

**WASHINGTON SUBURBAN SANITARY COMMISSION**

**MINUTES OF THE COMMISSION MEETING**

**Wednesday, November 18, 2015  
Laurel, Maryland**

Vice Chair Chris Lawson called the meeting to order at 10:05 a.m., in the Auditorium of the Washington Suburban Sanitary Commission (hereinafter "WSSC") Richard G. Hocevar ("RGH") 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 Vice Chair Lawson, Commissioners Fausto R. Bayonet, Omar M. Boulware and Mary Hopkins Navies, were present at the meeting, reflecting the presence of a quorum. Also in attendance were WSSC General Manager and Chief Executive Officer Jerry N. Johnson, General Counsel Jerome K. Blask, and Corporate Secretary Sheila R. Finlayson, Esq., who recorded the minutes of the meeting. Other members of WSSC management were also called upon, during certain portions of the meeting, to provide information to the Commission.

**PLEDGE OF ALLEGIANCE**

Vice Chair Lawson opened the meeting by asking Commissioner Boulware to lead the pledge of allegiance. The Vice Chair then took an opportunity to recognize former Chair Adrienne Mandel who resigned from the Commission Board effective October 31, 2015.

**AGENDA APPROVAL**

Commissioner Boulware then moved to adopt the Commission's Public Meeting Agenda of November 18, 2015, as drafted, to which Commissioner Bayonet seconded the motion. The motion carried unanimously with four affirmative votes.

**APPROVAL OF MINUTES**

Commissioner Boulware moved to approve the open session minutes of the October 21, 2015 Regular Commission Meeting, as drafted. Commissioner Bayonet seconded the motion. The motion carried unanimously with four affirmative votes.

Commissioner Boulware then moved to approve the open session minutes of the September 24, 2015 Special Commission Meeting, as drafted. Commissioner Bayonet seconded the motion. The motion carried unanimously with four affirmative votes.

**WSSC RETIREES**

Richard Baker, Executive Director of the WSSC Employees' Retirement Plan, recognized the following WSSC Retirees for the month of November 2015: Shirley Land, Administrative Assistant II, Utility Services North Group, retired with 33 years and 8 months of service; Jametta Garnett (present), Senior Chemist/Microbiologist, Laboratory Services Group, retired with 31 years and 3 months of service; Jimmy Goins (present), Systems Construction Inspector II, Systems Inspection Group, retired with 31 years and 7 months of service; Yvonne McKinney (present), Human Resources Director, Human Resources Office, retired with 7 years and 2 months of service; and Jorge Tello (present), Senior Wastewater Plant Operator, Seneca/Damascus/Hyattstown Group, retired with 35 years and 11 months of service.

#### COMMUNICATIONS VIDEO

Communications and Community Relations Director Jim Neustadt presented a video aimed at getting everyone prepared for the anticipated onslaught of water main breaks expected to frequently occur during the winter months; such video will air on cable channels in Montgomery and Prince George's County. Radio ads will also air on local radio stations advising customers to "Can the Grease."

#### COMMISSIONER/PUBLIC COMMENTS

**Public Comments.** Three ratepayers were present to address the Commission. Mr. David Dorsch of College Park, Maryland, expressed concern with WSSC's customer service and what he described as WSSC's failure to treat customers like they are the most important part of the job. Mr. Dorsch experienced a flood/sanitary sewer overflow in his basement due to heavy rains and filed a property damage claim with WSSC, which was denied. Ms. Joyce Pinkney of Germantown, Maryland, next shared a complaint regarding a high water bill she received in the amount of \$2000 and requests that WSSC reconsider its determination and allow her to petition the Dispute Resolving Board (DRB) for consideration of her dispute. Lastly, Ms. Susan LaCourse of Laurel, Maryland, shared her concerns with WSSC's rate structure, asking that WSSC move away from its current tiered system which she believes unfairly penalizes large households.

**Commissioner Comments.** Commissioner Boulware echoed the remarks earlier expressed by Vice Chair Lawson with regard to former Chair Adrienne Mandel, sharing how much of a mentor she had served to

him and how appreciative he was of her leadership and guidance especially during his past stint as Chairman. Commissioner Navies shared similar sentiments, joining Commissioners in saluting the contributions of former Commissioner Mandel.

**GENERAL MANAGER'S REPORT**

General Manager ("GM") Jerry Johnson was recognized to provide his monthly report. The General Manager's full report can be found in the corresponding segment of the archived meeting video and the written "General Manager's Report" provided in the meeting materials, and both are referred to for that purpose. However, highlights are as follows:

Call/Contact Center answer rate at 95% for the month; met this target over last two months. WSSC is continuing to make strides in this area; new metrics have been added and will continue to be employed as WSSC moves forward.

Delinquencies up by \$1.7 million, primarily due to lack of payment from federal government.

All plants and facilities are operating well within permit parameters with zero violations.

Scope of work is being developed on WSSC Clearwater Pilot Program; which is an effort to remove some of excess flow from sewer system. Expect to have cost estimates by first quarter of year with field investigations to follow later in the year.

Beginning to see seasonal uptick in water main breaks due to change in water temperature and shifting of seasons; preparing for increase with winterization of equipment, etc. Water main replacement is up slightly and ahead of target for month.

WSSC attended a meeting in Montgomery County to respond to issues surrounding street repair work on water main replacements; received similar comments from Prince George's County. WSSC plans to bring in a third party consultant to review this issue and provide recommendations for improvement.

Continue to monitor water production; trending higher than last year - believes it is a near term issue and will not continue in this direction.

Revenue in September on target with expenses slightly under budget. Completed bond refunding; sold \$145 million in bonds. Received six bids; Bank of America Merrill Lynch was winning bidder - realized savings of \$12.8 million.

Disparity Study is on target; still in data collection phase. New project manager has been hired. SLMBE outreach activities can be found on pages 17-18 of GM Report.

WSSC Procurement Office launched new supplier portal for vendors and suppliers, replacing old Centralized Bidder Registry (CBR); faster and more efficient system with greater access to other information.

United Way Campaign closed last week with \$66,689 raised; goal was \$65,000.

WSSC has extended its Winter Trail Pilot Program at the Triadelphia Reservoir which will allow the access road along the reservoir to remain open for multipurpose use during the winter months.

WSSC's Patuxent Water Filtration Plant received the prestigious President's Award from the Partnership for Safe Water Steering Committee at the Partnership for Safe Water Conference in Hershey, PA. This award for water treatment recognizes plants that meet the program's highly stringent optimization goals for individual filter performance. Patuxent was the only plant in Maryland to receive this award. WSSC was also recognized as a 20-year subscriber in the Partnership for Safe Water program at the same event.

**Supply Chain Management Transformation Update.** Chief Procurement Officer (CPO) David Malone provided an update on WSSC's supply chain management transformation initiative. Mr. Malone reported from a power point presentation circulated to the Commission at the meeting and incorporated herein by reference. In summary, Mr. Malone provided information on WSSC's procurement footprint, the supply chain transformation next level, organization design, operational refinements, technology and accomplishments to date. Specific details can be found in the presentation handout and corresponding segment of the archived meeting video and both are referred to for this purpose.

**WSSC Customer Use and Pricing.** Chief Financial Officer (CFO) Yvette Downs next provided a review of the history of WSSC customer water usage and trends among various customer user groups as related to the WSSC rate structure. Ms. Downs reported from a presentation handout circulated to Commissioners at the meeting and incorporated herein by reference. Specific details can be found in the presentation handout and corresponding segment of the archived meeting video and both are referred to for that purpose.

**Following Commissioner questions and discussion, the General Manager's Report was received as information.**

#### **INTERNAL AUDIT REPORT**

**Monthly Activity Report.** Internal Audit Director Maxene Bardwell reported on the monthly activities of the Internal Audit Office (IAO) for the period of October 5, 2015 through November 6, 2015. The fiscal year-to-date System Development Charge (SDC) Audits total \$0.00 in actual financial savings. No SDC audit reports were issued during the reporting period. IAO currently has twelve SDC audit requests in process with eight active and four inactive. The Fiscal Year (FY) 2016 Audit Projects are as follows: FY 2014 Blue Plains WWTP O & M and Capital Indirect Audit (Auditors assigned); Payroll Operational Audit (planning stage has begun); Cloud Computing Services Compliance Audit (auditors assigned) and Right to Audit Specified Procurement Contracts (preliminary work has begun). With respect to FY 2015 Carryover Audit Projects - Auditors performing field work for the Regulatory Services Group Operational Audit and exit conference has been rescheduled for the Technical Services Group Special Audit. Under FY 2014 Carryover Audit projects, auditors are performing field work for Construction Contracts Change Orders audit. Under Internal Audit Follow-up Activities, one management action item was closed as of November 5, 2015 with six implemented-pending. There are no delinquent management action plans.

**Hotline.** Next quarterly status report to be provided at the December Commission Meeting.

**External Auditors.** BCA Watson Rice LLP in attendance at this meeting to present the year-end WSSC financial statements audit review.

**Audit Committee Meeting.** Next meeting to be held at the December Commission Meeting.

**Ethics Office.** The Board of Ethics held its regularly-scheduled meeting on October 8, 2015; several open and closed items were reviewed. Two auditors from IAO provided new hire orientation/code of ethics training to 11 new employees on October 26, 2015. An applicant has been recommended to HR for hiring for Ethics Officer vacancy and HR is in the process of making offer to candidate.

**External Auditors' Annual Financial Report for Year Ended June 30, 2015.** Messrs. Marshall Blair, CPA, CIA, CISA (Engagement Partner) and Al Lucas, CPA, CIA, CISA (Quality Control Partner) of BCA Watson Rice LLP, provided a summary of the firm's independent audit results of WSSC's financial statements for the year ended June 30, 2015. Specific details can be found in the independent auditors' "Annual Financial Report for the Year Ended June 30, 2015," contained in the board materials and incorporated herein by reference. BCA Watson Rice reported from a power point presentation also provided in the board materials ("2015 Independent Audit Results") which is also incorporated herein by reference.

In summary, BCA Watson Rice issued unqualified opinions (i.e., good reports) for the WSSC June 30, 2015 year-end financial statements audit; the Office of Management and Budget (OMB) Circular A-133 audit - Report on Internal Control Over Financial Reporting and Other Matters; and Report on Compliance with Requirements that Could Have a Direct and Material Effect on Each Major Program and on Internal Control over Compliance.

The external auditors also reviewed WSSC's annual financial reports and management discussion and analysis (MD&A) for consistency with financial statements and no significant deficiencies or material weaknesses in internal controls were reported although certain other control deficiencies were identified (specifically, on page 14 of presentation).

Capital assets increased by \$493.6 million and WSSC issued \$250 million in bonds for consolidated public improvement. Operating revenues increased by \$21.3 million and operating expenses increased by \$21.6 million. Capital contributions were \$87.1

million, a decrease of \$12.7 million from prior year.

The external auditors shared significant adjustments and transactions for 2015 and discussed the required communications with the Commission. The auditors also reviewed in detail their 2015 report on internal controls and other matters, explaining the control deficiencies that were cited in the report.

**After discussion, the reports of the Internal Audit Office and External (Independent) Auditors were received as information.**

#### **OTHER REPORTS**

**Customer Advisory Board (CAB) 2015 Annual Report.** Vincent Berg, Chair of the WSSC Customer Advisory Board (CAB), along with Communications Director Jim Neustadt, delivered the CAB's Annual Report for 2015. Mr. Berg shared what he believed to be the CAB's major concerns, along with challenges the CAB has encountered with management over the past year. Mr. Neustadt reviewed the annual report provided in the meeting materials, highlighting the CAB's accomplishments for FY 2015.

Commissioner Boulware volunteered to serve as the Commission body representative to work with the CAB to address some of the issues identified by Mr. Berg.

**Dispute Resolving Board (DRB) 2015 Annual Report.** Derrick Phillips, Acting Chief of Customer Relations, provided an update of the DRB's activities for the past fiscal year, sharing statistical data from a power point presentation circulated to Commissioners and incorporated herein by reference. Ms. Musonda-Langley presented from a power point presentation, incorporated herein by reference. In summary, the DRB is a courtesy dispute review process which allows WSSC customers to dispute charges prior to paying and is comprised of both WSSC customers (6 members) and WSSC employees (3 members). In Fiscal Year 2015, the DRB reviewed 150 customer billing disputes totaling \$251,893.88 in unpaid revenue and \$38,889.45 in adjustments was granted to 28 customers (which is 15.44% of the total amount requested).

**The Commission received the Annual Reports of the CAB and DRB as information.**

**Resolution 2016-2105 - Authorization for Condemnation.** WSSC

Counsel, along with members from the Engineering Group, Land Services Unit, are seeking Commission approval to initiate condemnation proceedings for a property located in Cheltenham, Maryland, whereby a manhole on the Frank Tippet Road property owned by Mr. and Mrs. Catterton as Trustees, needs to be reconstructed in compliance with the Consent Decree mandate. The property owners were initially receptive to permitting WSSC access to the property as long as some compensation was paid for the temporary access; however, since that time, the owners have not been responsive to WSSC (i.e., since the property was appraised and related offer made). The appraised value of the temporary access is \$700.00. WSSC is required to complete the rehabilitation work by December 2015 and is therefore seeking quick take condemnation proceedings for acquisition of the temporary access easement to reach the manhole on the property.

**Following discussion, and on motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission unanimously voted four-to-zero to adopt Resolution 2016-2105, granting authority to management to pursue quick take condemnation proceedings to obtain a temporary easement on the Catterton property on Frank Tippet Road, Cheltenham, Maryland, for purposes as described by management and presented to the Commission on this date.**

**Contracts for Commission Ratification.** CPO David Malone presented the following five contracts for Commission ratification. Such contracts have exceeded the GM's delegated authority.

**Contract 6479, Change Orders 1-8 - Ratification of Purchases - Emergency "On-Call" Water and Sewer Main Repairs, Base Term.**

On motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission unanimously voted four-to-zero to approve management's request for ratification of Contract 6479 (Emergency On Call Water and Sewer Main Repairs), Change Orders 1-8, for Base Term, to multiple awardees, in the amount of \$2,847,000.00, for a total base term amount of \$9,847,000.00.

**Contract 6479, Change Orders 1-2 - Ratification of Purchases - Emergency "On-Call" Water and Sewer Main Repairs, Option Term I.**



On motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission unanimously voted four-to-zero to approve management's request for ratification of Contract 6479 (Emergency On Call Water and Sewer Main Repairs), Change Orders 1-2, for Option Term I, to multiple awardees, in the amount of \$800,000.00, for a total Option Term I contract amount of \$7,800,000.00, and a total contract amount of \$17,647,000.00.

Contract BR5102A10, Change Order 3 - Ratification of Purchases - Kenilworth Avenue Water Main Replacement and Relocation.

On motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission unanimously voted four-to-zero to approve management's request for ratification of Contract BR5102A10 (Kenilworth Avenue Water Main Replacement), Change Order 3, to Fort Myer Construction Corporation, in the amount of \$63,895.48, for a total contract amount of \$1,529,949.60.

Contract 6057, Change Order 2 - Ratification of Purchases - Roofing Supplies and Related Products and Services, Base Term.

On motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission unanimously voted four-to-zero to approve management's request for ratification of Contract 6057 (Roofing Supplies), Change Order 2 for Base Term, to Garland/DBS, Inc., in the amount of \$370,000.00, for a base term contract amount of \$700,000.00.

Contract 6057, Change Order 1 - Ratification of Purchases - Roofing Supplies and Related Products and Services, Option Term II.

On motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission unanimously voted four-to-zero to approve management's request for ratification of Contract 6057 (Roofing Supplies), Change Order 1 for Option Term II, to Garland/DBS, Inc., in the amount of \$500,000.00, for a total contract amount of \$2,600,000.00.

CONSENT CALENDAR

*Contracts for Approval*

The Vice Chair asked if there were any contracts that Commissioners would like removed prior to consideration of the Consent Calendar Resolution, to which there were none.

Whereby, a motion was made by Commissioner Boulware, and seconded by Commissioner Bayonet, to adopt Resolution 2016-2104, approving the six contracts included on the Consent Calendar for the November 18, 2015 Commission Meeting, as follows:

A. Engineering and Construction

Architect/Engineer Contracts

1. PM0002.3.4.8.9A15, Sewer Design Services Basic Ordering Agreement (BOA), to Greeley and Hansen, LLC, AECOM Technical Services, Inc., Brown and Caldwell, Johnson, Mirmiran & Thompson, and Wallace, Montgomery & Associates, LLP and The Wilson T. Ballard Company, Joint Venture. Each contract to be awarded in a not to exceed amount of \$3,000,000.00, for a base term of three years, with one (1) three-year option term in the same amount.
2. Contract 1117, DSG Basic Ordering Agreement (BOA), to Johnson, Mirmiran & Thompson, Inc., in an amount not to exceed \$5,000,000.00, with a base term of three years in an amount not to exceed \$3,000,000.00, with two (2) one-year option terms in an amount not to exceed \$1,000,000.00 each.

Construction Contracts

1. BTCR5424A12, Repost for Summit Avenue/Cedar Lane Water Main Replacement, to Utilicon Corporation, in the amount of \$4,178,599.76.
2. BT5694A14, Change Order No. 1, Cedar Lane 20-Inch Transmission Water Main Relocation, to Rustler Construction, Inc., in the amount of \$839,062.50, for a total contract amount of \$1,958,512.50.
3. Relocation Contract 13RE7746A, Contee Road, Prince George's County, Roadway Improvement, in the amount of \$787,404.20.

B. Utility Services

1. Contract 6479, Change Orders 3-6 for Option Term I - "On-Call" Emergency Water and Sewer Main Repairs Within Montgomery and Prince George's Counties, to Humphrey & Son Inc. (Change Order 3), in the amount of \$600,000.00; Ross Contracting, Inc. (Change Order 4), in the amount of \$290,000.00; Orbit Construction Corporation, Inc. (Change Order 5), in the

amount of \$500,000.00; and W.F. Wilson & Sons, Inc. (Change Order 6), in the amount of \$300,000.00, for a cumulative amount of \$1,690,000.00, with total not-to-exceed contract amount of \$9,490,000.00.

The motion carried unanimously with four affirmative votes.

#### ADDITIONAL BRIEFINGS

**2016 Front Foot Benefit Rates and House Connection Charges.** CFO Yvette Downs presented the proposed rate calculations for the 2016 Front Foot Benefit and House Connection Rates. The CFO reported from a power point presentation circulated to Commissioners at the meeting and incorporated herein by reference. Specific details can be found in the presentation handout and the corresponding segment of the archived meeting video and both are referred to for that purpose. In summary, management is not proposing any changes from the prior year to the Proposed 2015 Front Foot Benefit Rates and House Connection Charges (i.e., Maximum Front Foot Benefit rates per foot of \$4.80 for water and \$7.18 for sewer to be paid annually over a period of twenty years. For the House Connection Charges, the proposed rates are included on a chart provided in the aforementioned presentation - no changes from current charges on unimproved charges however changes are being recommended for proposed improved charges on sewer rates). No changes are being recommended for the non-residential small and large size water and sewer and rights of ways charges. A public hearing on the proposed rates is scheduled to take place today (November 18, 2015) in the WSSC Auditorium at 2:30 p.m. and the record will remain open for public comments through December 15, 2015. The proposed 2016 rates will be presented to Commissioners for approval at the December Commission Meeting, with the rates to become effective on January 1, 2016.

**Following discussion, the Commission received the Briefing on the Proposed Rate Calculations for the 2016 Front Foot Benefit Rates and House Connection Charges, as information.**

**Resolution 2016-2106 - Appointment of Employee Trustees to Retirement Plan Board.** Management recommended that the Commission adopt Resolution 2016-2106 appointing two employee representatives to the WSSC Employees' Retirement Plan Board of Trustees.

Whereupon, a motion was made by Commissioner Boulware and seconded by Commissioner Bayonet, to adopt Resolution 2016-2106 appointing Mark Brackett and Ajay Gupta as Employee Representatives to the WSSC Employees' Retirement Plan Board of Trustees for four-year terms beginning November 19, 2015 and continuing through November 18, 2019, as recommended by management. The motion unanimously carried with four affirmative votes.

#### COMMISSION OFFICE

**Corporate Secretary Report.** Corporate Secretary Sheila Finlayson provided an overview of her activities for the month in the advance board materials; no questions were raised by Commissioners.

**The Commission received the Corporate Secretary's Report as information.**

**WSSC Employees' Retirement Plan Board of Trustees.** Commissioner Lawson highlighted information from the investment performance summary report provided in the advance board materials; no questions were raised by Commissioners.

**The Commission received the report of the WSSC Employees' Retirement Plan Board, as information.**

**Personnel and Governance.** Commissioner Navies reported that Committee has completed its performance evaluations for two of its direct reports, along with the goals for 2016.

**The Commission received the report of the Personnel and Governance Committee, as information.**

**General Manager Search.** Commissioner Lawson (Co-Chair of the General Manager Search Committee) provided an update on the General Manager search and selection process, reporting that the Commission had interviewed 10 candidates and voted at its special meeting on November 3, 2015 to select Ms. Carla Reid as the Commission's next general manager. The Commission will move forward with contract negotiations and provide an update by the next Commission meeting.

**The Commission received the report of the General Manager Search Committee, as information.**

**Legislation.** Nothing to report outside of the report to be provided by the IRO Director.

**Audit.** Nothing to report.

Following the Commission Office reports, Vice Chair Lawson called for a lunch recess at 1:30 p.m. The Commission to reconvene back into open session in the WSSC Auditorium at 2:30 p.m. to receive the Intergovernmental Relations Office (IRO) Report. During the recess, the Vice Chair also held the Public Hearing on the 2016 Proposed Front Foot Benefit Rates and House Connection Charges; no testimony was received from the public.

The Commission meeting reconvened back into Open Session at 2:35 p.m. with all four Commissioners present, along with the Corporate Secretary and the General Manager.

**Legislative Update - Proposals.** IRO Director Michael Stroud provided an update on the IRO activities for the month, sharing key delegation dates and general information with regard to the upcoming Maryland Legislative Session. Management also shared five non-Commission sponsored bills for the Commission's information and is requesting that the Commission only take action (position) on one of the proposals. Management will have additional information on the other bills by the next Commission meeting and will provide any other position recommendations at that time.

**On motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission voted unanimously four-to-zero, to oppose PG/MC 104-16 - WSSC - Budget Approval, as recommended by management.**

The Vice Chair announced that the Open Session has concluded and called for a motion to go into Closed. Following the vote, the Commission will take a short break and reconvene in Closed Session in the Commissioners' Conference Room. The Commission will go back into Open Session following Closed to entertain any unfinished business.

**CLOSED SESSION**

Whereby at 2:49 p.m., Commissioner Boulware moved that the Commission go into Closed Session pursuant to Maryland Code Annotated, General Provisions Article: Section 3-305(b)(13) to approve the October 21, 2015 Closed Session Minutes; Section 3-305(b)(7) to consult with counsel to obtain legal advice on the claims process and on pending or potential litigation; and, Section 3-305(b)(1) to discuss personnel matters relating to the General Manager Selection.

Commissioner Bayonet seconded the motion. The motion carried unanimously with four affirmative votes.

The Vice Chair declared the meeting was Closed (2:49 p.m.). The Vice Chair then called for a short recess. The meeting reconvened in Closed Session at 3:10 p.m. in the Commissioners' Conference Room.

**ATTENDEES:** Vice Chair Chris Lawson; Commissioners Fausto Bayonet, Omar Boulware and Mary Hopkins Navies. Staff present: General Manager Jerry Johnson, General Counsel Jerry Blask, Corporate Secretary Sheila Finlayson; Senior Counsel Russel Beers; Acting Chief Operating Officer Gary Gumm; Acting Chief of Customer Relations Derrick Phillips; Claims Adjuster Donna Forrest and Third-Party Claims Appraiser Bill Gosnell (departed at 4:23 p.m.).

**Closed Session Minutes** - The Corporate Secretary advised that the closed session minutes of October 21, 2015 are still in preparation and will be presented at the December Commission Meeting for adoption.

The Corporate Secretary had shared the open session minutes of the Commission's special meeting held on November 3, 2015 with the Commissioners at the start of the meeting and suggested that the Commission adopt such minutes in open session following closed, to which there were no objections.

**Commissioners met briefly in executive session at the start of closed session at 3:11 p.m. Members of management joined the closed session at 3:18 p.m.**

**Legal Matters** - Commissioners met with legal counsel and staff to discuss the claims process and certain pending claims and customer billing disputes.

Commissioners excused management and met again in executive session at 4:35 p.m. to discuss proposed terms for the new General Manager's employment contract.

**Personnel Matters** - Commissioners met in executive session without management present to discuss proposed employment terms and conditions for the newly-selected General Manager/CEO Carla Reid. The Commission decided to hold a special meeting on Tuesday, November 24, 2015 at 3:00 p.m., with Commissioners to participate by phone, to continue such discussions in closed session.

Following the second executive session, the Vice Chair called for a Motion to End Closed.

On motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission voted unanimously four-to-zero to end the Closed Session (5:23 p.m.).

#### OPEN SESSION

At 5:23 p.m., the Commission reconvened back into Open Session.

Adoption of Open Session Minutes of November 3, 2015.

On motion made by Commissioner Boulware and seconded by Commissioner Bayonet, the Commission voted unanimously four-to-zero to adopt the open session minutes of its Special Commission Meeting held on November 3, 2015, as drafted. The motion carried unanimously.

#### ADJOURNMENT

There being no additional business, the Vice Chair called for a motion to adjourn, to which Commissioner Boulware moved to adjourn the meeting. Commissioner Bayonet seconded the motion. The motion carried with four affirmative votes.

At 5:28 p.m., the meeting was declared adjourned.

Respectfully submitted,

//signed//

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Sheila R. Finlayson, Esq.  
Corporate Secretary

