

Presented and Adopted: October 2, 2008  
SUBJECT: Approval of Option Year Two of Contract No. WAS-06-012-AA-JW, First Vehicle Services

#08-78  
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, ("the Authority"), at the Board meeting held on October 2, 2008 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Option Year Two of Contract No. WAS-06-012-AA-JW, First Vehicle Services.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Two of Contract No. WAS-06-012-AA-JW, First Vehicle Services. The purpose of this option is to provide fleet management, maintenance and repair services throughout the Authority. The option amount is \$1,389,288.

This resolution is effective immediately.

  
Secretary to the Board of Directors

Presented and Adopted: October 2, 2008  
SUBJECT: Approval of Option Year Two of Contract No. WAS-  
06-030-AA-ND, Allied Barton Security Services

#08-79  
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, ("the Authority"), at the Board meeting held on October 2, 2008 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Option Year Two of Contract No. WAS-06-030-AA-ND, Allied Barton Security Services.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Two of Contract No. 06-030-AA-ND, Allied Barton Security Services. The purpose of the option is to provide professional armed and unarmed Special Police Officers (SPO) at various DCWASA facilities. The option amount is \$3,751,500.

This resolution is effective immediately.

  
Secretary to the Board of Directors

Presented and Adopted: October 2, 2008  
SUBJECT: Approval of Change Order No. 5 of Contract No. 050250  
Ulliman Schutte Construction, LLC

#08-80  
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, ("the Authority"), at the Board meeting held on October 2, 2008 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Change Order No. 5 of Contract No. 050250, Ulliman Schutte Construction, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Change Order No. 5 of Contract No. 050250, Ulliman Schutte Construction, LLC. The purpose of the change order is to replace old equipment and increase the reliability of the pump station located at the Blue Plains Advanced Wastewater Treatment Plant. The change order amount is \$360,550.

This resolution is effective immediately.

  
Secretary to the Board of Directors

Presented and Adopted: October 2, 2008  
SUBJECT: Approval of Contract No. DCFA #419-WSA  
EMA Services, PC

#08-81  
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, ("the Authority"), at the Board meeting held on October 2, 2008 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Contract No. DCFA #419-WSA, EMA Services, PC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA #419-WSA, EMA Services, PC. The purpose of the contract is to provide professional engineering services for a comprehensive Process Control System (PCS). The contract amount is not to exceed \$10,300,000.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: October 2, 2008**  
**SUBJECT: Adoption of Working Condition Agreements**

**#08-82**  
**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, ("the Authority and "WASA") at its meeting on October 2, 2008, upon consideration of a joint-use matter, decided by a vote of eleven (11) in favor and none (0) opposed, to take the following action with respect to approval of the proposed Working Condition Agreement.

**WHEREAS**, the District of Columbia Public Employee Relations Board (PERB) has certified the American Federation of Government Employees (AFGE) Locals 631, 872 and 2553, the American Federation of State, County and Municipal Employees (AFSCME) Local 2091, (collectively "the Unions"), to represent the employees of the District of Columbia Water and Sewer Authority .

**WHEREAS**, representatives of the Authority and the Unions have bargained in good faith pursuant to law to achieve a separate Working Condition Agreement with each local ("the Compensation Agreement"); and

**WHEREAS**, the Human Resources and Labor Relations Committee has recommended that the Board approve execution of the respective Working Condition Agreements; and

**WHEREAS**, the financial impact of the agreement has been reviewed by the Authority's Chief Financial Officer who has determined that the agreement is consistent with the budget and the approved long term financial plan of the Authority; and

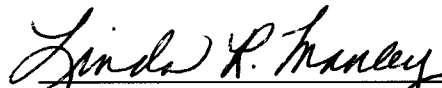
**WHEREAS**, the proposed Working Condition Agreements constitutes a joint effort by the Unions and the Authority to assure fairness to employees and efficient, economical management by the Authority.

**NOW THEREFORE BE IT RESOLVED:**

1. The Board approves the respective Working Condition Agreements for AFGE Locals, 631, 2553, 872, and AFSCME 2091.

2. The respective Working Condition Agreements shall be effective, in accordance with its terms, for the period commencing on the date of full execution and ending on September 30, 2011.
3. The Chairman of the Board, the Chairman of the Human Resources and Labor Relations Committee and the General Manager are authorized to execute the Working Condition Agreements.
4. The General Manager is authorized to take all actions necessary to fully implement the Working Condition Agreements.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**DEFERRED UNTIL NOVEMBER BOARD MEETING**

**Presented and Adopted: October 2, 2008**

**SUBJECT: Approval of Contract No. WAS-08-043-AA-MB,  
Wachovia Bank as the Bank Depository**

**#08-83  
RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("the Board") of the D.C. Water and Sewer Authority, (the "Authority") at its meeting on October 2, 2008, upon consideration of a joint-use mater, decided by vote of \_\_\_() favor and \_\_\_()opposed, to take the following action with respect to approving Contract No. WAS-08-043-AA-MB, the selection of Wachovia Bank as the Authority's bank depository.

The Board of Directors hereby authorizes the General Manager to execute Contract No. WAS-08-043-AA-MB, Wachovia Bank. The purpose of the contract is to provide banking services including the operation of bank accounts for the deposit of funds, integrated accounts receivable and payables processing and other banking services as may be required by DCWASA. The total contract value for the base year and four (4) option years is \$1,005,225.58

This resolution is effective immediately.

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Secretary to the Board of Directors

**Presented and Adopted: October 2, 2008**  
**Subject: Approval of Renewal and Replacement Reserve**

**#08-84**  
**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 (the "Authority"), at the Board meeting held on October 2, 2008, upon consideration of a joint-use matter, decided by a vote of eleven (11) in favor and none (0) opposed to approve the following action.

**WHEREAS**, the Authority entered into the Master Indenture of Trust, dated as of April 1, 1998 (as it has been amended and supplemented, the "Indenture"), with Norwest Bank Minnesota, N.A. (as succeeded in that capacity by Wells Fargo Bank, N.A., the "Trustee"), in order to secure certain Indebtedness, as defined in the Indenture; and

**WHEREAS**, the Indenture establishes the Renewal and Replacement Reserve Fund and defines the "Renewal and Replacement Reserve Requirement" as "an amount equal to 2% of the original cost value of plant in service or such other amount as determined by a Qualified Independent Consultant, which such amount shall be subject to approval by the Board of Directors"; and

**WHEREAS**, on April 2, 2004, pursuant to Resolution 04-30, the Board of Directors of WASA approved a recommendation by PB Consult Inc., as a qualified independent consultant, to set the Renewal and Replacement Reserve Requirement at \$35,000,000, and established a policy to have such amount evaluated every four years by an independent consultant; and

**WHEREAS**, on September 25, 2008, the Finance and Budget Committee received management's recommendation to maintain the Renewal and Replacement Reserve at \$35,000,000; and management recommendation to review the Renewal and Replacement Reserve every five years in concurrence with the master indenture required assessment of the system at least once every five years; and

**WHEREAS**, on October 2, 2008, the Board received an updated recommendation ("2008 Recommendation") of the qualified independent consultant, attached hereto, to maintain the Renewal and Replacement Reserve Requirement at \$35,000,000, and to review that determination at least every five years; and

**WHEREAS**, the Board has determined that the approval and adoption of the 2008 Recommendation serve the Authority's best interests;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Board hereby approves the 2008 Recommendation of the maintenance of a Renewal and Replacement Reserve of \$35,000,000, and the Board further approves maintaining the policy of having the amount of the Renewal and Replacement Reserve Requirement evaluated every



five years by WASA's qualified independent consultant in conjunction with the Indenture-required system assessment.

This resolution shall take effect immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: October 2, 2008**  
**SUBJECT: Approval of Selection of Investment Bankers**

**#08-85**  
**RESOLUTION**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF THE**  
**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("the Board") of the D.C. Water and Sewer Authority, (the "Authority") at its meeting on October 2, 2008, upon consideration of a joint-use matter, decided by vote of eleven (11) in favor and none (0) opposed, to take the following action with respect to approving the selection of the Authority's Investment Bankers.

**WHEREAS**, the Finance and Budget Committee has also recommended J. P. Morgan, Morgan Stanley and Siebert Brandford Shank & Co. to be selected as the Authority's Senior Managers for a term of five (5) years; and

**WHEREAS**, the Finance and Budget Committee has recommended that Bank of America, Barclays Capital, Citi, Goldman Sachs, Loop Capital, M.R. Beal, Morgan Keegan and Stifel Nicolaus be authorized to be selected as the Authority's Co-Managers for a term of five (5) years.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Board approves J. P. Morgan, Morgan Stanley and Siebert Brandford Shank & Co. to be selected as the Authority's Senior Managers for a five (5) year term.
2. The Board approves Bank of America, Barclays Capital, Citi, Goldman Sachs, Loop Capital, M. R. Beal, Morgan Keegan and Stifel Nicolaus be selected as Co-Managers for a five (5) year term.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: October 2, 2008**  
**Subject: Amendment to Definition for “Joint-Use Sewerage  
Facilities”**

**#08-86**  
**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 its meeting on October 2, 2008, upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to take the following action with respect to amending the definition for “joint-use sewerage facilities”.

**WHEREAS**, The Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996, codified as § 34-2202.01 et seq. of the District of Columbia Official Code sets out at § 34-2202.01 Definitions, paragraph (4) the definition for “joint-use sewerage facilities” which consists of a list of nineteen (19) such facilities that was compiled at the time of the Authority’s creation; and

**WHEREAS**, the Board has been advised by staff that the list is out of date and fails to include joint-use facilities that have been identified subsequent to the Authority’s creation ; and

**WHEREAS**, the Governance Committee reviewed this issue and concluded that the Code needed to be amended both (i) to simplify the definition for joint-use sewerage facilities and (ii) to add an additional Board duty to § 34-2202.05 Duties of the Board, of the Code to update and maintain a list of all joint-use sewerage facilities; and

**WHEREAS**, the Governance Committee recommends that the legislation be amended as set out in Attachment 1 to this Resolution.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Board hereby approves the amendments to the Code set out in Attachment 1 to this Resolution.
2. The Board authorizes the General Manager to take all steps necessary to amend the Code provisions covering the definition of "joint use facility" and "duties of the Board" to conform to the amendments approved by the Board.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**PROPOSED AMENDMENT TO DEFINITION FOR  
“JOINT-USE SEWERAGE FACILITIES”**

§ 34-2202.01 Definitions, subsection (4) of the District of Columbia Official Code (Code) is amended in full and shall hereinafter read as follows:

**§ 34-2202.01. Definitions**

(4) “Joint–use sewerage facilities” means the following:  
Those facilities that do not solely serve District of Columbia retail ratepayers.

**PROPOSED AMENDMENT TO “DUTIES OF THE BOARD”**

§ 34-2202.05 Duties of the Board, of the District of Columbia Official Code (Code) is amended through the addition of a new subsection (h) to read as follows:

**§ 34-2202.05. Duties of the Board**

(h) The Board shall approve, maintain and keep current a detailed list of all joint-use sewerage facilities which shall be located in the Office of the Secretary to the Board.

**ATTACHMENT 1**

**Presented and Adopted: October 2, 2008**  
**Subject: Amendments to the By-Laws of the District of**  
**Columbia Water and Sewer Authority**

**#08-87**  
**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 its meeting on October 2, 2008, upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to take the following action with respect to amending the By-Laws of the Authority's Board of Directors.

**WHEREAS**, the Governance Committee requested staff to review the current By-Laws in relation to the Authority's enabling statute and Board practices to see if there were any inconsistencies; and

**WHEREAS**, staff reported to the Governance Committee that, while there were no inconsistencies between the By-Laws and the enabling statute, there were inconsistencies between the By-laws and Board practices; and

**WHEREAS**, the Governance Committee requested staff to address these inconsistencies; and

**WHEREAS**, the Governance Committee made additional amendments to the By-Laws; and

**WHEREAS**, the Governance Committee recommends the amendments to the By-Laws, set out in Attachment 1 to this Resolution.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Board hereby approves the Amendments to the By-Laws set out in Attachment 1 to this Resolution.

2. The Board authorizes the General Manager to take all steps necessary effectuate the Amendments.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**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**

**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 11 principal Board members (“principal members”) and 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 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 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. 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. 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 § 3.04 (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 Transcripts**

All meetings (including hearings) at which any official action is taken shall be open to the public, and a written transcript or transcription, including (at a reasonable cost) copies thereof, shall be made available to the public upon request in accordance with the section 742 of the Self-Government and Governmental Reorganization Act (D.C. Code §1-207.42).

### **§ 3.02 Regular Meetings**

Regular meetings of the Board shall be held on the first Thursday in 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. All meetings shall be held at the Blue Plains Wastewater Treatment Plant, 5000 Overlook Avenue, S.W., Washington, D.C., or as otherwise specified in the notice of such meeting.

### **§ 3.03 Special Meetings**

Special meetings of the Board 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 special meeting (which request shall specify such proposed matter or matters and shall be delivered to the Chairperson and the Secretary to the Board).

### **§ 3.04 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 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 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 § 3.06(a), except that where a special meeting is called, and time does not allow for the preparation of an agenda prior to the issuance of notice, the notice shall include a brief description of the matters to be considered.

(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.

### **§ 3.05 Notice of Meetings to the Public**

The Secretary to the Board shall inform the public of any Board meeting, regular and special, at which official action is to be taken, by posting notice of the meeting on the Authority's website and in a public area at the Blue Plains Wastewater Treatment Plant at the same time as notice of the meeting is issued to Board members, except that notice of a hearing to consider the establishment or adjustment of retail water and sewer rates, or of a Board meeting to establish or adjust such rates, shall also be published in a newspaper of general circulation at least ten days prior to the date of the hearing or meeting.

### **§ 3.06 Agenda**

(a) The Secretary to the Board Chairperson shall prepare a proposed agenda under the Chairperson's direction, including a consent agenda, for each regularly scheduled meeting of the Board and, where time permits, for any special meeting of the Board. The agenda shall be attached to the notices provided for in §§ 3.04 and 3.05, 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 a special 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.

### **§ 3.07 Quorum**

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.

### **§ 3.08 Conduct of Business**

(a) The Chairperson shall preside over Board 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) Permission may be granted by the Chairperson of the Board to allow telephonic participation in Board or Committee meetings. However, telephonic participants may not vote and their participation will not be considered for purposes of determination of a quorum.

(e) 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 and a Vice-Chairperson. The Vice-Chairperson and all other Board officers established by these By-Laws, shall be selected by the Board from among persons nominated by the Nominating Committee.

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

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

### **§ 4.02 Duties**

(a) The Chairperson's duties shall include but are not limited to calling special meetings of the Board in accordance with § 3.03, determining the agenda of a meeting for purposes of § 3.06, presiding over Board meetings in accordance with § 3.08, establishing ad-hoc committees of the Board, appointing members and chairpersons of the standing and ad hoc committees of the Board 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 Vice-Chairperson shall fulfill the duties of the Chairperson if the Chairperson is absent or otherwise unavailable to do so.

### **§ 4.03 Term of Office**

An officer of the Board shall serve a one-year term 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 earlier terminated 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) 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.
- (ii) District of Columbia Retail Water and Sewer Rates Committee: Shall be composed of the six 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.

- (iii) 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 safety of operations, emergency planning and the operation, repair, replacement, rehabilitation, modernization and extension of the sewage disposal and its treatment, transmission, pumping and storage systems and other assets and property available to the Authority's use.
- (iv) 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 including the General Manager, to include, by way of example and not limitation, matters involving compensation, pension and other benefits, awards and collective bargaining agreements.
- (v) Audit 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.
- (vi) Customer and Community Services Committee: Shall make recommendations to the Board regarding actions required of or desired by the Board with respect to the Authority's communications with ratepayers and customers without regard to the medium employed, including by way of example and not limitation, responses to customer inquiries, customer education initiatives and customer assistance programs.
- (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) District of Columbia Retail Services Committee: Shall be composed of 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 safety of operations, emergency planning and the operation, repair, replacement, rehabilitation, modernization, and extension of the Authority's water distribution and non-joint use sewage, groundwater and storm water collection systems.

### **§ 5.02 Appointment**

Members of the Board's standing committees and ad-hoc committees, and the chairpersons of these committees, shall be selected by the Chairperson of the Board. Only District Board members may serve on committees or subcommittees with jurisdiction over non joint-use matters or 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.

## **ARTICLE VI Administration**

### **§ 6.01 General Manager**

The Board shall hire a General Manager upon the affirmative vote of eight 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 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 3.06, 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 § 3.06.
- (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 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 section 742 of the District of Columbia Self-Government and Governmental Reorganization Act (D.C. Code § 1-207.43 ).

**ARTICLE VIII  
Miscellany**

**§ 8.01 Offices**

(a) The principal office of the Authority and of the Board shall be located at the Blue Plains Wastewater Treatment Plant, 5000 Overlook Avenue, S.W., Washington, D.C.

(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**

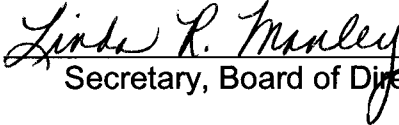
Section 34-2202.01(4) of the DC Official Code, designates the following facilities as joint use:

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.

  
Secretary, Board of Directors

Presented and Adopted: October 2, 2008  
SUBJECT: Approval of Contract Modification No. 06  
Contract No. WAS-06-014-AA-VW, WACHS Utility Services

#08-88  
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, ("the Authority"), at the Board meeting held on October 2, 2008 upon consideration of a non-joint use matter decided by a vote of six (6) in favor and none (0) opposed, to approve Contract Modification No. 06 of Contract No. WAS-06-014-AA-VW, WACHS Utility Services.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract Modification No. 06 of Contract No. WAS-06-014-AA-VW, WACHS Utility Services. The purpose of the modification is to provide for the manpower, equipment and vehicles necessary to identify and operate valves in support of the Capital Improvement Program relative to the water distribution system and to perform unidirectional flushing of the water mains. The modification amount is \$1,119,975.

This resolution is effective immediately.

  
Secretary to the Board of Directors

Presented and Adopted: October 2, 2008  
SUBJECT: Approval of Change Order No. 3  
Contract No. 040230, W.M. Schlosser

#08-89  
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, ("the Authority"), at the Board meeting held on October 2, 2008 upon consideration of a non-joint use matter decided by a vote of six (6) in favor and none (0) opposed, to approve Change Order No. 3 of Contract No. 040230, W.M. Schlosser.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Change Order No. 3 of Contract No. 040230, W.M. Schlosser. The purpose of the change order is to re-route a 24 inch pipeline to avoid existing waterlines. The change amount is \$28,804.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: October 2, 2008**  
**SUBJECT: Transfer to the Rate Stabilization Fund**

**#08-90**  
**RESOLUTION**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF THE**  
**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("the Board") of the D.C. Water and Sewer Authority, (the "Authority") at its meeting on October 2, 2008, upon consideration of a non-joint-use matter, decided by vote of six (6) in favor and none (0) opposed, to take the following action with respect to approving the transfer of ten million (\$10,000,000.00) from operating funds to the Rate Stabilization Fund.

**WHEREAS**, on November 1, 2007 the Board of Directors in Resolution, 07-87, approved the "Rate Stabilization Fund Policy" and authorized the General Manager to implement the policy; and

**WHEREAS**, on September 25, 2008, the Finance and Budget Committee received management's recommendation to transfer ten million (\$10,000,000.00) of FY 2008 operating surplus (cash in excess of operating reserve requirement) to the "Rate Stabilization Fund; and

**WHEREAS**, upon consideration on September 25, 2008, the Finance and Budget Committee finds the transfer of ten million (\$10,000,000.00) to be consistent with the "Rate Stabilization Fund Policy" expressed in Resolution 07-87, and therefore recommends adoption; and

**NOW THEREFORE BE IT RESOLVED THAT:**

The Board approves the transfer of ten million (\$10,000,000.00) from operating funds to the Rate Stabilization Fund.

This resolution is effective immediately.

  
Secretary to the Board of Directors

## **DEFERRED UNTIL NOVEMBER BOARD MEETING**

Presented and Adopted: October 2, 2008

**SUBJECT: Approval of Contract No. DCFA #420-WSA  
Greeley and Hansen, LLC**

**#08-91  
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, ("the Authority"), at the Board meeting held on October 2, 2008 upon consideration of a joint use matter decided by a vote of \_\_\_() in favor and \_\_\_() opposed, to approve Contract No. DCFA #420-WSA, Greeley and Hansen, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA #420-WSA, Greeley and Hansen, LLC. The purpose of the contract is to provide professional engineering services for program management, and related engineering services to:

1. Implement the Long Term Control Plan (LTCP) to control combined sewer overflows (CSOs) to the Anacostia and Potomac Rivers and Rock Creek; and,
2. Implement the Blue Plains Tunnel portion of the BPAWTP Total Nitrogen/Wet Weather Plan.

The contract amount is not to exceed \$24,990,000.

This resolution is effective immediately.

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**Secretary to the Board of Directors**