

**WASHINGTON SUBURBAN SANITARY COMMISSION**

**MINUTES OF THE COMMISSION MEETING**

**Wednesday, September 18, 2019  
Laurel, Maryland**

Chair Chris Lawson called the meeting to order at 10:08 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 Lawson, Commissioners Fausto R. Bayonet, Howard A. Denis and T. Eloise Foster, were present at the meeting, reflecting 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 Lawson 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 Foster moved to adopt the Commission's Public Meeting Agenda of September 18, 2019, as drafted, to which Commissioner Denis seconded the motion. The motion carried unanimously with four affirmative votes.**

**APPROVAL OF MINUTES**

**Commissioner Denis moved to approve the open session minutes of the July 17, 2019 Regular Commission Meeting, as drafted.**

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

**WSSC RETIREES**

Retirement & Investments Division Manager Richard Baker recognized the Retirees for the month of September 2019, as follows:

Robert Holt, Contract Manager, Utility Services Department, retires with 29 years and 1 month of service.

Debra Long, Senior Customer Service Advisor, Customer Care Division, retires with 25 years and 8 months of service.

Christopher Carroll (present), Field Service Representative, Meter Services Division, retires with 38 years and 9 months of service.

Eintou Karima (present), Revenue Division Manager, Revenue Division, retires with 31 years and 4 months of service.

Dexter Spencer (present), Utility Services Maintenance Section Manager, Utility Services North Division, retires with 31 years and 8 months of service.

Larry Tims (present), Utility Technician II, Utility Services South Division, retires with 15 years and 5 months of service.

**COMMISSIONER/PUBLIC COMMENTS**

**Commissioner Comments.** Chair Lawson announced that a new Commissioner representing Prince George's County, Sandra Thompson, will be joining the Commission at next month's meeting, sharing that he and Commissioners are looking forward to meeting and welcoming her to the Board.

**Public Comments.** There were no comments from the public.

**GENERAL MANAGER'S 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.

At the start of her report, GM Reid called upon Chris Hornback, President of the National Association of Clean Water Agencies (NACWA), to recognize and present awards to all six of WSSC's water resource recovery facilities for achieving "Peak Performance" in regulatory compliance for 2018. The GM also recognized WSSC's Tri-Con team winners at the Tri-Con annual conference and certain WSSC employees who received individual awards of distinction.

**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 month of August 2019. 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.

**The Commission received the OIG Report, as information.**

**OTHER REPORTS****General Counsel's Office (GCO)**

**Ethics Program Update.** Ethics Program Activity Report for August 2019 was provided in advance materials. No questions were raised.

**The Commission received the Ethics Program Update, as information.**

**FINANCE**

**Schedule for Approval of 2020 Front Foot Benefit Rates and House Connection Charges.** New front foot benefit rates and house connection charges will be effective as of January 1, 2020. The approval process includes one Commission work session (to be held at the November 2019 meeting), advertisement of the proposed rates and a public hearing held in November following the commission meeting with record remaining open through December 17, 2019 for comments. Management presented a proposed schedule/timeline of the rate setting process for Commission approval with final approval of the rates to be presented at the December 18, 2019 Commission Meeting.

**Whereby, a motion was made by Commissioner Foster and seconded by Commissioner Bayonet, to adopt the proposed Schedule for the rate setting and approval process for the 2020 Front Foot Benefit Rates and House Connection Charges, with the public hearing set for November 20, 2019 at 2:30 p.m. at the WSSC RGH Building - Auditorium.**

**The motion carried unanimously with four affirmative votes.**

**Approval of Transmittal of Proposed CIP for FYs 2021-2026 to Counties.** WSSC Chief Financial Officer (CFO) Patricia Colihan reported on this item, advising the Commission is required to prepare and submit a 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. CIP Six-Year Combined Program at \$3,712,427,000.00 with no substantive changes made to CIP document since the work-session conducted at July 17, 2019 Commission Meeting. Two public hearings were held in each County (September 4, 2019 in Montgomery County and September 5, 2019 in Prince George's 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 Foster moved to approve the transmittal of WSSC's Proposed CIP for Fiscal Years 2021-2026 to the Prince George's and Montgomery County Governments, as mandated under the Maryland Public Utilities Code.**

**Commissioner Denis seconded the motion, which carried unanimously with four affirmative votes.**

**Approval of Contract 1136, Financial Advisory Services, Option**

**Term I.** Management is requesting approval of two actions related to WSSC's financial advisory services contract for Wye River Capital, Inc - 1) to exercise Option Term I of the contract which was originally approved for three years on August 31, 2016 with two (2) three year options to renew; and 2) to ratify management's earlier action in awarding Change Orders 1, 3 and 4 which were processed during the base term of the contract without Commission approval.

**Following discussion, a motion was made by Commissioner Foster and seconded by Commissioner Bayonet, to approve Option Term I of Contract No. 1136 for Financial Consultant and Advisory Services, to Wye River Capital, Inc., in the amount of \$2,194,200.00, and to ratify Change Orders 1, 3 and 4, previously processed by management during the base term of this contract, and totaling \$645,200.00, as recommended and requested by management.**

**The motion carried unanimously with four affirmative votes.**

**INFORMATION TECHNOLOGY (IT)**

**Monthly Project Cornerstone Update.** Chief IT Governance Officer Stacey Chisholm provided the monthly update on Project Cornerstone, reporting from a power point contained in the advance materials and incorporated herein by reference. Release One moving along well with five successful updates to C2M/MWM since Go-Live date of July 2nd. Initial stabilization on target for 9/30/19 completion with full stabilization on target for 12/31/19 completion. Management developing strategy to manage additional workload. Employee experience continues to improve

along with business issues. Release Two (Work Asset Management & MWM) successfully paused on September 6, 2019. Team looking at potential alternative solutions.

**The Commission received the monthly update, as information.**

#### OSDI

#### **FY 2019 OSDI Programs Performance Report and Small Local Business**

**Enterprise Guidelines.** OSDI Director Courtney Edmonds provided an overview of the FY 2019 Performance Results Report (formerly "Legislative Report") created in accordance with Maryland Annotated Code, Public Utilities Article, Section 20-207, for distribution to Maryland legislators by October 31, 2019. Additionally, Ms. Edmonds reviewed the Small Local Business Enterprise (SLBE) Guidelines, required to be reviewed and discussed with Commissioners on an annual basis. Ms. Edmonds reported from a power point presentation contained in the advance materials and incorporated herein by reference. Details can be found in the presentation handout and corresponding segment of the archived meeting video.

In summary, WSSC contract payments to MBE firms totaled \$152 million with \$65 million in construction contracting area, for FY 2019. Hispanic-American firms received the largest share of MBE contract payments at 37%, followed by Asian-American firms at 26% in payments and African-American firms at 25% in payments. Montgomery and Prince George's counties received 30% of WSSC's MBE total contract payments by location with 25% out of state. With regard to SLBE payments, WSSC spent \$34 million with WSSC-approved SLBE firms with \$20 million in construction services contract area. Prince George's and Montgomery counties received 89% of WSSC-approved SLBE total contract payments.

**The Commission received the OSDI briefing as information. The Commission expressed no objection to public distribution of performance report, as presented.**

**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 Denis, to adopt Resolution 2020-2238, approving the five contracts included on the Consent Calendar for the September 18, 2019 Commission Meeting, as follows:

**A. Engineering and Construction*****Construction Contracts***

1. CP6207A16, Clarksburg Miles Waste Water Pumping Station and Sewer Improvements, to Corman Kokosing Construction Company, Inc., in the amount of \$3,543,000.00, with a completion time of 325 days.
2. BF1582N91, Change Order No. 10, Patuxent Water Filtration Plant Phase II Expansion and UV Disinfection Facilities, to Ulliman Schutte Construction, LLC, in the amount of \$2,500,000.00, for total cumulative contract amount of \$46,813,300.00.

***Architectural/Engineering Contracts***

3. BF5339A12, Amendment No. 1, Potomac Water Filtration Plant Filter Air Scour Upgrades, to O'Brien and Gere Engineers, Inc., in the amount of \$681,283.84, for total cumulative contract amount of \$1,343,175.57.
4. CD5170B11, Change Order No. 3, Piscataway Waste Water Treatment Plant Electrical Upgrades, to Greeley and Hansen, in the amount of \$169,855.24, for cumulative contract amount of \$3,472,866.73.

**B. Utility Services**

1. Contract 16179, Condition Assessment of Large and Air Release Valves, to Pure Technologies US, Inc. dba Wachs Water Services, in a not to exceed amount of \$5,100,000.00, with three-year base term and two (2) one-year options to renew if exercised by Commission.

**The motion carried unanimously with four 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; no meeting held in August.

**Governance & Strategic Visioning Committee.** No report.

**Legislative & Compliance Committee.** Commissioner Denis requested the IRO Director to provide quick update of activities and proposed legislation for 2020 legislative session.

**Following discussion, the Commission received the report as information.**

**Audit Committee.** No report.

**Customer and Other Stakeholder Relations Committee.** No report.

**Innovation & Infrastructure Committee.** No report.

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



**CLOSED SESSION**

Whereby, at 11:46 a.m., Commissioner Denis moved and Commissioner Bayonet 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 17, 2019 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 reports.

The motion carried unanimously with four affirmative votes.

The Chair declared the meeting was closed at 11:46 a.m. The Chair called for a short recess with the Commission convening in Closed Session at 12:09 p.m. in the Commission Office Large Conference Room.

**ATTENDEES:** Chair Chris Lawson, Vice Chair Eloise Foster, Commissioners Fausto Bayonet and Howard Denis. Staff present: General Manager Carla Reid, Corporate Secretary Sheila Finlayson, General Counsel Amanda Conn, Associate Counsel Heather Ashbury, Deputy General Manager (DGM) Jay Price, DGM Joe Beach, DGM Monica Johnson, CFO Patricia Colihan and Accounting Division Manager Rong Zhao.

Closed Session Minutes - On motion made by Commissioner Foster and seconded by Commissioner Denis, the Commission unanimously voted 4-0, to adopt the closed session minutes of the July 17, 2019 regular meeting, as drafted.

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

**Personnel Matters.** No personnel matters were discussed.

At 12:49 p.m., Commissioner Foster moved to end the Closed Session. Commissioner Denis seconded the motion. The motion carried unanimously with four affirmative votes.

OPEN SESSION RESUMED

ADJOURNMENT

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

At 12:49 p.m., the meeting was declared, adjourned.

Respectfully submitted,

//signed//

---

Sheila R. Finlayson, Esq.  
Corporate Secretary