	x	x						- Attend City Manager Breakfast annually - Attend one (1) Chamber event based on Board preference annually
AlexRenew Events	x	x	x		x	x	x	x			x	x	x	x		x	- Attend and participate, when possible - Emcee (Board Chair only)
Media							x	x	x	x	x						- Share news articles
Social Media	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x	- Follow AlexRenew social media, like and share posts

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Communications Policy

Date of Adoption: June 21, 2016

Date of Revision: April 18, 2022; June
20, 2023; October 21, 2025

Page 1 of 6

I. Policy Statement

AlexRenew's Board of Directors plays a critical role in advancing the organization's mission and enhancing its reputation through consistent and accurate messaging.

II. Policy Purpose

The ~~objective purpose~~ of this ~~Communications Policy (Policy)~~ is to ~~outline the Board of Director's (Board) roles and procedures to ensure message consistency, encourage and facilitate open, consistent, and effective communication, avoid damage to AlexRenew's reputation, and support AlexRenew's overall communications objectives. This policy only applies to AlexRenew-related among the Board of Directors (Board), between the Board and staff, and between the Board and external parties.~~

III. Communications Principles

~~The Board's internal and external communications shall be guided by the following principles:~~

- ~~A. **Transparency.** Share appropriate information to provide context and build understanding around decisions, actions, and outcomes.~~
- ~~B. **Trust.** Build meaningful connections through open and constructive dialogue and respectful interactions.~~
- ~~C. **Clarity.** Communicate information clearly and concisely, tailoring communications to the specific needs and knowledge of the audience.~~
- ~~D. **Inclusiveness.** Create an environment where all members are comfortable contributing and participating, ensuring that every voice is valued.~~
- ~~E. **Shared vision.** While the Board may promote a diversity of views in its internal discussions, it shall strive to communicate externally as a unified body.~~

IV. Internal Communications

~~Board decisions are not made by individual members, but by majority vote. Board members should communicate with one another consistently and respectfully, working to build rapport, encourage collaboration, and make informed, unified decisions that support AlexRenew's mission.~~

A. Board Member Communications

~~The Board should carry out its activities in the spirit of open governance, in compliance with the requirements set forth by the Virginia Freedom of Information Act and the Code of Virginia § 2.2-~~

3701, which includes, but is not limited to:

1. Properly noticing and posting Board meetings and agendas;
2. Properly describing all items to be considered in a closed session in the agenda for the meeting;
3. Allowing proper public comment on agenda items before or during consideration by the Board;
4. Ensuring Board and Committee meeting agenda materials are properly made available to members of the public; and
5. Not conducting or participating in a series of communications in a group that in total constitutes a quorum of the Board or Committee either directly or through electronic devices, for the purpose of public business. "Public business" is defined as business that is on a public body's agenda or is likely to come before the public body in the foreseeable future.
 - a. When communicating via email, Board members should refrain from back-and-forth communication with three (3) or more Board members over short intervals (short enough to be considered simultaneous) regarding public business.
 - b. When sending an email to the Board, Board members should copy the Board Chair, and blind copy the remaining Board members. When appropriate, copy the CEO and Board Executive Assistant.

B. AlexRenew Staff Communications

To support transparency and coordination of activities and resources, material communications between Board members and staff are expected to occur through the CEO.

1. Board members should direct questions and requests for information to the CEO and the Board Executive Assistant.
2. The CEO may authorize direct communication with other staff with subject matter expertise.

V. External Communications

The Board's primary role in external communications is to help strengthen AlexRenew's reputation and public trust by setting the organization's strategic goals, approving policies, and providing high-level input related to communications efforts. Board members also serve as powerful advocates in educating the public about AlexRenew's mission — they act as key stakeholders within the community, sharing important information with the public and listening to community concerns, feedback, and suggestions.

A. AlexRenew Spokesperson

1. AlexRenew's General Manager ~~and~~ Chief Executive Officer (CEO) or ~~his/her~~their designee (hereinafter collectively referred to as the "CEO") and the Board Chair are AlexRenew's authorized spokespersons.-
- 1.2. Other individual board members may be authorized by the Board Chair and CEO to serve as a spokesperson for AlexRenew on a case-by-case basis.

B. General External Communications Guidelines

Board Members often interact with customers and the public through several communication

channels. Recommended best practices when speaking in an official capacity as a representative of AlexRenew or during casual conversations regarding AlexRenew official business are outlined in Table V-1.

Table V-1. General external communications guidelines for the AlexRenew Board

Best Practice	Avoid
<u>Use CEO-approved talking points and materials to the extent applicable</u>	<u>Making unilateral commitments on behalf of AlexRenew</u>
<u>Share AlexRenew's mission, vision, and strategic goals with the public</u>	<u>Making public comments that do not align with AlexRenew's strategic plan</u>
<u>Capture questions from the public and direct them to the CEO in a timely manner</u>	<u>Attempting to solve customer issues and complaints on your own</u>
<u>Keep confidential information confidential</u>	<u>Sharing confidential information</u>
<u>Be factual — refer members of the public to AlexRenew staff for technical questions</u>	<u>Speculating, oversharing, and misstatements</u>
<u>Use "We," not "I," speak from the perspective of the Board or organization</u>	<u>Sharing personal opinions when representing AlexRenew in public forums</u>
<u>Be respectful, actively listen, and invite feedback from community members</u>	<u>Arguing with or talking at/over members of the public</u>
<u>Celebrate wins, support transparency, and build trust</u>	<u>Avoid oversharing or making premature statements</u>

C. Media Communications

The media can serve as an advocate in sharing AlexRenew's mission with a wider audience. AlexRenew regularly receives media coverage. By having By establishing guidelines and a media policy and establishing a designated media contactdedicated spokesperson, AlexRenew can help avoid inaccuracies and conflicting messages.ensure consistent and effective messaging. The following serve as guidelines for the Board's communication with the media:

In most cases, the CEO and Board Chair will handle media and press inquiries.

1. Board members that receive media/pressMedia inquiries are encouraged to notifymanaged by the CEO immediately upon receipt.;
2. The CEO will-draft and approve press releases, talking points, and other materials prior to dissemination/-communication towith the media/press.;
3. If-Board members choose to communicate directly with the media/press, they are encouraged to (1) notify the CEO and Board Chair of any media inquiries and (2) coordinate with the CEO and Board Chair prior to making statements or providing information to the media/-press. Board members are also encouraged to use CEO-approved materials to the extent applicable.;
and

• Opposite Editorials (Op-eds)

- OfficialBoard members may write op-eds or other articles that pertain to official AlexRenew op-eds-business. To help ensure the accuracy of such articles and that AlexRenew is not inadvertently put at risk, all articles shall be submitted to media/pressreviewed by the CEO and/or Board Chair

~~6.4. The CEO and Board Chair may work with other Board members prior to develop strategic op-ed submission for publication or presentation.~~

~~A.D. Social Media Communications~~

~~“Social media” means any digital technology or practice that enables people to use, create, and share content, opinions and insights in conversations over the internet, including but not limited to Facebook, LinkedIn, Twitter, Instagram, YouTube, TikTok, podcasts, blogs, wikis, chatroom postings and website comments. AlexRenew actively uses Facebook, Twitter, Instagram, and LinkedIn social media platforms to communicate, and engage with customers and stakeholders.~~

~~AlexRenew actively leverages social media to communicate and engage with its customers and the public. The following serve as guidelines for the Board’s use of social media as it relates to AlexRenew official business:~~

~~1. Board members are encouraged to promote public posts from AlexRenew’s social media platforms;~~

~~1.2. Board members should be aware that they are public officials and that their online presence can affect AlexRenew’s reputation. Therefore, Board members are encouraged to use personal social media platforms responsibly and respectfully; and~~

- ~~• Board members should not use their personal social media platforms to discuss official AlexRenew 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 should avoid posting polarizing political opinions online.~~

~~5.3. Board members using personal social media accounts are encouraged to use a disclaimer such as “the following statements are my own and do not necessarily reflect the opinion or position of AlexRenew.” platforms to discuss official AlexRenew business.~~

~~Stakeholder Interactions~~

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

~~E. When communicating with stakeholders, Board members should use approved talking points~~
~~External Communications Matrix~~

- ~~• The External Communications Matrix, provided by the CEO.~~
- ~~• Any questions not able to be answered from the approved talking points should be captured and directed to the CEO.~~

~~Board Communication with AlexRenew Employees~~

~~as Attachment 1, serves as a strategic tool to define the Board’s external communications responsibilities, ensuring clear, consistent, and effective information sharing. The matrix includes the following elements:~~

~~1. AlexRenew’s primary channels for external board-related communications;~~

~~2. The recipient/audience (stakeholders) within each communication channel;~~

3. Topics for Board member listening and types of information to be shared within each communication channel; and

4. Board responsibilities and frequency of engagement for each communication channel.

Based on the strategic direction of the organization, the matrix may be modified by a Board action without an update to this Policy.

Attachment 1 – External Communications Matrix

Updated: October 21, 2025

<u>External Communications Channel</u>	<u>Stakeholders</u>						<u>Listening Topics</u>					<u>Communications Topics</u>					<u>Board Responsibility</u>
	<u>Customers</u>	<u>Community Members</u>	<u>Government Officials</u>	<u>Regulatory Agencies</u>	<u>Nonprofits</u>	<u>Staff</u>	<u>Environment</u>	<u>Rates</u>	<u>Affordability/Housing</u>	<u>Politics/Legislative</u>	<u>Reputation</u>	<u>Major Initiatives</u>	<u>Budget and Rates</u>	<u>Programs and Policies</u>	<u>AlexRenew Events</u>	<u>Board-related Items</u>	
<u>City Council Meetings</u>			x				x	x	x	x	x						- Attend based on Board preference and agenda topics
<u>Homeowners, Civic Association, and Commission Meetings</u>	x	x					x	x	x		x	x	x	x	x	x	- Attend two (2) meetings within area of residence annually - Attend one (1) City commission or board meeting annually (e.g. Environmental Policy Commission) - Attend Alexandria Federation of Civic Associations Meeting monthly (Board Chair only)
<u>Community Events</u>	x	x	x		x		x	x	x		x	x			x	x	- Volunteer to support Ellen Pickering award annually - Participate in STEM events managed by AlexRenew staff
<u>Business Community Events</u>	x	x	x		x		x	x	x	x	x						- Attend City Manager Breakfast annually - Attend one (1) Chamber event based on Board preference annually
<u>AlexRenew Events</u>	x	x	x		x	x	x	x			x	x	x	x		x	- Attend and participate, when possible - Emcee (Board Chair only)
<u>Media</u>							x	x	x	x	x						- Share news articles
<u>Social Media</u>	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x	- Follow AlexRenew social media, like and share posts

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2025 Board Composition Matrix

AlexRenew Board of Directors

October 07, 2025

Overview

AlexRenew's Board of Directors strives to strategically maintain diverse attributes, backgrounds, experiences, perspectives, and skills to conduct its governing functions. By completing this self-assessment matrix, each Board member will help identify opportunities for continued Board growth.

The matrix is organized into two main parts: Areas of Expertise and CliftonStrengths. Board members should rank their top five (5) most proficient areas in Areas of Expertise, with #1 being the most proficient area. The top 5 CliftonStrengths for each Board member are included in the matrix. Figures 1 and 2 further summarize the Board's CliftonStrengths results.

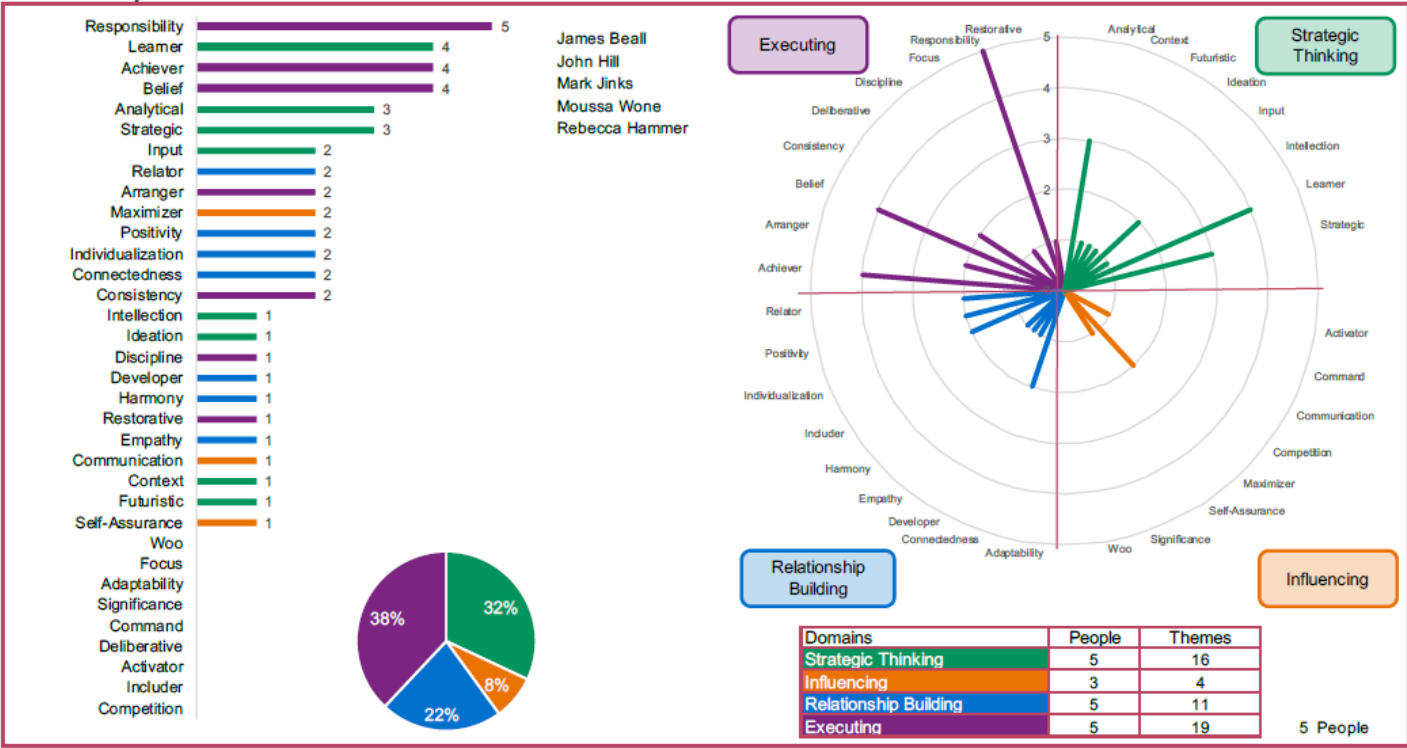
Definitions

Areas of Expertise

Affordability	Experience with or understanding of affordable utility rates, development of affordable rate structures, payment assistance programs, low-income program funding mechanisms, or state/local/federal programs to assist customers in need.
Community Involvement	Experience supporting or participating in community activities, such as volunteering, sponsorships, contributions to local causes, or donations.
Community Engagement	Experience in strategic communications, building relationships with community stakeholders through two-way communication (in-person and digital), and active collaboration.
Engineering	Has a background in environmental, civil, mechanical engineering or field related to wastewater treatment.
Financial Oversight	Expertise managing or overseeing the management of municipal financial resources, including budgeting, independent audit oversight, public financing, and rate setting.
Governance	Understands governance principles, legal requirements, and ethical standards.
Investment Management	Experience overseeing a public organization's investment strategies and portfolios.
Local Government	Experience with municipal government operations.
Public Procurement	Understands public procurement rules and regulations and types of public procurement methods, including design-build.
Non-Profit/Religious	Experience with local non-profit organizations with missions that align

	with AlexRenew's vision and mission.
Regulatory Compliance	Understands the history, drivers, and regulations associated with the Clean Water Act, National Pollution Discharge Elimination System, and other pertinent state and federal water quality regulations.
Sector Knowledge	Understands the public wastewater industry in which AlexRenew operates.
State Government	Experience or strong network with Virginia state government operations including the General Assembly. Ability to influence decisionmakers.
Strategic Planning	Ability to meaningfully contribute to the development and implementation of a long-term strategic vision that guides an organization towards achieving its goals and objectives.
Sustainability	Experience with sustainability strategy, environmental management systems, energy efficiency practices, greenhouse gas emissions/recovery, water reuse, and decarbonization/net zero programs. Knowledge of sustainability ratings through Leadership in Energy and Environmental Design, Envision, or other rating systems.
Technology/IT	Understands the technologies related to the automation of wastewater treatment, cybersecurity, and/or advancements in artificial intelligence.
Wastewater Operations	Knowledge and/or experience with wastewater facility operations and maintenance, including the overall functions of AlexRenew's assets.
<u>Clifton Strengths Domains</u>	
Strategic Thinking	People with dominant Strategic Thinking themes absorb and analyze information that informs better decisions. These themes help people know the facts about what has happened, what is happening, and what is the best way forward.
Influencing	People with dominant Influencing themes take charge, speak up, and make sure others are heard. These themes help people take the What and provide the Why, giving motivation and energy to move forward.
Relationship Building	People with dominant Relationship Building themes build stronger relationships that hold a team together and make it greater than the sum of its parts. These themes help people understand who to involve and who is best for each task.
Executing	People with dominant Executing themes make things happen. These themes help people understand the details and know exactly how it should be done, then they see it through to completion.

Team Summary



Team Top 5	As a team we bring	As a team we need	As a team we are motivated by
100% Responsibility	dependability and loyalty	freedom to take ownership	the respect of others
80% Learner	a learning perspective	exposure to new information and experiences	to live on the frontier / the cutting edge
80% Achiever	intensity and stamina of effort	freedom to work at my own pace	completing tasks
80% Belief	stability, clarity, and conviction	a cause or purpose for which to live	altruism
60% Analytical	dispassionate thinking to emotional issues	time to think	data and facts

Representing the Top 10 Themes

Prepared by Sally Magee - Magee Leadership Solutions, Inc.

Figure 1. AlexRenew Board CliftonStrengths Team Summary

Board of Directors: Team Grid

Figure 2. AlexRenew Board Top 10 CliftonStrengths

Team Strengths Grid																	Prepared by Sally Magee - Magee Leadership Solutions, Inc.																			
Strategic Thinking									Influencing								Relationship Building								Executing											
32% 5 People 16									8% 3 People 4								22% 5 People 11								38% 5 People 19											
									Activator	Command	Communication	Competition	Maximizer	Self-Assurance	Significance	Woo	Adaptability	Connectedness	Developer	Empathy	Harmony	Includer	Individualization	Positivity	Relator	Achiever	Arranger	Belief	Consistency	Deliberative	Discipline	Focus	Responsibility	Restorative		
5 People	3	1	1	1	2	1	4	3	0	0	1	0	2	1	0	0	0	2	1	1	1	0	2	2	2	4	2	4	2	0	1	0	5	1		
Name																																				
James Beall	6				2		7	9					5					8								3	4	10					1			
John Hill			9				2	1										10						4	3	5	6	7					8			
Mark Jinks	2			3			1	6					10										8			9		4					7	5		
Rebecca Hammer					1	2					7		5						6	4		8							10		3		9			
Moussa Wone	3	7					1											4					10	2	6		8	9					5			



AlexRenew Board of Directors Composition Matrix | October 2025

	JOHN HILL	JAMES BEALL	MARK JINKS	BECKY HAMMER	MOUSSA WONE
# Years on Board	13	9	2	2	0
Original Appointment	1/24/12	3/8/16	9/13/22	6/14/23	10/8/24
Re-elected	1/10/23	1/14/25	N/A	N/A	N/A
Term Expiration	1/31/27	1/31/29	9/30/26	6/30/27	10/31/28
Officer	Chair	Vice Chair	Member	Sec'y Treas	Member
Committee	Ex-officio	Governance (C)	Finance (C)	Governance	Finance
Neighborhood	Rosemont	Del Ray	Taylor Run	Del Ray	West End
Gender Identity	Male	Male	Male	Female	Male
Age					
18-27					
28-43				×	
44-59					
60-69	×	×			×
70-78			×		
79-96					
Race/Ethnicity	White	White	White	White	Black
Areas of Expertise (Rank 1-17)					
Affordability					
Community Engagement					
Community Involvement					
Engineering					
Financial Oversight					
Governance					
Investment Management					
Local Government					
Non-profit/Religious					
Public Procurement					
Regulatory Compliance					
Sector Knowledge					
State Government					
Strategic Planning					
Sustainability					
Technology/IT					
Wastewater Operations					
Clifton Top 5 Strengths					
1	Strategic	Responsibility	Learner	Input	Learner
2	Learner	Input	Analytical	Intellection	Relator
3	Relator	Achiever	Ideation	Discipline	Analytical
4	Positivity	Arranger	Belief	Harmony	Developer
5	Achiever	Maximizer	Restorative	Maximizer	Responsibility

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AlexRenew Board Retreat Schedule

2027

Succession Planning and Board Recruitment

Ensuring continuity in skills, institutional knowledge, and diversity of Board members

—

2028

Resiliency Strengthening

Improving our climate, economic, cyber, and disaster recovery capability through strategies like supply chain sustainability, climate adaptability, emergency preparedness, contingency planning, and risk management

—

2029

Strategic Plan Update

Update to the existing 2024-2029 Strategic Plan to revisit strategic goals and objectives

Additional Ideas:

- **PhaseForward Overview and Tour.** In-depth review of PhaseForward projects (or one project) and wastewater plant tour
- **Circular Water Economy.** Contributing to local/regional circular water economy through resource recovery initiatives such as energy generation and water reclamation
- **Regulatory Compliance and Environmental Standards.** Permit compliance, legislative priorities, and proactive measures to achieve regulatory requirements



**BYLAWS OF
CITY OF ALEXANDRIA, VIRGINIA, SANITATION AUTHORITY**

ARTICLE I

Offices and Records of the Authority

1. **Principal Office.** The Principal Office of the Authority shall be in the City of Alexandria, Virginia, at 1800 Limerick Street, Alexandria, or at such other place as shall be fixed by Board resolution.
2. **Records.** The Authority shall keep complete records and minutes of the proceedings of the Board as required by law. Access, retention, and management of records shall be governed by applicable law and Authority policy.

ARTICLE II

Board Appointment and Officers

1. **Board of Directors.** The Authority shall have a Board of Directors made up of five (5) citizen members (“Board Members”) that are appointed by the City Council for the City of Alexandria, pursuant to City Code § 2-4-7.
2. **Officers.** The officers of the Authority Board are the Chair, Vice Chair, and Secretary-Treasurer (collectively, the “Board Officers”), who are elected by Board Members from among themselves. The offices of Secretary and Treasurer are combined and held by one individual.
 - a. Chair. The Chair performs customary duties commonly incident to the office and any additional duties the Board designates or established by Authority policy. Unless otherwise authorized by Board resolution, the Chair signs contracts and other instruments executed on behalf of the Authority.
 - b. Vice Chair. The Vice Chair performs the duties and has the powers of the Chair during the absence or incapacity of the Chair and any additional duties as established by Authority policy.
 - c. Secretary-Treasurer. The Secretary-Treasurer is responsible for oversight of Board records and unless otherwise authorized by Board resolution, the Secretary-Treasurer shall be the official custodian of the Authority’s finances. The Secretary-Treasurer shall perform any additional duties as established by Authority policy.
2. **Term.** No Board Member shall be appointed for a term longer than four (4) years. Board Members hold office until their successors are appointed. Board Members hold office until their successors are appointed.
3. **Vacancies.** Vacancies are filled by the Alexandria City Council for the unexpired term.

ARTICLE III

Chief Executive Officer

1. **Appointment; Status.** The Authority shall have a Chief Executive Officer (the “CEO”) appointed by the Board from outside its membership. The CEO serves at the pleasure of the Board.

2. **Duties.** The CEO is the chief executive for the Authority, responsible for all personnel, operations, and business. The CEO or their designee shall be present at all meetings of the Board, including Committee meetings. The CEO performs the customary duties of the position and carries out any additional duties and powers the Board designates.
3. **Delegation/Designation**
 - a. Signatory Authority. The Board may by resolution delegate to the CEO authority to sign contracts and other instruments on behalf of the Authority.
 - b. Official Custodian of Funds. The Board may by resolution designate the CEO as official custodian of the funds of the Authority.
 - c. CEO Delegation. The CEO may appoint deputies, assistants, and other positions as necessary and may delegate duties and powers to them. The CEO shall designate in writing to the Board the individual(s) who will exercise the CEO's duties during any absence or incapacity and shall provide written notice of any change.

ARTICLE IV

Meetings of the Board

1. **Regular Meetings.** The Board meets on the third Tuesday of each month at 6:00 p.m. at the Authority's Principal Office, unless the Board sets a different time or place in advance at any preceding meeting. Any change to the date, time, or place of a regular meeting must be approved by motion at a prior Board meeting and noticed accordingly. No regular board meeting is held in August.
2. **Special Meetings.** The Chair, or any two Board members acting jointly, may call a special meeting. Special meetings may be held at the time and place stated in the notice. The call for special meeting shall be delivered to the CEO in writing and state the date, time, place, and purpose. Only the business stated in the call may be transacted. Notice and public access for special meetings shall comply with the Virginia Freedom of Information Act (VFOIA) and Authority policy.
3. **Electronic Meetings.** The Board may conduct electronic participation or all-virtual public meetings consistent with the VFOIA.
4. **Public Access.** All meetings of the Board are open to the public except for closed meetings authorized under the VFOIA.
5. **Quorum.** A majority of Board Members shall constitute a quorum. Action requires the affirmative vote of a majority of all Board Members. A vacancy does not prevent a quorum from exercising the Board's powers.
6. **Deadlock/Tie-Vote Procedure.** If the Board is deadlocked on a motion after two successive votes at the same meeting, the matter shall be deferred to the next regular meeting unless two-thirds of all Board Members vote to consider an alternative motion.
7. **Agenda Approval.** At each meeting, the Board adopts an agenda as the first order of business, including approval of the prior meeting's minutes.
8. **Annual Elections.** The election of Officers is held at the July Board meeting each year.

ARTICLE V

Board Committees

1. **Committee Formation.** Committees serve in an advisory role and do not take official action on behalf of the Board. The Board may establish standing or special committees only where there is an ongoing role or function. Committee members are appointed by the Board Chair, who also designates the Committee Chair.
2. **Committee Meetings and Reports.** Committees meet at least annually and may be called by the Committee Chair or the Board Chair. Before the first meeting of a newly formed committee, the Board Chair, CEO, and Committee Chair will meet to review Board-set goals and expectations. The Board Chair may sit on any committee ex officio. The Board Chair and CEO are copied on all committee correspondence. The Committee Chair reports progress and activities to the Board at its meetings.
3. **Committee Quorum.** A quorum of two is required for any recommendation to the Board.
4. **Standing Committees.** The Standing Committees are the Finance and Audit Committee and the Governance Committee. Committee recommendations are submitted to the Board for consideration.
 - 4.1. Finance and Audit Committee. Responsible for the Board's financial oversight. Further detail of the committee's responsibilities is provided in Authority policies.
 - 4.2. Governance Committee. Responsible for advising the Board on effective strategic oversight of the Authority. Further detail of the committee's responsibilities is provided in Authority policies.

ARTICLE VI

Board Compensation

Pursuant to Va. Code § 15.2-5113, Board Members may be compensated and reimbursed for expenses as fixed by resolution of the governing body. As stated in Alexandria City Council Resolution No. 1968 (June 13, 2000), Board Members are compensated at a rate of \$100.00 per meeting attended, plus expenses actually incurred.

ARTICLE VII

Indemnification of Officers and Members

1. **Covered Persons.** "Covered Person" means any current or former Board Member or officer of the Authority, and any person serving at the Authority's request in a similar capacity for another entity.
2. **Defense.** To the extent permitted by Virginia law, the Authority will provide for the defense of any Covered Person for claims arising from acts or omissions in the course and scope of Authority duties. Counsel may be employed and paid by the Authority.
3. **Indemnification.** The Authority may indemnify a Covered Person against liabilities (including judgments and settlements) and reasonable expenses, if the person (i) acted in good faith, (ii) believed the conduct was in, or not opposed to, the Authority's best interests, and (iii) in any

criminal matter, had no reasonable cause to believe the conduct was unlawful. Paying any settlement or judgment is within the Board's discretion.

4. **Mandatory Indemnification for Successful Defense.** If a covered person is successful, on the merits or otherwise, in the defense of any claim, issue, or proceeding, the person is entitled to indemnification for reasonable expenses incurred in that defense.
5. **Approval Process for Indemnification.** Indemnification (unless ordered by a court) must be approved based on a determination that the person meets the standards in paragraph 3 of this Article. This decision will be made:
 - a. By a majority vote of Board members not involved in the case; or
 - b. If such a quorum is unavailable or chooses not to decide, by independent legal counsel in a written opinion.
6. **Advancement.** The Authority may advance expenses before final disposition upon receipt of the Covered Person's written undertaking to repay if indemnification is ultimately unavailable.
7. **Limits; no waiver.** No indemnification for (i) willful misconduct, (ii) a knowing violation of criminal law, (iii) improper personal benefit, or (iv) fines/penalties where prohibited by law. Nothing here waives any governmental or sovereign immunity.
8. **Non-exclusivity; survival.** Rights here are non-exclusive of any other rights, apply after service ends, and inure to heirs and legal representatives.

ARTICLE IX

Fiscal Year of the Authority

The fiscal year of the Authority shall be from July 1 until June 30 of the following year.

ARTICLE X

Implementation and Amendments

1. **Implementation.** The Board may adopt, amend, or repeal policies to implement these Bylaws. Policies shall be consistent with these Bylaws; in the event of a conflict, the Bylaws control.
2. **Amendments.** Except as otherwise provided by law, these Bylaws may be amended or repealed in whole or in part by the Board at any meeting of the Board provided notice of the proposed amendment or repeal is given in the notice of such meeting.

ARTICLE VIII

Official Seal of the Authority

The Authority may adopt and use an official seal as established by resolution of the Board.

AlexRenew Board of Directors Bylaws

Attachment 1 – Alexandria City Council Resolution No. 1968 (June 13, 2000)

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Kerry J. Donley
Mayor

William D. Euille
Vice Mayor

Members of Council
William C. Cleveland
Redella S. Pepper
Lonnie C. Rich
David G. Speck
Lois L. Walker

City of Alexandria, Virginia

*301 King Street, Suite 2300
Alexandria, Virginia 22314*



Beverly I. Jett, CMC
City Clerk and
Clerk of Council

June 14, 2000

(703) 838-4550
Fax: (703) 838-6433

The Honorable Edward Semonian
Chair, Alexandria Sanitation Authority
409 Green Street
Alexandria, Virginia 22314

Dear Ed:

At the Regular Meeting of City Council held on June 13, 2000, City Council adopted Resolution No. 1968 increasing the rate for each member's service to \$100 per meeting attended. I was requested to forward a certified copy of this resolution to the Authority.

Sincerely,

Beverly I. Jett
CMC, City Clerk & Clerk of Council

Enclosure

CERTIFICATION

I, Beverly I. Jett, CMC, City Clerk and Clerk of Council, do hereby certify that the attached is a true copy of Resolution No. 1968 which was adopted by the Alexandria City Council at its Regular Meeting held on June 13, 2000.

Dated this 14th day of June 2000.



Beverly I. Jett, CMC City Clerk
City of Alexandria, Virginia

RESOLUTION NO. 1968

WHEREAS, the Alexandria Sanitation Authority was established by Ordinance adopted by the Alexandria City Council December 20, 1952, pursuant to the Virginia Water and Waste Authorities Act, now codified as § 15.2-5100, et. seq. of the Code of Virginia, 1950, as amended, (the "Authorities Act"); and

WHEREAS, pursuant to § 15.2-5113(C) of the Authorities Act, the Alexandria City Council is authorized and empowered to set the compensation of the members of the Alexandria Sanitation Authority Board; and

WHEREAS, by Resolution adopted March 23, 1954, the City Council recognized that members of the Authority's Board, who are appointed by Council, "must devote an appreciable amount of time and effort to the business of the Authority in order to faithfully discharge the responsibilities and duties incumbent upon them," and set the compensation of such members at \$25.00 per meeting attended, not to exceed \$600.00 in any calendar year, plus expenses actually incurred, all to be paid from Authority funds; and

WHEREAS, the Authority's Board has requested that the compensation of Board members be increased to \$100.00 per meeting attended, in recognition of the increasing complexity of the management, environmental and other issues facing the Authority, and in keeping with present day compensation for board members of water and sewer authorities in surrounding jurisdictions; and

WHEREAS, city council has now determined that it is necessary and desirable to increase the compensation of members of the Authority's Board to \$100.00 per meeting attended, plus expenses actually incurred;

**NOW, THEREFORE, BE IT RESOLVED BY THE
CITY COUNCIL OF ALEXANDRIA, VIRGINIA:**

1. That each of the members of the Alexandria Sanitation Authority Board be compensated for the member's service at the rate of \$100.00 per meeting attended.
2. That reimbursement be made to each member of the Authority Board in the amount of the member's actual expenses necessarily incurred in the performance of the member's duties.
3. That such compensation and reimbursement be made from any available funds now or hereafter in possession of the Authority.
4. That a certified copy of this Resolution be transmitted by the City Clerk to the Authority.
5. That this resolution shall be effective July 1, 2000.

ADOPTED: June 13, 2000


KERRY J. DONLEY MAYOR

ATTEST:


Beverly I. Jett, ZMC City Clerk

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Resolution on the Amendment of the Authority's Bylaws

NOW, THEREFORE BE IT RESOLVED that the Bylaws of the Authority are hereby amended.

The form of the Bylaws, as amended, are attached to this Resolution and shall be included with the minutes of this meeting and shall be placed among the official records of the Authority.

This Resolution shall take effect immediately.

Adopted on this 21st day of October 2025.

Rebecca Hammer

Secretary-Treasurer, AlexRenew Board of Directors

John Hill

Chair, AlexRenew Board of Directors

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**BYLAWS OF
CITY OF ALEXANDRIA, VIRGINIA, SANITATION AUTHORITY**

ARTICLE I

Offices and Records of the Authority

1. **Principal Office.** The ~~principal office~~ Principal Office of the Authority shall be in the City of Alexandria, Virginia, at, 1800 Limerick Street, Alexandria ~~VA~~, or at such other place as shall be fixed ~~from time to time~~ by Board resolution ~~of the Authority~~.
2. ~~Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all~~ **Records.** The Authority shall keep complete records and minutes of the proceedings of the Board as required by law. Access, retention, and management of records shall be governed by applicable law and Authority policy. ~~of the books and records of the Authority shall be kept at the principal office.~~

ARTICLE II

Board Appointment and Officers

1. **Board of Directors.** The Authority shall have a Board of Directors made up of five (5) citizen members ("Board Members") that are appointed by the City Council for the City of Alexandria, pursuant to City Code § 2-4-7.
2. **Officers.** The officers of the Authority Board are the Chair, Vice Chair, and Secretary-Treasurer (collectively, the "Board Officers"), who are elected by Board Members from among themselves. The offices of Secretary and Treasurer are combined and held by one individual.

Chair. Meetings of the Authority

~~1. Regular meetings of the Authority shall be held at the principal office of the Authority on the third Tuesday of each month at 6:00 p.m. or at such time as agreed by the Members at any preceding meeting; provided, however, that any regular meeting may be rescheduled by the Chairman with the concurrence of the Members, obtained by telephone or otherwise, to any date and time within the calendar month such regular meeting is scheduled to be held. No regular board meeting shall be held in August.~~

~~3. Special meetings of the Authority may be called by the Chairman, or in his absence or incapacity, by any member of the Authority board. Special meetings may be held at any time or place within or without the Commonwealth as may be specified in the call for such meeting. Notice of a special meeting shall be given to the members of the Authority board by forty-eight (48) hours' notice by mail or upon twenty-four (24) hours notice by hand delivered message, or by telephone. Special meetings of the Authority may be held at any time without notice, provided all members of the Authority are present or those not present have waived notice of such meeting. Special meetings may be held at such times and places as the notice or waiver may specify. Any business of the Authority may be considered and acted upon at any such~~

meeting.

~~4. All meetings of the Authority shall be open to the public except that the Authority may elect to close any meeting to the public for purposes authorized for closed meetings by the Virginia Freedom of Information Act. Public notice of all meetings shall be provided as specified by the Virginia Freedom of Information Act. The Authority may conduct meetings through telephonic, video, electronic or other communication means where the members are not physically assembled to discuss or transact public business only to the extent allowed by the Virginia Freedom of Information Act.~~

~~5. The regular meeting for the month of July of each year shall be the annual meeting of the Authority.~~

~~6. — A majority of board members shall constitute a quorum and the vote of the majority of members shall be necessary for any action taken by the Authority. No vacancy in the membership of the Authority board shall impair the right of a quorum to exercise all the rights and perform all of the duties of the Authority.~~

~~7. — At all meetings of the Authority the first order of business shall be to adopt an agenda for the present meeting. Such agenda shall include the approval of the minutes of the preceding meeting and any other items consistent with the purpose of the present meeting.~~

- a. The Chair performs customary duties commonly incident to the office and any additional duties the Board designates or established by Authority policy. Unless otherwise authorized by Board resolution, the Chair signs contracts and other instruments executed on behalf of the Authority.
 - b. Vice Chair. The Vice Chair performs the duties and has the powers of the Chair during the absence or incapacity of the Chair and any additional duties as established by Authority policy.
 - c. Secretary-Treasurer. The Secretary-Treasurer is responsible for oversight of Board records and unless otherwise authorized by Board resolution, the Secretary-Treasurer shall be the official custodian of the Authority's finances. The Secretary-Treasurer shall perform any additional duties as established by Authority policy.
2. **Term.** No Board Member shall be appointed for a term longer than four (4) years. Board Members hold office until their successors are appointed. Board Members hold office until their successors are appointed.
3. **Vacancies.** Vacancies are filled by the Alexandria City Council for the unexpired term.

ARTICLE III

Officers

~~I. — The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, an Assistant Treasurer/ Assistant Secretary and a Chief Executive Officer. The Chairman, Vice Chairman, Secretary, Treasurer, and Assistant Treasurer/ Assistant Secretary shall be elected by the members of the Authority from their number and shall hold such offices until the annual meeting following their election and the election of their successors. The~~

1. **Appointment; Status.** The Authority shall have a Chief Executive Officer ~~shall be~~(the “CEO”) appointed by the ~~members of the Authority~~Board from outside ~~their~~its membership ~~and shall serve.~~ The CEO serves at the pleasure of the AuthorityBoard.

2. ~~The Chairman shall preside at all meetings of the Authority.~~**Duties.** The CEO is the chief executive for the Authority, responsible for all personnel, operations, and business. The CEO or their designee shall be present at all meetings of the Board, including Committee meetings. The CEO performs the customary duties of the position and carries out any additional duties and powers the Board designates.

3. Delegation/Designation

a. ~~Unless some other person is specifically authorized by vote of the Authority, the Chairman shall sign all contracts and other instruments to be executed on behalf of the Authority. He or she shall perform all the duties commonly incident to his office, including the appointment of committees, and shall perform such duties and have such other powers as the Authority may from time to time~~Signatory Authority. The Board may by resolution delegate to the CEO authority to sign contracts and other instruments on behalf of the Authority.

2.——Official Custodian of Funds. The Board may by resolution designate:

3.——~~The Vice Chairman shall perform the duties and have the powers of the Chairman during the absence or incapacity of the Chairman.~~

4.——~~The offices of Secretary and Treasurer may be combined or may be held by two individuals. The offices of Assistant Secretary and Assistant Treasurer shall be combined. The Secretary of the Authority shall act as clerk thereof and shall record or cause to be recorded all votes and keep or cause to be kept accurate records of all proceedings at such meetings in a minute book to be kept for that purpose, which shall be open at all reasonable times to the inspection of any Member. The Secretary shall keep in safe custody the official seal of the Authority and shall have authority to affix such seal to all papers authorized to be executed by the Authority requiring such seal to be affixed. The Secretary shall have authority to cause copies to be made of all minutes, and other records and documents of the Authority and to give certificates under the official seal of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely upon such certificates. The Secretary shall perform all the duties commonly incident to the office of secretary or clerk and shall perform such other duties and have such other powers as the Authority from time to time may designate. The Assistant Secretary shall perform all duties performed by the Secretary. In the absence of the Secretary and Assistant Secretary from any meeting of the Authority, a temporary Secretary may be chosen who shall record the proceedings thereof.~~

~~a.b. Subject to the provisions of any trust agreement securing revenue bonds of the Authority, the Treasurer shall be responsible for the care and custody of the funds of the Authority and shall have all the powers and duties commonly incident to the office of Treasurer. The Authority may by resolution designate the Chief Executive Officer~~**CEO** ~~as official custodian of the funds of the Authority. The Assistant Treasurer shall perform all duties performed by the Treasurer.~~

~~5.——CEO Delegation. The Chief Executive Officer shall be the chief executive officer of the Authority and shall have charge of all personnel, operations and business of the Authority. He or she shall perform all other duties commonly incident to his office as Chief Executive Officer, and shall perform such other duties and have such powers as the Authority~~**CEO** ~~may designate.~~

~~b.c. The Chief Executive Officer may provide for such~~appoint ~~deputies, assistants, and other positions as he or she may deem necessary from time to time, who shall perform such and may delegate duties and have powers as the Chief Executive Officer may to them. The CEO shall designate. The Chief Executive Officer shall notify the members of the Authority in writing who shall be delegated to the Board the individual(s) who will exercise the CEO's duties and powers of the Chief Executive Officer during his or her~~any ~~absence or incapacity and shall notify the members of the Authority in writing whenever such delegation changes~~provide written notice of any change.

ARTICLE IV

~~The Authority may from time to time, appoint such standing committees or special committees as authorized by the~~
Meetings of the Board

- 1. Regular Meetings.** The Board meets on the third Tuesday of each month at 6:00 p.m. at the Authority's Principal Office, unless the Board sets a different time or place in advance at any preceding meeting. Any change to the date, time, or place of a regular meeting must be approved by motion at a prior Board meeting and noticed accordingly. No regular board meeting is held in August.
- 2. Special Meetings.** The Chair, or any two Board members acting jointly, may call a special meeting. Special meetings may be held at the time and place stated in the notice. The call for special meeting shall be delivered to the CEO in writing and state the date, time, place, and purpose. Only the business stated in the call may be transacted. Notice and public access for special meetings shall comply with the Virginia Freedom of Information Act (VFOIA) and Authority policy.
- 3. Electronic Meetings.** The Board may conduct electronic participation or all-virtual public meetings consistent with the VFOIA.
- 4. Public Access.** All meetings of the Board are open to the public except for closed meetings

authorized under the VFOIA.

5. **Quorum.** A majority of Board Members shall constitute a quorum. Action requires the affirmative vote of a majority of all Board Members. A vacancy does not prevent a quorum from exercising the Board's powers.
6. **Deadlock/Tie-Vote Procedure.** If the Board is deadlocked on a motion after two successive votes at the same meeting, the matter shall be deferred to the next regular meeting unless two-thirds of all Board Members vote to consider an alternative motion.
7. **Agenda Approval.** At each meeting, the Board adopts an agenda as the first order of business, including approval of the prior meeting's minutes.
8. **Annual Elections.** The election of Officers is held at the July Board meeting each year.

~~1. — **Board of Directors.** The Chair of the Board will annually appoint the Chair of each committee that has been authorized by the Board of Directors. Each committee shall be made up of a minimum of two and a maximum of three members as approved by the Board Chair. Committees will meet at least twice a year with the chair of the committee reporting at the following board meeting on progress and activities. The Board Chair and Chief Executive Officer can sit on any committee ex officio.~~

~~2. — Standing Committees of the Authority shall be the Finance and Audit Committee and the Governance Committee with the role and responsibilities set forth below.~~

~~3. — Finance and Audit Committee: The Finance and Audit Committee shall be responsible for monitoring the Authority's overall financial health, including oversight of the budget, financial planning, management of financial resources, review and proposal of fiscal policies, and ensuring the board receives accurate and timely financial reports. The Authority shall retain an independent auditor, review the audit report, and ensure appropriate internal controls and accounting systems are in place. The Treasurer of the Authority shall serve as the Committee Chair. Committee recommendations shall be submitted to the Board of Directors for consideration.~~

~~4. — Governance Committee: The Governance Committee shall be responsible for the recruitment, orientation, training, performance and evaluation of Board members. The Committee shall assess current and anticipated needs in board composition, develop a process of board orientation, periodically evaluate the board's performance, periodically review and update board~~

~~policies and guidelines, recruit and prepare for board leadership continuity. Committee recommendations shall be submitted to the Board of Directors for consideration.~~

ARTICLE V

Board Committees

1. **Committee Formation.** Committees serve in an advisory role and do not take official action on behalf of the Board. The Board may establish standing or special committees only where there is an ongoing role or function. Committee members are appointed by the Board Chair, who also designates the Committee Chair.
2. **Committee Meetings and Reports.** Committees meet at least annually and may be called by the Committee Chair or the Board Chair. Before the first meeting of a newly formed committee, the Board Chair, CEO, and Committee Chair will meet to review Board-set goals and expectations. The Board Chair may sit on any committee ex officio. The Board Chair and CEO are copied on all committee correspondence. The Committee Chair reports progress and activities to the Board at its meetings.
3. **Committee Quorum.** A quorum of two is required for any recommendation to the Board.
4. **Standing Committees.** The Standing Committees are the Finance and Audit Committee and the Governance Committee. Committee recommendations are submitted to the Board for consideration.
 - 4.1. Finance and Audit Committee. Responsible for the Board's financial oversight. Further detail of the committee's responsibilities is provided in Authority policies.
 - 4.2. Governance Committee. Responsible for advising the Board on effective strategic oversight of the Authority. Further detail of the committee's responsibilities is provided in Authority policies.

ARTICLE VI

Board Compensation

Pursuant to Va. Code § 15.2-5113, Board Members may be compensated and reimbursed for expenses as fixed by resolution of the governing body. As stated in Alexandria City Council Resolution No. 1968 (June 13, 2000), Board Members are compensated at a rate of \$100.00 per meeting attended, plus expenses actually incurred.

ARTICLE VII

Indemnification of Officers and Members

~~I. — The Authority shall indemnify and hold harmless any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative by reason of the fact that he or she is or was an officer or member of the Authority, or is or was serving at the request of the Authority as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys'~~

fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in the manner he or she reasonably believed to be in or not opposed to the best interests of the Authority, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Authority, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

1. ~~To the extent that an officer or member of~~**Covered Persons.** “Covered Person” means any current or former Board Member or officer of the Authority, and any person serving at the Authority’s request in a similar capacity for another entity.
2. **Defense.** To the extent permitted by Virginia law, the Authority will provide for the defense of any Covered Person for claims arising from acts or omissions in the course and scope of Authority duties. Counsel may be employed and paid by the Authority.
3. **Indemnification.** The Authority may indemnify a Covered Person against liabilities (including judgments and settlements) and reasonable expenses, if the person (i) acted in good faith, (ii) believed the conduct was in, or not opposed to, the Authority’s best interests, and (iii) in any criminal matter, had no reasonable cause to believe the conduct was unlawful. Paying any settlement or judgment is within the Authority has been Board’s discretion.
- 1-4. **Mandatory Indemnification for Successful Defense.** If a covered person is successful, on the merits or otherwise ~~in defense of any action, suit or proceeding referred to in paragraph 1. above or in~~, in the defense of any claim, issue or matter therein, he or she shall be ~~indemnified against expenses, or proceeding, the person is entitled to indemnification for reasonable expenses incurred in that defense.~~ ~~(including attorneys’ fees) actually and reasonably incurred by him in connection therewith.~~
5. ~~Any indemnification under paragraph 1. above~~**Approval Process for Indemnification.** Indemnification (unless ordered by a court) ~~shall be made by the Authority only as authorized in the specific case upon~~ must be approved based on a determination that ~~indemnification of the officer or member is proper in~~ the person meets the circumstances because he or she has met the applicable standard of conduct set forth in paragraph 1. Such determination shall be made either (a) by the members of the Authority by standards in paragraph 3 of this Article. This decision will be made:
 - a. By a majority vote of Board members not involved in the case; or
 - ~~a.b. If such a quorum consisting of members who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested members so directs~~is unavailable or chooses not to decide, by independent legal counsel in a written opinion.
6. **Advancement.** The Authority may advance expenses before final disposition upon receipt of the Covered Person’s written undertaking to repay if indemnification is ultimately

unavailable.

7. **Limits; no waiver.** No indemnification for (i) willful misconduct, (ii) a knowing violation of criminal law, (iii) improper personal benefit, or (iv) fines/penalties where prohibited by law. Nothing here waives any governmental or sovereign immunity.
8. **Non-exclusivity; survival.** Rights here are non-exclusive of any other rights, apply after service ends, and inure to heirs and legal representatives.

ARTICLE VIII

~~2. — Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, may be paid by the Authority in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph 3. above upon receipt of an undertaking by or on behalf of the officer or member to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Authority as authorized in this section.~~

~~3. — Each such indemnity shall continue as to a person who has ceased to have the capacity referred to above and shall inure to the benefit of the heirs, executors and administrators of such a person.~~

4. ~~The Authority shall have power to make any other or further indemnity to any person permitted under the laws of the Commonwealth of Virginia.~~

ARTICLE VI **Official Seal**

~~The official seal of the Authority shall consist of the embossed impression of a circular metallic disc containing in the outer rim the words "CITY OF ALEXANDRIA, VIRGINIA, SANITATION AUTHORITY" and in the inner circle such words and figures or such design as may be provided by resolution of the Authority. The Secretary shall cause an impression of this seal to be made on the margin of this page and on the margin of the minutes containing the adoption of this Article.~~

ARTICLE ~~VIII~~ VII

Fiscal Year of the Authority

The fiscal year of the Authority shall be from July 1 until June 30 of the following year.

ARTICLE X

Implementation and ~~ARTICLE VIII~~ **Amendments**

1. **Implementation.** The Board may adopt, amend, or repeal policies to implement these Bylaws. Policies shall be consistent with these Bylaws; in the event of a conflict, the Bylaws control.
2. **Amendments.** Except as otherwise provided by law, these Bylaws may be amended or repealed in whole or in part by the Board at any meeting of the Board provided notice of the proposed amendment or repeal is given in the notice of such meeting.

~~Except as otherwise provided by law, these Bylaws may be amended, added to, altered or repealed in whole or in part by the Authority at any meeting of the Authority provided notice of the proposed amendment, addition, alteration or repeal is given in the notice of such a meeting.~~

ARTICLE VIII **Official Seal of the Authority**

The Authority may adopt and use an official seal as established by resolution of the Board.

AlexRenew Board of Directors Bylaws _____

Attachment 1 – Alexandria City Council Resolution No. 1968 (June 13, 2000)

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~~CITY OF ALEXANDRIA, VIRGINIA, SANITATION AUTHORITY~~
~~RESOLUTION~~



Resolution on the Amendment of the Authority's Bylaws

NOW, THEREFORE BE IT RESOLVED that the Bylaws of the Authority are hereby amended.

The form of the Bylaws, as amended, are attached to this Resolution and shall be included with the minutes of this meeting and shall be placed among the official records of the Authority.

This Resolution shall take effect immediately.

Adopted on this ~~16th~~ 21st day of October 2025.

Rebecca Hammer

Secretary-Treasurer, AlexRenew Board of Directors

~~Chairman~~

John Hill

Chair, AlexRenew Board of Directors

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Resolution on the Designation of the Chief Executive Officer as the Official Custodian of the Authority's Funds

WHEREAS, the AlexRenew Board of Directors (Board) has a fiduciary responsibility to safeguard and properly manage funds and financial assets of the Authority; and

WHEREAS, it is necessary to designate an official custodian of the Authority's funds to ensure appropriate oversight, accountability, and management of financial resources; and

WHEREAS, pursuant to Article III of the Authority's Bylaws, the Board may by resolution designate the Chief Executive Officer as the Official Custodian of the funds of the Authority; and

WHEREAS, the Board previously approved a resolution in October 2010 that designated the Engineer-Director as Official Custodian of the funds of the Authority; and

WHEREAS, in December 2011, the Authority's Bylaws were amended to rename the role of Engineer-Director as the Chief Executive Officer; and

WHEREAS, approval of new resolution is required to designate the Chief Executive Officer as Official Custodian of the funds of the Authority.

NOW, THEREFORE, BE IT RESOLVED that the AlexRenew Board of Directors designates the Chief Executive Officer as the Official Custodian of the funds of the Authority.

Adopted on this 21st day of October 2025.

Rebecca Hammer

Secretary-Treasurer, AlexRenew Board of Directors

John B. Hill

Chair, AlexRenew Board of Directors



Resolution on the Authority of the Chief Executive Officer

WHEREAS, pursuant to Section 15.2-5114 of Virginia Code (Code), the City of Alexandria, Virginia Sanitation Authority d/b/a AlexRenew (Authority) is authorized to contract for goods, services, insurance, and construction; acquire, manage, and dispose of property; borrow money; issue obligations and revenue bonds; and

WHEREAS, pursuant to Section 2.2-4302 of the Code, the Authority is authorized to adopt procurement resolutions and regulations consistent with the Virginia Public Procurement Act; and

WHEREAS, pursuant to Section 15.2-5113 of the Code, the Authority's Chief Executive Officer (CEO) shall perform such duties as may be delegated by the Board of Directors (Board); and

WHEREAS, pursuant to Article III of the Authority's Bylaws, the Board may specifically authorize the CEO to sign contracts and other instruments on behalf of the Authority.

NOW, THEREFORE BE IT RESOLVED that the Board does hereby authorize the CEO to sign on behalf of the Authority the following categories of contracts and other instruments that are in accordance with the general policies and directives of the Authority:

1. Professional Services

- a. New contracts with a value less than \$250,000.
- b. Renewals for contracts previously approved by the Board and in accordance with the contract's original term limitations.
- c. Task Orders and Annual Budgets for contracts previously approved by the Board where the total value is authorized in the adopted Operating and Capital Budget.
- d. Change Orders to a fixed-price contract where the total value is less than 25 percent of the amount of the contract or \$50,000, whichever is greater.

2. Construction

- a. New contracts with a value less than \$250,000.
- b. Renewals for contracts previously approved by the Board and in accordance with the contract's original term limitations.
- c. Task Orders for contracts previously approved by the Board where the total value is authorized in the adopted Operating and Capital Budget.
- d. Change Orders to a fixed-price contract where the total value is less than the percentage of the contract outlined in in the table below or \$50,000, whichever is greater.

CEO Change Order Authority for Fixed-Price Construction Contracts

Total Contract Amount (\$ millions)	Change Order Authority (% of Total Contract Amount)
Under 25	25%
25-50	17%
50-100	10%
100-150	9%
150-200	8%
200-250	7.5%
Over 250	Develop specific delegation of authority language for the project

3. Goods and Services

- a. Any contract, purchase order, or amendment where the total value is authorized in the adopted Operating and Capital Budget.

4. Sole Source Determination in accordance with § 2.2-4303 (E) of Code of up to \$2 million and where the total value is authorized in the adopted Operating and Capital Budget.

5. Emergency Contracts in accordance with § 2.2-4303 (F) of Code and where the total value can be accommodated in the adopted Operating and Capital Budget. AlexRenew defines an emergency as a situation which has an immediate impact on the safety of staff and the general public, the protection of AlexRenew property, and the ability of AlexRenew to carry out its daily mission.

6. Non-monetary Interjurisdictional Agreements, Memoranda of Understanding/Agreement with other public entities.

7. Real Property

- a. Deeds of Easements (temporary and permanent) and vacation of existing easements
- b. Right of Entry Agreements
- c. Licenses

8. Financial Documents/Instruments necessary or beneficial for managing the Authority's funds.

9. Other documents or instruments expressly approved by the Board.

10. The CEO will report monthly to the Board on the use of this authority.

Adopted on this 21st day of October 2025.

Rebecca Hammer

Secretary-Treasurer, AlexRenew Board of Directors

John B. Hill

Chair, AlexRenew Board of Directors



Resolution on the Authority of the Chief Executive Officer

WHEREAS, pursuant to Section 15.2-5114 of Virginia Code (Code), the City of Alexandria, Virginia Sanitation Authority d/b/a AlexRenew (Authority) is authorized to contract for goods, services, insurance, and construction; acquire, manage, and dispose of property; borrow money; issue obligations and revenue bonds; and

WHEREAS, pursuant to Section 2.2-4302 of the Code, the Authority is authorized to adopt procurement resolutions and regulations consistent with the Virginia Public Procurement Act; and

WHEREAS, pursuant to Section 15.2-5113 of the Code, the Authority's Chief Executive Officer (CEO) shall perform such duties as may be delegated by the Board of Directors (Board); and

WHEREAS, pursuant to Article III, ~~Section 5~~ of the Authority's Bylaws, the Board may specifically authorize the CEO to sign contracts and other instruments on behalf of the Authority.

NOW, THEREFORE BE IT RESOLVED that the Board does hereby authorize the CEO to sign on behalf of the Authority the following categories of contracts and other instruments that are in accordance with the general policies and directives of the Authority:

1. Professional Services

- a. New contracts with a value less than \$250,000.
- b. Renewals for contracts previously approved by the Board and in accordance with the contract's original term limitations.
- c. Task Orders and Annual Budgets for contracts previously approved by the Board where the total value is authorized in the adopted Operating and Capital Budget.
- d. Change Orders to a fixed-price contract where the total value is less than 25 percent of the amount of the contract or \$50,000, whichever is greater.

2. Construction

- a. New contracts with a value less than \$250,000.
- b. Renewals for contracts previously approved by the Board and in accordance with the contract's original term limitations.
- c. Task Orders for contracts previously approved by the Board where the total value is authorized in the adopted Operating and Capital Budget.
- d. Change Orders to a fixed-price contract where the total value is less than the percentage of the contract outlined in ~~Table 1~~ in the table below or \$50,000, whichever is greater.

Table 1-CEO Change Order Authority for Fixed-Price Construction Contracts

Total Contract Amount (\$ millions)	Change Order Authority (% of Total Contract Amount)
Under 25	25%
25-50	17%
50-100	10%
100-150	9%
150-200	8%
200-250	7.5%
Over 250	Develop specific delegation of authority language for the project

3. Goods and Services

- a. Any contract, purchase order, or amendment where the total value is authorized in the adopted Operating and Capital Budget.

4. Sole Source Determination in accordance with § 2.2-4303 (E) of Code of up to \$2 million and where the total value is authorized in the adopted Operating and Capital Budget.

5. Emergency Contracts in accordance with § 2.2-4303 (F) of Code and where the total value can be accommodated in the adopted Operating and Capital Budget. AlexRenew defines an emergency as a situation which has an immediate impact on the safety of staff and the general public, the protection of AlexRenew property, and the ability of AlexRenew to carry out its daily mission.

6. Non-monetary Interjurisdictional Agreements, Memoranda of Understanding/Agreement with other public entities.

7. Real Property

- a. Deeds of Easements (temporary and permanent) and vacation of existing easements
- b. Right of Entry Agreements
- c. Licenses

8. Financial Documents/Instruments necessary or beneficial for managing the Authority's funds.

9. Other documents or instruments expressly approved by the Board.

10. The CEO will report monthly to the Board on the use of this authority.

Adopted on this 21st day of October 2025.

Rebecca Hammer

Secretary-Treasurer, AlexRenew Board of Directors

John B. Hill

Chair, AlexRenew Board of Directors Given under my hand on this 21st day of October 2025.

John B. Hill

Chair, AlexRenew Board of Directors

Board Committees Policy

Date of Adoption: October 2010

Date of Revision: April 19, 2022; March
19, 2024; October 21, 2025

Page 1 of 2

I. Policy Statement

Committees serve as a practical way to structure and manage the Board's workload so that the full Board can use meetings to focus on the big picture and critical decisions. Committees are more effective when their roles and responsibilities are clearly defined by the Board.

II. Policy Purpose

The purpose of this policy is to establish the roles and responsibilities of the Board's two standing committees – the Governance Committee and the Finance and Audit Committee.

III. Committee Protocols

Refer to Article V of the Bylaws for protocols related to Board committees, including but not limited to the number of committee members, ex officio, and meeting frequency.

IV. Governance Committee

A. The Governance Committee's roles and responsibilities include:

1. Reviewing and recommending updates to Board policies;
2. Developing new Board policies;
3. Meeting annually with each Board member to assess their continuing interest in Board membership;
4. Proposing changes in Board or committee structure;
5. Assisting with management and oversight of Board orientation;
6. Leading periodic assessments of the Board's performance; and
7. Assisting the Board Chair with disciplinary action against a member, as necessary.

B. The standing agendas for the Governance Committee meetings include the following topics at a minimum:

1. Spring Meeting
 - a. Annual governance training
 - b. Board continuing education opportunities
 - c. Board composition assessment and expertise matrix
2. Fall Meeting

- a. Review need for new or updates to existing Board policies
- b. Review and self-assessment of the Board's performance
- c. Review, discuss, and establish annual retreat topics

V. Finance and Audit Committee

A. The Finance and Audit Committee's roles and responsibilities include:

- 1. Reviewing, updating, and recommending updates to Board financial policies;
- 2. Overseeing the annual operating and capital budget process including the development of recommendations related to rates, fees, and charges;
- 3. Recommending an annual operating and capital budget, as well as rates, fees and charges to the Board for its consideration and approval;
- 4. Monitoring implementation of the Board-approved operating and capital budget, rates, fees, and charges; and
- 5. Annual Audit:
 - a. Ensuring that the organization has an annual and timely independent audit of its financial statements;
 - b. Receiving and reviewing the draft Annual Comprehensive Financial Report (ACFR);
 - c. Meeting with the Independent Auditor to receive and review the Independent Auditor's annual report including any qualifications to the Independent Auditor's opinion and any reported internal control deficiencies;
 - d. Reporting any such qualifications and internal control deficiencies, and AlexRenew's staff response to the Board;
 - e. Recommending the receipt and acceptance of the draft ACFR, as well as the Independent Auditor's reports, by the Board; and
 - f. Monitoring the correction of identified internal control deficiencies.

B. The standing agendas for the Finance and Audit Committee meetings include the following topics at a minimum:

- 1. Spring Meeting
 - a. Preliminary draft operating and capital budget review and recommendation
 - b. Rate adjustment review, if during a rate-setting year
- 2. Fall Meeting
 - a. Review of audit and annual comprehensive financial report for prior fiscal year
 - b. Preview for upcoming fiscal year budget

Board Committees Policy

Date of Adoption: October 2010

Date of Revision: April 19, 2022; March
19, 2024; October 21, 2025

Page 1 of 3

I. Policy Statement

Committees serve as a practical way to structure and manage the Board's workload so that the full Board can use meetings to focus on the big picture and critical decisions. Committees are more effective when their ~~charter and scope of work is~~ roles and responsibilities are clearly defined by the Board.

II. Policy Purpose

The purpose of this policy is to establish the roles and responsibilities of the Board's two standing committees – the Governance Committee and the Finance and Audit Committee.

III. Committee Protocols

Refer to Article V of the Bylaws for protocols related to Board committees, including but not limited to the number of committee members, ex officio, and meeting frequency.

- ~~— Serve in an advisory role and make recommendations to the Board~~
- ~~— Will not take any official action on behalf of the Board~~
- ~~— Formed only if there is an ongoing role or function~~
- ~~— Members:~~
 - ~~0. Appointed by the Board Chair~~
 - ~~0. Two (2) members total~~
 - ~~0. Will meet independence requirements as governed by Virginia's Conflict of Interest Act~~
- ~~— Meetings:~~
 - ~~0. A quorum is required for any recommendation to the Board~~
 - ~~0. May be called by the Committee Chair or Board Chair~~
 - ~~0. Held annually, at a minimum~~
- ~~— The Committee Chair will provide an update on the progress and activities of the committee Board meetings~~
- ~~— Prior to the first meeting of a newly formed committee, the Board Chair, Chief Executive Officer (CEO), and Committee Chair will meet to review the goals and expectations set by the Board~~
- ~~— The Board Chair may sit on any committee ex officio~~
- ~~— The Board Chair and CEO will be copied on all committee correspondence~~

~~XIX.~~IV. Governance Committee

~~The Governance Committee is the Board's mechanism for looking after itself. It ensures that the Board is doing its job to provide oversight to the organization and that individual Board members are fulfilling their duties.~~

~~B.A.~~ The Governance Committee's roles and responsibilities include:

1. Reviewing and recommending updates to Board policies;
2. Developing new Board policies;
3. Meeting annually with each Board member to assess their continuing interest in Board membership;
4. Proposing changes in Board or committee structure;
5. Assisting with management and oversight of Board orientation;
6. Leading periodic assessments of the Board's performance; and
7. Assisting the Board Chair with disciplinary action against a member, as necessary.

B. The standing agendas for the Governance Committee meetings include the following topics at a minimum:

1. Spring Meeting

- a. Annual governance training
- b. Board continuing education opportunities
- c. Board composition assessment and expertise matrix

2. Fall Meeting

- a. Review need for new or updates to existing Board policies
- b. Review and self-assessment of the Board's performance
- c. Review, discuss, and establish annual retreat topics

~~XX.V.~~ Finance and Audit Committee

~~The Finance and Audit Committee serves a vital role in ensuring that the Board can fulfill the responsibility for and fiduciary obligation to the organization. The committee is also responsible for monitoring the organization's overall financial health.~~

~~B.A.~~ The Finance and Audit Committee's roles and responsibilities include:

1. Reviewing, updating, and recommending updates to Board financial policies;
2. Overseeing the annual operating and capital budget process including the development of recommendations related to rates, fees, and charges;
3. Recommending an annual operating and capital budget, as well as rates, fees and charges ~~+~~ to the Board for its consideration and approval; ~~and~~
4. Monitoring implementation of the Board-approved operating and capital budget, rates, fees, and charges; ~~and~~
5. Annual Audit:
 - a. Ensuring that the organization has an annual and timely independent audit of its financial statements;

- b. Receiving and reviewing the draft Annual Comprehensive Financial Report (ACFR);
- c. Meeting with the Independent Auditor to receive and review the Independent Auditor's annual report including any qualifications to the Independent Auditor's opinion and any reported internal control deficiencies;
- d. Reporting any such qualifications and internal control deficiencies, and AlexRenew's staff response to the Board;
- e. Recommending the receipt and acceptance of the draft ACFR, as well as the Independent Auditor's reports, by the Board; and
- f. Monitoring the correction of identified internal control deficiencies.

B. The standing agendas for the Finance and Audit Committee meetings include the following topics at a minimum:

1. Spring Meeting

- a. Preliminary draft operating and capital budget review and recommendation
- b. Rate adjustment review, if during a rate-setting year

2. Fall Meeting

- a. Review of audit and annual comprehensive financial report for prior fiscal year
- b. Preview for upcoming fiscal year budget

Board Roles and Responsibilities Policy

Date of Adoption: 2010

Date of Revision: May 16, 2016; April 19, 2022; September 18, 2022; September 19, 2023; October 21, 2025

Page 1 of 4

I. Policy Statement

The AlexRenew Board of Directors (Board) serves as the governing body of AlexRenew and is responsible for providing strategic direction, ensuring effective oversight, and safeguarding the organization's mission and vision. Each member is expected to act in the best interests of the organization, exercise sound judgment, and fulfill their fiduciary, legal, and ethical duties.

II. Policy Purpose

The purpose of this policy is to define the roles and responsibilities of the Board to ensure consistent governance practices, strengthen organizational effectiveness, and support achievement of AlexRenew's mission.

III. Board Responsibilities

The Board is responsible for the success of AlexRenew in achieving its mission of effective and compliant wastewater treatment. The Board exercises this responsibility in the following key areas:

- A. Establish and periodically update the organization's strategic plan, which includes its mission and vision.
- B. Select the Chief Executive Officer (CEO) through a merit-based process; empower the CEO with clear goals, authority, and resources to execute the Board's strategy; and conduct a fair, goals-based performance review at least annually.
- C. Ensure the organization's financial and operational health through the review and approval of the annual operating and capital budget, associated rates, and the 10-year capital improvement program.
- D. Appoint external financial auditor, receive and accept the annual audit, and oversee corrective actions, if any.
- E. Conduct member orientation, periodic Board self-evaluation, and succession planning to cultivate a bench of future Board candidates.
- F. Ensure compliance with applicable law, including the Virginia Freedom of Information Act and the State and Local Government Conflict of Interests Act, and model high ethical standards.
- G. Enhance the organization's public standing by effectively communicating the organization's mission, goals, and accomplishments to the community. Fulfill legal responsibility, including duty of care, the duty of loyalty, and the duty of obedience.
 1. Duty of Care. Exercise reasonable care, due diligence, and skill in making decisions on behalf

of the organization.

2. Duty of Loyalty. Act in the best interest of the organization at all times.
3. Duty of Obedience. Be faithful to the organization's legally prescribed mission.

IV. Board Member and Officer Job Descriptions

Refer to Article II of the Bylaws for an overview of the Board, including but not limited to the number of members, its officers, and Board Member terms. Duties of Board Members and officers are detailed below.

A. The Board Member job description includes the following duties:

1. Actively participate in the organization's strategic planning process.
2. Partner with the CEO in achieving the organization's mission.
3. Prepare for, attend, and participate in Board meetings, organizational events, and related meetings.
4. Stay informed about committee matters and participate actively in committee work.
5. Volunteer, accept, and complete assignments thoroughly and on time.
6. Build and maintain a respectful working relationship with other Board Members and the CEO.
7. Be conversant on key issues facing the organization.
8. Advocate for the organization in the community.

B. The Board Chair job description includes:

1. Provide Board leadership.
2. Preside over all Board meetings.
3. Ensure the Board's role in strategic planning.
4. Guide and mediate Board actions.
5. Provide feedback on the effectiveness of Board Members.
6. Appoint committee chairs.
7. Co-sign Board resolutions along with the Board Secretary-Treasurer.
8. Assist the CEO in conducting new Board Member orientation.
9. Oversee the search and hiring of the CEO.
10. Coordinate the CEO's annual performance evaluation in collaboration with other Board Members.
11. Act as an alternate spokesperson for the organization.

C. The Board Vice Chair job description includes:

1. Participate as a vital part of Board leadership.
2. Understand and perform the Board Chair responsibilities in the Board Chair's absence (see

Board Chair duties).

3. Chair the Governance Committee.
 4. Execute special assignments requested by the Board Chair.
- D. The Board Secretary-Treasurer job description includes:
1. Ensure effective management, safety, and accuracy of Board records.
 2. Co-sign Board resolutions along with the Board Chair.
 3. Review and sign Board meeting minutes and ensure timely distribution to Board Members.
 4. Understand the Board's legal framework and financial accounting for the organization.
 5. Assume responsibilities of Board Chair in the absence of Board Chair and Board Vice Chair.

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Board Roles and Responsibilities Policy

Date of Adoption: 2010

Date of Revision: May 16, 2016; April 19,
2022; September 18, 2022; September
19, 2023; October 21, 2025

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I. Policy Statement

The AlexRenew Board of Directors (Board) serves as the governing body of AlexRenew and is responsible for providing strategic direction, ensuring effective oversight, and safeguarding the organization's mission and vision. Each member is expected to act in the best interests of the organization, exercise sound judgment, and fulfill their fiduciary, legal, and ethical duties.

II. Policy Purpose

The purpose of this policy is to define the roles and responsibilities of the Board to ensure consistent governance practices, strengthen organizational effectiveness, and support achievement of AlexRenew's mission.

III. Board Responsibilities

The ~~AlexRenew~~ Board ~~of Directors~~ is responsible for the success of AlexRenew in achieving its mission of effective and compliant wastewater treatment. The Board exercises this responsibility in the following key areas:

- A. Establish and periodically update-oversee the organization's mission and vision through strategic planningstrategic plan, which includes its mission and vision.
- ~~B.~~ Select the Chief Executive Officer (CEO) through a merit-based process; empower the CEO with clear goals, authority, and resources to execute the Board's strategy; and conduct a fair, goals-based careful search to find the most qualified individual for the position.
- ~~C.B.~~ Provide strategic oversight of the CEO to ensure that the CEO has the moral and professional support necessary to further the goals of the organization and evaluate the CEO's performance review at least annually.
- ~~D.C.~~ Ensure the organization's financial and operational health through the review and approval of the annual operating and capital budget, associated rates, and the 10-year capital improvement program, while maintaining fiscal responsibility.
- ~~E.D.~~ Appoint external financial auditor, receive and accept the annual audit, and oversee address corrective actions, if any.
- ~~F.~~ Conduct member Practice governance through orientation, periodic Board self-evaluation, and -of new members and conducting regular performance evaluations.
- ~~G.~~ Advocate in the community to develop interest in serving on the Board and succession planing to develop a bench of potential Board membersMembers; to -cultivate a bench of future Board

candidates.

E.

H.F. ~~Maintain compliance with legal requirements and embody high ethical standards.~~Ensure compliance with applicable law, including the Virginia Freedom of Information Act and the State and Local Government Conflict of Interests Act, and model high ethical standards.

~~Enhance the organization's public standing by effectively communicating articulating the organization's mission, goals, and accomplishments, and goals to the community.~~

G. Fulfill legal responsibility, including duty of care, the duty of loyalty, and the duty of obedience.

1. Duty of Care. Exercise reasonable care, due diligence, and skill in making decisions on behalf of the organization.
2. Duty of Loyalty. Act in the best interest of the organization at all times.
3. Duty of Obedience. Be faithful to the organization's legally prescribed mission.

IV. Board Member and Officer Job Descriptions

Refer to Article II of the Bylaws for an overview of the Board, including but not limited to the number of members, its officers, and Board Member terms. Duties of Board Members and officers are detailed below.

A. The Board Member job description includes the following duties:

1. Actively participate in the organization's strategic planning process.
2. Partner with the CEO in achieving the organization's mission.
3. Prepare for, attend, and participate in Board meetings, organizational events, and related meetings.
4. Stay informed about committee matters and participate actively in committee work.
5. Volunteer, accept, and complete assignments thoroughly and on time.
6. Build and maintain a respectful working relationship with other Board ~~members~~ Members and the CEO.
7. Be conversant on key issues facing the organization.
8. Advocate for the organization in the community.

Legal Duties of Board Members

Board members have the legal responsibility to meet the duty of care, the duty of loyalty, and the duty of obedience.

- **Duty of Care:** Exercise reasonable care, due diligence, and skill in making decisions on behalf of the organization.
- **Duty of Loyalty:** Act in the best interest of the organization at all times.
- **Duty of Obedience:** Be faithful to the organization's legally prescribed mission.

F.B. The Board Chair job description includes:

1. Provide Board leadership.
2. Preside over all Board meetings.
- ~~2. Oversee Board and committee meetings.~~
3. Ensure the Board's role in strategic planning.
4. Guide and mediate Board actions.
5. Provide feedback on the effectiveness of Board ~~M~~members.
6. Appoint committee chairs.
7. Co-sign Work with the CEO to execute Board resolutions along with the Board Secretary-Treasurer.
8. Assist the CEO in conducting new Board ~~member~~ Member orientation.
9. Oversee the search and hiring of the CEO.
10. Coordinate the CEO's annual performance evaluation in collaboration with other Board ~~members~~ Members.
11. Act as an alternate spokesperson for the organization.

G.C. The Board Vice Chair job description includes:

1. Participate as a vital part of Board leadership.
2. Understand and perform the Board Chair responsibilities in the Board Chair's absence (see Board Chair ~~job description~~ duties).
3. Chair the Governance Committee.
4. Execute special assignments requested by the Board Chair.

H.D. The Board Secretary-Treasurer job description includes:

1. Ensure effective management, safety, and accuracy of Board records.
- ~~1-2. Co-sign Board resolutions along with the Board Chair.~~
- ~~2-3. Review and sign Board meeting minutes and ensure timely distribution to Board members~~ Members.
- ~~3-4. Understand the Board's legal framework (articles of incorporation, by laws) and financial accounting for the organization.~~
- ~~4. Ensure development and Board review of financial policies and procedures.~~
- ~~5. Review annual budget and audit in conjunction with the Finance & Audit Committee.~~
- ~~6. Assume responsibilities of Board~~ Chair in the absence of Board Chair and Board Vice Chair.
- ~~7-5.~~

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