

On March 19th, the final CSS Stakeholder Meeting will be held at AlexRenew. It will include a tour of the main plant at 5:00 p.m. with the meeting beginning 7:00 p.m. Ms. Pallansch requested that board members planning to attend arrive at 5:00 p.m.

Mr. Sharma reported that City staff will produce a final memorandum in late March for CSS Stakeholder comments.

General Member Updates

Community Updates

Ms. Pallansch noted the revised Home Owners' Association (HOA) calendar for March. Mr. Hill reiterated that members should use these meetings as an opportunity to determine HOA concerns. Staff will revise the calendar to include the Board member contact for each HOA. Mr. Dickinson discussed engaging the City Boards and Commissions, as well.

Chamber of Commerce

Ms. Turner reported that the Chairman's Reception was successful and thanked the members and staff who were able to attend.

Chesapeake Bay Citizens Advisory Group

Mr. Dickinson reported that he would be attending a meeting of this group in the upcoming week in Annapolis. They are working on improving citizen engagement and noting the special needs of lower income and ethnic communities.

Finance & Audit Committee

Mr. Johnson noted AlexRenew's Comprehensive Annual Financial Report's (CAFR) cleaner look with more whitespace. Ms. Pallansch reported that the CAFR will be posted to the website and shared with City Council. AlexRenew's annual report is running behind schedule but will be available soon.

Governance Committee

Ms. Turner reported on changes to the Bylaws. These changes reflect discussions from the December Governance Committee meeting. Following are key revisions to the Bylaws:

- Article II, Section 1 – No regular board meeting shall be held in August
- Article II, Section 3 – Can conduct electronic and telephonic Board meetings to the extent allowed by the Virginia Freedom of Information Act. Members may not attend more than two electronic or telephonic meetings per year
- Article IV Sections 1-4 – Appointment of special committees, standing committees (Finance and Governance)

There being no additional questions or comments, the Chairman requested a motion from Ms. Turner to approve the Bylaws as amended. Ms. Turner moved and Mr. Dickinson provided the second. The Board unanimously approved, effecting an 8% reduction in expenses. Attached is a copy of the revised Bylaws.

The Chairman recognized Ms. Turner to discuss the revisions to the Media Relations and Social Media Policy. Ms. Turner reported that the current policy was excellent and was a good way to manage communications.

The Governance Committee recommended changing the name to reflect this policy as part of AlexRenew's overall communications plan. Ms. Pallansch noted that the referenced plan as submitted is staff oriented not Board. She requested time to update the policy prior to Board approval. The Board concurred.

CEO's Reports and Recommendations

A. Consideration of January 2018 Financial Report

Members were given time to review the January financial report. Revenues were up \$90,000 and cash reserves remain steady. Mr. Johnson commented that the spend rate was down. Mr. Schemmel explained how debt service is annualized over the year.

There were no additional questions or comments and the Chairman moved to the CEO Monthly Report.

B. CEO Monthly Report (January)

Ms. Pallansch noted her written report and inquired if members had questions or comments. Mr. Dickinson inquired on after-hours use of the 6th floor spaces. Ms. Pallansch noted that we charge a small fee for after-hours use.

Ms. Pallansch further noted the International City/County Management Association (ICMA) and their Alliance for Innovation. Instructions for how to access the website platform were included. The new AlexRenew events calendar was included. Ms. Pallansch invited the Board to attend The One Water Summit in Minneapolis this year. A planning webinar is scheduled for Tuesday, February 27th, for those planning to attend. Members discussed attending the conference and concurred that they should alternate years. Ms. Turner and Mr. Johnson will be attending for 2018.

There being no additional questions or comments, the Chairman moved to the Consent Docket.

Consent Docket

Mr. Hill asked members to review the Minutes of the January meeting. There were no questions or comments. The Chairman requested a motion to approve the Minutes. Mr. Johnson moved approval and Mr. Beall provided the second. The Board unanimously approved the Consent Docket containing:

A. Minutes of the January Board Meeting

Ms. Pallansch reminded the Board that the March meeting was rescheduled to the 28th. This year rates have to be set. The Board Retreat will be scheduled for later in the summer.

There being no additional questions or comments, the Chairman moved to Unfinished Business.

Unfinished Business

A. None

There being no Unfinished Business, the Chairman moved to New Business.

New Business

A. Closed Session for consultation with legal counsel.

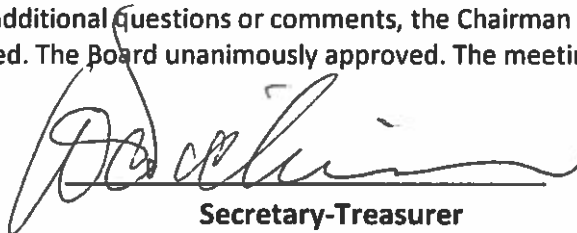
At 7:12 p.m. the Chairman requested a motion to enter a closed session for consultation with legal counsel requiring the provision of legal advice by such counsel and for discussion of the investment of public funds where bargaining is involved pursuant to Virginia Code Section 2.2-3711.A. (6). Mr. Hill moved and Mr. Johnson provided the second. The Board unanimously approved.

At 9:00 p.m., the meeting returned to open session, and the following certification was unanimously adopted by the members: "Pursuant to 2.2-3712(D) of the Virginia Freedom of Information Act, it is hereby certified that to the best of each Member's knowledge, (1) only public business matters lawfully exempted from the open meeting requirements of the Act, and (2) only public business matters identified in the motion by which this closed meeting was convened were heard, discussed, or considered by Alexandria Renew Enterprises." Motion was made by Mr. Hill and seconded by Ms. Turner. All Members present voted via roll call:

Mr. Hill	Aye
Mr. Johnson	Aye
Mr. Dickinson	Aye
Mr. Beall	Aye
Ms. Turner	Aye

There being no additional questions or comments, the Chairman made a motion to adjourn. Mr. Johnson seconded. The Board unanimously approved. The meeting adjourned at 9:02 p.m.

APPROVED:


Secretary-Treasurer

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

**ARTICLE I
Offices**

1. The 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 resolution of the Authority.

2. Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all of the books and records of the Authority shall be kept at the principal office.

**ARTICLE II
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.

2. Special meetings of the Authority may be called by the Chairman, or in his absence or incapacity, by any Member of the Authority. 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 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.

3. 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.

4. The regular meeting for the month of October of each year shall be the annual meeting of the Authority.

5. A majority of the members of the Authority 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 shall impair the right of a quorum to exercise all the rights and perform all of the duties of the Authority.

6. At all meetings of the Authority the following order of business shall be observed as far as consistent with the purpose of the meeting:

- (a) Approval of the minutes of the preceding meeting.
- (b) Reports of officers.
- (c) Reports of committees.
- (d) Unfinished business.
- (e) New business.

ARTICLE III Officers

1. 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 Chief Executive Officer shall be appointed by the members of the Authority from outside their membership and shall serve at the pleasure of the Authority.

2. The Chairman shall preside at all meetings of the Authority. 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 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.

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 as official custodian of the funds of the Authority. The Assistant Treasurer shall perform all duties performed by the Treasurer.

5. 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 may designate.

6. The Chief Executive Officer may provide for such deputies, assistants and other positions as he or she may deem necessary from time to time, who shall perform such duties and have powers as the Chief Executive Officer may designate. The Chief Executive Officer shall notify the members of the Authority in writing who shall be delegated the duties and powers of the Chief Executive Officer during his or her absence or incapacity and shall notify the members of the Authority in writing whenever such delegation changes.

ARTICLE IV

1. The Authority may from time to time, appoint such standing committees or special committees as authorized by the 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 as 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, review of insurance coverage, 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 Indemnification of Officers and Members

1. 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.

2. To the extent that an officer or member of the Authority has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1. above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Any indemnification under paragraph 1. above (unless ordered by a court) shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the officer or member is proper in 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 a majority vote of 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, by independent legal counsel in a written opinion.

4. 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.

5. 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.

6. 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 VII

Fiscal Year

The fiscal year of the Authority shall be from October 1 until September 30 of the following year.

**ARTICLE VIII
Amendments**

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.

ADOPTED: _____

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

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 this 20th day of December, 2011.

Secretary-Treasurer

Chairman

CITY OF ALEXANDRIA, VIRGINIA, SANITATION AUTHORITY

**RESOLUTION TO AMEND THE BYLAWS OF THE CITY OF ALEXANDRIA,
VIRGINIA, SANITATION AUTHORITY**

WHEREAS, the City of Alexandria, Virginia, Sanitation Authority d/b/a Alexandria Renew Enterprises ("**Authority**") is a public body politic and corporate of the Commonwealth of Virginia created pursuant to the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2 of the Code of Virginia of 1950, as amended (the "**Act**");

WHEREAS, the Board of Directors of Alexandria Renew (the "**Board**") has determined that it is necessary and desirable to amend Article II, Section 7 of the Bylaws of the Authority;

WHEREAS, pursuant to Article VII of the Bylaws of the Authority, the Authority provided proper notice of the proposed amendment;

NOW, THEREFORE, BE IT RESOLVED BY THE AUTHORITY THAT:

Article II, Section 7 of the Bylaws of the Authority is hereby amended to read as follows:

Section 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."

This Resolution shall take effect immediately.

Adopted this 20 day of January, 2015.