

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 11, 2019

The State Corporation Commission has found the accompanying articles submitted on behalf of
Southeastern Public Service Authority of Virginia

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the
Commission, effective March 11, 2019.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Judith Williams Jagdmann
Commissioner

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
SOUTHEASTERN PUBLIC SERVICE AUTHORITY OF VIRGINIA**

The Councils of the Cities of Chesapeake, Franklin, Nansemond, Norfolk, Portsmouth, Suffolk, and Virginia Beach and the Boards of Supervisors of the Counties of Isle of Wight and Southampton created the Southeastern Public Service Authority of Virginia (the “Authority”), formerly the Southeastern Water Authority of Virginia, pursuant to the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2, Code of Virginia of 1950, as amended (the “Act”), formerly the Virginia Water and Sewer Authorities Act (Chapter 28, Title 15.1, Code of Virginia of 1950, as amended), as a public body politic and corporate, by adopting Articles of Incorporation effective January 24, 1973 (the “Original Articles”). On January 1, 1974, the Cities of Nansemond and Suffolk were consolidated into a single city and the terms of the members representing those cities terminated and the governing body of the consolidated City of Suffolk appointed a member to fill the vacancy and serve for the unexpired term. By concurrent resolutions, adopted by the Councils and the Boards of Supervisors of the Cities of Chesapeake, Franklin, Norfolk, Portsmouth, Suffolk and Virginia Beach and the Counties of Isle of Wight and Southampton (collectively, “SPSA Member Communities”), the Original Articles were amended by Articles of Amendment dated January 15, 1976, by Articles of Amendment dated July 15, 1983 and by Amended and Restated Articles effective January 1, 2010. In view of recent amendments to the Act that become effective July 1, 2018, the Councils and the Boards of the SPSA Member Communities by concurrent resolutions have adopted these Amended and Restated Articles of Incorporation of the Southeastern Public Service Authority of Virginia effective as of July 1, 2018, and hereby certify:

(a) The name of the Authority is “Southeastern Public Service Authority of Virginia” and the location of its principal office is in Chesapeake, Virginia.

(b) The powers of the Authority shall be exercised by a board of directors (the “Board”) consisting of sixteen (16) members selected in the following manner: (i) one member from each participating political subdivision who shall be selected and appointed by the Governor (each, a “Governor Appointed Board Member”) from a list of three proposed members submitted by the governing body of each participating subdivision, which proposed members shall possess general business knowledge and shall not be an elected official, and (ii) one member from each participating political subdivision who shall be directly appointed upon a majority vote of the governing body of the political subdivision and who shall be an employee of the political subdivision (each a “Locality Appointed Board Member”).

(c) The first members of the Board consisted of one member residing in and appointed by the governing body of each of the original incorporating political subdivisions. The names and addresses of the first Board members, the names of the appointing political subdivisions and the year of expiration of the terms of the first Board members were as follows:

<u>Name</u>	<u>Address</u>	<u>Appointing Political Subdivision</u>	<u>Expiration of Terms</u>
Mrs. Marian P. Whitehurst, Mayor P.O. Box 15225, Chesapeake, VA		Chesapeake	1975
Dr. Darden W. Jones, Mayor P.O. Box 96, Franklin, VA		Franklin	1973
Gurley A. Barlow, Jr., Chairman Board of Supervisors, Route 1, Smithfield, VA		Isle of Wight	1974
D.J. Magnum, Jr., Mayor 318 Sherwood Dr., Suffolk, VA		Nansemond	1973
Roy B. Martin, Jr., Mayor City Hall, Norfolk, VA		Norfolk	1976

<u>Name</u>	<u>Address</u>	<u>Appointing Political Subdivision</u>	<u>Expiration of Terms</u>
Jack P. Barnes, Mayor 1 High Street, Portsmouth, VA		Portsmouth	1975
W. H. Story, Chairman Board of Supervisors, Capron, VA		Southampton	1974
James F. Hope, Mayor P.O. Box 1569, Suffolk, VA		Suffolk	1973
Robert B. Cromwell, Jr., Mayor P.O. Box 5533, Virginia Beach, VA		Virginia Beach	1976

The terms of the first members began on the date of the issuance to the Authority of the certificate of incorporation by the State Corporation Commission and expired on December 31 of the years set forth above.

(d) Alternate Board members may be selected in the same manner as Board members. Alternate Board members selected by the Governor shall have the same qualifications as Governor Appointed Board Members. Alternate Board members selected by the participating political subdivisions shall have the same qualifications as Locality Appointed Board Members.

(e) The successor of each Board member shall be appointed for a term of four years, except that any person appointed to fill a vacancy shall serve only for the unexpired term. Board members shall hold office until their successors shall have been appointed and qualify, and any member shall be eligible for reappointment to succeed himself; provided, however, that no Governor Appointed Board Member shall serve for more than two consecutive four-year terms, except that any Governor Appointed Member appointed to the unexpired term of another shall be eligible to serve two consecutive four-year terms. The term of each Locality Appointed Board Member shall expire upon such member's ceasing full-time salaried employment with such

member's participating political subdivision. Each Governor Appointed Board Member may receive compensation of \$25 per meeting attended but not to exceed \$600 per year, or such other compensation as may be determined from time to time by resolutions of the governing bodies of the member political subdivisions, but each Locality Appointed Board Member shall serve without compensation. Each Board member shall be reimbursed the amount of the member's actual expenses necessarily incurred in the performance of the member's duties.

(f) The Authority has been formed for the purposes of financing, constructing, operating and maintaining a water system and a garbage and trash collection and disposal system, all pursuant to the provisions of the Act. The core purpose of the Authority is the management of the safe and environmentally sound disposal of regional waste.

The Authority may contract with its participating political subdivisions, any sanitary district thereof or any authority therein created pursuant to the Act to furnish water service and garbage and trash collection and disposal service upon such terms as the Authority shall determine; provided, however, that the same schedule or service rates shall be applicable to all such political subdivisions unless the Authority, by unanimous consent of its Board members, authorizes different service rates for any one or more of the participating political subdivisions. The Authority is expressly prohibited from contracting with any other party desiring a supply of water except upon the written consent of the city or county within the geographical boundary of which such party is located.

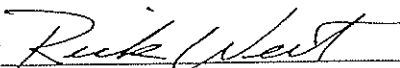
(g) The Authority shall cause an annual audit of its books and records to be made by the State Auditor of Public Accounts or by an independent certified public accountant at the end of each fiscal year and a certified copy thereof to be filed promptly with the governing body of each of the participating political subdivisions.

[Remainder of this page intentionally left blank – signature pages follow]

IN WITNESS WHEREOF, the Councils of the Cities of Chesapeake, Franklin, Norfolk, Portsmouth, Suffolk, Virginia Beach and the Boards of Supervisors of the Counties of Isle of Wight and Southampton have caused these Amended and Restated Articles of Incorporation to be executed on their behalf by their proper officers and their seals to be affixed and attested by their Clerks, on the date appearing above the seal.

CITY OF CHESAPEAKE

Date: NOV 14, 2018

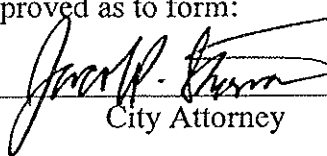
By 
Title: Mayor

(SEAL)

ATTEST:


Clerk

Approved as to form:


City Attorney

CITY OF FRANKLIN

Date: 11/26/18

By [Signature]
Title: Mayor

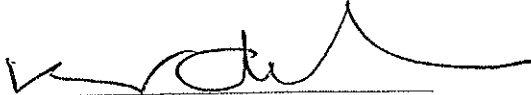
(SEAL)

ATTEST:
[Signature]
Clerk

Approved as to form:
[Signature]
City Attorney

CITY OF NORFOLK

Date: October 23, 2018

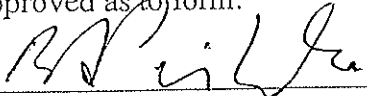
By 
Title: Mayor

(SEAL)

ATTEST:


Clerk

Approved as to form:


City Attorney

CITY OF PORTSMOUTH

Date: October 23, 2018

By John L. Rowe
Title: Mayor

(SEAL)

ATTEST:

Delray White
Clerk

Approved as to form
[Signature]
City Attorney

CITY OF SUFFOLK

Date: 2/6/19

By Linda J. Johnson
Title: Mayor

(SEAL)

ATTEST:

Erika J. Buckley
Clerk

Approved as to form:
[Signature]
City Attorney

CITY OF VIRGINIA BEACH

Date: 10/22/18

By Ray R. Jones
Title: Mayor

(SEAL)

ATTEST:

[Signature]
Clerk

COUNTY OF ISLE OF WIGHT

Date: 10-18-18

By Rudolph J. J. J. J.
Title: Chair of Board of Supervisors

(SEAL)

ATTEST:

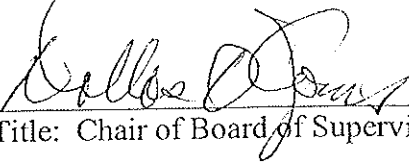
Caryn Mills Storm
Clerk

Approved as to form:

[Signature]
County Attorney

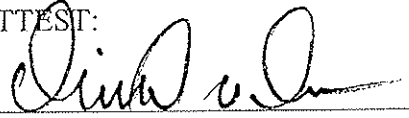
COUNTY OF SOUTHAMPTON

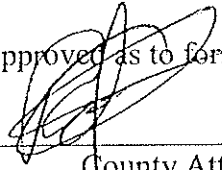
Date: NOVEMBER 26, 2010

By 
Title: Chair of Board of Supervisors

(SEAL)

ATTEST:


Clerk

Approved as to form:

County Attorney