

WASHINGTON SUBURBAN SANITARY COMMISSION

MINUTES OF THE COMMISSION MEETING

Tuesday, November 3, 2015
Laurel, Maryland

Vice Chair Chris Lawson (participating by telephone) called the special meeting to order at 8:03 a.m., in the Commissioners' Conference Room, of the Washington Suburban Sanitary Commission (hereinafter "WSSC"), Richard G. Hocesvar 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 Vice Chair, Commissioners Fausto Bayonet, Omar Boulware, Roscoe Moore and Mary Hopkins Navies, also participated by telephone. WSSC Corporate Secretary Sheila R. Finlayson (who facilitated the meeting and recorded the minutes), along with General Counsel Jerome Blask, were present in person in the Commissioners' Conference Room. General Manager Jerry N. Johnson joined the meeting by telephone. The Vice Chair asked the Corporate Secretary to conduct a roll call to confirm the Commissioner attendees by phone, and following such action, the Corporate Secretary declared the presence of a quorum, with all five Commissioners in attendance.

Point of Information: Chair Adrienne Mandel resigned from the Commission effective October 31, 2015.

The Vice Chair stated the purpose of the special meeting, which was to discuss and consider matters pertaining to the General Manager Search; to elect an acting Chair (and Vice Chair if required) due to the recent resignation of former Chair/Commissioner Adrienne Mandel and to consider proposed amendments to the GM/CEO Delegation of Authority.

AGENDA APPROVAL

Commissioner Navies then moved to adopt the Agenda for the Special Commission Public Meeting of Tuesday, November 3, 2015, as drafted. Commissioner Moore seconded the motion. A roll call vote was conducted by the Corporate Secretary resulting in five votes in the affirmative from the following Commissioners: Fausto Bayonet, Omar Boulware, Chris Lawson, Roscoe Moore and Mary Hopkins Navies. The motion carried unanimously to adopt the Agenda, as drafted.

Commissioner Moore stated for the record that the Commission had previously set limits on the General Manager's Delegation of Authority, pointing out that the levels were much lower and that the Commission subsequently increased the levels based on the confidence it gained in the General Manager as time progressed. Commissioner Moore further stated that the action being taken today with regard to proposed amendments to the GM/CEO Delegation of Authority has to do with Commissioners' fiduciary responsibilities and nothing more.

CLOSED SESSION

Motion to End Open Session and Go Into Closed. The Vice Chair called for a Motion to go into Closed, whereupon, a motion was made by Commissioner Navies and seconded by Commissioner Bayonet, to go into Closed pursuant to Maryland Code Annotated, General Provisions Article, Section 3-305(b) (1), to discuss personnel matters related to the General Manager Search and Section 3-305(b) (7) to consult with counsel to obtain legal advice on personnel and governance matters.

A roll call vote was conducted by the Corporate Secretary resulting in five affirmative votes from the following Commissioners: Fausto Bayonet, Omar Boulware, Chris Lawson, Roscoe Moore and Mary Hopkins Navies. The motion carried unanimously with five affirmative votes.

At 8:13 a.m., Vice Chair Lawson declared the meeting was Closed.

ATTENDEES: Vice Chair Chris Lawson; Commissioners Fausto Bayonet, Omar Boulware, Mary Hopkins Navies and Roscoe Moore. Also present: Corporate Secretary Sheila Finlayson, General Manager Jerry Johnson and General Counsel Jerome Blask.

At 9:45 a.m. Commissioners met in executive session without management present. Executive session ended at 10:10 a.m. with the Corporate Secretary, General Manager and General Counsel rejoining the meeting.

The Vice Chair called for a Motion to End the Closed Session, whereby Commissioner Navies moved to end the Closed Session. Commissioner Bayonet seconded the motion. The motion unanimously carried with five affirmative votes. The Meeting reconvened back into Open Session at 10:13 a.m.

OPEN SESSION RESUMED

Election of Officers. No action was taken.

Amendment to GM/CEO Delegation of Authority. The Vice Chair asked the General Counsel to review the proposed changes to the General Manager/CEO Delegation of Authority as discussed by the Commission, to which the General Counsel stated the following, which is being proposed as Amendment Number Five to WSSC Resolution Number 2010-1876 - General Manager/CEO Delegation of Authority:

"Resolution No. 2010-1876, which was adopted by the Commission on May 19, 2010 and became effective on July 1, 2010 and which has since been amended by the Commission on several occasions, is hereby amended as follows:

1. Paragraph 4-- by replacing \$1,200,000 with \$500,000.
2. Paragraph 6-- by replacing \$400,000 with \$250,000, and by replacing \$1,000,000 with \$250,000.
3. Paragraph 7-- by replacing the first reference to \$1,000,000 with \$500,000, and by replacing the reference to \$125,000 cumulative change order authority for contracts between \$0 and \$500,000 with \$250,000.
4. Paragraph 28-- by replacing \$1,200,000 with \$500,000.
5. Paragraph 30-- by replacing \$1,000,000 with \$250,000 and \$150,000 with \$50,000.
6. Paragraph 31-- rewritten to read as follows:

With the exception of the offices of the Corporate Secretary, Internal Auditor, and Senior Executives (Team Chiefs, Office Heads and any equivalent management positions) prescribe the functions, approve all personnel actions including but not limited to authority to approve all employments and make appointments, discharge and set total compensation and terms of employment in a manner that promotes the efficient disposition of all matters within the WSSC's jurisdiction, consistent with the requirements of Maryland Code, Public Utilities Article, Title 18."

Whereby, a motion was made by Commissioner Moore and seconded by Commissioner Bayonet, to adopt Amendment Number 5 to Resolution 2010-1876, which delegates certain Commission authority to the

WSSC General Manager/CEO, as discussed and agreed upon at this meeting.

The motion carried unanimously with five affirmative votes. Such adopted Amendment 5 to Resolution 2010-1876 to be effective following the 30-day required public notification period.

Selection of New WSSC General Manager/CEO. The Vice Chair announced that the Commission discussed the General Manager Search during its executive session and voted 4-0 (with one abstention) to select Ms. Carla Reid as the new General Manager of WSSC, contingent upon a full satisfactory background check. Commission to discuss next steps and compensation at the November Regular Commission Meeting.

ADJOURNMENT

There being no additional business, the Chair called for a motion to adjourn, whereby, Commissioner Moore moved to adjourn the meeting. Commissioner Boulware seconded the motion. A roll call vote was conducted by the Corporate Secretary resulting in five aye votes from the following Commissioners: Fausto Bayonet, Omar Boulware, Chris Lawson, Roscoe Moore and Mary Hopkins Navies (Motion carried).

At 10:23 a.m., the meeting was declared adjourned.

Respectfully submitted,

//signed//

Sheila R. Finlayson, Esq.
Corporate Secretary