

WASHINGTON SUBURBAN SANITARY COMMISSION

MINUTES OF THE COMMISSION MEETING

**Wednesday, January 16, 2019
Laurel, Maryland**

Chair T. Eloise Foster called the meeting to order at 10:07 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 Foster, Commissioners Fausto R. Bayonet, Omar M. Boulware, Howard A. Denis, Chris Lawson and Thomasina V. Rogers were present at the meeting, reflecting the presence of a quorum. Also in attendance were WSSC General Manager and Chief Executive Officer ("GM") 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 called upon, during certain portions of the meeting, to provide information to the Commission.

PLEDGE OF ALLEGIANCE

Chair Foster opened the meeting by welcoming everyone and asking Commissioner Denis to lead the pledge of allegiance.

Following the pledge, the Chair asked GM 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 January 16, 2019, as drafted, to which Commissioner Denis seconded the motion. The motion carried unanimously with six affirmative votes.

APPROVAL OF MINUTES

Commissioner Bayonet moved to approve the open session minutes of the November 28, 2018 Regular Commission Meeting, as drafted. Commissioner Lawson seconded the motion. The motion carried unanimously with six affirmative votes.

WSSC RETIREES

WSSC Retirement and Investments Division Manager Richard Baker recognized the following Retirees for the month of January 2019:

Kenneth Dixon (present), Planning Section Manager, Planning Division, retires with 30 years and 5 months of service.

COMMISSIONER/PUBLIC COMMENTS

Commissioner Comments. The following comments were shared:

Chair Foster stated that due to the recent federal government shutdown and the related financial hardship impacting many WSSC customers who have been furloughed, WSSC Commissioners and management have made a decision to provide temporary relief to WSSC customers. The Commission will be taking action at today's meeting to authorize an emergency suspension of collection activity for all water and sewer accounts, to include water services from being

shutoff for a period of 35 days. WSSC customer service staff will work with affected customers on a one-on-one basis. The Communications office has issued a press release. The General Manager also participated in a press conference with Prince George's County leaders last week, which was held to alert County residents of the many forms of relief being offered to them. Chair Foster thanked WSSC for stepping up to the plate and being a good corporate citizen/community partner during these difficult times. All Commissioners joined in sharing similar sentiments.

Public Comments. Three members of the public signed up to address the Commission relating to the HomeServe USA contract renewal. The Chair asked that the speakers reserve their comments until later in the meeting when this respective agenda item is presented and discussed.

GENERAL MANAGER REPORT

Monthly Report. 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 be found in the presentation handout and corresponding segment of the archived meeting video and both are referred to for this purpose.

Strategic Planning Kickoff. Next, Ms. Reid provided an overview of management's plans with regard to engaging Commissioners on WSSC's strategic plans and related progress with respect to current strategic priorities and goals, reporting that a work session with the Commission will be held during the February/March time frame.

Following the GM's briefing and Commissioner questions, the GM's Report was received as information.

INSPECTOR GENERAL REPORT

Monthly Activity Report. Inspector General ("IG") Arthur Elkins reported on the monthly activities of the Office of the Inspector General ("OIG") for the period of December 7, 2018 to December 31, 2018. Mr. Elkins presented from a power point presentation displayed at the meeting and incorporated herein by reference. The full report can be found in the presentation handout and corresponding segment of the archived meeting video and both are referred to for this purpose.

Following Commissioner questions, the Commission received the OIG Report, as information.

Resolution 2019 - 2208 - Appointment of Regular Member to WSSC Board of Ethics. Corporate Secretary Sheila Finlayson, on behalf of the Board of Ethics Search Committee, provided an overview of the process for recommending the nominee for the WSSC Board of Ethics vacancy. WSSC Code of Ethics Section 2-1, authorizes the Commission to appoint three regular members and one alternate member to the WSSC Board of Ethics. A vacancy currently exists for the third Regular Member position. This vacancy is due to the expiration of the term of member Robert J. Moore on July 15, 2018. Upon expiration of Mr. Moore's term, the open Board position was advertised, with applicants interviewed and a slate of top ranking candidates

recommended by the Board of Ethics Search Committee to the Commission for selection of a nominee for appointment in accordance with WSSC Standard Procedure (SP)/Regulation IA 06-02 ("Appointment of Board of Ethics Members"). The Commission reviewed the candidates and Search Committee's recommendations and determined to nominate Jeffrey Miles Hysen for appointment as the third regular member to the WSSC Board of Ethics, for an initial term of three years, beginning January 18, 2019.

Whereby, a motion was made by Commissioner Rogers and seconded by Commissioner Denis, to adopt Resolution 2019-2208, appointing Jeffrey Miles Hysen, as the third regular member of the WSSC Board of Ethics, for a term of three years, beginning January 18, 2019.

The motion carried unanimously with six affirmative votes.

OTHER REPORTS

ENGINEERING & CONSTRUCTION

Resolution 2019-2209 - Adoption of Revisions to 2018 Development Services Code. Theon Grojean, Acting Chief Engineer, provided a short briefing on the proposed revisions to three chapters of the Development Services Code ("DSC") prior to requesting Commission approval. Commissioners were briefed on the changes in greater detail at the December 2018 Commission Meeting.

In summary, the DSC is a consolidated regulation manual pertaining to the planning, design and construction of WSSC water and sewer systems. Chapters 5 (System Extension Process), 7 (Site Utility

Systems) and 11 (Service Connections), were modified with new language added or existing text deleted.

The new language added to Chapters 5 and 7 specifically addresses changes made to satisfy requirements of the recently passed State legislation, House Bill 218 (master meter prohibition), which became effective June 1, 2018. The required changes cover: 1) Individually metering residential multiple occupancy buildings constructed or existing ones being converted to condominiums; and 2) Co-operative ownership, in Prince George's County. House Bill 218 no longer allows WSSC to authorize a master meter to serve these property types for billing purposes.

Additionally, Sections 1106.1 through 1106.6 of the DSC are being removed because the identical information already exists in the Plumbing Fuel and Gas Code under Sections 111.1 through 111.6.

Following discussion, a motion was made by Commissioner Bayonet and seconded by Commissioner Boulware, to adopt Resolution 2019-2209, approving certain revisions to the 2018 WSSC Development Services Code under the WSSC Code of Regulations, as specified and recommended by management in the respective meeting materials, to be effective March 1, 2019.

The motion carried unanimously with six affirmative votes.

Resolution 2019-2210 - Adoption of Revisions to 2018 Plumbing and Fuel Gas Code. Next, Mr. Grojean provided a short overview of the

revisions proposed for the 2018 WSSC Plumbing & Fuel Gas ("P&FG") Code. Such revisions were discussed in greater detail at the December 2018 Commission Meeting and are being made to also satisfy requirements of the recently passed State House Bill 218, which went into effect June 1, 2018.

As noted previously, House Bill 218 no longer allows WSSC to authorize a master meter to serve residential, condominium buildings in Prince George's County for billing purposes. The modifications to the P&FG Code include sections related to metering and fire protection piping. Staff is also recommending a few other modifications to enhance the Code.

Following discussion, a motion was made by Commissioner Boulware and seconded by Commissioner Bayonet, to adopt Resolution 2019-2210, approving certain revisions to the 2018 WSSC Plumbing and Fuel Gas Code under the WSSC Code of Regulations, as specified, and recommended by management in the respective meeting materials, to be effective March 1, 2019.

The motion carried unanimously with six affirmative votes.

GENERAL COUNSEL'S OFFICE

Resolution 2019-2211 - Approval of Revisions to WSSC Code of Ethics Regulation. General Counsel Amanda Stakem Conn, provided the purpose for this agenda item which is to obtain Commission approval for changes to the Code of Ethics regulation.

The proposed changes transfer the Ethics Office to the General Counsel's Office, update provisions relating to the new Inspector General, and remove the provisions for the review of the General Manager's financial disclosure by the Internal Auditor.

Whereby, a motion was made by Commissioner Boulware and seconded by Commissioner Bayonet, to approve Resolution 2019-2211, adopting amendments to provisions of the Ethics Regulations under the WSSC Code of Regulations, as specified, and recommended by management in the respective meeting materials, to be effective March 1, 2019.

The motion carried unanimously with six affirmative votes.

INFORMATION TECHNOLOGY (IT)

Quarterly IT Update. Chief Information Officer Vennard Wright, provided the Quarterly IT Update, reporting from a power point presentation contained in the advance materials and incorporated herein by reference. Specific details can be found in the presentation handout and archived meeting video.

The Commission received the Quarterly IT Update, as information.

Monthly Project Cornerstone Update. Abe Meer, Cornerstone Program Director, provided the monthly update, reporting from a power point presentation displayed at the meeting. Specific details can be found in the presentation handout and archived meeting video. In summary, management advised Release One is on target for May 28, 2019.

The Commission received the Monthly Project Cornerstone Update, as information.

CUSTOMER SERVICE

Resolution 2019-2213 - Adoption of Limited Regulation Concerning Collection Activities and Waiver of Late Fees for Certain Period of Time (Federal Government Shutdown). Monica Johnson, Deputy General Manager ("DGM"), Strategic Partnerships, and Crystal Knight-Lee, Director, Customer Service, reported on this item which is to obtain Commission approval to issue an emergency suspension of collection activity for water and sewer accounts, including terminations of service and demands for payment for all accounts for a period of 35 days, effective as of today, January 16, 2019. This action is being taken to assist furloughed federal employees/customers in the WSSC sanitary district as a result of the federal government shutdown that commenced on December 22, 2018.

Whereby, a motion was made by Commissioner Bayonet and seconded by Commissioner Lawson, to adopt Resolution 2019-2213, allowing for an emergency suspension of WSSC collection activity and termination of services for WSSC water and sewer accounts for a period of 35 days, as stipulated in said Resolution, to be effective immediately. Such action is being taken to assist customers in the Washington Suburban Sanitary District of Prince George's and Montgomery Counties affected by the Federal Government Shutdown.

The motion carried unanimously with six affirmative votes.

HomeServe USA Contract Renewal. Comments from the public were received regarding the HomeServe USA Contract Renewal agenda item. Charles W. Smalls, Sr., Member, Washington Suburban Master Plumbers Association ("WSMPA"), addressed the Commission, stating his concerns about HomeServe using its own list of plumbers and the negative impact (financially) it is having on the local plumbers servicing the sanitary district who are not part of the HomeServe contractor plumbers' group.

Chris Haynes, Local Certified Plumber/Minority Business Owner, who operates his own plumbing company, Haynes Plumbing, in Prince George's County, and Ralph E. Moultrie, WSSC/HomeServe Customer, shared their positive experiences with HomeServe, one as a plumber who is part of the contracted group of HomeServe plumbers that provide plumbing services under the HomeServe insurance plans, and the other as an extremely satisfied HomeServe customer from Prince George's County, who has the insurance plan and has received related plumbing services through the HomeServe plan and Haynes Plumbing.

Following the public comments, Ms. Knight-Lee provided a follow-up briefing, addressing Commissioner questions about the HomeServe partnership and agreement, raised during the December 2018 Commission Meeting. Ms. Knight-Lee reported from a Memorandum to Commissioners contained in the advance materials and incorporated herein by reference. Specific details can be found in the handout and corresponding segment of the archived meeting video. In summary,

management is recommending that the Commission renew the HomeServe contract for an additional year.

At the Chair's request, the Commission determined to defer action on the HomeServe contract renewal recommendation from management until after the Commission has had an opportunity to discuss legal issues raised at this meeting, in closed session with legal counsel.

IRO

Legislative Update. Karyn Riley, Director, Intergovernmental Relations Office ("IRO"), provided an update on WSSC-related bills anticipated for the 2019 Legislative Session, reporting from her legislative update handout contained in the advance materials and incorporated herein by reference.

Following the briefing, the IRO report was received as information.

CONSENT CALENDAR

Contracts for Approval

The Chair asked if Commissioners wished to remove any contracts from the Consent Calendar prior to consideration of the Resolution, to which there was no such request.

A motion was thereby made by Commissioner Lawson, and seconded by Commissioner Denis, to adopt Resolution 2019-2212, approving the two contracts included on the Consent Calendar for the January 16, 2019 Commission Meeting, as follows:

A. Utility Services

1. **Contract 16015, General Inspection Services, to Jackson & Tull Chartered Engineers, Inc., for three (3) year base term and upset limit of \$1,800,000.00, with two (2) one-year options in the amount of \$1,200,000.00. Work associated with Clean Water Settlement Consent Decree (Personnel Support).**
2. **Contract 15986, Miscellaneous Water and Sewer Asset Repairs, to J. Fletcher Creamer & Son, Inc. and Old Line Construction, for three (3) year base term, in a not to exceed amount of \$6,000,000.00, with one (1), one-year option to renew.**

The motion carried unanimously with six affirmative votes.

ADDITIONAL BRIEFINGS**COMMISSION OFFICE**

Corporate Secretary Report. Corporate Secretary Sheila Finlayson provided an overview of her activities for the month, presenting from her report distributed to Commissioners in the advance materials. No questions were raised.

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

WSSC Employees' Retirement Plan Board of Trustees. No report.

Governance & Strategic Visioning Committee. Commissioner Rogers reported that the Governance Committee will meet on January 24, 2019 to review current structure and mechanisms that Commission

should have in place to reflect a commitment to succession planning and knowledge transfer to ensure onboarding process for new Commissioners is fruitful.

The Commission received the committee report as information.

Legislative & Compliance Committee. No report.

Audit Committee - Adoption of July 18, 2018, August 15, 2018 and November 28, 2018 Audit Committee Minutes. A motion was made by Commissioner Boulware and seconded by Commissioner Lawson, to adopt the Audit Committee Minutes of July 18, 2018/August 15, 2018 (combined) and November 28, 2018.

The motion carried unanimously with six affirmative votes.

Customer and Other Stakeholder Relations Committee. No report.

Innovation & Infrastructure Committee. No report.

The Chair announced that the Morning Open Session business had concluded and called for a motion to go into Closed. After noting her approval of the written closing statement, the Chair called for a vote.

CLOSED SESSION

Whereby, at 1:09 p.m., Commissioner Boulware moved and Commissioner Rogers seconded, that the Commission go into Closed Session,

pursuant to Maryland Code Annotated, General Provisions Article: Section 3-305(b)(13) to approve the October 26, 2018 and November 28, 2018 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; Section 3-305(b)(15) to discuss cybersecurity, if the public body determines that public discussion could constitute a risk to: (i) security assessments or deployments relating to information resources technology and (ii) network security information; Section 3-305(b)(1) to discuss personnel matters regarding Commission Office direct reports; and, Section 3-305(b)(14) to discuss, before contract is awarded or bids are opened, a matter directly related to a negotiating strategy or the contents of a bid or proposal, if public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process.

The motion carried with five affirmative votes. Commissioner Denis voted against.

The Chair declared the meeting was Closed at 1:09 p.m. The Commission then took a lunch recess, with the Commission reconvening in Closed at 2:15 p.m. in the Commission Office Large Conference Room.

ATTENDEES: Chair Eloise Foster, Vice Chair Chris Lawson; Commissioners Fausto Bayonet, Omar Boulware, Howard Denis, and Thomasina Rogers. Staff present: Corporate Secretary Sheila

Finlayson, General Counsel Amanda Conn, Deputy General Counsel Russel Beers, DGM James Price, DGM Joseph Beach, DGM Monica Johnson, Associate Counsel Jim O'Day, Associate Counsel Danny O'Connor, Chief of Staff Jackie Vincent and Director of Communications Chuck Brown.

Closed Session Minutes - On motion made by Commissioner Boulware and seconded by Commissioner Rogers, the Commission unanimously voted six-to-zero, to approve the closed session minutes of the October 26, 2018 and November 28, 2018 Commission Meetings.

Pending Litigation/Legal Advice - Commissioners were briefed by the General Counsel, members of her legal team and other staff, on pending attorney/client privileged litigation and legal matters.

On motion made by Commissioner Lawson and seconded by Commissioner Boulware, the Commission unanimously voted six-to-zero to authorize counsel to appeal a pending legal matter to the Maryland Court of Special Appeals.

Other Closed Session Items. The Commission did not entertain any personnel matters nor did it discuss issues related to Cybersecurity.

At 4:00 p.m., Commissioner Boulware moved to end the Closed Session. Commissioner Lawson seconded the motion. The motion carried with six affirmative votes.

OPEN SESSION RESUMED

Resolution 2019-2214 - Declaration of Emergency Relating to Accumulation of WSSC Biosolids and Sewage Sludge. The Commission deferred action on this item.

HomeServe USA Contract Renewal. The Commission decided to defer action on the HomeServe contract renewal and management's recommendation until a later date and has requested counsel to work with HomeServe to amend the notice provision to allow more time to negotiate current contract terms.

ADJOURNMENT

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

At 4:08 p.m., the meeting was declared, adjourned.

Respectfully submitted,

//signed//

Sheila R. Finlayson, Esq.
Corporate Secretary