

**ARTICLES OF INCORPORATION
OF
JAMES RIVER WATER AUTHORITY**

The Board of Supervisors of Fluvanna County and the Board of Supervisors of Louisa County, having both signified their intention to create an authority pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2, §§ 15.2-5100 *et seq.*, VA Code Ann.), which shall be a public body politic and corporate, hereby certify:

1. **Name.** The name of the Authority shall be the "James River Water Authority", and the address of its principal office shall be the Fluvanna County Office Building, Main Street, Palmyra, Virginia 22963.

2. **Incorporating Political Subdivisions.** The names of the incorporating political subdivisions are the County of Fluvanna, Virginia ("Fluvanna County"), and the County of Louisa, Virginia ("Louisa County"). Fluvanna County and Louisa County, as the incorporating political subdivisions, hereby acknowledge, covenant, and agree that these Articles of Incorporation shall not be further amended or changed without the express agreement of their governing bodies, as the incorporating political subdivisions. Furthermore none of the following actions shall be taken or permitted to occur by the Board of the Authority without the affirmative vote of a majority of the members appointed by the respective boards of supervisors of Fluvanna County and Louisa County on the Board of the Authority:

- a. The inclusion of additional political subdivisions in the Authority;
- b. Additional agreements with other political subdivisions, entities or persons, for the bulk sale of water or wholesale service of water.

3. **Authority Board.**

a. The powers of the Authority shall be exercised by a board of six (6) members consisting of the following:

1. John Y. Gooch, 362 Oliver Creek Road, Troy, Virginia 22974, Fluvanna County Board of Supervisors Member (Fluvanna County appointee)- four (4) year term subject to subsection 3.c. below.
2. G. Cabell Lawton, IV, 132 Main Street, Palmyra, Virginia 22963, Fluvanna County Administrator (Fluvanna County appointee) - four (4) year term subject to subsection 3.c. below.
3. Thomas E. Payne, 345 Paynes Lane, Troy, Virginia 22974, a citizen of Fluvanna County (Fluvanna County appointee) - four (4) year term.
4. John E. Thomasson, 125 West Street, Louisa, Virginia 23093, a citizen of Louisa County (Louisa County appointee) - two (2) year term.
5. Dale Mullen, 1 Woolfolk Avenue, Louisa, Virginia 23093, Louisa County Administrator (Louisa County appointee) - four (4) year term subject to subsection 3.c. below.
6. Goodman B. Duke, 304 Club Road, Louisa, Virginia 23093, a citizen of Louisa County (Louisa County appointee) - three (3) year term.

b. The terms of office of each of the initial members of the Board shall begin on the date of the issuance of a certificate of incorporation or charter for the Authority by the State Corporation Commission. The governing body of each of the participating counties shall appoint the members as set forth above.

c. The terms of the members of the board serving by virtue of their offices in their appointing county shall expire upon their ceasing to hold such offices or, after a term of four (4) years, whichever occurs first. The terms of the citizen appointees shall not exceed four (4) years. The governing body of each county is empowered to remove at any time, without cause, any member appointed by it and appoint a successor member to fill the unexpired term of the removed member's term. Each member of the board shall serve without compensation. However, each member shall be reimbursed by the Authority for the amount of actual expenses incurred in the performance of Authority duties.

d. No tiebreaker shall be appointed nor shall the number of members of the Board be changed without the concurrence of the respective Boards of Supervisors of Fluvanna County and Louisa County.

4. **Purpose and Powers.** The purpose for which the Authority is formed is to exercise those pertinent powers set forth in §§ 15.2-5100 *et seq.* VA Code Ann., to acquire, purchase, finance, construct, reconstruct, operate, and maintain facilities for developing a bulk or wholesale supply of potable water for the Counties of Fluvanna and Louisa, including without limitation sources of water supply, water intakes, reservoirs, filtration and purification plants, pumping stations, transmission lines, and storage facilities, together with all appurtenant equipment and appliances necessary or suitable thereto and all properties, rights, licenses, easements or franchises relating thereto and deemed necessary and convenient by the Authority for their operation.

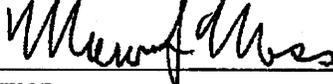
The Authority may contract with any lawful entity to furnish water delivered to its facilities upon such terms as the Authority shall determine; provided, however, that any such contract shall include as a party thereto Fluvanna County and Louisa County (or any agency designated by either County for the purpose by its Board of Supervisors).

5. **Audit.** The Authority shall cause an annual audit of its books and records to be made by the State Auditor of Public Accounts or an independent certified public accountant at the end of each fiscal year and a certified copy thereof is to be filed promptly with the County Administrator of each of the participating counties.

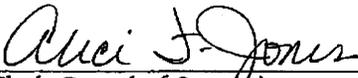
6. **Estimates Impracticable.** Fluvanna County and Louisa County have determined it is not practicable to provide preliminary estimates of capital costs, proposals for specific projects to be undertaken by the Authority or preliminary estimates of initial wholesale rates for water services at the current time.

IN WITNESS WHEREOF, the Board of Supervisors of Fluvanna County and the Board of Supervisors of Louisa County have caused these Articles of Incorporation to be executed by their respective Chairmen, and their respective seals to be affixed, this 20th day of April, 2009.

COUNTY OF FLUVANNA

By: 
Chairman
Board of Supervisors

(SEAL)
ATTEST:


Clerk, Board of Supervisors

COUNTY OF LOUISA

By: 
Chairman
Board of Supervisors

(SEAL)
ATTEST:


Clerk, Board of Supervisors