

WASHINGTON SUBURBAN SANITARY COMMISSION

MINUTES OF THE COMMISSION MEETING

**Wednesday, September 20, 2017
Laurel, Maryland**

Chair Thomasina V. Rogers called the meeting to order at 10:09 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 Chair Rogers, Commissioners Fausto R. Bayonet, Omar M. Boulware, Howard A. Denis, T. Eloise Foster and Chris Lawson, were present at the meeting, reflecting the presence of a quorum. Also in attendance were WSSC General Manager and Chief Executive Officer Carla A. Reid, General Counsel Amanda Stakem Conn 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

Chair Rogers opened the meeting by welcoming everyone and asking Commissioner Boulware to lead the pledge of allegiance. Following the pledge, the Chair asked General Manager Carla Reid to lead the Commission in the recitation of its mission and vision statements.

AGENDA APPROVAL

Commissioner Boulware moved to adopt the Commission's Public Meeting Agenda of September 20, 2017, as drafted, to which Commissioner Denis seconded the motion. The motion carried unanimously with six affirmative votes.

APPROVAL OF MINUTES

Commissioner Boulware then moved to approve the open session minutes of the July 19, 2017 Regular Commission Meeting, as drafted. Commissioner Denis seconded the motion. The motion carried unanimously with six affirmative votes.

Commissioner Foster moved to approve the open session minutes of the August 3, Special Commission Meeting, as drafted.

Commissioner Boulware seconded the motion. The motion carried unanimously with six affirmative votes.

The Corporate Secretary requested that action on the August 15, 2017 Special Meeting Minutes be deferred until the next meeting as the minutes were still in preparation.

WSSC RETIREES

WSSC Retirement and Investments Division Manager Richard Baker recognized the following Retirees for the month of September 2017:

Clarence Pyles, Maintenance Strategist, Facilities Maintenance Division, retires with 39 years and 2 months of service.

Donald Barrett (present), Customer Advocate, Customer Engagement and Advocacy Division, retires with 31 years of service.

COMMISSIONER/PUBLIC COMMENTS

Public Comments. Mr. Avi Halpert, Vice President, Corporate Real Estate for United Therapeutics in Silver Spring, Maryland, addressed the Commission regarding the proposed rate schedules. Mr. Halpert read from a written statement, provided to Commissioners and contained in its entirety below:

'Thank you for the opportunity to offer comments on the proposed rate schedules. United Therapeutics is a biotechnology company operating medical/scientific manufacturing and production facilities in Silver Spring, Maryland. We also own property in Prince George's County. Our mission is to develop lifesaving therapies for "orphan diseases." Orphan diseases are rare diseases that affect a very small segment of the population and for which there is unmet medical need. Many larger companies will not undertake the challenge of seeking a treatment for these diseases

because the potential financial rewards are too small. We, however, accept the challenge.

United Therapeutics currently has four approved therapies for pulmonary arterial hypertension, a rare, chronic lung disease and another approved treatment for neuroblastoma, an ultra-rare form of cancer that is the most deadly cancer in babies and children. Aspects of all of these therapies were developed and are manufactured at our Silver Spring headquarters.

United Therapeutics is committed to manufacturing pharmaceuticals that meet the expectations of our patients and the requirements of the Food and Drug Administration (FDA) and other regulatory authorities. Water, of sufficient quantity and quality, is a critical requirement for our manufacturing processes. Large amounts of high quality water are maintained, processed and consumed directly in manufacturing activities, and, in even greater quantities, for meeting the exacting cleaning standards for pharmaceutical manufacturing equipment.

United Therapeutics operates three manufacturing operations in our Silver Spring location, each of which has specific and significant water requirements. On average, we use 1.9 million gallons per month in our manufacturing operations. While United Therapeutics is an industry leader in sustainable operation, design and construction of our facilities, various federal and state regulatory requirements inhibit the company's ability to take any steps to materially curb water consumption. As a biotechnology manufacturer, our use is distinct from that of other non-residential users because science and regulation drive our water consumption.

Our company provides public benefits to the communities in which we live, because we are active in our communities and we contribute to the economic vitality of the Washington Metropolitan area. We provide benefits to the scientific community because of our cutting edge research, and, most importantly, we provide benefits to the community of patients who most desperately need our life saving therapies.

We have reviewed the Comprehensive Water and Wastewater Cost of Service and Rate Study commissioned by WSSC. We have also reviewed the most recent rate structure options presented to the Commission. Two options being considered - Options 3B and 4B -- would increase rates for high volume users above the current rates. We strongly believe that any rate schedule that is not based on a reasonable relationship between the costs of providing service to a class of users and the rate that a class of users will pay will run afoul of the Public Service Commission's decision on rate discrimination. Unfair and/or discriminatory rates for non-residential users continue to frustrate us and possibly other biotechnology companies. Increases in rates that penalize users of large volumes of water will increase our costs of manufacturing and production, resulting in higher costs to the people who need our therapies. Water is an integral part of how we manufacture and produce our therapies. For our business and the users of our therapies, water truly is "the essence of life."

While we are sensitive to the Commission's goal that practicing conservation measures will help a user to keep costs down, conservation is not a viable alternative for some users, such as biotechnology companies, which need large volumes of water to bring lifesaving therapies to those who need them.

United Therapeutics prides itself on being a steward of the environment. Our buildings in Silver Spring, Maryland are all LEED certified. Our new building under construction in the Silver Spring Central Business District will be a "net zero" building, meaning the electrical and thermal energy used in operations will be "renewably generated" on site. The design of the building takes advantage of sustainable building technologies. Those technologies include (1) high efficiency solar panels to generate enough power over the course of the year to offset the entire annual power consumption; (2) geothermal wells that will increase the efficiency of the heating and cooling systems between 25-50%; (3) high performance/electronic building envelope that will result in a 25%

thermal improvement over minimum code values; (4) earth coupled heating and cooling; (5) natural ventilation; (6) centralized controls; (7) daylight harvesting; (8) plug load management that is dispensed to reduce energy consumption; and (9) a thermal pool used in conjunction with the geothermal well system that will help to increase energy efficiency.

We invite the Commissioners to our headquarters campus in Silver Spring to experience for yourselves what is involved in the manufacturing, production and delivery of our therapies for rare, orphan diseases and why high water usage is a vital component of our manufacturing and production processes. We urge you to treat us fairly and not penalize us by imposing new rates that may discriminate against the larger volume users of water necessary to supply much needed therapies.

Thank you for your consideration of these comments.'

Chair Rogers thanked Mr. Halpert, stating that his comments will be included as part of today's meeting record and the rate structure setting process record.

There were no other comments from the public.

Commissioner Comments. Commissioner Boulware shared his experience attending the Maryland - District of Columbia Utilities Association 2017 Fall Conference last week (September 13-15, 2017 at Hyatt Regency Chesapeake Bay Golf Resort in Cambridge, Maryland), commenting on the great opportunity he had to get together with partners in the utility industry to discuss problems affecting all utilities. Commissioner Boulware has attended every year since he joined the Commission. This year's theme was to protect and serve - mandates for the modern utility, with focus on challenges associated with protecting our people, systems, infrastructure and resources as well as providing an exceptional customer experience. He commended staff on the excellent job representing WSSC on panels and as this year's

host/ with one of WSSC's own, Laura Ruprecht, serving as President of the association.

Commissioner Denis took time to thank WSSC's police department and security team for the excellent job they do protecting our people and infrastructure. He also made mention of the WSSC budget and the necessary funding that should continue to be allocated to WSSC's security efforts and program.

CHAIR REPORT

Chair's Report. Chair Rogers reported on the following:

Open Meetings Act (OMA) Training. The Chair and Vice Chair completed the required Maryland OMA training as the two appointed training designees for the Commission under the new law requirements. Enacted in 1977, one year after the Federal Government's Sunshine Act of 1976, the OMA aims to foster transparency in government while striking a balance between the right of citizens to know the business and the need of the public bodies to keep certain types of information confidential. The Commission is committed to an open process; one that engages customers and citizens to the maximum extent practicable under the premise that an informed customer base is desirable, allowing WSSC to make better decisions.

CIP Public Hearings. The Chair and Vice Chair attended the recent WSSC hearings held in each County on September 5th and 6th after extensive outreach efforts to encourage public participation and promote transparency of WSSC operations. Action relating to approval of the CIP for transmittal to the counties will take place later today in the meeting.

Customer Feedback Community (CFC)/Customer Insight Group (CIG)

Meeting. Commissioners, GM and other staff members attended the last CFC/CIG meeting, held on September 7th at WSSC. The Chair was very impressed with staff's handling of the meeting and the subgroup's level of engagement and knowledge, noting that *"it was clearly a two-way street; we gave them an update of the rate*

structure redesign including issues related to conservation and affordability and other matters before the Commission and they told us what was on their minds."

Rate Structure Meetings. The Commission has held a series of special open public meetings and has received testimony from various experts on rate system design. This afternoon, the Commission will continue this process by hearing from a consumer advocate expert, who will help the Commission further understand and appreciate *our* customer interest related to affordability.

Expansion of Customer Stakeholder Relations Committee. Reflecting further on the Commission's commitment to a process that draws energy from its stakeholders, the Chair had previously announced at the July Commission Meeting that the Commission was adding to its governance structure and committees, an ad hoc committee to focus on customer stakeholder relations. The Commission continues to tweak the focus of that committee to ensure that it maximizes the rewards of strong relationships with those WSSC serves and in doing so, has expanded the name of this new committee to address a broader range of stakeholders with title changed to "Customer **and Other** Stakeholder Relations."

GENERAL MANAGER REPORT

Monthly Report. General Manager ("GM") Carla Reid provided her monthly report, reporting from a power point presentation displayed at the meeting and incorporated herein by reference. The GM's full report can also be found in the corresponding segment of the archived meeting video and written "General Manager's Report" and both are referred to for this purpose. However, highlights are as follows:

Protect Our People, Infrastructure, Systems and Resources

Discolored Water Update:

- Safely increased chlorine on 9/2 and 9/15; levels of organic material and manganese have decreased. Continue to monitor and test.

Protecting Recreational Users:

- Installed 100 "No Swimming" signs throughout watershed as result of recent drowning.
- WSSC working with local dive teams for training exercises at reservoir.

Improve Infrastructure**Replacing Aging Pipes:**

- Silver Spring water main replacement project moving to construction phase; extensive outreach conducted.
- Powder Mill Road water main replacement begins in October with public meeting to be held on 9/27.

Brighton Dam Rehabilitation Project:

- Construction of Welcome Center to start in October.
- Hydro demolition beginning; plan to minimize public impact by avoiding road closure.

Achieve Business Process Excellence and Maintain Financial Stability**Rate Structure Special Meetings:**

- 4th special meeting held. Continue open and transparent public process.
- Discussed billing system limitations and affordability.
- Examined 5 options based on policy considerations.
- Next Steps: public hearings, management recommendations, Commission vote to submit for Counties' review.

Leaders in Water Industry:

- WSSC staff members recognized/received several awards
- Potomac WFP: Partnership for Safe Water Presidents Award.

Enhance Customer Experience and Community Engagement**CFC:**

- Briefed on Rate Structure and policy considerations.
- Provided valuable feedback to Commission
- Ranked policy considerations as follows:
 - 1) Affordability;
 - 2) Rate Stability;

3) Conservation/Revenue Stability (Tie)

Inspire Employee Engagement

- Several outside of work events held to build relationships.
- Us Teaching Us Workshops conducted.
- Giving Campaign to launch on October 12th.

Following Commissioner questions, the GM's Monthly 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 August 7, 2017 through September 1, 2017. Report has been updated to reflect strategic priorities as requested by Commissioner Boulware.

Achieve Business Process Excellence and Maintain Financial Stability

FY 2018 Audit Projects: Three in fieldwork phase; two in planning phase.

Carryover Audit Projects: Both in report phase. Exit Conference held for Payroll Audit.

Internal Audit Follow-up: No management action items closed since last report and none requiring Internal Audit verification. One delinquent management plan of action (Customer Relations).

External Auditors. Close to finalizing annual audit report. Exit Conference scheduled for 9/14/17.

Improve Infrastructure

System Development Charges (SDC) Audits: Total fiscal year-to-date actual financial adjustments of \$341,790.68. One SDC Report

issued during reporting period; 20 SDC audit requests in process with 17 active and 3 inactive.

Protect Our People, Infrastructure, Systems and Resources

FWA Hotline. Next quarterly report to be provided in October.

Ethics Office. The Board of Ethics held its regularly-scheduled meeting on August 10, 2017; several open and closed items were reviewed. New hire orientation/code of ethics and fraud, waste and abuse training was provided to 10 new employees on August 28, 2017.

Board of Ethics Position. Advertising for position concluded. Search Committee reviewed applications and has recommended candidates for interviews to be conducted soon.

The Report of the Internal Audit Office was received as information.

OTHER REPORTS

Finance

Schedule for Approval of 2018 Front Foot Benefit Rates and House Connection Charges. New front foot benefit rates and house connection charges will be effective as of January 1, 2018. The approval process includes one Commission work session (to be held at the November 15, 2017 meeting), advertisement of the proposed rates and a public hearing proposed for November 15, 2017 (following the commission meeting with record remaining open until December 19, 2017 for comments). Management presented a proposed schedule of the rate setting process for Commission approval at this meeting with final approval of the rates to be presented at the December 20, 2017 Commission Meeting.

Whereby, a motion was duly made by Commissioner Foster and properly seconded by Commissioner Boulware, to adopt the proposed Schedule for the rate setting and approval process for the 2018 Front Foot Benefit Rates and House Connection Charges with the

public hearing set for November 15, 2017 at 2:30 p.m. at WSSC RGH Building - Auditorium.

The motion carried unanimously with six affirmative votes.

Approval of Transmittal of Proposed CIP to Counties. WSSC Budget Division Section Manager Mark Brackett advised that the Commission is required to prepare and submit copy of WSSC's Proposed Capital Improvements Program (CIP) to the two County Governments by October 1st of each year. Management is therefore requesting approval to carry-out this mandate as required by Maryland Law. Total six year CIP Program is \$2,010,675,000.00 with no substantive changes made to CIP document since the work-session conducted at July 19, 2017 Commission Meeting. Two public hearings were held in each County (September 5, 2017 in Prince George's County and September 6, 2017 in Montgomery County). WSSC received testimony from customers/public at both hearings along with written comments which have been appended to the hearing transcripts (provided in Commission materials and incorporated herein by reference).

Whereby, Commissioner Denis moved to approve the transmittal of WSSC's Proposed CIP for Fiscal Years 2019-2024 to the Prince George's and Montgomery County Governments, as mandated under the Maryland Public Utilities Code.

Commissioner Lawson seconded the motion, which carried unanimously with six affirmative votes.

Set Public Hearing Dates for Rate Structure Alternatives. CFO Joseph Beach recommended that the Commission set three public hearing dates to be held in October on proposed Rate Structure Alternatives.

Whereupon, a motion was made by Commissioner Boulware and seconded by Commissioner Lawson to set the public hearing dates for reviewing the Proposed Rate Structure Alternatives, as follows:

Prince George's County**Monday, October 16, 2017, at 7:30 p.m.****Prince George's Community College****Auditoriums A, B, C****301 Largo Road, Largo, Maryland 20774****WSSC Headquarters****Wednesday, October 18, 2017, at 7:30 p.m.****RGH Building/Lobby Level Auditorium****14501 Sweitzer Lane, Laurel, Maryland 20707****Montgomery County****Thursday, October 19, 2017, at 7:30 p.m.****Stella B. Werner Office Building****3rd Floor Hearing Room****100 Maryland Avenue, Rockville Maryland 20850****The motion carried unanimously with six affirmative votes.****Resolution 2018-2169 - Appointment of Retiree Representative to****WSSC Employees' Retirement Plan Board.** Management is

recommending reappointment of current Trustee Sheila Cohen to the

WSSC Employees' Retirement Plan Board of Trustees. Ms. Cohen's

term expired on September 18, 2017. She is eligible for

reappointment and has been a valuable and engaged member.

Management thereby requests Commission approval.

Whereupon, a motion was made by Commissioner Lawson and seconded**by Commissioner Foster, to adopt Resolution 2018-2169,****reappointing Sheila Cohen as a Retiree Representative to the WSSC****Employees' Retirement Plan Board of Trustees, for a four-year****term expiring on September 18, 2021, as recommended by****management.****The motion carried unanimously with six affirmative votes.****Customer Service**

HomeServe USA Renewal Options. Director of Customer Service Crystal Knight-Lee briefed Commissioners on the renewal options on the HomeServe USA contract. Ms. Knight-Lee reported from a power point contained in the advance board materials and incorporated herein by reference. Additional information can also be found in the Management Memorandum to Commissioners dated September 8, 2017 entitled "HomeServe Contract Renewal," also contained in the board materials and incorporated by reference.

In summary, Ms. Knight-Lee reported that the two-year contract became effective on May 17, 2016 with an automatic renewal to occur on May 17, 2018 unless either party provides notice of its intent not to review. WSSC has four options: 1) renew contract 'as is' under automatic renewal provision; 2) negotiate new terms; 3) allow contract to expire; or 4) not renew with HomeServe but solicit alternate vendors. Management is still considering options and will provide recommendation to Commissioners by November meeting.

Management to follow-up on Commissioner questions/concerns raised during discussion and report back in October. HomeServe officials will also be invited to October meeting to address any Commissioner concerns.

The Commission received the briefing as information.

Information Technology

IT Contract 7220 - Oracle Customer-to-Meter (C2M) Implementation Services, Change Order No. 1 (WAM). Customer Service Innovation Officer Joann Butler, along with Asset and Work Management Systems Section Manager Chris Markel, provided Commissioners with an overview of the Work Asset Management (WAM) and Mobile Workforce Management (MWM) Initiative, necessary elements for replacement of the customer-to-meter (C2M) billing system, and management's plan to combine these Oracle programs with C2M for a more streamlined solution. Specific details can be found in the power point handout and corresponding segment of the archived meeting video.

Management explained WSSC currently uses multiple work order and management systems (Oracle MWM, Oracle WAM, Customer Connect/Field Service System, Maintenance Management Information System (MMIS) - legacy system). The WAM product is currently in use (TEAMS application) for work order management and asset management. The anticipated upgrade of this product to a new version, along with MWM and C2M integrated as a single system, will allow C2M to function properly and enable WSSC to better service customers by automatically generating requests for work. It will also provide customer service representatives the ability to track work requests and respond to customer inquiries more efficiently. In summary, the scope of the requested change order will consolidate multiple work order management systems into one work order management system and standardize all business processes. Management also stressed that combining the projects will lay the foundation for AMI and move WSSC closer to achieving its world class utility status.

Commissioners questioned why this was not raised during last month's meeting when management requested approval of the sole source contract for \$9,000,000.00 expressing concern with management coming back the following month with a change order request for an additional \$12,000,000.00. Commissioners also inquired about small business and minority participation for this award and was assured by Oracle that minority contracting firms would be used for major part of contract involving training of end users.

Following lengthy discussion, a motion was made by Commissioner Bayonet and seconded by Commissioner Foster, to approve Change Order No. 1 to Contract 7220, Customer-to-Meter (C2M) Work Asset Management (WAM) Implementation Services, to Oracle Utility Group, in the amount of \$12,000,000.00. Change Order requested to replace the current three work order management systems (WMS) to one system to be integrated into the C2M project.

The motion carried by majority vote of 4-to-2, with Commissioners Boulware and Lawson voting against approval at this time.

CONSENT CALENDAR

Contracts for Approval

The 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 Foster and seconded by Commissioner Bayonet, to adopt Resolution 2018-2170, approving the five contracts included on the Consent Calendar for the September 20, 2017 Commission Meeting, as follows:

A. Engineering and Construction

Construction Contracts:

1. PM5297A11, Sanitary Sewer System Rehabilitation, IDIQ Task Order Contract in Environmentally-Sensitive Areas (ESA), Option Term I, to Pleasants Construction, Inc., Layne Inliner, LLC, AM - Liner, Inc., and Ross Contracting, Inc., in the amount of \$2,812,500.00 per vendor, for total contract value of \$11,250,000.00. Option term of three years.

B. General Services

1. Contract 7216, 9th Floor Reconfiguration, RGH Building (Riding Montgomery County Contract No. 1058020), to Kane Construction, Inc., in the amount of \$1,817,635.00, with substantial completion time of 182 calendar days.

C. Information Technology (IT)

1. Contract 6948, Personal Computer (PC) Hardware - IT Refresh Project, Change Order No. 1, to Applied Technology Services and Zones, Inc., in the amount of \$600,000.00 each with total change order amount of \$1,200,000.00.

D. Production

1. Contract 1114, Plumbing and Mechanical Services, Change Order No. 2, to American Combustion Industries, in the amount of

\$555,000.00. Change Order to add funding for services provided during second year of base term.

E. Utility Services

1. Contract 1145, Wastewater Engineering Services Basic Ordering Agreement (BOA), to Greeley and Hansen, LLC and Arcadis U.S., Inc. in a not to exceed amount of \$8,000,000.00, with four-year base term and one (1) one-year option.

The motion carried unanimously with six affirmative votes.

COMMISSION OFFICE

Corporate Secretary Report. Corporate Secretary Sheila Finlayson reported on her recent activities, referring to her written report provided in the advance board materials, to which no questions were raised.

The Commission received the Corporate Secretary's report as information.

Committee Reports. There were no reports presented for the Commission Committees.

Lunch Recess. The Chair called for a lunch recess at 12:58 p.m., announcing that the Commission would reconvene in open session in the Auditorium at approximately 2:30 p.m. to receive additional briefings on the Rate Structure setting process.

The meeting reconvened at 2:37 p.m. in the WSSC Auditorium with all Commissioners still in attendance.

Rate Structure Briefing on Affordability. Attorney & Consultant Scott Rubin, former consumer advocate and expert on affordability was present to brief Commissioners on Affordability of Water Service and Customer Affordability Programs. Mr. Rubin presented from a power point contained in the posted advance materials and incorporated herein by reference. Specific details can be found

in the presentation and corresponding segment of the archived meeting video, and both are referred to for that purpose.

In summary, Mr. Rubin defined affordability, walked through indicators of affordability problems and reviewed water utility best practices in implementing customer payment assistance programs.

The Commission received the Affordability briefing, as delivered by Expert Scott Rubin, as information.

Legal Briefing. In response to a request by the Chair, General Counsel Amanda Conn provided information on the legal environment surrounding setting a new rate structure, stating the following for the record:

[WSSC General Counsel Amanda Conn] I am going to address only one small part of the legal landscape that relates to the 5 alternate rate structures that our experts presented to the Commission last Wednesday.

I just want to note that our experts used the principles and guidance provided in the "Principles of Water, Rates, Fees, and Charges" M1 Manual that is published by the American Water Works Association and in the No. 27 "Financing and Charges for Wastewater Systems" Manual that is published by the Water Environment Federation Manual. I think that what Mr. Woodcock said was that he, along with the other experts, felt comfortable recommending all of the rate structures that were presented and that was because those principles were followed.

These manuals represent the industry standard when it comes to designing rate structures, charges, and fees for water and wastewater systems. Both types of rate structures that have been proposed - uniform and inclining block, are recognized in the manuals. All of the policy considerations that you have thought about are also recognized in the manuals. Of course, the specific inclining block structures that you saw, the 3-tier and

4-tier options, were designed specifically for WSSC's circumstances.

Chris Woodcock was the Chair of the 7th Edition Editorial Committee and Workgroup for the Water Manual. Ann Bui, from Black and Veatch, was also a contributor to the Water Manual. Chris and Bill Standard were part of the workgroup that put together the Wastewater Systems Manual. You will also see listed many professionals from both Raftelis and Black and Veatch that you have not seen listed in these manuals.

Upon conclusion of the afternoon briefings on the rate structure, the Chair announced that the open session business had concluded and called for a motion to go into Closed after indicating that she had read and approved the written closing statement.

CLOSED SESSION

Whereby at 4:03 p.m., Commissioner Boulware moved and Commissioner Lawson seconded, that the Commission go into Closed Session pursuant to Maryland Code Annotated, General Provisions Article: Section 3-305(b) (13) to approve the July 19, 2017 Closed Session Minutes, Sections 3-305(b) (7) and 3-305(b) (8) to consult with counsel to obtain legal advice and discuss pending or potential litigation for attorney/client privileged legal matters; and Section 3-305(b) (1) to discuss personnel matters relating to Commission Office direct reports and staffing.

The motion carried unanimously with six affirmative votes.

The Chair declared the meeting was Closed at 4:04 p.m. The Chair then took a short recess in order for Commissioners to relocate to Commission Office Large Conference Room to conduct closed session business.

The meeting reconvened at 4:14 p.m. in the Commission Office Large Conference Room.

ATTENDEES: Chair Thomasina Rogers, Vice Chair Eloise Foster, Commissioners Fausto Bayonet, Omar Boulware, Howard Denis and Chris Lawson. **Staff present:** General Manager Carla Reid, Corporate Secretary Sheila Finlayson, General Counsel Amanda Conn, Senior Counsel Russel Beers, Associate Counsel James O'Day, Deputy General Manager Monica Johnson, Senior Staff Director Jaclyn Vincent, Associate Counsel Stephanie Kinder, Associate Counsel Danny O'Connor and Engineering & Construction Project Delivery Group Unit Coordinator Simon Baidoo.

Closed Session Minutes - On motion made by Commissioner Foster and seconded by Commissioner Lawson, the Commission voted four-to-zero, with two absent, to approve the closed session minutes of the July 19, 2017 meeting, as drafted.

Legal Matters - Commissioners were briefed by the General Counsel and her associates on confidential attorney/client privileged legal matters affecting the Commission.

Personnel Matters - Due to time constraints, this item was not discussed.

At 4:46 p.m., the Chair called for a motion to end closed, whereby a motion was made by Commissioner Foster and seconded by Commissioner Boulware to end the Closed Session. The motion carried with six affirmative votes.

OPEN SESSION

At 4:46 p.m., the Commission reconvened in open session.

ADJOURNMENT

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

At 4:46 p.m., the meeting was declared adjourned.

Respectfully submitted,

//signed//

Sheila R. Finlayson, Esq.
Corporate Secretary