



**DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY**

BOARD OF DIRECTORS

Governance Committee

Thursday, December 22, 2005

10:00 a.m.

MEETING MINUTES

COMMITTEE MEMBERS

Bruce Romer, Committee Chairman
David J. Bardin
Alfonso Cornish
Anthony Griffin
Alexander McPhail

WASA STAFF

Jerry Johnson, General Manager
Avis M. Russell, General Counsel
Michelle Cowan, Acting Chief Financial Officer
John Dunn, Chief Engineer
Linda Manley, Board Secretary

Other Board Members in Attendance

Beverly Warfield

Mr. Romer called the meeting to order at 10:20 a.m. The purpose of the meeting was to provide follow up review and feedback concerning the Governance Consultants' revised draft report and schedule distributed to the Committee prior to the meeting.

Governance Consultant Revised Draft Report

Mr. Romer asked Mr. Donahue, of Municipal & Financial Services Group (MFSG) to present an overview of any changes in the draft report made by the governance consultants since the November 2005 draft report reviewed by the Committee at their December 1, 2005 meeting. Mr. Donahue summarized major changes followed by a detailed Committee review and questions concerning the revised draft report. Mr. Donahue assured Committee members that the final report would incorporate their suggestions.

After further discussion, Mr. Romer recommended that the Committee meet in January to provide another opportunity for discussion of outstanding issues raised by various Committee members at today's meeting including:

1. Governance issues pertaining to delinquent wholesale customer payments
2. Further investigations of the consultant's recommendation concerning WASA's potential for functioning as a holding company
3. Issues raised during interviews with WASA Board members and management

Next Meeting of the Governance Committee

At their next meeting, scheduled for January 5 at 8:00 a.m., the Governance Committee will continue its review of the consultant's report. At that meeting the Committee will determine appropriate follow up actions. Chairman Romer adjourned the meeting at 11:53 a.m.