

WASHINGTON SUBURBAN SANITARY COMMISSION

MINUTES OF THE COMMISSION MEETING

Wednesday, November 19, 2008

Laurel, Maryland

Chair Joyce Starks called the meeting to order at 8:50 a.m. in the Commissioners' Conference Room at the Richard G. Hovevar Building, 14501 Sweitzer Lane, Laurel, MD 20707, with due notice having been given to all members of the Commission and the public. Vice Chair Gene Counihan, Commissioners Prem P. Agarwal, Hon. Adrienne Mandel, Dr. Juanita Miller, and Dr. Roscoe M. Moore, Jr. were present at the meeting. Also, present were Interim General Manager Teresa Daniell, Interim Deputy General Manager Rudy Chow, Corporate Secretary Charlett Bundy and General Counsel, Jerry Blask. Chair Starks was present by telephone.

AGENDA APPROVAL

Several motions were made regarding the adoption of the agenda. Commissioner Moore moved to adopt the agenda with the change of moving the discussion on the Bylaws to before the Finance Office Item. Commissioner Mandel seconded the motion. The motion failed as the vote was tied: three yea votes from Montgomery County Commissioners and three nay votes from the Prince George's County Commissioners. Next, Commissioner Agarwal moved to approve the agenda as written but to make the discussion on the Bylaws a voting item. Commissioner Miller seconded the motion. The motion failed as the vote was tied: three yea votes from Prince George's County Commissioners and three nay votes from the Montgomery County Commissioners. Then, Commissioner Miller moved to approve the agenda but to move the discussion on the Bylaws to 2 p.m. before the item from the Intergovernmental Relations Office. Commissioner Mandel seconded the motion. The motion carried with six affirmative votes.

Later in the meeting, two motions were made regarding converting a briefing only item to briefing and award and adding a voting item: Commissioner Agarwal moved to amend the agenda to change Contract CP4232C05 and CP4232D05 from briefing only to a briefing and voting item. Commissioner Mandel seconded the motion. The motion carried with five affirmative votes. Commissioner Miller was temporarily out of the room. Then, Commissioner Agarwal moved to amend the agenda to include the voting item, Resolution 2009-1812. Commissioner Miller seconded the motion. The motion carried unanimously.

Internal Audit Office

Ms. Bardwell, Internal Audit Manager presented the representatives from the accounting firm of Thompson, Cobb & Bazilio &

Associates, P.C. (TCB). TCB prepared the external audit for WSSC's fiscal year 2008. Upon conclusion of the report, the Commissioners by general consensus accepted the management letter which explained the results of the external audit.

Commissioner Moore stated for the record that he is a professional friend of Stanley Straughter, a member of the TCB staff and that they both serve on the board of directors of the Constituency of Africa organization.

General Counsel's Office

General Counsel Jerry Blask announced that he hired Vicki Webb to serve as Sr. Counsel for WSSC. She was formerly an associate counsel in the General Counsel's Office.

MORNING CLOSED SESSION

Commissioner Agarwal moved that the meeting be closed pursuant to Subtitle 5 of Title 10 of the State Government Article, Maryland Code Section 10-508(a)(1) to discuss: a) an administrative matter and b) the Transition Plan. Commissioner Miller seconded the motion. The motion carried with six affirmative votes. At 9:50 a.m. the meeting was closed.

ATTENDEES: Chair Starks appeared by telephone. Vice Chair Counihan, Commissioners Prem Agarwal, Adrienne Mandel, Juanita Miller, and Roscoe Moore, Jr. were present as was Corporate Secretary Charlett Bundy.

Commissioners discussed an administrative matter relating to the legal relationship of a direct report to Commissioners. Three motions were made regarding clarification of the employment relationship of an employee to the Commissioners but all three failed as the vote was tied, three for Montgomery County and three for Prince George's County Commissioners. Next Commissioners discussed the need to complete the Transition Plan relating to the selection of a general manager for WSSC.

Commissioner Agarwal moved to resume the open session at 11:20 a.m. Commissioner Moore seconded the motion. The motion carried with six affirmative votes. At 11:21 a.m. the meeting was declared open.

Chair Starks requested that the agenda order be changed and that Customer Care present before the Finance Office.

Customer Care

Ms. Tucker briefed Commissioners on three contracts:

Contract PM0006A07 for an architect/engineer Basic Ordering Agreement for a sanitary sewer rehabilitation project;

Contract 76702249A for a sewer basin study for the Northeast Branch;

Purchase Orders M2364000, M2382000, M2362000, and M2363000 for engineering support services in both Montgomery and Prince George's County.

Finance Office

Mr. Traber provided Commissioners an oral report on the response from both counties (i.e., Montgomery and Prince George's) to the WSSC FY 2010 Spending Affordability Summary. He then discussed the need to approve resolutions for a bond sale; reviewed the September Status Report and the Front Foot Benefit and House Connection Charges for 2008.

Engineering & Construction

Contract BR4271E08. Commissioners were briefed on the work needed for the water main replacement project in Silver Spring, Montgomery County.

Logistics

Contract 4380. Commissioners were briefed on the terms of this contract for transporting regular, unleaded gasoline.

Contract 5053. Commissioners were briefed on the terms of this contract for the purchase of small valves for sewer/water maintenance.

Contract 5562. Commissioners were briefed on the terms of this contract for purchasing 10, extended cab trucks equipped with the Swab Model 150 Specialized Body Air Compressor and Generator.

Commissioner Miller raised a question about awarding a contract to the vendor for Contract 5509 which had been briefed at the October 15, 2008 meeting. The concern was the award of a contract that carried nearly \$700,000 in administrative fees to a vendor she alleged was a pass through entity and not a viable business. Commissioner Miller then moved to remove Contract 5509 from the Consent Calendar. Commissioner Agarwal seconded the motion. The motion failed as the vote was tied: three Prince George's County Commissioners voted yea and three Montgomery County Commissioners voted nay. Next, Commissioner Agarwal made a motion that Contract 5509 remain on the Consent Calendar but that Commissioners receive quarterly reports for the duration of the contract award period. Commissioner Mandel seconded the motion. The motion carried unanimously.

**OPEN SESSION
AUDITORIUM**

Vice Chair Counihan called the meeting to order in the auditorium at 1:53 p.m. He asked Commissioner Agarwal to lead the pledge of allegiance.

APPROVAL OF MINUTES

October 15, 2008 and November 10, 2008 Minutes. Commissioner Mandel moved that the Commission approve the open session minutes from the October 15, and November 10, 2008 Commission meetings. Vice Chair Agarwal seconded the motion. The motion carried with five affirmative votes as Commissioner Miller was temporarily off the dais.

PRESENTATION OF WSSC RETIREES

Three retirees were acknowledged this month and none were present at the meeting to be recognized. Sharon Williams-Martin, Senior Customer Care Center Agent, retired with 24 years and 5 months of service; Matthew E. Brown, Property Management Group, retired with 24 years and 4 months of service; and Camellia L. Walker, Human Resources Analyst, retired with 15 years and 3 months of service.

EMPLOYEE EXCELLENCE VIDEO

This month's video highlights employees working in the Civil Engineering Support Unit.

COMMISSIONERS' ITEMS/COMMENTS

Chair Starks wished the staff and their families a happy Thanksgiving holiday and asked all to remember to have a safe holiday.

Vice Chair Counihan also wished all a Happy Thanksgiving and noted he is thankful for the WSSC employees who provide clean, safe water and sewer services for the nearly two million residents in the bi-county service area.

Commissioner Miller noted that the WSSC employees had done an exceptional job with the repair of the 66" main in Hyattsville.

INTERIM GENERAL MANAGER'S ITEMS/COMMENTS

Interim General Manager Teresa Daniell provided a video that highlighted a project that had ended a week before the meeting. The project was the work by Customer Care Central on the Hyattsville, Prince George's County 66" water main repair. She noted also that the boil water alert that had been issued for Prince George's County the previous Saturday was lifted on Tuesday, November 18, 2008.

PRESS COMMENTS

There were no press comments.

PUBLIC COMMENTS

There were no public comments.

CONSENT CALENDAR

Vice Chair Counihan moved that the Commission approve the resolutions, change orders and award all of the contracts as published in the Consent Calendar and so modified during the work session for the November 19, 2008 meeting. The consent calendar contained the following items:

Customer Care:

1. Purchase Order P71151, Phase IV to W.F. Wilson & Sons, for \$1,225,299.00.
2. Purchase Orders M2364000, M2826000, M2362000, and M2363000 to joint venture of McCormick Taylor and Rummel, Klepper & Kahl for three option terms, \$700,000.00 each for a total of \$11,200,000.00.
3. Contract 76702249A - Northeast Branch Sewer Basin Study to Brown and Caldwell for \$5,390,864.

Logistics:

1. Contract 5509 - Various sized ductile iron pipe and accessories to Acorn Supply & Distributing, Inc. for \$16,050,000.00 with quarterly reports to Commissioners about contract execution.
2. Contract 5053 - Option Year to Business Promotion Consultants, Inc. for \$1,388,107.00.
3. Contract 4380 - Change Order 1 to Truman Arnold Companies, increasing the award from \$675,000.00 to \$850,000.00.
4. Contract 5562 - To K Neal International Trucks, Inc. for \$1,696,880.00.

Engineering & Construction:

1. Contract BR4271E05, to Fort Myer Construction Corp. for estimated amount of \$2,076,449.51.

Finance Office

Resolution 2009-1807: Supplementing Resolution 2003-1666 to authorize the issuance of up to \$600,000,000 aggregate principal amount of bond anticipation notes of the District, authorizing the issuance of bonds of the District in anticipation of which such notes will be issued, authorizing the Chief Financial Officer of the Commission to enter into agreements establishing the terms of issuance of such notes, and otherwise ratifying and affirming Resolution 2003-1666.

Resolution 2009-1808: Resolution authorizing the issuance of Water Supply Bonds of 2009

Resolution 2009-1809: Resolution authorizing the issuance of Sewage Disposal Bonds of 2009

Resolution 2009-1810: Resolution authorizing the issuance of General Construction Bonds of 2009

Resolution 2009-1811: Resolution providing for the public sale, and publication of the notice of sale, of the Water Supply Bonds of 2009, the Sewage Disposal Bonds of 2009 and the General Construction Bonds of 2009, and providing for the consolidation of such bonds for issuance, sale and delivery as a single series of bonds.

Commissioner Agarwal seconded the motion. The motion carried with four affirmative votes: Chair Starks voted nay and Commissioner Miller was temporarily off the podium. All other Commissioners voted yea.

OPEN SESSION - COMMISSIONERS' CONFERENCE ROOM

Commissioners then resumed the meeting in the Commissioners' Conference Room at 2:42 p.m.

Internal Audit Office

Ms. Bardwell presented the two nominees for the vacancies on the WSSC Ethics Board.

Commissioner Miller having reviewed the credentials for Robert J. Moore and on the basis of his prior service to the WSSC Ethics Board, moved to approve Resolution 2009-1805 which appoints Robert J. Moore as a regular member of the WSSC Ethics Board. Commissioner Counihan seconded the motion. The motion carried with six affirmative votes.

Commissioner Miller, having reviewed the resume of George E. Pruden, II and finding it to be very extensive moved to approve Resolution 2009-1806 which appoints George E. Pruden as an alternate member of the WSSC Ethics Board. Commissioner Counihan seconded the motion. The motion carried with six affirmative votes.

Engineering & Construction

Contracts CP4232C05 and CP4232D05. Commissioners were briefed on the need to exercise Option Year One in this Architect-Engineer design contract for the Marlboro Meadows pump station and force main. After hearing the briefing, a motion was made to amend the agenda to add this as a voting item. The motion carried (see above, Agenda Approval) and then Commissioner Agarwal moved to award Contracts CP4232C05 and CP4232D05 to McKissack & McKissack for \$592,346.00. Commissioner Mandel seconded the motion. The motion carried with five affirmative votes as Commissioner Miller was temporarily out of the room.

Contractor Performance Evaluation Policy. Commissioners were briefed on a proposed procedure that would standardize ratings for contractors' work.

Intergovernmental Relations Office

Mr. Wineland presented three pending bills for Commissioners to determine if they would support in the upcoming legislative session.

MC/PG 101-09 WSSC Financial Oversight Act. Commissioner Mandel voted that the Commission would take no formal position at this time. Vice Chair Counihan seconded the motion. The motion carried unanimously.

MC/PG 104-09 System Development Surcharge Exemptions. Commission Miller moved to support the bill. Commissioner Agarwal seconded the motion. The motion carried with five affirmative votes. Commissioner Mandel abstained because she stated it was not made clear that all organizations impacted by this legislation would be 501(c)(3) organizations.

MC/PG105-09 WSSC Budget Approval. Commissioner Mandel moved to oppose the bill. Vice Chair Counihan seconded the motion. The motion carried unanimously.

Customer Care/Acquisition

Resolution 2009-1812. Ms. Tucker and her staff presented information on the contracting issues relating to ramping up the sewer construction projects for the next fiscal year that is limited by the requirements in the Minority Business Enterprise Program. Commissioner Agarwal moved that the Commission adopt Resolution 2009-1812, Waiver of Section 5 of SP 96-01 of the Minority Business Enterprise Program for Pipe Bursting and Sewer Lining Contracts. Commissioner Miller seconded the motion. The motion carried with six affirmative votes.

COMMISSION BYLAW REVISIONS

Corporate Secretary Bundy reviewed the definition of majority vote as defined in Robert's Rule of Order and other suggested changes to the WSSC Bylaws in addition to presenting highlights from her monthly report.

No other business was discussed.

General Counsel, Jerry Blask asked Commissioners to extend the interim MBE program as it is due to expire in January 2009. After voting to amend the agenda to include approval of Resolution 2009-1812, Vice Chair Counihan moved to approve Resolution 2009-1812 which extends the Minority Business Program for 120 days or up to and including May 15, 2009. Commissioner Moore seconded the motion. The motion carried with five affirmative votes as Commissioner Miller voted nay.

Adjournment

Commissioner Agarwal moved to adjourn the meeting. Commissioner Miller seconded the motion. The motion carried with three affirmative votes: Vice Chair Counihan and Commissioner Moore had left by the time the vote was taken and Commissioner Miller abstained because the business was not finished.

At 5:20 p.m. Chair Starks declared the meeting was adjourned.

Respectfully submitted,

 //signed//
Charlett Bundy
Corporate Secretary