

WASHINGTON SUBURBAN SANITARY COMMISSION

MINUTES OF THE COMMISSION MEETING

**Wednesday, November 19, 2014
Laurel, Maryland**

Chair Omar M. Boulware called the meeting to order at 8:58 a.m., in the Auditorium of the Washington Suburban Sanitary Commission (hereinafter "WSSC") Richard G. Hocevar 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 Boulware, Commissioners Adrienne A. Mandel (Vice Chair), Gene W. Counihan, Mary Hopkins Navies and Roscoe M. Moore, Jr., 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.

Absent: Commissioner Chris Lawson.

PLEDGE OF ALLEGIANCE

Chair Boulware opened the meeting by welcoming everyone and asking Vice Chair Mandel to lead the pledge of allegiance.

AGENDA APPROVAL

Commissioner Counihan moved to adopt the Commission's Public Meeting Agenda of November 19, 2014, as drafted, to which Commissioner Mandel seconded the motion. The motion carried with five affirmative votes; one absent (Commissioner Lawson absent from the vote).

APPROVAL OF MINUTES

Commissioner Navies moved to approve the open session minutes of the October 15, 2014 Commission Meeting, as drafted. Commissioner Moore seconded the motion. The motion carried with five votes in the affirmative, one absent (Commissioner Lawson absent from the vote).

WSSC RETIREES

Richard Baker, Executive Director of the WSSC Employees' Retirement Plan, recognized the following WSSC Retirees for the month of November 2014: Carl Huddleson, Unit Coordinator of

Electrical and Mechanical Maintenance, retired with 29 years and 5 months of service; Zohreh Movahed, Group Leader, Regulatory Services Group, retired with 22 years and 11 months of service; Mark Santamaria, Plumbing Inspector, Regulatory Services Group, retired with 28 years and 1 month of service; Gordon Brown (present at meeting), Engineering Assistant IV, Utility Management Group, retired with 32 years and 8 months of service; and Marshall Cabell (present at meeting), Field Services Representative, Utility Services Central Group, retired with 31 years and 10 months of service.

COMMUNICATIONS VIDEO

Communications and Community Relations Director Jim Neustadt presented a video, "Introduction to PMP+," highlighting WSSC's new and improved Performance Management Program (PMP). Such changes make the WSSC performance management system much more efficient and allows the employee evaluation process to be conducted totally electronically without the need for any type of paper trail. Human Resources will roll-out and provide training to all employees on the new system over the coming weeks.

COMMISSIONER COMMENTS

In light of the recent Ebola outbreak in Africa with more cases now affecting the United States, Commissioner Moore shared that he is currently serving as the Interim Chair on the Board of Directors for the "Constituency for Africa," an advocacy group dedicated to African issues with its primary attention now centered on the Ebola epidemic.

Vice Chair Mandel took an opportunity to wish all a very Happy Thanksgiving on behalf of Commissioners.

PUBLIC COMMENTS

Two members of the public were present to address the Commission. Debby Poole (an equestrian) of Burtonsville, Maryland, thanked the Commission for the excellent upkeep and use of the beautiful watershed. Ms. Poole also shared letters from Brenda K. Harrison, of College Park Maryland and Maryland State Senator Karen S. Montgomery of District 14, Montgomery County, who both requested that WSSC re-open the trails to winter horseback riding. Barbara Sollner-Webb, of Laurel, Maryland, echoed Ms. Poole's sentiments in thanking the Commission on the use and great upkeep of the watershed and equestrian trails, also noting how excited she was

to hear from the General Manager that WSSC is exploring the possibility of opening the access road at the Triadelphia Reservoir during the winter months for public use. She also shared that the Sierra Club attended another tour facilitated by Dale Belschner, this time of the Broad Creek Pumping Station ("Broad Creek PS"), which she noted was excellent; however, she expressed concerns relating to the Broad Creek PS upgrades/retrofits and associated permitting issues/delays (which will affect the new Harbor MGM Casino when it goes online), stating the Sierra Club's and Potomac Riverkeeper's willingness to get involved in order to help expedite the permit approval process.

GENERAL MANAGER'S REPORT

General Manager 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 Center answer rate at 86% for the month with approximately 2000 more calls received than during same period last year. Additional matrices to be added to GM report to better reflect the activities going on.

Delinquencies are about even with where they were last year; slight reduction in multi-family units.

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

WSSC will be participating with the Metropolitan Washington Council of Governments (MWCOCG) on grant-funded water security research projects focused on source water protection, water main decontamination and flushing and regional water system threat reduction. Management has also created an internal Task Force (which Commissioner Moore has agreed to serve on) to closely explore the issues surrounding the Ebola epidemic and the impact on the agency with regard to wastewater disposal and worker safety in light of patients being treated at facilities located in the

Washington Suburban Sanitary District (i.e., National Institute of Health in Bethesda, Maryland).

WSSC is experiencing an uptick in water main breaks due to the temperature changes; management has implemented strategies to address this issue.

All WSSC budgets on target. The Commission successfully sold \$250 million in bonds, which were rated AAA by all three bond rating agencies (Fitch Ratings, Moody's Investors Service and Standard & Poor's). WSSC's AAA rating was also reaffirmed on the agency's other outstanding bonds totaling \$2.3 billion. Management will use the proceeds from the bond sale to continue funding WSSC's Capital Improvements Program.

WSSC has launched a number of media campaigns to showcase the agency's winter-preparedness efforts. The Commission has also hosted and participated in a number of community outreach activities including another successful "How to Do Business with WSSC" event, and the ATLAS ('Advancing Tomorrow's Leaders Plus STEM') Education event at the University of Maryland, in which WSSC was well-represented.

Employees raised \$61,000 for the Annual United Way Campaign with another \$6300 toward the WSSC Water Fund. WSSC is also hosting Food and Toy Drives over the holidays along with "Adopt-A-Family."

WSSC will open the Triadelphia Reservoir to equestrians, hikers and bird watchers during the winter months under a pilot program which will continue through summer; will evaluate to determine whether reservoir can remain open year-round.

Employee Engagement Survey. Human Resources Director Todd Allen provided an overview of the survey that was conducted last Spring along with a general summary of the results which will be used to enhance employee relations, performance management and the overall work environment.

Following discussion, the General Manager and Chief Executive Officer's Report was received as information.

Monthly Activity Report. Internal Audit Director Maxene Bardwell reported on the monthly activities of the Internal Audit Office (IAO) for the period of October 6, 2014 through November 7, 2014. The fiscal year-to-date System Development Charge (SDC) Audits remain same as last reported with no adjustments during this period. Eleven SDC audit requests are in process with eight active and three inactive. With respect to Fiscal Year 2015 Audit projects - Auditors have been assigned for the Regulatory Services Group Operational Audit. For Fiscal Year 2014 Carryover Audit Projects, auditors are conducting fieldwork for the Blue Plains Audit and preparing discussion draft for the Customer Relations Group Operational Audit. The Construction Contracts Change Orders Special Audit has been postponed until completion of the Blue Plains audit. The Lead Auditor is in the process of preparing the final report findings and recommendations for the Physical Inventory Observation at the Anacostia Depot. For Fiscal Year 2013 Carryover Audit projects, the final audit report has been issued for the Information Technology Inventory Operational Audit. Under internal audit follow-up activities, no management action items were closed since the last status report and a review is underway for the seven implemented-pending Internal Audit verification action items. Implementation of management action plans for two issues is delinquent.

Hotline. Report to be provided later today during quarterly audit committee meeting.

Board of Ethics. The Board held its regularly-scheduled meeting on October 9, 2014; several open and closed items were reviewed.

Code of Ethics Training. The Ethics Officer provided training to 8 employees on October 27, 2014.

External Auditors. The external auditors BCA Watson Rice, LLC will be present at this meeting to present audit findings/fiscal year-end annual financial report.

Audit Committee Meeting. Following today's [November 19, 2014] Audit Committee meeting to be held during the afternoon open session, the next quarterly meeting of the Audit Committee will be held on February 18, 2015.

Report of External Auditors - Annual Financial Report for Year Ended June 30, 2014. Messrs. Marshall Blair, CPA, CIA, CISA (Engagement Partner); Al Lucas, CPA, CIA, CISA (Quality Control Partner); and, Kurt John, CISA (IT Manager) 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, 2014. Specific details can be found in the independent auditors' "Annual Financial Report for the Year Ended June 30, 2014," contained in the board materials and incorporated herein by reference. BCA Watson Rice also circulated a presentation to Commissioners which it reported from at the meeting ("2014 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, 2014 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 noted in their report (specifically, on page 14 of presentation).

Capital assets increased by \$455 million and WSSC issued \$150 million in bonds for consolidated public improvement. Operating revenues increased by \$26.5 million and operating expenses increased by \$18.2 million. Capital contributions were \$100 million.

BCA Watson Rice also audited WSSC's Employees' Retirement Plan and Retiree Other Post-Employment Benefits Trust Fund (OPEB) financial statements as of December 31, 2013 and issued unqualified opinions with no significant deficiencies or material weaknesses in internal controls to report. The Employees' Retirement Plan's net position increased by \$80.6 million as compared to prior year with net investment gain of \$110.7 million in 2013.

The external auditors shared significant adjustments and transactions for 2014 and discussed the required communications with the Commission.

The Chair thanked the external auditors and expressed his pleasure in receiving such a positive report, to which other Commissioners acknowledged.

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

OTHER REPORTS

Dispute Resolving Board (DRB) 2014 Annual Report. Derrick Phillips, Acting Chief of Customer Relations and Acting Group Leader of Customer Relations Mpande Musonda-Langley, provided an update of the DRB's activities for the past fiscal year. Ms. Musonda-Langley presented from a power point presentation, incorporated herein by reference. In summary, the DRB is a courtesy review process which allows WSSC customers to dispute charges prior to paying and is comprised of both WSSC customers (4 members) and WSSC employees (2 members). In Fiscal Year 2014, the DRB reviewed 155 customer billing disputes totaling \$320,251.60 in unpaid revenue and \$134,037.23 in adjustments was awarded to 36 customers (which is 41.85% of the total amount requested).

Customer Advisory Board (CAB) 2014 Annual Report. Vincent Berg, Chair of the WSSC Customer Advisory Board (CAB), delivered the CAB's Annual Report for 2014. The CAB was originally created in 1989 to review WSSC's new rate structure at the time; 22 members overall (11 from each county); presently comprised of 21 (10 - Montgomery and 11 - Prince George's; currently recruiting for open position in Montgomery County). The CAB has since evolved and serves as a liaison between ratepayers and the Commission to review customer concerns and work with the Commission to address and resolve those concerns and other identified agency issues.

The CAB Chair shared the CAB's accomplishments over the last year which included providing a high level of engagement and contribution to the Ad Hoc Committee on Large Diameter Water Mains/PCCP, along with the CAB's priorities for the coming year, which surround: 1) WSSC Customer Contact/Call Center; not satisfied with 86% answer rate - provided recommendations on IT metrics; 2) Metering and Implementation of AMR and AMI Meter

Reading Devices; 3) Fats, Oils and Grease (FOG) Program and Promotion of "Can the Grease" to residents within the WSSC service area; 4) New Rate Structure - would like to help with customer feedback; 5) Reducing Water Loss; 6) Infrastructure Challenges; 7) Residential Sewer Backups - conducting brainstorming sessions on ways to reduce; and, 8) One-on-One Meeting with WSSC Commissioners and the General Manager.

The Chair, along with the General Manager, recognized Mr. Berg for his long-standing volunteerism to WSSC and thanked him and the other customer volunteer members who serve on both advisory boards.

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

DEPARTMENT BRIEFINGS

FINANCE

2015 Front Foot Benefit Rates and House Connection Charges.

Acting Chief Financial Officer Chris Cullinan presented the proposed rate calculations for the 2015 Front Foot Benefit and House Connection Rates. Mr. Cullinan reported from a power point presentation circulated to Commissioners in the advance board materials 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 rates). A public hearing on the proposed rates is scheduled to take place today (November 19, 2014) in the WSSC Auditorium at 2:30 p.m. and the record will remain open for public comments through December 17, 2014. The proposed 2015 rates will be presented to Commissioners for approval at the December Commission Meeting, with the rates to become effective on January 1, 2015.

Following discussion, the Commission received the Briefing on the Proposed Rate Calculations for the 2015 Front Foot Benefit Rates and House Connection Charges, as information.

CONSENT CALENDAR*Contracts for Approval*

The Chair indicated that Commissioners had an opportunity to review the contracts provided in the advance board materials, and included on the Meeting's Consent Calendar for approval, and that the Vice Chair requested that Utility Services Contract 1088 be removed from the Consent Calendar. The Chair inquired as to whether Commissioners would like any other contracts removed from the Consent Calendar prior to the vote, to which there were no other such requests. The Chair then called for a vote.

Whereupon, a motion was made by Commissioner Mandel, and seconded by Commissioner Coughlin, to adopt Resolution 2015-2071, as amended, approving the five remaining contracts on the Consent Calendar for the November 19, 2014 Commission Meeting, as follows:

A. Engineering and Construction (Construction Contracts)

1. BR5396A12 (Repost), Oakview Water Main Replacement, to Utilicon Corporation, in the amount of \$5,621,817.20.
2. BR5600A13, North Chevy Chase Water Main Replacement, to Fort Myer Construction Corporation, in the amount of \$2,960,940.10.
3. BRLR5562A13, Forest Glen Park Water Main Replacement, to Fort Myer Construction Corporation, in the amount of \$2,362,560.90.
4. BTCR5435A12, Cipriano Road Water and Sewer Main Relocation, to A&M Concrete Corporation. in the amount of \$4,172,605.00.

B. Utility Services (Contract 1088 - REMOVED)**C. Information Technology**

1. Contract 6598 (Purchase Order No. P79019), Oracle Hardware and Software Maintenance and Support, to Maranatha and Associates, Inc., in the amount of \$752,603.28, for a total contract amount of \$1,759,272.80.

The motion carried by a vote of five-to-zero, with one absent [Commissioner Lawson absent from the vote].

Following discussion on Utility Services Contract 1088, Pre-stressed Concrete Cylinder Pipe (PCCP) Repair and Replacement Services, a motion was made by Commissioner Mandel, and seconded by Commissioner Counihan, to approve Utility Services Contract 1088, as recommended by management. The motion carried by a vote of five-to-zero, with one absent [Commissioner Lawson absent from vote].

ADDITIONAL BRIEFINGS

Staff Response to Ad Hoc Committee Recommendations on Large Diameter Water Mains. Engineering and Construction Project Delivery Group Manager Mark Coughlin delivered WSSC's staff responses to the Ad Hoc Committee recommendations on the Large Diameter Water Mains Study conducted this past year. Mr. Coughlin reported from a power point presentation displayed at the meeting and circulated to Commissioners. Such presentation is incorporated herein by reference. Specific details can be found in the presentation and the corresponding segment of the archived meeting video and both are referred to for this purpose.

In summary, Mr. Coughlin summarized the Ad Hoc Committee's recommendations, which were reported to the Commission back in April/May 2014, along with WSSC staff responses to such recommendations. WSSC staff agrees with the majority of the recommendations and has begun implementation with some already completed and others ongoing. The pipeline design manual is currently being revised as well based on the recommendations.

The Commission received the report relating to WSSC staff responses to the Ad Hoc Committee's recommendations, as information.

Proposed Legislative Agenda for 2015. Intergovernmental Relations Office (IRO) Director Michael Stroud provided an update of the IRO activities over the past month. He also presented management's recommendations to two non-WSSC sponsored bills being proposed for the upcoming 2015 Legislative Session which would impact the Commission, specifically, MC/PG 101-15 - "State Wildlands Preservation System - Study on Inclusion of Lands Owned by the Washington Suburban Sanitary Commission;" and MC/PG 106-15 - "Washington Suburban Sanitary Commission - Independent Review

Board - Refunds." Management is recommending that the Commission oppose both bills.

Following discussion, on motion made by Commissioner Counihan and seconded by Commissioner Navies, the Commission approved, by a vote of four-to-zero (with two absent - Commissioner Moore left the room momentarily and Commissioner Lawson absent from meeting), that the Commission adopt the recommendations of management with respect to proposed non-WSSC sponsored legislation affecting the Commission for the 2015 Maryland General Assembly Session, specifically, to oppose MC/PG 101-15 (State Wildlands Preservation System - Study on Inclusion of Lands Owned by the Washington Suburban Sanitary Commission) and, to oppose MC/PG 106-15 (Washington Suburban Sanitary Commission - Independent Review Board - Refunds).

The Commission received the report of the Intergovernmental Relations Office on the 2015 WSSC Legislative Agenda, as information.

COMMISSION OFFICE

Corporate Secretary Report. Corporate Secretary Sheila Finlayson provided an overview of her activities for the month, informing Commissioners that the quorum refund hearing tentatively scheduled for December 17, 2014 may be cancelled and that she will advise Commissioners once she hears something more definitively.

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

WSSC Employees' Retirement Plan Board of Trustees. Commissioner Moore provided a brief summary of the September 2014 investment results based on the last meeting of the Board of Trustees held on October 29, 2014, reporting that the Plan's assets at September 30, 2014 were \$748.7 million which represents a year-to-date investment gain of \$20.8 million or an increase of 3.1% (from December to September). The next meeting of the Board of Trustees is scheduled for December 3, 2014.

The Commission received the report of the WSSC Employees' Retirement Plan Board, as delivered by Commissioner/Trustee Moore, as information.

Personnel and Governance. Commissioner Mandel provided an update of the Committee's activities for the month, stating that the Committee had concluded its performance assessment with regard to the third Commission Office direct report and will be presenting its recommendation to the full Commission during closed session.

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

Legislation. Commissioner Counihan indicated that the Committee is awaiting the appointment of the leadership teams in each of the Delegations in addition to the Committee appointments and will advise the Commission as soon as the Committee is informed by management of the date of the Legislative breakfast in Annapolis [to be held in January 2015].

The Commission received the report of the Legislation Committee, as information.

Audit Committee Meeting. The next quarterly meeting of the Audit Committee will be held today [November 19, 2014] in the Commissioners' Large Conference Room/Commission Office Suite during the afternoon open session.

The Chair announced that the morning business has concluded and called for a motion to go into Closed. Following the vote, the Commission will recess for lunch and reconvene in Closed Session in the Commissioners' Conference Room after lunch. Following Closed Session the Commission will reconvene into Open Session at approximately 3:30 p.m. to conduct the quarterly meeting of the Audit Committee.

CLOSED SESSION

Whereby at 12:36 p.m., Commissioner Navies 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 15, 2014 Closed Session Minutes; Section 3-305(b)(7) to consult with counsel to obtain legal advice on pending litigation; and, Section 3-305(b)(1) to discuss a personnel matter pertaining to the performance evaluation of a Commission Office direct report. Commissioner Counihan seconded

the motion. The motion carried with five affirmative votes, one absent (Commissioner Lawson absent from vote).

At 12:36 p.m., Chair Boulware declared the meeting was Closed. The Chair then called for a recess for lunch. The meeting reconvened in Closed Session at 1:50 p.m.

ATTENDEES: Chair Omar Boulware; Vice Chair Adrienne Mandel; Commissioners Gene Counihan, Roscoe Moore, Jr. and Mary Hopkins Navies. Absent: Commissioner Chris Lawson. Staff present: General Manager Jerry Johnson, General Counsel Jerry Blask, and Corporate Secretary Sheila Finlayson.

Closed Session Minutes - On motion made by Commissioner Mandel and properly seconded by Commissioner Counihan, the Commission voted five-to-zero (one absent), to adopt the closed session minutes of its October 15, 2014 Commission Meeting, as drafted (Commissioner Lawson absent from vote).

Personnel Matters - The Commission met in executive session at 1:51 p.m. with the General Manager to discuss a personnel matter (the Corporate Secretary and General Counsel were excused from this portion of the meeting).

The Commission then met in executive session at 2:07 p.m., without any members of management present, to discuss the General Manager's annual performance review recently conducted by members of the Personnel and Governance Committee (the General Manager, along with the Corporate Secretary and General Counsel were excused from this portion of the meeting).

The Commission voted to approve the annual performance evaluation score/results for the General Manager for his September 2013 through September 2014 performance period and directed the Corporate Secretary to transmit the approved/signed personnel action notification form (PAN) to the WSSC Human Resources Office for processing [Commissioner Mandel - mover; Commissioner Navies - seconder; motion carried by a vote of five-to-zero, one absent (Commissioner Lawson was absent from vote)].

The Chair called for a brief recess at 2:30 p.m. in order to conduct the Public Hearing on the 2015 Proposed Front Foot Benefit

Rates and House Connection Charges [No testimony was received from the public].

The Public Hearing officially closed at 2:45 p.m. The Chair reconvened back into Closed Session at 2:47 p.m. in the Commissioners' Conference Room to continue with the closed session business. The General Manager, General Counsel and Corporate Secretary rejoined the meeting at this juncture.

Commissioner Moore departed the meeting at 2:35 p.m.

Pending Litigation/Legal Advice - Commissioners were briefed by counsel on pending litigation and other confidential/privileged legal matters affecting the Commission, including updates on meetings with the Maryland Department of the Environment (MDE), Department of Justice (DOJ) and U.S. Environmental Protection Agency (EPA) on a potential extension of the Consent Decree; continued discussions with the National Park Service (NPS) on gaining access to WSSC property controlled by the NPS; and the Clean Water Act lawsuit filed by the Potomac Riverkeeper environmental group.

Mr. Blask departed the meeting following his legal report, at 3:08 p.m.

At 3:24 p.m., Commissioner Navies moved to end the Closed Session. Commissioner Mandel seconded the motion. The motion carried with four affirmative votes, two absent (Commissioners Moore and Lawson were absent from vote).

OPEN SESSION RESUMED

The Chair announced that the General Manager had advised Commissioners that Acting Chief Financial Officer Chris Cullinan will be resigning from the Commission in December. He has accepted a permanent CFO position in Charlottesville, VA.

Audit Committee Meeting. The Commission officially convened as an Audit Committee at 3:29 p.m. to conduct its second quarterly meeting of the Audit Committee. Business related to the Audit Committee concluded at 4:31 p.m. Minutes of this proceeding were recorded separately and can be found in the Audit Committee Minutes incorporated herein by reference.

ADJOURNMENT

There being no additional business, the Chair called for a motion to adjourn, to which Commissioner Navies moved to adjourn the meeting. Commissioner Counihan seconded the motion. The motion carried with four affirmative votes, two absent (Commissioners Moore and Lawson were absent from the vote).

At 4:32 p.m., the meeting was declared adjourned.

Respectfully submitted,

//signed//

Sheila R. Finlayson, Esq.
Corporate Secretary