

# COMMONWEALTH OF VIRGINIA



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COMMISSIONER

JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

## STATE CORPORATION COMMISSION

July 2, 2001

John C Bennett  
County of Culpeper, Office of the County Attorney  
302 North Main St.  
Culpeper VA 22701

RE: Culpeper County Water and Sewer Authority

Dear Mr. Bennett:

The Resolution and Certificate of Incorporation of Culpeper County Water and Sewer Authority was issued and admitted to record on July 2, 2001.

Very truly yours,

A handwritten signature in cursive script that reads 'Joel H. Peck'.

Joel H. Peck  
Clerk of the Commission

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, July 2, 2001*

*This is to Certify that the certificate of incorporation of*

**Culpeper County Water and Sewer Authority**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: July 6, 2001*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission

## NOTICE

1. Corporate Name: The certificate shows the exact name of the corporation as stated in its Articles of Incorporation. If the corporation operates under a name other than its exact name, it must comply with the Fictitious Name statutes, Section 59.1-69 et seq. of the Code of Virginia.
2. Registered Agent and Registered Office: The registered agent of the corporation, as recited in the Articles of Incorporation, remains the registered agent until a new registered agent is appointed and a Form SCC 635/834 is filed with the Clerk of the Commission. *Papers mailed or delivered to the registered agent at the registered office address are deemed legally to have been received by the corporation.* This is true even if the registered agent has moved, resigned, or is dead. If the agent dies, resigns or changes the registered office address the corporation must immediately file Form 635/834. If the agent is not a member of the Virginia State Bar, Form 635/834 must be filed whenever the agent ceases to be an officer or director of the corporation. The law requires that the corporation always have a registered agent and registered office in Virginia.
3. Annual Reports and Annual Registration Fees: An annual registration fee is due from the corporation every year in the calendar month of its date of incorporation. The fee is based upon the corporation's authorized number of shares as stated in its Articles of Incorporation or any amendment thereto, on record with the Clerk of the Commission as of the first day of the second month next preceding the month of its date of incorporation. (Non-stock corporations pay \$25.00.) Payment of the fee, as assessed, is due by the last day of the corporation's anniversary month of each year. Similarly, the corporation must file an annual report by the last day of its anniversary month.

NOTE, that this means that the Commission must receive the report and fee on or before that date. *Postmarks are not considered.*

The annual report form and registration fee statement are mailed to the corporation's registered agent at the registered office address approximately 2 ½ months before the due date each year. Failure to pay the registration fee on time will result in a monetary penalty, and ultimately, automatic termination of the corporation's existence. Failure to file an annual report also ultimately will result in termination of the corporation's existence. Notices of delinquency and impending termination of corporate existence are sent to the registered agent if the report or fee is not received when due.

4. Voluntary Dissolution and Termination: The corporation may voluntarily dissolve and terminate its existence by filing Articles of Dissolution and Articles of Termination with the Clerk of the Commission. Packaged forms and instructions may be obtained from the Clerk's Office. If termination is completed before the annual registration fee due date of any year, the annual registration fee assessed for the year will be canceled. If termination is not completed before the due date, the fee must be paid.

## ANNUAL CORPORATION REQUIREMENTS

Every year, beginning the calendar year after the date of incorporation/qualification, an Annual Assessment Packet is mailed to each active domestic and foreign corporation's registered agent at the registered office address on file with the Commission. This packet contains a preprinted annual report form and a registration fee notice.

**Annual Report** (13.1-775, Code of Virginia)

The annual report must be filed with the Commission by the last day of the calendar month of its date of incorporation (anniversary date) of each year beginning the calendar year after the corporation became incorporated or was authorized to do business in Virginia. There is no fee for filing this form.

**Annual Registration Fee** (Section 13.1-775.1, Code of Virginia)

(Not to be confused with charter/entrance fee schedule) For each active corporation authorized to do business in Virginia, the Commission shall ascertain from its records the number of authorized shares of stock of each corporation as of the first day of the second month next preceding the month of its anniversary date each year, and shall assess against each corporation a registration fee based on that information (see schedule below). Nonstock corporations are assessed a \$25 registration fee.

## ANNUAL REGISTRATION FEE SCHEDULE

<u>Authorized shares</u>	<u>Fee</u>	<u>Authorized shares</u>	<u>Fee</u>
1 - 5,000	\$ 50	140,001 - 145,000	\$ 470
5,001 - 10,000	65	145,001 - 150,000	485
10,001 - 15,000	80	150,001 - 155,000	500
15,001 - 20,000	95	155,001 - 160,000	515
20,001 - 25,000	110	160,001 - 165,000	530
25,001 - 30,000	125	165,001 - 170,000	545
30,001 - 35,000	140	170,001 - 175,000	560
35,001 - 40,000	155	175,001 - 180,000	575
40,001 - 45,000	170	180,001 - 185,000	590
45,001 - 50,000	185	185,001 - 190,000	605
50,001 - 55,000	200	190,001 - 195,000	620
55,001 - 60,000	215	195,001 - 200,000	635
60,001 - 65,000	230	200,001 - 205,000	650
65,001 - 70,000	245	205,001 - 210,000	665
70,001 - 75,000	260	210,001 - 215,000	680
75,001 - 80,000	275	215,001 - 220,000	695
80,001 - 85,000	290	220,001 - 225,000	710
85,001 - 90,000	305	225,001 - 230,000	725
90,001 - 95,000	320	230,001 - 235,000	740
95,001 - 100,000	335	235,001 - 240,000	755
100,001 - 105,000	350	240,001 - 245,000	770
105,001 - 110,000	365	245,001 - 250,000	785
110,001 - 115,000	380	250,001 - 255,000	800
115,001 - 120,000	395	255,001 - 260,000	815
120,001 - 125,000	410	260,001 - 265,000	830
125,001 - 130,000	425	265,001 - 270,000	845
130,001 - 135,000	440	over 270,000	850
135,001 - 140,000	455	<b>NONSTOCK</b>	<b>\$ 25</b>

RESOLUTION SIGNIFYING THE INTENTION OF THE BOARD OF SUPERVISORS OF  
CULPEPER COUNTY TO CREATE A WATER AND SEWER AUTHORITY UNDER THE  
VIRGINIA WATER AND WASTE AUTHORITIES ACT SETTING FORTH ITS ARTICLES  
OF INCORPORATION.

WHEREAS, Culpeper County owns and operates water supply and sewage treatment facilities which furnish water and provide sewage disposal for certain areas in the County, and plans to provide service in other areas of the County in order to encourage economic development and improve the community; and

WHEREAS, Culpeper County wishes to have these facilities owned and operated through a water and sewer authority, which may be created pursuant to the Virginia Water and Waste Authorities Act (Chapter 51, Title§15.2, Code of Virginia of 1950, as amended) (the Act); and

WHEREAS, Culpeper County advertised its intention to create a water and sewer authority and conducted a public hearing, as required by law, on March 6, 2001; and

WHEREAS, Culpeper County hereby adopts this resolution to create the articles of incorporation and bylaws of this new authority.

BE IT RESOLVED by the Board of Supervisors of Culpeper County, as follows:

Section 1. The Board of Supervisors of Culpeper County hereby signifies its intention to create a water and sewer authority pursuant to the Act, to be known as "Culpeper County Water and Sewer Authority."

Section 2. The purpose for which the Authority is to be formed is stated in its Articles of Incorporation hereinafter set forth.

Section 3. The Articles of Incorporation of the Authority shall be as follows:

ARTICLES OF INCORPORATION

OF

CULPEPER COUNTY WATER AND SEWER AUTHORITY

The Board of Supervisors of Culpeper County, having signified its intention to create an Authority pursuant to Virginia Water and Waste Authorities Act (Chapter 51, Title 15.2, Code of Virginia 1950, as amended), which shall be a public body politic and corporate, hereby certifies:

(a) The name of the Authority shall be called " Culpeper County Water and Sewer Authority" and the address of it's principal office shall be 302 North Main Street, Culpeper, Virginia 22701.

(b) The name of the incorporating political subdivision is Culpeper County, Virginia.

(c) The powers of the Authority shall be exercised by a board of seven members consisting of the seven persons holding the office of Supervisor for Culpeper County, from time to time. The names and addresses of the first members are as follows:

<u>Name</u>	<u>Address</u>
William C. Chase, Jr.	Mountain View Farm Stevensburg, Virginia
John F. Coates	9153 Mountain Run Lake Road, Culpeper, Virginia
Sue D. Hansohn	12310 Rose Cottage Lane, Culpeper, Virginia
James C. Lee	19041 Colonial Drive, Culpeper, Virginia
Brad C. Rosenberger	4287 Rixeyville Road, Jeffersonton, Virginia
Carolyn S. Smith	109 Redwood Lane, Culpeper, Virginia
Steven L. Walker	609 South East Street, Culpeper, Virginia

The terms of the members of the board serving as such by virtue of their offices with the County shall expire upon their ceasing to hold such offices. Any person hereafter holding any such office shall automatically succeed to the membership of his predecessor in such office on the Board of the Authority during his term of office. Each member of the Board of the Authority shall serve without compensation.

(d) The purpose for which the Authority is to be formed is to acquire, finance, construct, reconstruct, operate and maintain facilities for developing a supply of potable water for the County of Culpeper and for the sanitary treatment of wastewater resulting from sewage in the County of Culpeper, including without limitation sources of water supply, water intakes, reservoirs, filtration and purification plants, pumping stations, transmission lines and storage facilities, sewerage trunk or interceptor lines and pumping stations and waste water treatment 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 or convenient by the Authority for their operation.

The Authority may contract with the Town, the County, or any sanitary district or authority therein created pursuant to State law, to furnish water and to treat sewage delivered to its facilities upon such terms as the Authority shall determine; provided, however, that any such contract shall include as a party thereto the County (or any agency of the County designated for that purpose by its Board of Supervisors). The Authority is expressly prohibited from contracting with any other party desiring service in the County, except upon written consent of the County (or any agency of the County designated for that purpose by its Board of Supervisors).

[INTENTIONALLY LEFT BLANK]

(e) 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 Board of Supervisors of Culpeper County.

Pending the necessary engineering studies and estimates, it is not practicable to include herein preliminary estimates of capital costs, proposals for any specific projects to be undertaken by the authority, or preliminary estimates of initial rates for services of such projects as certified by responsible engineers.

IN WITNESS WHEREOF, the Board of Supervisors of Culpeper County has caused these Articles of Incorporation to be executed in the name of Culpeper County, by its Chairman and its seal to be affixed and attested by its clerk, this 1<sup>st</sup> day of May, 2001.

CULPEPER COUNTY

(SEAL)

By:

  
Chairman, Culpeper County Board of Supervisors

ATTEST:

  
Clerk, Board of Supervisors

Section 4. The first members of the board of the Authority shall be those persons

specified in the Articles of Incorporation by the State Corporation Commission and shall expire as specified in the Articles of Incorporation. The members shall serve without compensation. However, each member shall be reimbursed the amount of his or her actual expenses necessarily incurred in the performance of his or her duties.

Section 5. The Chairman of the Culpeper County Board of Supervisors is hereby authorized and directed to execute the Articles of Incorporation in substantially the form set forth above, to cause the executed Articles of Incorporation to be filed with the State Corporation Commission on or before the date of the earlier of the public hearings required by Section 6 hereof, together with proof of publication of the notices of such public hearings, and to do all things necessary for the creation of the Authority.

Section 6. A special public hearing was held by the Board of Supervisors of Culpeper County at 7:00 p.m. on March 6<sup>th</sup>, 2001, in the Board of Supervisors meeting room at the County Administration Building, 302 North Main Street, Culpeper, Virginia on this resolution. Immediately following such public hearing or any adjournment thereof, the Board of Supervisors shall cause to be filed with the State Corporation Commission a record of the proceedings thereof which shall indicate whether such governing body desires to proceed with the creation of such an authority, and whether such governing body called for a referendum pursuant to section 15.2-5105 of the Act. A copy of the Board's January 3, 2001 resolution was published at least one time, thirty days prior to the date of such public hearings, and notice thereof several times after that in the *Culpeper Star Exponent* and/or in the *Culpeper News*, newspapers having general circulation in the Town of Culpeper and Culpeper County, preceded by a notice substantially as follows:

**"NOTICE OF PUBLIC HEARING"**

"Notice is hereby given that a special hearing will be held as set out below on the following resolution heretofore adopted by the Board of Supervisors of Culpeper County signifying its intention to create a water and sewer authority as set out therein."

(SEAL) Adopted May 1, 2001.

CULPEPER COUNTY, VIRGINIA

By:

  
\_\_\_\_\_  
John F. Coates  
Chairman, Board of Supervisors

ATTEST:

  
\_\_\_\_\_  
Frank Bossio

Interim County Administrator and Clerk