

Presented and Adopted: October 6, 2022

Subject: Approval of Amendments to the By-Laws of the Board to Revise the Manner the Public may Participate in Board and Committee Meetings and Public Hearings, the Strategic Planning Committee's Title, Charge, and Composition and Other Amendments

**#22-56
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("the Board") of the District of Columbia Water and Sewer Authority ("the Authority"), at the Board meeting held on September 1, 2022 upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed, to take the following action to amend the By-Laws of the Authority's Board of Directors to revise the manner the public may participate in Board and Committee meetings and Public Hearings, the Strategic Planning Committee's title, charge, and composition and other amendments.

WHEREAS, on July 12, 2022, the Governance Committee met to consider DC Water's proposal to amend the By-Laws to revise the manner the public may participate in Board, Committee meetings and Public Hearings and other amendments; and

WHEREAS, the General Manager presented the proposal to amend the By-Laws to be consistent with the amendments made to DC Water's Establishment Act, which require DC Water to: 1) provide an alternative method for the public to attend all Board and Committee meetings, and public hearings remotely, 2) publish the Notice of Public Hearing 45 days versus 10 days prior to a hearing, 3) set the last day for public comments five (5) days after the public hearing date, and 4) ensure the public hearing notice is distributed widely and publicly; and

WHEREAS, the General Manager also discussed the amendments to clarify the Board and Committee Chairperson's discretion to determine whether a meeting will be held in-person, telephonically or via teleconference (remotely), and other amendments; and

WHEREAS, the Governance Committee, after consideration and discussion regarding the proposed amendments, future consideration to further extend the comment period and public access changes, and recording of meetings, recommended the Board approve the amendments to By-Laws Sections 3.01, 3.02, 3.05(b), 3.06(d) and (e), 3.09(a) and (e), 4.01(b), and 5.04(a) as presented in Attachment 1 (Redlined Version); and

WHEREAS, on September 13 2022, the Governance Committee met to consider DC Water's proposal to further amend the By-Laws to revise the Strategic Planning Committee's title, charge, and composition; and

WHEREAS, the General Manager discussed the feedback received at the July 2022 Joint Board meeting, when DC Water's Senior Executive Team proposed the following recommendations: 1) shift the focus from strategic planning to strategic management; 2) reduce the Committee size, excluding the entire body of the Board; and 3) hold at least two biannual meetings after the close of Fiscal Year quarters two and four; and 3) receive and provide input on early-stage, strategic issues; and

WHEREAS, the General Manager presented the proposal By-Laws amendments to Section 5.01(a)(viii) that would have the following benefits: 1) offers a smaller, more nimble committee, 2) timing of the meeting is synchronized with staff quarterly status meetings, and 3) aligns with DC Water's approach to early-stage strategic management; and

WHEREAS, the Governance Committee, after consideration and discussion regarding the proposed amendments, recommended the Board approve the amendments to By-Laws Section 5.01(a)(viii) as presented in Attachment 1 (Redlined Version); and

WHEREAS, the General Manager after consideration of the comments by the Governance Committee regarding the number of meeting, further revised the proposed amendments to read "shall meet at least two bi-annual meetings" to set the biannual meetings as a minimum of meetings, the Committee will hold annually; and

WHEREAS, the Board of Directors, having reviewed the matter, concluded that the amendments to the By-Laws are appropriate and necessary.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Directors approves the amended By-Laws as set forth in Attachment 2 (Clean Version) of this Resolution.
2. The General Manager is authorized to take all steps necessary to implement the intentions expressed in this Resolution.
3. This Resolution shall be effective immediately.


Acting Secretary to the Board of Directors

Attachment 1: Amendments to By-Laws Sections 3.01, 3.02, 3.05(b), 3.06(d) and (e), 3.09(a) and (e), 4.01(b), 5.01(a)(viii), and 5.04(a) to Revise Manner Public Participates in Meetings and Revise the Strategic Planning Committee’s Title, Charge, and Composition and Other Amendments (Redlined Version)

**BY-LAWS
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

**Adopted – October 17, 1996; Resolution 96-11
Amended – February 4, 1999; Resolution 99-10
Amended – February 1, 2001; Resolution 01-16
Amended – September 12, 2002; Resolution 02-75
Amended – December 4, 2003; Resolution 03-86
Amended – July 5, 2007; Resolution 07-64
Amended – October 2, 2008; Resolution 08-87
Amended – April 1, 2010; Resolution 10-42
Amended – October 7, 2010; Resolution 10-100
Amended – December 2, 2010; Resolution 10-115
Amended – April 7, 2011; Resolution 11-49
Amended – December 5, 2013; Resolution 13-112
Amended – February 2, 2017; Resolution 17-11
Amended – September 5, 2019; Resolution 19-47
Amended – April 2, 2020; Resolution 20-30
Amended – October 7, 2021; Resolution 21-78
Amended – December 2, 2021; Resolution 21-111
Proposed Amendment – October 6, 2022; Resolution 22-XX**

§ 3.01 Meetings to be Open to Public; Availability of Records

(a) For purposes of these By-Laws, except as provided in subsection (g), the term “meeting” shall be defined as a gathering of a quorum of the members of the Board, including hearings and roundtables, whether formal or informal, regular, closed executive session, or emergency, at which the members of the Board during such gathering consider, conduct, or advise on Authority business, including gathering of information, taking testimony, discussing, deliberating, recommending, and voting, regardless whether the meeting is held in-person, by telephone, electronically, or by other means of communication. The term “meeting” may also include part or all of a retreat. The term “meeting” shall not include a chance or social gathering, press conference, or training session.

(b) Except as provided in § 3.04, all meetings shall be open to the public. A meeting shall be deemed open to the public if:

- (i) The public is permitted to be physically present and/or attend remotely;
- (ii) The news media, as defined by D.C. Official Code § 16-4701, is permitted to be present and/or attend remotely;
- (iii) The meeting is televised; or
- (iv) The meeting is held in a manner consistent with the requirements provided in D.C. Official Code § 2-575(a).

(c) All meetings, whether open or closed, shall be recorded by electronic means; provided, that if a recording is not feasible, detailed minutes of the meeting shall be kept.

(d) Copies of records, including an electronic recording, a written transcript or transcription shall be made available to the public, at a reasonable cost, upon request in accordance with the following schedule, provided that a record, or a portion of a record, may be withheld under the standards established for closed executive session meetings as provided in § 3.04:

- (i) A copy of the approved minutes of a meeting shall be made available for public inspection as soon as practicable, but no later than three (3) business days after the meeting at which the minutes were approved.
- (ii) A copy of the full record, including any electronic recording or transcript, shall be made available for public inspection as soon as practicable, but not later than seven (7) business days after the meeting.

§ 3.02 Regular Meetings

Regular meetings of the Board shall be held on the first Thursday of each month, or if such day is a legal holiday in the District of Columbia, then on the next weekday following such day unless an alternate date is determined to be appropriate by the Chairperson. Meetings may be held in-person, telephonically and via videoconferencing (remotely) as determined by the Board or Committee Chairperson. All in-person meetings shall be held at the District of Columbia Water and Sewer Authority Headquarters Building, 1385 Canal Street, S.E., Washington, D.C. 20003, or as otherwise specified in the notice of such meeting.

§ 3.05 Notice to the Board of Meetings

(b) The notice shall state the date, time, and place of the meeting and shall be accompanied by a proposed agenda, prepared in accordance with § 3.07(a), except that where an emergency meeting is called, and time does not allow for the preparation of an

agenda prior to the issuance of notice, and the notice shall include a brief description of the matters to be considered. If Board or Committee Chairperson determines the meeting will be held telephonically and via videoconferencing (remotely), the notice shall inform the Board members and public how they may attend the meeting telephonically or via videoconference (remotely).

§ 3.06 Notice of Meetings to the Public

(a) The Secretary to the Board shall inform the public of any Board or Committee meeting, including regular or closed executive session meeting, when they are scheduled and when the schedule is changed;

(b) Notices to the public shall be:

- (i) Posted on the Authority's website and in a public area at the District of Columbia Water and Sewer Authority Headquarters Building, or the location of the Board or Committee meeting not less than forty-eight (48) hours or two (2) business days before a meeting;
- (ii) Published in the *D.C. Register* as timely as practicable; and
- (iii) Include information in the notice published on the DC Water website that informs the public how they may remotely attend the meeting.

(c) The Secretary to the Board shall inform the public of a Public Hearing to consider the establishment or adjustment of retail water and sewer rates as follows:

- (i) Publish a Notice of Public Hearing in the *D.C. Register* and a newspaper of general circulation at least forty-five (45) days prior to the date of the hearing;
- (ii) Include in the notice information to inform the public how they may remotely attend and participate in the Public Hearing;
- (iii) Include in the notice the date when public comments must be submitted, which shall be five (5) calendar days after the date of the Public Hearing; and

Distribute the notice widely and publicly in a form sufficiently detailed and complete to permit the public to realize its specific and affected interest.

(d) The Secretary to the Board shall inform the public of any emergency meeting by posting the notice of the meeting on the Authority's website and in a public area at the District of Columbia Water and Sewer Authority Headquarters Building, or the location of the Board or Committee meeting at the same time as notice of the meeting is issued to Board members.

(e) Each notice to the public for a Board or Committee meeting shall include the date, time, location, and planned agenda to be covered at the meeting. The notice published on the DC Water website shall also include information on how the public may remotely attend the meeting. If the meeting or any portion of the meeting is to be closed, the notice shall include, if feasible, a statement of intent to close the meeting or any portion of the meeting, including citations to the reason for closure under § 3.04(a), and a description of the matters to be discussed.

§ 3.09 Conduct of Business

(a) The Board Chairperson shall preside over Board meetings and the Committee Chairperson shall preside over their Committee meetings.

(e) Physical attendance at Board and Committee meetings is the preferred method of participation. However, Board members may participate telephonically and via videoconferencing in both Board and Committee meetings. Members participating in Board or Committee meetings telephonically or via videoconferencing may both be considered for purposes of determination of a quorum and vote. Members participating in Committee meetings telephonically or via videoconferencing may voice their recommendations to the Board. However, such telephonic and videoconferencing participation is to occur only when the following conditions are met: (i) neither the principal nor the principal's alternate can attend the meeting in person; or (ii) the Chairperson for the Board or Committee determines that the telephonic and/or videoconferencing communication is in the best interest of the Authority. In order for the Chairperson to make this determination, the Board member wishing to participate telephonically or via videoconferencing must notify the Chairperson as soon as he/she is aware of the need to participate in this manner or the day before the meeting, whichever occurrence is earlier in time.

§ 4.01 Appointment

(a) The Officers of the Board shall consist of the Chairperson, who shall be selected as provided for in the Act; a First Vice-Chairperson, Second Vice-Chairperson; and Vice-Chairperson and Alternate Vice-Chairperson for each participating jurisdiction.

(b) First Vice-Chairperson and Second Vice-Chairperson Officers shall be nominated by the Executive Committee and, by resolution, approved by the Board.

§ 5.01 Establishment

(a) The following shall be standing Committees of the Board, with such other responsibilities as are specified by the Chairperson or appropriate resolution of the Board, including but not limited to the review of contracts that are material to the Committee's assigned duties. The Board may create additional standing Committees as it deems necessary. The Committees shall receive detailed information in their areas of responsibility and make recommendations to the Board. Only formal actions of the Board

through resolution can bind the Authority. The chairperson of a standing or ad-hoc Committee, with the concurrence of the Chairperson of the Board, may designate an acting chairperson for the purposes of chairing a particular standing or ad-hoc Committee meeting.

- (viii) Strategic Management Committee: Shall meet at least bi-annually during the First and Third Quarter of the Fiscal Year and make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to: early-stage strategic matters requiring input and/or oversight and the advancement of strategic goals.

§ 5.04 Standing Committee Meetings

(a) At the first meeting each year of a standing Committee, the Chairperson of such Committee (or the acting chairperson designated pursuant to § 5.01(a)), in consultation with the other members of the Committee, the Chairperson of the Board, and the General Manager, shall establish a meeting schedule for the remainder of the year and for the first meeting in the ensuing year. Such schedule shall specify the date, time, and location (in-person, telephonically or videoconferencing (remotely)) at which each Committee meeting shall be held. In consulting with the other members of the Committee, the Chairperson of the Board, and the General Manager, the chairperson of the Committee shall endeavor to the greatest possible extent to avoid conflicts with the meeting schedules of other Committees and to minimize inconvenience to Board Members and Alternates serving on multiple Committees, and to the General Manager and relevant staff, so as to facilitate Committee meeting attendance by all appropriate participants.

**BY-LAWS
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

**Adopted – October 17, 1996; Resolution 96-11
Amended – February 4, 1999; Resolution 99-10
Amended – February 1, 2001; Resolution 01-16
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Amended – December 2, 2021; Resolution 21-111
Amended – October 6, 2022; Resolution 22-56**

**ARTICLE I
General**

These By-Laws and the Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996 (the “Act”), as the Act shall be amended from time to time, govern the function and operation of the District of Columbia Water and Sewer Authority (the “Authority”) and in the event of any conflict between these By-Laws and the Act, the Act shall control to the extent of the conflict. Terms defined in the Act shall have the same meaning when used in these By-Laws. References in these By-Laws to the Act, or any provision thereof, shall include a reference to any amendment to the Act which takes effect after the adoption of these By-Laws.

**ARTICLE II
Board of Directors**

§ 2.01 Composition

(a) The Board of Directors of the Authority (the “Board”) shall consist of eleven (11) principal Board members (“principal members”) and eleven (11) alternate Board members (“alternate members”).

(b) Alternate members may participate in discussion at Board meetings, at the Chairperson’s discretion, but may vote at Board meetings only when their corresponding principal Board member is absent. An alternate member permitted by this subsection to

vote at a meeting shall do so as a representative of their corresponding principal member except that if the principal's position is vacant the alternate shall vote in her or his own right.

(c) Principal members shall endeavor to attend all Board meetings and meetings of those Committees upon which they serve.

(d) Alternate members shall attend any meeting which their corresponding principal is required to, but cannot attend. Alternates shall either attend all other meetings or familiarize themselves with the discussions and determination made at such meetings.

(e) Alternate members may be appointed by the Chairperson to the Committees established by the Board and may fully participate in Committee functions.

§ 2.02 Duties

The Board shall develop policies for the management, maintenance, and operation of water distribution and sewage collection and treatment, disposal systems and other devices and facilities under the control of the Authority, and shall perform such other duties as are specified in or otherwise required by the Act and these By-Laws.

§ 2.03 Removal, Suspension, and Termination

(a) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for misconduct or neglect of duty. The Mayor may remove a principal or alternate pursuant to section 204(g) of the Act (D.C. Official Code § 34-2202.04(a)(4)(g)).

(b) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for misconduct if the Board finds that the member or alternate committed any act involving moral turpitude. The Mayor may remove a principal or alternate pursuant to section 204(g) of the Act (D.C. Official Code § 34-2202.04(a)(4)(g)).

(c) The Board may recommend that the Mayor remove, suspend, or terminate a principal or alternate member for neglect of duty if the Board finds that:

- (i) The principal or alternate member committed any act or omission which constitutes a breach of the Board member's or alternate's fiduciary duty to the Board or the Authority;
- (ii) A principal member failed to attend two or more Board meetings, or three or more meetings of a Committee to which such member is appointed, within a twelve-month period, without providing a business or personal reason which the Board determines is legitimate; or

- (iii) An alternate member, having received notice from his or her corresponding principal member of that member's inability to attend a meeting (as required by § 3.05 (c)), failed to attend two or more such Board meetings, or three or more Committee meetings, within a twelve-month period, without providing a business or personal reason which the Board determines is legitimate.

(d) A principal or alternate member who is indicted for the commission of a felony shall be automatically suspended from serving on the Board. Upon a final determination of guilt, the term of the principal or alternate member shall be automatically terminated. Upon a final determination of innocence, the Mayor may reinstate the Board member.

§ 2.04 Resignation

Any principal or alternate member may resign by giving notice of resignation to the Mayor and a copy of the notice to the Secretary to the Board. A non-District member shall also notify the official authorized to recommend a successor. The member's resignation shall take effect on the date specified in the notice.

§ 2.05 Compensation

Principal and alternate members of the Board of Directors shall be compensated and reimbursed for expenses as provided in the Act and in accordance with the Authority's reimbursement procedures for executive officers.

ARTICLE III Meetings

§ 3.01 Meetings to be Open to Public; Availability of Records

(a) For purposes of these By-Laws, except as provided in subsection (g), the term "meeting" shall be defined as a gathering of a quorum of the members of the Board, including hearings and roundtables, whether formal or informal, regular, closed executive session, or emergency, at which the members of the Board during such gathering consider, conduct, or advise on Authority business, including gathering of information, taking testimony, discussing, deliberating, recommending, and voting, regardless whether the meeting is held in-person, by telephone, electronically, or by other means of communication. The term "meeting" may also include part or all of a retreat. The term "meeting" shall not include a chance or social gathering, press conference, or training session.

(b) Except as provided in § 3.04, all meetings shall be open to the public. A meeting shall be deemed open to the public if:

- (i) The public is permitted to be physically present and/or attend remotely;
- (ii) The news media, as defined by D.C. Official Code § 16-4701, is permitted to be present and/or attend remotely;
- (iii) The meeting is televised; or
- (iv) The meeting is held in a manner consistent with the requirements provided in D.C. Official Code § 2-575(a).

(c) All meetings, whether open or closed, shall be recorded by electronic means; provided, that if a recording is not feasible, detailed minutes of the meeting shall be kept.

(d) Copies of records, including an electronic recording, a written transcript or transcription shall be made available to the public, at a reasonable cost, upon request in accordance with the following schedule, provided that a record, or a portion of a record, may be withheld under the standards established for closed executive session meetings as provided in § 3.04:

- (i) A copy of the approved minutes of a meeting shall be made available for public inspection as soon as practicable, but no later than three (3) business days after the meeting at which the minutes were approved.
- (ii) A copy of the full record, including any electronic recording or transcript, shall be made available for public inspection as soon as practicable, but not later than seven (7) business days after the meeting.

(e) A meeting may be held by video conference, telephone conference, or other electronic means, provided that:

- (i) Reasonable arrangements are made to accommodate the public's right to attend the meeting;
- (ii) The meeting is recorded; and
- (iii) All votes are taken by roll call.

(f) A meeting held by electronic means shall comply with all of the requirements of these By-Laws.

(g) E-mail exchanges among principal or alternate members and staff shall not constitute an electronic meeting.

§ 3.02 Regular Meetings

Regular meetings of the Board shall be held on the first Thursday of each month, or if such day is a legal holiday in the District of Columbia, then on the next weekday following such day unless an alternate date is determined to be appropriate by the Chairperson. Meetings may be held in-person, telephonically and via videoconferencing (remotely) as determined by the Board or Committee Chairperson. All in-person meetings shall be held at the District of Columbia Water and Sewer Authority Headquarters Building, 1385 Canal Street, S.E., Washington, D.C. 20003, or as otherwise specified in the notice of such meeting.

§ 3.03 Emergency Meetings

(a) Emergency meetings of the Board to address an urgent matter may be called by the Chairperson on his or her own initiative, or upon the written request of not less than three members of the Board entitled to vote on the matter or matters to be considered at the emergency meeting (which request shall specify such proposed matter or matters and shall be delivered to the Chairperson and the Secretary to the Board).

(b) When an emergency meeting is convened, the Chairperson shall open the meeting with a statement explaining the subject of the meeting, the nature of the emergency and how public notice was provided.

§ 3.04 Closed (Executive Session) Meetings

(a) The Board or Committee may only close a meeting or portion of a meeting for an executive session for the following reasons:

- (i) A law or court order requires that a particular matter or proceeding not be public;
- (ii) To discuss, establish, or instruct the Authority's staff or negotiating agents concerning the position to be taken in negotiating the price and other material terms of a contract, including an employment contract, if an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority;
- (iii) To discuss, establish, or instruct the Authority's staff or negotiating agents concerning the position to be taken in negotiating incentives relating to the location or expansion of industries or other businesses or business activities in the District;
- (iv) To consult with the Executive Vice-President, Legal Affairs or other attorney to obtain legal advice and to preserve the attorney-client privilege between an attorney and the Authority, or to approve settlement agreements; provided, that, upon request, the Authority

may decide to waive the privilege. A meeting shall not be closed that would otherwise be open merely because an attorney for the Authority is a participant;

- (v) Planning, discussing, or conducting specific collective bargaining negotiations;
- (vi) Preparation, administration, or grading of scholastic, licensing, or qualifying examinations;
- (vii) To prevent premature disclosure of an honorary degree, scholarship, prize, or similar award;
- (viii) To discuss and take action regarding specific methods and procedures to protect the public from existing or potential terrorist activity or substantial dangers to public health and safety, and to receive briefings by staff members, legal counsel, law enforcement officials, or emergency service officials concerning these methods and procedures; provided, that disclosure would endanger the public and a record of the closed session is made public if and when the public would not be endangered by that disclosure;
- (ix) To discuss disciplinary matters;
- (x) To discuss the appointment, employment, assignment, promotion, performance evaluation, compensation, discipline, demotion, removal, or resignation of government appointees, employees, or officials;
- (xi) To discuss trade secrets and commercial or financial information obtained from outside the Authority, to the extent that disclosure would result in substantial harm to the competitive position of the person from whom the information was obtained;
- (xii) To train and develop members of the Board and staff, including off-site retreats of members for such purposes;
- (xiii) To deliberate upon a decision in an adjudication action or proceeding by the Authority exercising quasi-judicial functions; and
- (xiv) To plan, discuss, or hear reports concerning ongoing or planned investigations of alleged criminal or civil misconduct or violations of law or regulations, if disclosure to the public would harm the investigation.

(b) Before a Board or Committee meeting or portion of a meeting is closed for an executive session, the Board or Committee shall:

- (i) Meet in an open session at which a majority of the members present shall vote in favor of closure;
- (ii) The Chairperson or acting Chairperson of the Board or Committee shall make a statement providing the reason for closure, including a citation from § 3.04(a) and the subjects to be discussed; and
- (iii) The Secretary to the Board shall make available to the public a copy of the written roll call vote and the statement.

(c) A Board or Committee meeting in a closed executive session shall not discuss or consider matters other than those matters listed under § 3.04(a).

§ 3.05 Notice to the Board of Meetings

(a) Before any meeting of the Board, the Secretary to the Board shall notify principal and alternate members of the meeting by:

- (i) Mailing a notice by first class mail, postage prepaid at least five (5) days (Saturdays, Sundays and legal holidays excluded) before the date of such meeting to the principal and alternate members' addresses appearing on the Authority's records; or
- (ii) Delivering a notice by hand, facsimile or e-mail transmission at least one (1) day (Saturdays, Sundays and legal holidays excluded) before the date of such meeting to the principal and alternate members' respective addresses, facsimile numbers or e-mail addresses appearing on the record.

(b) The notice shall state the date, time, and place of the meeting and shall be accompanied by a proposed agenda, prepared in accordance with § 3.07(a), except that where an emergency meeting is called, and time does not allow for the preparation of an agenda prior to the issuance of notice, and the notice shall include a brief description of the matters to be considered. If Board or Committee Chairperson determines the meeting will be held telephonically and via videoconferencing (remotely), the notice shall inform the Board members and public how they may attend the meeting telephonically or via videoconference (remotely).

(c) A member who is unable to attend a meeting due to legitimate personal or business reasons shall notify the designated alternate and the Secretary to the Board. If the member's corresponding alternate is also unable to attend, the alternate shall notify the Secretary to the Board of these circumstances and the reason for his or her absence.

(d) Satisfaction of the notice requirements of this Section may be waived by a majority of the members of the Board at a meeting at which a quorum is present, provided that the Secretary to the Board shall have made reasonable efforts to comply with such requirements. The attendance of a principal or alternate member at a Board meeting shall constitute such a waiver unless specific objection is made before the presence of a quorum is determined.

§ 3.06 Notice of Meetings to the Public

(a) The Secretary to the Board shall inform the public of any Board or Committee meeting, including regular or closed executive session meeting, when they are scheduled and when the schedule is changed;

(b) Notices to the public shall be:

- (i) Posted on the Authority's website and in a public area at the District of Columbia Water and Sewer Authority Headquarters Building, or the location of the Board or Committee meeting not less than forty-eight (48) hours or two (2) business days before a meeting;
- (ii) Published in the *D.C. Register* as timely as practicable; and
- (iii) Include information in the notice published on the DC Water website that informs the public how they may remotely attend the meeting.

(c) The Secretary to the Board shall inform the public of a Public Hearing to consider the establishment or adjustment of retail water and sewer rates as follows:

- (i) Publish a Notice of Public Hearing in the *D.C. Register* and a newspaper of general circulation at least forty-five (45) days prior to the date of the hearing;
- (ii) Include in the notice information to inform the public how they may remotely attend and participate in the Public Hearing;
- (iii) Include in the notice the date when public comments must be submitted, which shall be five (5) calendar days after the date of the Public Hearing; and
- (iv) Distribute the notice widely and publicly in a form sufficiently detailed and complete to permit the public to realize its specific and affected interest.

(d) The Secretary to the Board shall inform the public of any emergency meeting by posting the notice of the meeting on the Authority's website and in a public area at the District of Columbia Water and Sewer Authority Headquarters Building, or the

location of the Board or Committee meeting at the same time as notice of the meeting is issued to Board members.

(e) Each notice to the public for a Board or Committee meeting shall include the date, time, location, and planned agenda to be covered at the meeting. The notice published on the DC Water website shall also include information on how the public may remotely attend the meeting. If the meeting or any portion of the meeting is to be closed, the notice shall include, if feasible, a statement of intent to close the meeting or any portion of the meeting, including citations to the reason for closure under § 3.04(a), and a description of the matters to be discussed.

§ 3.07 Agenda

(a) The Secretary to the Board shall prepare a proposed agenda under the Chairperson's direction, including a consent agenda, for each meeting of the Board and Committee. The agenda shall be attached to the notices provided for in §§ 3.05 and 3.06, and shall designate, by an asterisk or other mark, those items which do not involve "joint-use sewerage facilities" within the meaning of Section 201(4) of the Act (a "non joint-use" matter).

(b) A motion to change the designation or non-designation of an agenda item as non joint-use must be made and acted on prior to discussion of the item. In the event that the Board is to consider a matter not listed on the proposed agenda or matters at an emergency meeting for which no agenda was prepared, such matters are presumed to be joint-use items unless a motion to redesignate the item is made and acted on prior to discussion of the item.

§ 3.08 Quorum

(a) Six (6) principal members shall constitute a quorum for the transaction of Board business, except that an alternate member may be counted towards a quorum in the absence of their corresponding principal member.

(b) Four (4) District members shall constitute a quorum for conducting a public hearing to establish or adjust retail water and sewer rates, pursuant to 21 DCMR § 4001.3.

(c) Committees shall not be required to meet a quorum requirement to hold a meeting.

(d) The number of attendees at a Board or Committee meeting shall not be kept below the number required to establish a quorum to avoid these requirements.

§ 3.09 Conduct of Business

(a) The Board Chairperson shall preside over Board meetings and the Committee Chairperson shall preside over their Committee meetings.

(b) Board actions shall be presented for a vote in the form of a resolution.

(c) The Board may postpone consideration of an agenda item by a majority vote of those members authorized to participate in the decision.

(d) All votes of the Board or Committee to hold a closed executive session or during a meeting conducted by electronic means shall be taken by roll call and recorded by the Secretary to the Board.

(e) Physical attendance at Board and Committee meetings is the preferred method of participation. However, Board members may participate telephonically and via videoconferencing in both Board and Committee meetings. Members participating in Board or Committee meetings telephonically or via videoconferencing may both be considered for purposes of determination of a quorum and vote. Members participating in Committee meetings telephonically or via videoconferencing may voice their recommendations to the Board. However, such telephonic and videoconferencing participation is to occur only when the following conditions are met: (i) neither the principal nor the principal's alternate can attend the meeting in person; or (ii) the Chairperson for the Board or Committee determines that the telephonic and/or videoconferencing communication is in the best interest of the Authority. In order for the Chairperson to make this determination, the Board member wishing to participate telephonically or via videoconferencing must notify the Chairperson as soon as he/she is aware of the need to participate in this manner or the day before the meeting, whichever occurrence is earlier in time.

(f) The Board may establish rules governing the conduct and procedure of Board and Committee meetings. Questions of procedure for meetings of the Board or Committee meetings that are not determined by these By-Laws or any rules adopted by the Board shall be governed by Robert's Rules of Order as interpreted by the Chairperson.

ARTICLE IV Officers of the Board

§ 4.01 Appointment

(a) The Officers of the Board shall consist of the Chairperson, who shall be selected as provided for in the Act; a First Vice-Chairperson, Second Vice-Chairperson; and Vice-Chairperson and Alternate Vice-Chairperson for each participating jurisdiction.

(b) First Vice-Chairperson and Second Vice-Chairperson Officers shall be nominated by the Executive Committee and, by resolution, approved by the Board.

(c) Vice-Chairperson and Alternate Vice-Chairperson for each participating jurisdiction shall be nominated by the members from their respective jurisdiction and, by resolution, approved by the Board. In the event a jurisdiction has a Board member who holds an executive position in their jurisdiction (i.e. the City Administrator for the District of Columbia, the County Executive for Fairfax County, the Chief Administrative Officer for Prince George's County and the Chief Administrative Officer for Montgomery County) that person shall automatically be appointed the Vice-Chairperson for that jurisdiction, unless such person also serves as the Chairperson in which case a non-executive shall be appointed to fill the position of Vice-Chairperson for that jurisdiction.

(d) Except for the Chairperson, all other Board Officers established by these By-Laws shall, by resolution, be approved by the Board at the first regular Board meeting of the calendar year, or as necessary.

(e) The Board may, by resolution, create or abolish any officer position (other than the Chairperson).

(f) The Board may, by resolution, delegate the duties of the officer position (other than the Chairperson) to any alternate member.

(g) Except for the Executive Committee, the Chairperson shall appoint the chairperson and members of standing and ad-hoc Committees of the Board, as recommended by the Executive Committee.

§ 4.02 Duties

(a) The Chairperson's duties shall include but are not limited to calling emergency meetings of the Board in accordance with § 3.03, determining the agenda of a meeting for purposes of § 3.07, presiding over Board meetings in accordance with § 3.09, establishing ad-hoc Committees of the Board, appointing members and chairpersons of the standing and ad-hoc Committees of the Board in accordance with §§ 4.01(g) and 5.02, and carrying out such other duties as are specified in these By-Laws or delegated to the Chairperson by resolutions of the Board that are in accordance with the Act and these By-Laws.

(b) The First Vice-Chairperson shall fulfill the duties of the Chairperson if the Chairperson is absent or otherwise unavailable to do so. The Second Vice-Chairperson shall fulfill the duties of the First Vice-Chairperson if the First Vice-Chairperson is absent or otherwise unavailable.

(c) The Alternate Vice-Chairperson for each jurisdiction shall fulfill the duties of the Vice-Chairperson for their respective jurisdiction if the Vice-Chairperson is absent or otherwise unavailable to do so.

§ 4.03 Term of Office

Except for the Chairperson, an Officer of the Board shall serve a one (1) year term commencing upon approval of the Board and terminating on December 31st of each calendar year or until a successor assumes office, unless the Officer resigns or is removed.

§ 4.04 Resignation and Removal of Officers

(a) Officers of the Board shall serve the full term provided in these By-Laws unless such term is terminated earlier by resolution of the Board for cause.

(b) An Officer may resign by written notice to the Chairperson and the Secretary to the Board. The resignation shall take effect on the date the notice is received, unless the notice specifies a later effective date, which is acceptable to the Chairperson.

(c) The Board may appoint a successor to fill the unexpired term of a resigned or removed Officer (other than the Chairperson), or for a new term, as the Board considers appropriate.

ARTICLE V Committees

§ 5.01 Establishment

(a) The following shall be standing Committees of the Board, with such other responsibilities as are specified by the Chairperson or appropriate resolution of the Board, including but not limited to the review of contracts that are material to the Committee's assigned duties. The Board may create additional standing Committees as it deems necessary. The Committees shall receive detailed information in their areas of responsibility and make recommendations to the Board. Only formal actions of the Board through resolution can bind the Authority. The chairperson of a standing or ad-hoc Committee, with the concurrence of the Chairperson of the Board, may designate an acting chairperson for the purposes of chairing a particular standing or ad-hoc Committee meeting.

- (i) Executive Committee: Shall be composed of the Officers of the Board and shall meet at the direction of the Chairperson to: provide recommendations to the Board regarding Board organizational direction, strategic planning, and general affairs; nominate the First Vice-Chairperson and Second Vice-Chairperson as provided in § 4.01(b); provide recommendations to the Chairperson for Committee chairmanship and membership; and provide recommendations to the Board regarding the terms, requirements and conditions of employment and performance review for the General Manager.
- (ii) Finance and Budget Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors which have a significant and material fiscal effect as a

result of operations, including by way of example and not limitation, adoption of the budget, borrowings, investments, grants, acquisitions, accounting, sales, insurance, adjustments to charges due for services or commodities furnished by the Authority, appropriations and the settlement of claims.

- (iii) District of Columbia Retail Water and Sewer Rates Committee: Shall be composed of the six (6) members of the Board representing the District and shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the establishment of rates and fees for services or commodities furnished by the Authority; and customer services issues, including but not limited to customer education initiatives and customer assistance programs.
- (iv) Environmental Quality and Operations Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to: the assets, facilities and infrastructure owned, operated, or managed by the Authority, including but not limited to emergency planning and safety of operations; matters related to environmental and water quality; the operation, repair and replacement of water distribution, and sewage and stormwater collection, treatment, and disposal systems; and groundwater flow management.
- (v) Human Resources and Labor Relations Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the terms, requirements and conditions of employment for all employees, excluding the General Manager, to include, by way of example and not limitation, matters involving compensation, pension and other benefits, awards and collective bargaining agreements.
- (vi) Audit & Risk Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to the independent appraisal of internal controls, operations and procedures utilized by the Authority in its financial and other operations, shall make recommendations to the Board regarding the selection of the Authority's independent outside auditors, and shall meet as appropriate with such auditors with or without the presence of the Authority's management. The Committee shall also make recommendations to the Board regarding the Authority's internal controls that are in accordance with best management practices to identify, assess, monitor, and manage internal and external risks that are significant to the fulfillment of the Authority's strategic business objectives.

- (vii) Governance Committee: Shall make recommendations to the Board regarding the policies and procedures to be followed by the Board, matters of internal governance of the Board, resolution of ethical questions, the discharge of the Board's duties, including any modifications of these By-Laws, and policy level oversight of the Authority's legislative and governmental relations activities. The Committee may also consider other matters involving the conduct of members, which may be referred by the Chairperson.
- (viii) Strategic Management Committee: Shall meet at least bi-annually during the First and Third Quarter of the Fiscal Year and make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to: early-stage strategic matters requiring input and/or oversight and the advancement of strategic goals.

§ 5.02 Appointment

Except for the Executive Committee, members of the Board's standing Committees and ad-hoc Committees, and the chairpersons of these Committees, shall be appointed by the Chairperson of the Board as recommended by the Executive Committee. Only District Board members may serve on Committees or Subcommittees with jurisdiction over the rates charged to District retail water and sewer customers.

§ 5.03 Duties

The principal duty of any Committee shall be to recommend proposed action to the Board of Directors. No Committee or individual member shall have the power to bind the Board or the Authority to any matter or obligation or to authorize any act by the Authority.

§ 5.04 Standing Committee Meetings

(a) At the first meeting each year of a standing Committee, the Chairperson of such Committee (or the acting chairperson designated pursuant to § 5.01(a)), in consultation with the other members of the Committee, the Chairperson of the Board, and the General Manager, shall establish a meeting schedule for the remainder of the year and for the first meeting in the ensuing year. Such schedule shall specify the date, time, and location (in-person, telephonically or videoconferencing (remotely)) at which each Committee meeting shall be held. In consulting with the other members of the Committee, the Chairperson of the Board, and the General Manager, the chairperson of the Committee shall endeavor to the greatest possible extent to avoid conflicts with the meeting schedules of other Committees and to minimize inconvenience to Board Members and Alternates serving on multiple Committees, and to the General Manager and relevant staff, so as to facilitate Committee meeting attendance by all appropriate participants.

(b) Following the establishment of a Committee meeting schedule as provided in subsection (a), should the Chairperson of a Committee be unable to attend a scheduled meeting, such Committee chairperson shall request the Vice-Chairperson of the Committee (if a Vice-Chairperson has been designated) to serve as acting Chairperson for the purpose of conducting the meeting at the previously scheduled date, time, and location. If the Vice-Chairperson is unable to attend, the Committee Chairperson shall request another member of the Committee to serve as acting Chairperson for such meeting. In the event that neither the Vice-Chairperson nor another Committee member is available to serve as acting Chairperson for a previously scheduled meeting, or if it appears that a significant number of Committee members will be unable to attend at the scheduled date, time, or location, or at the request of the General Manager, the Committee Chairperson may request that the Chairperson of the Board waive the requirements of this subsection for good cause shown and permit such meeting to be held on a different date, or at a different time or location. Should the Chairperson not grant such a waiver, the meeting shall be cancelled.

ARTICLE VI Administration

§ 6.01 General Manager

The Board shall hire a General Manager upon the affirmative vote of eight (8) voting members. The General Manager shall be the chief administrative officer of the Authority and, subject to the direction and supervision of the Board, shall have such supervisory and management responsibilities concerning the Authority's business, affairs, property, agents, and employees as the Board expressly determines by resolution. The General Manager may only be terminated upon an affirmative vote of eight (8) voting members.

§ 6.02 Delegation

The Board may by resolution delegate to the General Manager any of its authority to the extent permitted by the Act, including, but not limited to procurement authority in such amounts as are specified by the Board.

§ 6.03 Secretary to the Board

(a) There is hereby established the Office of Secretary to the Board. The Secretary to the Board shall not be an Officer of the Board and may not vote, but may be an employee of the Authority.

(b) The Secretary shall:

- (i) In addition to the responsibility established in section 3.07, coordinate under the direction of the General Manager, all Board meetings and other business activities of the Board;
- (ii) Prepare meeting minutes from Board meetings and other business activities when appropriate and prepare agendas in accordance with § 3.07;
- (iii) Keep a written transcript or transcription of the proceedings of the Board and any hearings in one or more books kept for that purpose. The Secretary shall have custody of all books, records and papers of the Board;
- (iv) Make available to the public any recordings, transcripts or transcription prepared pursuant to § 3.01 of these By-Laws and furnish copies to the public in accordance with that section;
- (v) Maintain the annual reports required by law and approved by the Board. The Secretary shall transmit copies of the approved report to the Mayor and the Council, and shall make the report available to the public;
- (vi) Have custody of the seal of the Authority and shall have authority to affix, impress or reproduce such seal on copies of resolutions and other official actions of the Authority and on all documents, the execution and delivery of which has been duly authorized by the Board; and
- (vii) Perform all duties and have all powers incident to the Office of the Secretary and shall perform such other duties and have such other powers as may be assigned by these By-Laws, the Board, its Chairperson, or the General Manager.

ARTICLE VII Amendment

These By-Laws may be amended by a majority vote of the Board at a meeting which is open to the public in accordance with the Open Meetings Amendment Act of 2010 (D.C. Official Code § 2-501 *et seq.*).

ARTICLE VIII Miscellany

§ 8.01 Offices

(a) The principal office of the Authority and of the Board shall be located at the District of Columbia Water and Sewer Authority Headquarters Building, 1385 Canal Street, S.E., Washington, D.C. 20003.

(b) The Board may maintain other offices at such other places in the District as the Board may establish from time to time.

§ 8.02 Seal

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and its year of establishment.

§ 8.03 Fiscal Year

The Fiscal Year of the Authority shall end on the last day of September of each year.

§ 8.04 Sureties and Bonds

The Board may require any officer, employee, or agent of the Authority to execute, as a condition of employment or continued employment, a bond in such sum, with such surety or sureties as the Board may direct, conditioned upon the faithful performance of such person's duties to the Authority, including responsibility for negligence and of the accounting of all property, funds, or securities of the Authority as may come into such person's control.

§ 8.05 Joint-Use Sewerage Facilities

Section 34-2202.01(4) of the D.C. Official Code, designates the following facilities as joint-use:

Little Falls Trunk Sewer; Upper Potomac Interceptor Sewer; Upper Potomac Interceptor Relief Sewer; Rock Creek Main Interceptor Sewer; Rock Creek Main Interceptor Relief Sewer; (duplicate deleted); Potomac River Sewage Pumping Station; Potomac River Force Mains; Watts Branch Trunk Sewer; Anacostia Force Main (Project 89 Sewer); Anacostia Force Main & Gravity Sewer; Outfall Sewers (Renamed Potomac River Trunk Sewers); Outfall Relief Sewers (Renamed Potomac River Trunk Relief Sewers); Upper Oxon Run Trunk Sewer; Upper Oxon Run Trunk Relief Sewer; Lower Oxon Run Trunk Sewer; Lower Oxon Run Trunk Relief Sewer; Blue Plains Wastewater Treatment Plant (Blue Plains); and Potomac Interceptor Sewer.

§ 8.06 Captions

The captions of the articles and sections of these By-Laws are provided solely for convenience of reference and shall not affect the meaning thereof.


Acting Secretary, Board of Directors

Presented and Adopted: October 6, 2022

Subject: Approve Replacing the Federal Holiday Named “Columbus Day” with “Indigenous Peoples’ Day”

**#22-57
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors of the District of Columbia Water and Sewer Authority, (“DC Water”), at the Board meeting held on October 6, 2022, upon consideration of a joint-use matter, decided by a vote of nine (9) in favor and none (0) opposed, to take the following action with respect to approving the replacement of the federal holiday named “Columbus Day” with “Indigenous Peoples’ Day”.

WHEREAS, pursuant to the DC Water Personnel Regulations, 21 DCMR § 5204.3, effective June 20, 2008, Board of Directors is authorized to “determine the number of holidays that are granted to employees each year;” and

WHEREAS, on September 14, 2022, the Human Resources and Labor Relations (HR&LR) Committee met to consider replacing the federal holiday named “Columbus Day” with “Indigenous Peoples’ Day”; and

WHEREAS, the General Manager informed the HR&LR Committee that numerous cities including, Seattle, Los Angeles, Denver, Phoenix, San Francisco, and several states, including Minnesota, Alaska, Vermont and Oregon, and the District of Columbia have replaced Columbus Day with Indigenous Peoples’ Day; and

WHEREAS, the General Manager further reported that on October 8, 2021, President Biden issued a Proclamation proclaiming October 11, 2021, as Indigenous Peoples’ Day “in honor of our diverse history and the Indigenous peoples who contribute to shaping this Nation”; and

WHEREAS, the General Manager requested the HR&LR Committee recommend to the Board to replace the holiday named “Columbus Day” with “Indigenous Peoples’ Day” as a DC Water observed holiday, ever second Monday of October; and

WHEREAS, the Human Resources and Labor Relations Committee after consideration of the General Manager’s recommendation, recommended the Board approve the replacement of the federal holiday named “Columbus Day” with “Indigenous Peoples’ Day”; and

WHEREAS, after consideration of the recommendation of the Human Resources and Labor Relations Committee and the General Manager, the Board approved replacing the federal holiday named "Columbus Day" with "Indigenous Peoples' Day"; and

WHEREAS, this Resolution shall remain in place each year, unless changed by the Board of Directors.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Directors approves 12 official/legal holidays granted to DC Water employees each year as follows:
 - New Year's Day
 - Martin Luther King Jr. Birthday
 - Presidential Inauguration Day (every 4 years)
 - President's Day
 - Memorial Day
 - Juneteenth National Independence Day
 - Independence Day
 - Labor Day
 - Indigenous Peoples' Day
 - Veterans Day
 - Thanksgiving Day
 - Christmas Day

2. The General Manager is authorized to take all actions necessary to fully implement the official/legal holidays approved by the Board of Directors and to establish the schedule of holidays for DC Water employees.

This resolution is effective immediately.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022
SUBJECT: Approval to Execute the Award and Funding of Contract
No. 10126, Page After Page Business Systems, Inc.

#22-58
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on October 6, 2022, upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to approve the execution of Contract No. 10126, Page After Page Business Systems, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute the award and funding of Contract No. 10126, Page After Page Business Systems, Inc. The purpose of the contract is to provide document services for DC Water facilities. These services include staffing and managing the mailrooms and reprographics center. The contract amount is \$1,282,887.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022

SUBJECT: Approval to Execute the Award and Funding for the Base and Four Option Years of Contract No. 10279, Enterprise Security Solutions, LLC

**#22-59
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on October 6, 2022, upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to approve the execution of Contract No. 10279, Enterprise Security Solutions, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute the award and funding for the base and four option years of Contract No. 10279, Enterprise Security Solutions, LLC. The purpose of the contract is to provide maintenance and on-call emergency repair services to ensure the continued proper, safe and reliable operation of access control, alarm and video surveillance systems utilized at DC Water Facilities. The contract amount is \$3,610,000.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022
SUBJECT: Approval to Execute Contract No. DCFA-480, Jacobs Engineering Group, Inc.

#22-60
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on October 6, 2022, upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to approve the execution of Contract No. DCFA-480, Jacobs Engineering Group, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA-480, Jacobs Engineering Group, Inc. The purpose of the contract is to provide electrical feasibility studies, microgrid roadmap, concept designs and other as needed engineering services at Blue Plains AWTP under the Basic Order Agreement (BOA). The contract amount is \$4,000,000.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022

**SUBJECT: Approval to Execute Contract No. 18-PR-CFO-56A,
Applications Software Technology LLC**

**#22-61
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on October 6, 2022, upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to approve the execution of Contract No. 18-PR-CFO-56A, Applications Software Technology LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 18-PR-CFO-56A, Applications Software Technology LLC. The purpose of the contract is to purchase a system integration service for the new Oracle Cloud ERP software for the duration of implementation and subsequent support period. The contract amount is \$315,000.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022

SUBJECT: Approval of Performance Evaluation, Salary Increase, and Bonus for the CEO and General Manager

**#22-62
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“DC Water”) at the Board meeting held on October 6, 2022, upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed, to take the following action with respect to the performance evaluation, salary increase and bonus for the Chief Executive Officer (CEO) and General Manager.

WHEREAS on September 21, 2020, the Board, through Resolution #20-21, approved the performance evaluation for David L. Gadis, extended the contract term to three years, October 1, 2020, through September 30, 2023, increased the salary to \$292,125, effective October 1, 2020, and maintained other material contract terms; and

WHEREAS, the Authority and Mr. Gadis executed an Employment Agreement, effective October 1, 2020, which requires the Board’s Evaluation Committee to conduct a performance evaluation of Mr. Gadis’ performance on an annual basis for the evaluation period of October 1 – September 30 with any adjustments in compensation based on performance being effective as of the beginning of each fiscal year; and

WHEREAS, on November 4, 2021, the Board through Resolution #21-97 approved the CEO and General Manager’s Performance Evaluation and increased Mr. Gadis’ salary to \$300,888 based on the recommendation from the Executive Committee; and

WHEREAS on August 1, 2022, and September 1, 2022, the Executive Committee met to conduct the performance evaluation of Mr. Gadis for the period of October 1, 2021, to September 30, 2022, and based on the results of the performance evaluations consider salary increase and bonus; and

WHEREAS, the Executive Committee determined Mr. Gadis met the performance goals for Fiscal Year 2022 and continued to effectively manage the operations of DC Water through the challenges of the pandemic caused by COVID-19, including hiring a high-performing team over the past year, engaging the community through virtual townhall meetings and virtual meetings with AOBA, Constituent Services Directors for District Councilmembers, virtual briefings with the Mayor’s Office of Community Relations staff, and virtual briefings to local non-profit community partners to discuss DC Water’s

proposed FY 2023 and 2024 rates and fees; promoting a positive image for DC Water; and keeping the Clean River Project on time and on budget; and

WHEREAS, based on Mr. Gadis' performance and achievement for the Authority, the Executive Committee recommended the Board approve a 5% salary increase to \$315,932 and 8% bonus of \$24,071 effective October 1, 2022; and

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board approves the General Manager's Performance Evaluation for David L. Gadis for the period of October 1, 2021, through September 30, 2022.
2. The Board approves a 5% increase of the annual compensation terms for Mr. Gadis as provided in the Employment Agreement for Fiscal Year 2022 to \$315,932.42, which shall be paid in the manner provided in the Employment Agreement, effective and retroactive to October 1, 2022.
3. The Board approves an 8% bonus, based on Mr. Gadis' Fiscal Year 2022 annual compensation, equaling \$24,071, which shall be paid immediately.
4. The Board requires Mr. Gadis to continue the conditions for continued employment and expectations for Fiscal Year 2023.
5. The Employment Agreement between the Authority and Mr. Gadis remains extended to September 30, 2023, as provided in the Employment Agreement.

This resolution is effective immediately.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022
SUBJECT: Approval to Execute Contract No. 180040, Capitol Paving of D.C., Inc.

#22-63
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on October 6, 2022, upon consideration of a non-joint use matter, decided by a vote of four (4) in favor and none (0) opposed to approve the execution of Contract No. 180040, Capitol Paving of D.C., Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 180040, Capitol Paving of D.C., Inc. The purpose of the contract is to replace small diameter water mains that have experienced failures, or have a history of low water pressure, or water quality issues across various locations within the District of Columbia. The contract amount is \$21,544,813.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022
SUBJECT: Approval to Participate in DDOT's Project to Revitalize South Capitol Street Circulator Facility under the Terms of the 2002 Memorandum of Understanding between District of Columbia Department of Transportation and DC Water

#22-64
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on October 6, 2022, upon consideration of a non-joint use matter, decided by a vote of four (4) in favor and none (0) opposed to approve the Participation in DDOT's Project to Revitalize South Capitol Street Circulator Facility under the terms of the 2002 MOU between the District of Columbia Department of Transportation and DC Water.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute the approval of the Participation in DDOT's Project to revitalize South Capitol Street Circulator Facility under the terms of the 2002 MOU between the District of Columbia Department of Transportation and DC Water. DC Water's participation is to slipline approximate 200 LF of the West Influent Sewer with a 90" diameter fiberglass reinforced polymer mortar pipe, connect two 6" diameter sanitary sewer laterals, one 15" diameter stormwater bioswale overflow pipe and one 8" diameter water lateral to existing 16" water main, etc. The total cost is \$1,488,500.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022

SUBJECT: Approval to Participate in DDOT's Project to Revitalize S Street from 7th Street, NW to Florida Avenue NW under the Terms of the 2002 Memorandum of Understanding between District of Columbia Department of Transportation and DC Water

**#22-65
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on October 6, 2022, upon consideration of a non-joint use matter, decided by a vote of four (4) in favor and none (0) opposed to approve the Participation in DDOT's Project to Revitalize S Street from 7th Street, NW to Florida Avenue NW under the terms of the 2002 MOU between the District of Columbia Department of Transportation and DC Water.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute the approval of the Participation in DDOT's Project to S Street from 7th Street, NW to Florida Avenue NW under the terms of the 2002 MOU between the District of Columbia Department of Transportation and DC Water. DC Water's participation is to replace 0.28 miles of water mains ranging from 6" to 8 diameter, copper water services 2" diameter and smaller in public and private space and replace curb stop/curb box and penetration through building wall. Provide permanent pavement and surface restoration and collaborate with DDOT on storm sewer/sanitary sewer design. The total cost is \$1,500,000.


Acting Secretary to the Board of Directors

Presented and Adopted: October 6, 2022

SUBJECT: Approval to Publish Notice of Final Rulemaking to Extend the DC Water Cares Emergency Relief Program for Low-Income Customers (Residential Assistance Program “RAP”) and Multifamily Assistance Program for Low Income Multifamily Tenants (Multifamily Assistance Program “MAP”) for Fiscal Year 2023 and Amend the CAP2 Recertification Requirements

**#22-66
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The District members of the Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“DC Water”) at the Board meeting held on October 6, 2022 upon consideration of a non-joint use matter, decided by a vote of four (4) in favor and none (0) opposed, to approve the following action with respect to the final proposal to extend the DC Water Cares Emergency Relief Program for Low-Income Customers (“Residential Assistance Program” or “RAP”) and Multifamily Assistance Program for Low-Income Multifamily Tenants (“MAP”) for Fiscal Year 2023 and amend the CAP2 recertification requirements.

WHEREAS, on September 3, 2020, the Board, through Resolution #20-65, approved the allocation of 1) \$3 million to continue the District’s Emergency Residential Program in FY 2021 to provide one-time assistance up to \$2,000 to residential customers economically impacted by COVID-19, 2) \$7 million to establish a new program to provide one-time assistance to multi-family buildings where the occupants have been impacted by COVID and payment plans are established and adhered with the assistance determined and provided per affordable unit, and on a matching basis, and 3) \$5 million was held for FY 2022 targeted assistance for customers in need; and

WHEREAS, on November 4, 2021 the Board, through Resolution #21-99 approved: 1) transferring from the FY 2022 \$5.0 million Targeted Assistance Fund: \$223,962.95 to the FY 2021 CAP and CAP2 Programs Budget, \$634,401.00 to the FY 2022 CAP and CAP2 Programs Budget, \$1,892,843.08 to the FY 2022 RAP Program Budget and \$2,248,792.97 to the MAP Program Budget, 2) rolling over \$5,332,200.77 of the FY 2021 RAP and MAP balance amount for RAP and MAP Programs to the FY 2022 RAP and MAP Programs Budget, and 3) allocating \$250,000.00 from FY 2021 MAP unexpended balance to Administrative Costs for RAP, MAP and CAP Programs for FY 2022; and

WHEREAS, on June 28, 2022, the DC Water and Sewer Rates Committee met to consider the status of the DC Water Cares: RAP and MAP programs and the General Manager's recommendations for Fiscal Year 2023 and recommended the Board adopt and approve for immediate implementation the Notice of Emergency and Proposed Rulemaking (NOEPR) to amend the Customer Assistance Program regulations to extend the DC Water Cares: RAP and MAP programs for FY 2023 and delete the FY 2022 CAP2 recertification waiver language; and

WHEREAS, on July 7, 2022, the Board through Resolution #22-46, adopted and approved the publication of the NOEPR for immediate implementation and directed the General Manager to take all steps necessary in his judgement to initiate the public comment process, including the publication of Notice of Public Hearing (NOPH) to receive public comments and testimony on the NOEPR; and

WHEREAS, on July 22, 2022, DC Water published the NOEPR and NOPH in the *D.C. Register* at 69 DCR and 009063 and 009019, respectively; and

WHEREAS, on September 14, 2022, the Board held a Public Hearing to present the proposed amendments and receive testimony on the NOEPR; and

WHEREAS, on September 27, 2022, the DC Retail Water and Sewer Rates Committee met to consider testimony presented during the Public Hearing, comments submitted during the public comment period and the General Manager's final proposal to amend the Customer Assistance Program regulations; and

WHEREAS, the General Manager reported to the Committee that no public testimony was presented at the Public Hearing and no comments were received during the public comment period, which closed on September 19, 2022; and

WHEREAS, the General Manager recommended no additional substantive revisions, except for clarifying revisions to 21 DCMR §§ 4102.10(e)(5) and (i)(1) to change the written terms for 80% as "eighty percent" and 20% as "twenty percent" as presented in Attachment A; and

WHEREAS, the General Manager also presented the projected DC Water Cares unexpended balance of \$1.8 million for RAP and \$4.3 million for MAP that would be available to fund the program in FY 2023; and

WHEREAS, on September 27, 2022, the DC Retail Water and Sewer Rate Committee, after considering that no testimony or comments were received or submitted during the Public Hearing and public comment period, and the General Manager's recommendation, recommended the Board adopt and approve the publication of the Notice of Final Rulemaking to amend the Customer Assistance Program regulations as presented in the Attachment A; and

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board hereby adopts and approves the publication of the Notice of Final Rulemaking (NOFR) to amend 21 DCMR 4102 Customer Assistance Program as recommended by the DC Retail Water and Sewer Rates Committee and the General Manager to extend the DC Water Cares: RAP and MAP for FY 2023 and amend the CAP2 recertification requirements, as presented in Attachment A.
2. The General Manager is authorized to take all steps necessary in his judgment and as otherwise required to publish the Notice of Final Rulemaking in accordance with the District of Columbia Administrative Procedure Act.
3. This resolution is effective immediately.


Acting Secretary to the Board of Directors

Attachment A

1. Subsection 4102.2, Customer Assistance Program II (CAP2), of Section 4102, CUSTOMER ASSISTANCE PROGRAMS, amended to read as follows:

4102.2 CUSTOMER ASSISTANCE PROGRAM II (CAP2)

- (c) Upon DC Water's receipt of notice from DOEE that the CAP2 customer meets the financial eligibility requirements, DC Water shall provide the CAP2 benefits for not more than the entire fiscal year, beginning October 1st and terminating on September 30th, subject to the availability of budgeted funds.
 - (1) Approved CAP2 customers that submitted a complete application to DOEE before November 1st, shall receive CAP2 benefits retroactive to October 1st and terminating on September 30th of that fiscal year.
 - (2) Approved CAP2 customers that submitted a complete application on or after November 1st, shall receive CAP2 benefits as of the date of submittal and terminating on September 30th of that fiscal year.
 - (3) Customers shall reapply each year for CAP2 benefits to receive CAP2 benefits.

2. Subsection 4102.9, DC Water Cares Emergency Relief Program for Low-Income Residential Customers, of Section 4102, CUSTOMER ASSISTANCE PROGRAMS, amended to read as follows:

4102.9 DC Water Cares Emergency Relief Program for Low-Income Residential Customers

- (a) Participation in the DC Water Cares Emergency Relief Program (DC Water Cares) shall be limited to a single-family or individually metered low-income Residential Customer that meets the following eligibility requirements:
 - (1) The applicant maintains an active DC Water account and is responsible for paying for water and sewer services; and
 - (2) DOEE has determined that the applicant's annual household income is equal to or below eighty percent (80%) of the Area Median Income (AMI) for the District of Columbia, not capped by the United States median low-income limit.

- (b) An approved customer shall receive the following benefits:
 - (1) Credit of one hundred percent (100%) off of the past due water and sewer bill balance; and
 - (2) The total amount of credits provides shall not exceed Two Thousand (2,000) dollars during Fiscal Year 2023.
- (c) Upon DC Water’s receipt of notice from DOEE that the applicant meets the financial eligibility requirements, DC Water shall provide the credits to the customer’s account from the date that DOEE accepts a completed application and for future qualifying events that may lead to collection activities to the end of the fiscal year in which the application was submitted.
- (d) The DC Water Cares Emergency Relief Program shall terminate on September 30, 2023.
- (e) Customer that received DC Water Cares benefits in FY 2022 must submit a renewal CAP or CAP2 application to DOEE to receive DC Water Cares benefits in Fiscal Year 2023.
- (f) If DC Water determines that the remaining budgeted funds are insufficient to provide DC Water Cares benefits, DC Water may:
 - (1) Suspend the process for accepting DC Water Cares applicants; or
 - (2) Suspend or adjust providing DC Water Cares benefits to eligible recipients.

3. Subsection 4102.10, DC Water Cares: Multifamily Assistance Program (MAP), Section 4102, CUSTOMER ASSISTANCE PROGRAMS, is amended to read as follows:

4102.10 DC Water Cares: Multifamily Assistance Program (MAP).

- (a) The DC Water Cares: Multifamily Assistance Program (MAP) provides up to two thousand (\$2,000) per eligible unit of emergency relief to an eligible Occupant residing in a participating Multi-Family Customer’s premises.
- (b) For purposes of this subsection, Non-Residential Customers whose premises has four or more dwelling units, are deemed Multi-Family Customers, as defined in 21 DCMR 4104, and eligible to apply to participate in the MAP.

- (c) For purposes of this subsection, the term “Occupant” includes a person that resides in a dwelling unit in an apartment, condominium, or cooperative housing association.
- (d) Multi-Family Customers and their eligible Occupants may participate in the MAP by complying with the requirements in this subsection.
- (e) To participate in the MAP, a Multi-Family Customer shall:
 - (1) Maintain an active DC Water account and be responsible for paying for water and sewer services at a Multi-Family Customer’s property that is:
 - (A) Not owned or operated by the District of Columbia or
 - (B) Not owned or operated by the Federal Government.
 - (2) Have one or more eligible Occupant in an active lease or rental agreement, condominium housing association deed or title, or cooperative housing association occupancy agreement or title to reside in their premises;
 - (3) Complete and submit a DC Water Cares: Multifamily Assistance Program Terms and Conditions Application and comply with DC Water requests for information and access to the premises as necessary to determine compliance with the MAP requirements;
 - (4) Upon approval to participate in the MAP, comply with all the MAP Terms and Conditions, post the MAP flier in a conspicuous location in the building or include the MAP flier in a notice or invoice to all unit Occupants to inform the Occupants about the MAP and encourage them to apply for assistance, if eligible;
 - (5) Upon receipt of MAP Credits, apply ~~ninety-eighty~~ percent (80%) of the MAP Credits to the DC Water approved eligible Occupant’s account within thirty (30) days of receipt of the MAP Credit, and the remaining ~~ten-twenty~~ percent (20%) shall be maintained as a credit on the DC Water account;
 - (6) Notify the eligible Occupant in writing that the credits were applied to their account within thirty (30) days of the receipt of the MAP Credit;
 - (7) Enter a payment plan agreement with DC Water for any remaining arrears outstanding on the DC Water account within sixty (60) days of receipt of the first MAP Credits; and

- (8) Notify DC Water within thirty (30) days of any change in ownership or the eligible Occupant's occupancy.
- (f) To be eligible to participate in the MAP, an Occupant shall be (1) named on the occupancy agreement, including, but not limited to a lease or rental agreement, condominium deed or title, or cooperative housing association occupancy agreement or title, (2) reside in a Multi-Family Customer's property that is master metered and approved to participate in the MAP, and (3) meet one of the following requirements:
- (1) Reside in an Affordable Housing Unit as defined in 21 DCMR § 199.1, provided the Occupant does not notify DC Water to be excluded from receiving MAP assistance within ten (10) days of receipt of notice of eligibility from DC Water; or
 - (2) Meet the annual household income limits equal to or below eighty percent (80%) of the Area Median Income (AMI) for the District of Columbia, not capped by the United States median low-income limit as follows:
 - (A) Occupant submits a Resident Application for DC Water Cares: Multifamily Assistance Program to the District of Columbia Department of Energy and Environment (DOEE) and DOEE determines that the applicant meets the annual household income requirements;
 - (B) Occupant that is eligible to receive Low-Income Energy Assistance Program (LIHEAP) or Utility Discount Program (UDP) assistance during Fiscal Year 2023 as determined by DOEE, shall be categorically eligible to participate in the MAP, provided they do not notify DC Water to be excluded from participating within ten (10) days of receipt of the notice of eligibility from DC Water; or
 - (C) Occupant that is eligible to receive assistance for public benefits programs during Fiscal Year 2023, including, but not limited to, the Temporary Assistance for Needy Families (TANF), Supplemental Nutrition Assistance Program (SNAP), or medical assistance programs, through Medicaid, Alliance and DC Healthy Families programs as determined by the District of Columbia Department of Human Services, shall be categorically eligible to participate in the MAP, provided they notify DC Water that they agree to participate in the MAP within ten (10) days of receipt of the notice of eligibility, but not later than September 21, 2023.

- (3) Occupant is not eligible to receive MAP assistance if they:
 - (A) Reside in a dwelling unit that is 100% subsidized.
- (g) DC Water shall notify the approved Multi-Family Customer and approved Occupant(s), setting forth the amount of the approved MAP Credits.
- (h) DC Water shall apply up to two thousand dollars (\$2,000) in MAP Credits per eligible unit during Fiscal Year 2023 on an approved Multi-Family Customer's DC Water account that has one or more eligible Occupant as follows:
 - (1) The MAP Credits provided per eligible unit shall be calculated based on the greater of A. or B., which is then divided by the total number of dwelling units in the premises:
 - (A) The average of the Multi-Family Customer's DC Water charges billed from October 1, 2021 to September 30, 2022 subtracting any amount of water and sewer charges applicable to any retail/commercial units and that result is multiplied by six (6); or
 - (B) Total amount of the outstanding balance on the Multi-Family Customer's DC Water account as of September 30, 2022 subtracting any water and sewer charges applicable to any retail/commercial units.
 - (2) DC Water shall revoke the amount of the MAP Credits applied to a Multi-Family Customer's DC Water account and charge the customer's account the full amount of the MAP Credits, if one or more of the following violations is not corrected within ten (10) days of the date of the notice of violation from DC Water:
 - (A) Failure to comply with the MAP Terms and Conditions;
 - (B) Failure to enter into a payment plan agreement within sixty (60) days of the receipt of the first MAP Credits to establish a payment schedule for any remaining outstanding charges;
 - (C) Failure to apply the MAP Credits to the Occupant's account within thirty (30) days of receipt of the MAP Credits; or
 - (D) Multi-Family Customer or Occupant commits fraud or makes false statements in connection with the MAP.

- (i) Multi-Family Customer that receives MAP Credits on their DC Water account shall:
- (1) Apply ~~ninety-eighty~~ percent (80%) of the total MAP Credits for the approved Occupant on their account within thirty (30) days of the date of the notice of the amount of the Credits from DC Water, and the remaining ~~ten-twenty~~ percent (20%) shall be maintained as a credit on the DC Water account;
 - (2) Notify the approved Occupant, in a statement or separate writing, that the credit has been applied to their account within thirty (30) days of receipt of the MAP Credits from DC Water;
 - (3) Notify DC Water within thirty (30) days of any change in ownership if DC Water has not applied the MAP Credits to the Multi-Family Customer's DC Water account;
 - (4) Notify DC Water within thirty (30) days of any change in the Occupant's occupancy if the MAP Credits have not been applied to the Occupant's account;
 - (5) Provide the Occupant any MAP Credits remaining in their account if the Occupant terminates their occupancy;
 - (6) Provide, upon DC Water's request, documentation confirming that the MAP Credits have been applied to the Occupant's account;
 - (7) Provide DC Water access to the premises and records to conduct an audit to determine compliance with these regulations and the MAP Terms and Conditions; and
 - (8) Maintain all documents related to the MAP Terms and Conditions Application, receipt and handling of MAP Credits, and notices to approved Occupant(s).
- (j) The DC Water Cares MAP shall terminate September 30, 2023.
- (k) Multi-Family Customer that received MAP Credits in FY 2022 must submit a renewal DC Water Cares: Multifamily Assistance Program Terms and Conditions Application to DC Water to receive MAP Credits in Fiscal Year 2023.
- (l) Occupant residing in multifamily properties that received MAP Credits on their account in FY 2022 must submit a renewal Resident Application for DC Water Cares: Multifamily Assistance Program to DOEE to receiving MAP Credits in Fiscal Year 2023.

- (m) If DC Water determines that budgeted funds are insufficient to provide DC Water Cares MAP Credits, DC Water may:
 - (1) Suspend the process for accepting DC Water Cares MAP applications; or
 - (2) Suspend or adjust providing DC Water Cares MAP Credits to eligible Multi-Family Customer's DC Water account.
- (n) DC Water shall notify a Multi-Family Customer or Occupant if they are denied eligibility for the MAP by issuing a Notice of Denial, which shall contain a written statement of the basis for the denial and advising the Multi-Family Customer or Occupant of the following:
 - (1) Multi-Family Customer or Occupant may challenge the denial of eligibility to participate in the MAP by:
 - (A) Submitting a written Request for Reconsideration within fifteen (15) days of the date of the Notice of Denial; and
 - (B) Providing a statement of the basis why they should be eligible and supporting documentation.
 - (2) The General Manager shall review the Request for Reconsideration and make a final determination of eligibility.
 - (3) The Multi-Family Customer or Occupant may request an Administrative hearing in writing, within fifteen (15) days of the date of the General Manager's written final determination, if he or she is not satisfied with the General Manager's determination; and
 - (4) The Customer shall be notified in writing of the date and time of the Administrative Hearing, if requested.