

ARTICLES OF INCORPORATION

OF

FREDERICK-WINCHESTER SERVICE AUTHORITY

The Common Council of the City of Winchester and the Board of Supervisors of Frederick County having signified their intention to create an Authority pursuant to the Virginia Water and Sewer Authorities Act (Chapter 28, Title 15.1, Code of Virginia of 1950, as amended), which shall be a public body politic and corporate, hereby certify:

- (a) The name of the Authority shall be "Frederick-Winchester Service Authority" and the address of its principal office shall be Winchester, Virginia.
- (b) The names of the incorporating political subdivisions are the City of Winchester, Virginia, and Frederick County, Virginia.
- (c) The purposes for which the Authority is created are:
 - ~~(1) To acquire, finance, construct, operate and maintain facilities for providing a supply of potable water for the City of Winchester and Frederick County, including sources of water supply, water intakes, filtration and purification plants, pumping stations, transmission lines and storage facilities, together with all appurtenant equipment and appliances and properties, rights, easements and franchises related thereto or deemed necessary or convenient by the Authority for their operation, but not including water distribution facilities.~~
 - (2) To acquire, finance, construct, operate and maintain facilities for the abatement of pollution by the treatment of sewage collected from

*Articles of
Incorporation*

1974

*DELETED
AMEND 1.
13 APR, 83*

the City of Winchester and Frederick County, including treatment plants, trunks or interceptors and pumping stations, together with all appurtenant equipment and appliances and properties, rights, easements and franchises related thereto or deemed necessary or convenient by the Authority for their operation, but not including sewage collection facilities.

(3) To acquire, finance, construct, operate and maintain garbage and refuse disposal facilities for the City of Winchester and Frederick County, including landfills, incineration and other disposal facilities, together with all appurtenant equipment and appliances and properties, rights, easements and franchises related thereto or deemed necessary or convenient by the Authority for their operation, but not including garbage and refuse collection facilities.

(d) The Authority may undertake any project in furtherance of the foregoing purposes.

(e) The Authority may contract with the City, the County, or any authority therein created pursuant to the Act to furnish water and to treat sewage and dispose of garbage and refuse delivered to the Authority's facilities upon such terms as the Authority shall determine; provided, however, that any such contract shall include as parties thereto the Authority, the City and 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, except upon the written consent of the City and the County (or any agency of the County designated for that purpose by its Board of Supervisors).

(f) The powers of the Authority shall be exercised by a Board of five (5) members consisting of the four (4) persons holding the offices, from time to time, of City Manager of the City of Winchester, Utilities Superintendent of the City of Winchester, County Administrator of Frederick County and Director of Frederick County Sanitation Authority and a fifth person appointed by the concurrent action of the Common Council of the City of Winchester and the Board of Supervisors of Frederick County. The names and addresses of the first members are:

Wendell L. Seldon
631 Pennsylvania Avenue
Winchester, Virginia 22601

James W. Givens
121 Linden Drive
Winchester, Virginia 22601

J. O. Renalds, III
Fredericktowne Subdivision, Route 1
Stephens City, Virginia 22655

Don E. Krueger
530 North Braddock Street
Winchester, Virginia 22601

C. Robert Solenberger
1656 Margaret Drive
Winchester, Virginia 22601

The terms of the members of the Board serving as such by virtue of their offices with the City and 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. The initial term of the appointed member shall expire on the 31st day of December, 1975, and his successor shall be appointed for a term of two (2) years, except that a vacancy shall be filled only for the unexpired term. The appointed member shall hold

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MEMO
13 APR 83

---office until his successor has been appointed and qualifies and

he shall be eligible for reappointment to succeed himself. The

appointed member shall receive such compensation not to exceed

\$1,800 per year as the Board of the Authority may determine, but

those members of the Board who are employees of the City, the

County or the Sanitation Authority shall serve without compensation.

Each member shall be reimbursed the amount of his actual expenses

~~unnecessarily incurred in the performance of his duties.~~

(g) 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 to be filed promptly with the Common Council of the City of Winchester and the Board of Supervisors of Frederick County.

(h) Pending completion of necessary engineering studies and estimates, it is not practical to set forth herein preliminary estimates of capital costs and initial rates for services of proposed projects.

IN WITNESS WHEREOF, the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, have caused these Articles of Incorporation to be executed in the names of the City of Winchester and Frederick County, respectively, by their presiding officers and their seals to be affixed and attested by their Clerks, this 18th day of FEBRUARY, 1974.

(SEAL)

Attest:

John M. Manno
Clerk of Council

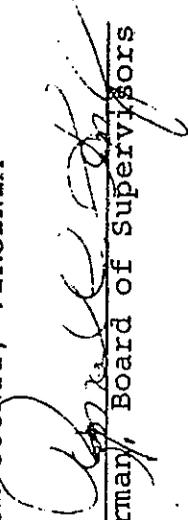
CITY OF WINCHESTER, VIRGINIA

By Robert S. Searcy
Mayor

SEE
A 11/1/74
13/11/74

FREDERICK COUNTY, VIRGINIA

BY


Chairman, Board of Supervisors

(SEAL)

Attest:

J. D. Renaldi III
Clerk, Board of Supervisors

516

1983

Amended 10/15/83

157

ARTICLES OF AMENDMENT
OF
FREDERICK-WINCHESTER SERVICE AUTHORITY

1. The name of the Authority is "Frederick-Winchester Service Authority".

2. The amendments adopted are:

A. To strike out Paragraph (c)(1) and to reinact Paragraph (c) in full as follows:

(c) The purposes for which the Authority is created are:

(1) To acquire, finance, construct, operate and maintain facilities for the abatement of pollution by the treatment of sewage collected from the City of Winchester and Frederick County, including treatment plants, trunks or interceptors and pumping stations, together with all appurtenant equipment and appliances and properties, rights, easements and franchises related thereto or deemed necessary or convenient by the Authority for their operation, but not including sewage collection facilities.

(2) To acquire, finance, construct, operate and maintain garbage and refuse disposal facilities for the City of Winchester and Frederick County, including landfills, incineration and other disposal facilities, together with all appurtenant equipment and appliances and properties, rights, easements and franchises related thereto or deemed necessary or convenient by the Authority for their operation, but not including garbage and refuse collection facilities.

B. To strike out Paragraph (F) and to reinact Paragraph (F) in full as follows:

(F) The powers of the Authority shall be exercised by a Board of seven (7) members as follows:

(1) Ex officio, the holder of the office of City Manager of the City, currently Wendell L. Seldon, 631 Pennsylvania Avenue, Winchester, Virginia 22601.

(2) Ex officio, the holder of the office of Public Utilities Director of the City, currently James W. Givens, 121 Linden Drive, Winchester, Virginia 22601.

(3) Ex officio, the holder of the office of County Administrator of the County, currently John R. Riley, Jr., 4924 Essex Circle, Stephens City, Virginia 22655.

(4) Ex officio, the holder of the office of Director of the Frederick County Sanitation Authority, currently Wellington H. Jones, Lake Serene, Route 5, Box 5624, Winchester, Virginia 22601.

(5) A person appointed by concurrent action of the Common Council of the City and of the Board of Supervisors of the County, currently C. Robert Solenberger whose term expires December 31, 1983, 1656 Margaret Drive, Winchester, Virginia 22601.

(6) A Councillor appointed by action of the Common council of the City, currently Richard D. Kern, 504 Courtfield Avenue, Winchester, Virginia 22601, and whose initial

term shall expire June 30, 1984.

(7) A Supervisor appointed by action of the Board of Supervisors of the County, currently S. Roger Koontz, Route 5, Box 609, Winchester, Virginia 22601, and whose initial term shall expire December 31, 1983.

The terms of the members of the Board serving ex officio 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. Following the initial terms of the appointed members, subsequent appointments shall be for a term of two (2) years, except that a vacancy shall be filled only for the unexpired term. The appointed members shall hold office until their successors have been appointed and qualified and they shall be eligible for reappointment to succeed themselves. The member appointed by concurrent action of the City and the County shall receive such compensation, not to exceed One Thousand Eight Hundred Dollars (\$1,800.00) per year, but all other members of the Board shall serve without compensation. Each member, however, shall be reimbursed the amount of his actual expenses necessarily incurred in the performance of his duties.

3. These Articles of Amendment were found to be in the best interests of the Authority by the Board of the Authority at a duly constituted meeting of the Board on March 10, 1983, in the manner provided by law. The Articles of Amendment were further approved by Concurrent Resolution of the Common Council of the City adopted April 12, 1983, and of the Board of Supervisors of the County adopted April 13, 1983. Public hearings on this Resolution were held by the Common Council of the City at

7:30 o'clock, P. M., on April 12, 1983, in its Council Chamber in City Hall and by the Board of Supervisors of the County at 7:00 o'clock, P. M., on April 13, 1983, in the Board of Supervisors Room in the County Office Building, at each of which public hearings there was no dissenting comments offered by the public.

IN WITNESS WHEREOF, the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, have caused these Articles of Amendment to be executed in the names of the City of Winchester and Frederick County, respectively, by their presiding officers and their seals to be affixed and attested by their Clerks, this 15th day of April, 1983.

CITY OF WINCHESTER, VIRGINIA

By [Signature]
President of Council

(SEAL)

Attest:

[Signature]
Clerk of Council

FREDERICK COUNTY, VIRGINIA

By [Signature]
Chairman, Board of Supervisors

(SEAL)

Attest:

[Signature]
Clerk, Board of Supervisors

1985

ARTICLES OF INCORPORATION
OF
FREDERICK-WINCHESTER SERVICE AUTHORITY

The Common Council of the City of Winchester (the City) and the Board of Supervisors of Frederick County (the County) having signified their intention to create an Authority pursuant to the Virginia Water and Sewer Authorities Act (Chapter 28, Title 15.1, Code of Virginia of 1950, as amended), which shall be a public body politic and corporate, hereby certify:

(a) The name of the Authority shall be "Frederick-Winchester Service Authority" and the address of its principal office shall be Winchester, Virginia.

(b) The names of the incorporating political subdivisions are the City of Winchester, Virginia, and Frederick County, Virginia.

(c) The purposes for which the Authority is created are:

(1) To acquire, finance, construct, operate and maintain facilities for the abatement of pollution by the treatment of sewage collected from the City and all portions of the County that are not being or will not be served by Frederick County Sanitation Authority, including treatment plants, trunks or interceptors and pumping stations, together with all appurtenant equipment and appliances and properties, rights, easements and franchises related thereto or deemed necessary or convenient by the Authority for their operation, but not including sewage collection facilities.

(2) To acquire, finance, construct, operate and maintain garbage and refuse disposal facilities for the City and the County, including landfills, incineration and other disposal facilities, together with all appurtenant equipment and appliances and properties, rights, easements and franchises related thereto or deemed necessary or convenient by the Authority for their operation, but not including garbage and refuse collection facilities.

(d) The Authority may undertake any project in furtherance of the foregoing purposes.

(e) The Authority may contract with the City, the County, or any authority therein created pursuant to the Act to treat sewage and dispose of garbage and refuse delivered to the Authority's facilities upon such terms as the Authority shall determine; provided, however, that any such contract shall include as parties thereto the Authority, the City and the County (or any agency of the County designated for the purpose by its Board of Supervisors). The Authority is expressly prohibited from contracting with any other party desiring service, except upon the written consent of the City and the County (or any agency of the County designated for that purpose by its Board of Supervisors).

(AMENDED Date amended, (F) OCT 14, 87 State Corp Comm.) The powers of the Authority shall be exercised by a Board of seven (7) members as follows:

(Amended 8/26/87)

(1) Ex officio, the holder of the office of City Manager of the City, currently Wendell L. Seldon, 631 Pennsylvania Avenue, Winchester, Virginia 22601.

~~(2) Ex officio, the holder of the office of Public Utilities Director of the City, currently James W. Givens, 121 Linden Drive, Winchester, Virginia 22601.~~

(3) Ex officio, the holder of the office of County Administrator of the County, currently John R. Riley, Jr., 1354 Gloucester Drive, Winchester, Virginia 22601.

(4) Ex officio, the holder of the office of Engineer/Director of the Frederick County Sanitation Authority, currently Wellington H. Jones, Lake Serene, Route 5, Box 600, Winchester, Virginia 22601.

(5) A person appointed by concurrent action of the Common Council of the City and of the Board of Supervisors of the County, currently C. Robert Solenberger, 1656 Margaret Drive, Winchester, Virginia 22601, whose term expires December 31, 1985.

(6) A Councillor appointed by action of the Common Council of the City, currently Richard D. Kern, 504 Courtfield Avenue, Winchester, Virginia 22601, whose term expires June 30, 1986.

(7) A Supervisor appointed by action of the Board of Supervisors of the County, currently Kenneth Y. Stiles, Route 1, Box 276, Clearbrook, Virginia 22624, whose term expires December 31, 1985.

The terms of the members of the Board serving ex officio shall expire upon their ceasing to hold such offices. Any person hereafter holding any such office shall automatically succeed to the membership of this predecessor in such office on the Board of the Authority. Following the initial terms of the appointed members, subsequent appointments shall be for a term of two (2) years, except that a vacancy shall be filled only

~~for the unexpired term. The appointed members shall hold office until their successors have been appointed and qualified and they shall be eligible for reappointment to succeed themselves. The member appointed by concurrent action of the City and the County shall receive such compensation, not to exceed One Thousand Eight Hundred Dollars (\$1,800.00) per year, but all other members of the Board shall serve without compensation. Each member, however, shall be reimbursed the amount of his actual expenses necessarily incurred in the performance of his duties.~~

(g) 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 to be filed promptly with the Common Council of the City and the Board of Supervisors of the County.

(h) Pending completion of necessary engineering studies and estimates, it is not practical to set forth herein preliminary estimates of capital costs and initial rates for services of proposed projects.

IN WITNESS WHEREOF, the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, have caused these Articles of Incorporation to be executed this 15th day of October, 1985.

CITY OF WINCHESTER, VIRGINIA

By *W. W. H. H. H.*
President of Council

(SEAL)

Attest:

Patricia B. Ashby
Clerk of Council

FREDERICK COUNTY, VIRGINIA

By *Kenneth Stiles*
Chairman, Board of Supervisors

(SEAL)

Attest:

J. P. H. H. H.
Clerk, Board of Supervisors

ARTICLES OF AMENDMENT
OF
FREDERICK-WINCHESTER SERVICE AUTHORITY

The amendment adopted is that paragraph (f) of the amended Articles of Incorporation, dated October 1, 1985 is deleted, and the following is substituted therefor:

(f) The powers of the Authority shall be exercised by a Board of seven (7) members, as follows:

(1) Three members appointed by the Common Council of the City of Winchester; one for a term of one year; one for a term of two years; and one for a term of three years.

(2) Three members appointed by the Board of Supervisors of Frederick County; one for a term of one year; one for a term of two years; and one for a term of three years.

(3) One member appointed by concurrent action of the Common Council of the City and of the Board of Supervisors of the County, who shall serve for a term of three years.

Following the terms set forth above, the successors shall be appointed for terms of three years each by the respective governing body or bodies. Any member may be removed by the governing body or bodies appointing him, without cause. Vacancies shall be filled only for the unexpired term. Members shall hold office until their successors have been appointed and qualified. Members shall be eligible for re-appointment to succeed themselves. Each member shall serve without compensation, except that the

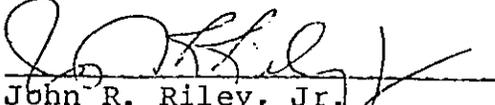
member appointed by concurrent action may, during the first term for such member, be compensated not more than \$1,800 per annum. Members may be reimbursed for actual expenses necessarily incurred in the performance of their duties.

This amendment does not effect a restatement of the Articles of Incorporation.

BE IT FURTHER RESOLVED, that the Articles of Incorporation, as amended in 1985 shall in all other respects remain unchanged.

IN WITNESS WHEREOF, the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, have caused these Articles of Incorporation to be executed this 26th day of August, 1987.

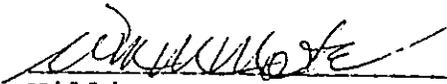
ATTEST:


John R. Riley, Jr.
Clerk, Board of Supervisors


Kenneth Y. Stiles, Chairman
Chairman, Board of Supervisors

ATTEST:


Patricia B. Ashby
Clerk of Council


William M. Mote
President of Council

**ARTICLES OF AMENDMENT
OF
FREDERICK-WINCHESTER SERVICE AUTHORITY**

The amendment adopted is that paragraph (f) of the amended Articles of Incorporation, dated August 26, 1987 is deleted, and the following is substituted therefor:

(f) The powers of the Authority shall be exercised by a Board of nine (9) members, as follows:

(1) Five (5) members appointed by the Common Council of the City of Winchester; the current three (3) members to complete their terms, the first additional member for a term of one year; and the second additional member for a term of two years.

(2) Three (3) members appointed by the Board of Supervisors of Frederick County, the three current members to carry out their terms.

(3) One member appointed by the concurrent action of the Common Council of the City and of the Board of Supervisors of the County, which current member shall carry out his term.

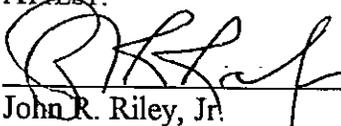
Following the terms set forth above, the successors shall be appointed for terms of three years each by the respective governing body or bodies. Any member may be removed by the governing body or bodies appointing him or her, without cause. Vacancies shall be filled only for the unexpired term. Members shall hold office until their successors have been appointed and qualified. Members shall be eligible for re-appointment to succeed themselves. Each member shall serve without compensation, except that the member appointed by concurrent action may be compensated not more than One Thousand Eight Hundred Dollars (\$1,800.00) per annum. Members may be reimbursed for actual expenses necessarily incurred in the performance of their duties.

This amendment does not effect a restatement of the Articles of Incorporation.

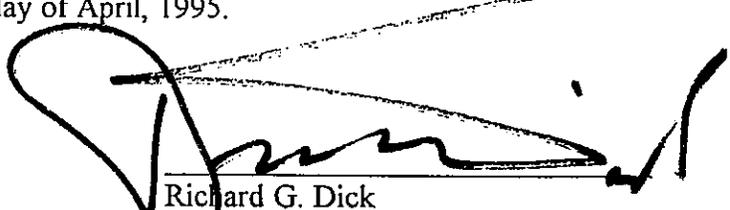
BE IT FURTHER RESOLVED that the Articles of Incorporation, as amended in 1985 and 1987, shall in all other respects remain unchanged.

IN WITNESS WHEREOF, the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, have caused these Articles of Incorporation to be executed this 13th day of April, 1995.

ATTEST:



John R. Riley, Jr.
Clerk, Board of Supervisors

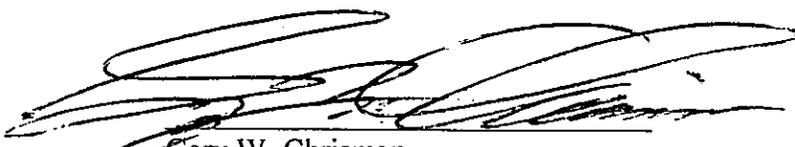


Richard G. Dick
Chairman, Board of Supervisors

ATTEST:



Edwin C. Daley
Clerk of Council



Gary W. Chrisman
President of Council

**CONCURRENT RESOLUTION
OF THE COMMON COUNCIL OF THE CITY OF WINCHESTER
AND THE BOARD OF SUPERVISORS OF FREDERICK COUNTY
TO AMEND THE ARTICLES OF INCORPORATION OF THE
FREDERICK-WINCHESTER SERVICE AUTHORITY**

WHEREAS, by Concurrent Resolution of the City of Winchester (the “City”) and the Board of Supervisors of Frederick County (the “County”) and a Certificate of Incorporation issued by the State Corporation Commission pursuant to the Virginia Water and Waste Authorities Act (the “Act”), the Frederick-Winchester Service Authority (the “Authority”) was incorporated as a public body politic and corporate in 1974, subsequently amended by appropriate similar action in 1985 and 1987; and

WHEREAS, the City and the County desire to further amend the Articles of Incorporation of the Authority to extend the term of the Authority for a period to expire January 1, 2058, the Authority contemplating financing beyond the current date for termination of the Authority’s existence in 2024.

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester and the Board of Supervisors of Frederick County, in separate meetings assembled, that the Articles of Incorporation of the Frederick-Winchester Service Authority be amended in the following manner:

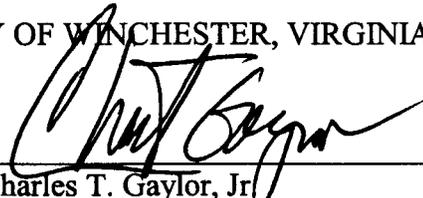
**ARTICLES OF AMENDMENT
OF
FREDERICK-WINCHESTER SERVICE AUTHORITY**

1. The name of the Authority is Frederick-Winchester Service Authority.
2. The amendment adopted is to extend the term of the Authority for a period to expire January 1, 2058.
3. These Articles of Amendment were approved by a Concurrent Resolution of the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, in separate meetings assembled, adopted by the City on April 8, 2008, following a public hearing held April 8, 2008, and adopted by the County on March 12, 2008, following a public hearing held March 12, 2008.

IN WITNESS WHEREOF, the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, have caused these Articles of

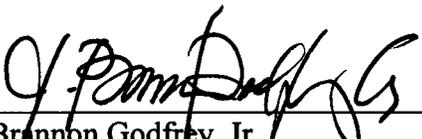
Amendment to be executed this 15th day of April, 2008.

CITY OF WINCHESTER, VIRGINIA

By 
Charles T. Gaylor, Jr.
President of Council

(SEAL)

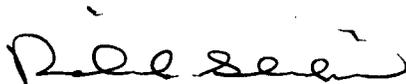
Attest:

By: 
J. Brannon Godfrey, Jr.,
Clerk of Council

APPROVED AS TO FORM:

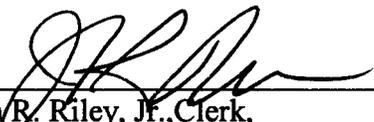

CITY ATTORNEY

FREDERICK COUNTY, VIRGINIA

By 
Richard C. Shickle, Chairman
Board of Supervisors

(SEAL)

Attest:

By: 
John R. Riley, Jr., Clerk,
Board of Supervisors

**ARTICLES OF AMENDMENT
OF FREDERICK-WINCHESTER SERVICE AUTHORITY**

**CONCURRENT RESOLUTION OF THE COMMON COUNCIL OF THE
CITY OF WINCHESTER, VIRGINIA AND THE BOARD OF SUPERVISORS OF
FREDERICK COUNTY, VIRGINIA TO AMEND THE ARTICLES OF
INCORPORATION OF THE FREDERICK-WINCHESTER SERVICE
AUTHORITY**

WHEREAS, by Concurrent Resolution of the City of Winchester (the “City”) and the Board of Supervisors of Frederick County (the “County”) and a Certificate of Incorporation issued by the State Corporation Commission pursuant to the Virginia Water and Waste Authorities Act (the “Act”), the Frederick-Winchester Service Authority (the “Authority”) was incorporated as a public body politic and corporate in 1974; and,

WHEREAS, by a Concurrent Resolution of the Common Council of the City and the Board of Supervisors of the County and a Certificate of Articles of Amendment issued by the Virginia State Corporation Commission, the Articles of Incorporation of the Authority were amended in 1983, 1985, 1987, 1995 and 2008; and,

WHEREAS, the City and the County desire to amend the amended and restated Articles of Incorporation dated August 26, 1987, as amended by Articles of Amendment dated April 13, 1995 as set forth hereinafter.

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Winchester, Virginia and the Board of Supervisors of Frederick County, Virginia, in separate meetings assembled, that the Articles of Incorporation of the Frederick-Winchester Service Authority be amended in the following manner:

The following sentence in Paragraph (f) of the Amended Articles of Incorporation dated April 13, 1995 is deleted:

“Each member shall serve without compensation, except that the member appointed by concurrent action may be compensated not more than One Thousand Eight Hundred Dollars (\$1,800.00) per annum.”

The following sentence is substituted in the place and stead of the sentence deleted above:

“Each member of the Authority Board shall serve without compensation, except that the Chairman elected by the members of Authority Board may be compensated not more than Two Thousand, Four Hundred Dollars (\$2,400.00) per annum, or such greater amount as may be determined by Resolution of the governing body or bodies which are Members of the Authority.”

This Amendment does not effect a restatement of the Articles of Incorporation.

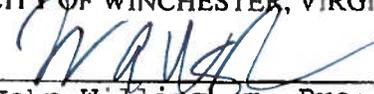
NOW, THEREFORE, BE IT RESOLVED that the Articles of Incorporation, as amended in 1983, 1985, 1987, 1995 and 2008, shall in all other respects remain unchanged.

These Articles of Amendment were approved by a Concurrent Resolution of the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, in separate meetings assembled, adopted by the City of Winchester, Virginia on March 12, 2013, following a public hearing held

March 12, 20 13, and adopted by the County of Frederick, Virginia on Dec. 12,
20 12, following a public hearing held on Dec. 12, 2012.

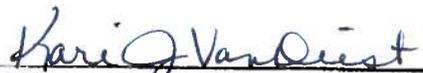
IN WITNESS WHEREOF, the Common Council of the City of Winchester,
Virginia, and the Board of Supervisors of Frederick County, Virginia, have caused these
Articles of Amendment to be executed this 14th day of March, 20 13.

CITY OF WINCHESTER, VIRGINIA

By 
John Willingham, President of Common Council

(SEAL)

Attest:

By: 
Kari VanDiest, Deputy Clerk
of Common Council

FREDERICK COUNTY, VIRGINIA

By: 
Richard C. Shickle, Chairman
Board of Supervisors

(SEAL)

Attest:

By: 
John R. Riley, Jr., Clerk
Board of Supervisors

MLB/smb
FormsService Authority Resolution #3
11/1/12

**ARTICLES OF AMENDMENT
OF
FREDERICK-WINCHESTER SERVICE AUTHORITY**

The following sentence in Paragraph (f) of the amended and restated Articles of Incorporation dated August 26, 1987, as amended by Articles of Amendment dated April 13, 1995 is deleted:

“Each member shall serve without compensation, except that the member appointed by concurrent action may be compensated not more than One Thousand Eight Hundred Dollars (\$1,800.00) per annum.”

The following sentence is substituted in the place and stead of the sentence deleted above:

“Each member of the Authority Board shall serve without compensation, except that the Chairman elected by the members of Authority Board may be compensated not more than Two Thousand, Four Hundred Dollars (\$2,400.00) per annum, or such greater amount as may be determined by Resolution of the governing body or bodies which are Members of the Authority.”

This Amendment does not effect a restatement of the Articles of Incorporation.

BE IT FURTHER RESOLVED that the Articles of Incorporation, as amended in 1983, 1985, 1987, 1995 and 2008 shall in all other respects remain unchanged.

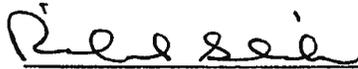
IN WITNESS WHEREOF, the Common Council of the City of Winchester, Virginia, and the Board of Supervisors of Frederick County, Virginia, have caused these

Articles of Incorporated to be executed this 14th day of March, 2013.

ATTEST:

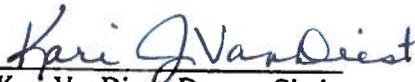


John R. Riley, Jr., Clerk
Board of Supervisors



Richard C. Shickle, Chairman
Board of Supervisors

ATTEST:



Kari VanDiest, Deputy Clerk
of Common Council



John Willingham, President
President of Common Council

MLB/smb
FormsService Authority Articles of Amendment #2
11/1/12