

WASHINGTON SUBURBAN SANITARY COMMISSION

MINUTES OF THE COMMISSION MEETING

Thursday, February 26, 2015
Laurel, Maryland

Chair Omar M. Boulware (participating by phone) called the special meeting to order at 2:04 p.m., in the Commissioners' Conference Room, of the Washington Suburban Sanitary Commission (hereinafter "WSSC"), Richard G. Hocevar Building, 14501 Sweitzer Lane, Laurel, Maryland 20707, with due notice having been given to all members of the Commission and the public. In addition to the Chair, Commissioners Gene W. Counihan, Adrienne A. Mandel, Roscoe M. Moore, Jr. and Mary Hopkins Navies, also participated by telephone. WSSC Corporate Secretary Sheila R. Finlayson, Esquire, who facilitated the telephone meeting and recorded the minutes, was present in person in the Commissioners' Conference Room, along with General Counsel Jerome K. Blask and Chief Engineer Gary Gumm.

Commissioner Chris Lawson and General Manager Jerry Johnson were absent from the meeting.

The Chair asked the Corporate Secretary to conduct a roll call to confirm the Commissioner attendees present by phone, and following such action, the Corporate Secretary declared the presence of a quorum, with five Commissioners in attendance and one absent (Commissioner Chris Lawson - absent from meeting).

The Chair then stated the purpose of the special meeting, as follows: to take action on a proposed three party agreement (TPA) among WSSC, Prince George's County and the Developer to relocate two WSSC water mains between two ongoing State Highway Administration (SHA) projects in Prince George's County, Maryland.

AGENDA APPROVAL

Commissioner Mandel moved to adopt the Agenda for the Special Commission Public Meeting of Thursday, February 26, 2015 as drafted. Commissioner Navies seconded the motion. A roll call vote was conducted by the Corporate Secretary, resulting in five votes in the affirmative from the following Commissioners: Omar Boulware, Gene Counihan, Adrienne Mandel, Roscoe Moore and Mary Hopkins Navies (Commissioner Chris Lawson - absent from vote).

The motion carried by a vote of five-to-zero, with one absent.

OPEN SESSION

Adoption of Three Party Agreement. General Counsel Jerome Blask provided background information and a summary of the essential points of the Three Party Agreement (TPA), distributed to Commissioners and incorporated herein by reference, between WSSC, Prince George's County and 1325 G Street Associates, LLLP and Konterra Headquarters Building, LLC ("Konterra"), to facilitate the relocation and construction of the remaining segments of the 30" and 42" WSSC water mains and appurtenances between two ongoing State Highway Administration (SHA) projects as part of the Prince George's County Virginia Manor Road (VMR) Project.

Prince George's County's estimate for the design and construction of the VMR Project Water Mains is \$11,177,897 with the cost of the WSSC required third-party full-time WSSC inspection estimated at \$70,000, for a total overall estimate for design, construction and inspection of \$11,247,897. Under the agreement, WSSC shall pay either 50% of the Estimate (i.e., \$5,623,948) or 50% of the actual cost of the design, construction and third-party inspection of the VMR Project Water Mains (whichever is lower), but in no event shall be responsible for any cost over \$5,623,948 ("WSSC Maximum Amount"). The County shall be responsible to pay for 50% of the Estimate and, in the event the actual cost of the design, construction and third-party WSSC inspection of the VMR Project Water Mains exceeds the Estimate, any and all of the excess cost. The County has selected a design consultant which is acceptable to WSSC.

Following the General Counsel's overview, Dr. Moore requested management provide the Commission with a chronology of events for this project, from beginning to end (i.e., up to the Commission action at today's meeting), to which other Commissioners joined in agreement, reflecting the unanimous consent of those in attendance.

Commissioner Moore then moved that the Commission approve the Three Party Agreement, as recommended by the General Counsel, to which Commissioner Counihan seconded the motion. The motion carried with five aye votes from the following Commissioners: Omar Boulware, Gene Counihan, Adrienne Mandel, Roscoe Moore and Mary Hopkins Navies. Commissioner Lawson - absent from vote.

ADJOURNMENT

The Chair thanked management for its great work in getting the Commission to this point.

There being no additional business, the Chair called for a motion to adjourn, whereby, Commissioner Mandel moved to adjourn the meeting. Commissioner Navies seconded the motion. A roll call vote was conducted by the Corporate Secretary, resulting in five votes in the affirmative from the following Commissioners: Omar Boulware, Gene Counihan, Adrienne Mandel, Roscoe Moore and Mary Hopkins Navies. The motion carried.

At 2:17 p.m., the meeting was declared adjourned.

Respectfully submitted,

//signed//

Sheila R. Finlayson, Esq.
Corporate Secretary