



# **DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

## **BOARD OF DIRECTORS**

*Governance Committee*

*Thursday, March 24, 2005*

## **MEETING MINUTES**

### **BOARD MEMBERS**

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

### **WASA STAFF**

Jerry Johnson, General Manager  
Paul Bender, Chief Financial Officer  
John Dunn, Chief Engineer  
Michelle Cowan, Director of Finance and Budget  
Meena Gowda, Principal Counsel  
Linda R. Manley, Secretary to the Board

Chairman Romer called the first meeting of the Committee to order at 10:30 a.m. The meeting was held by conference call.

Prior to the meeting, Ms. Manley distributed the following reference documents to all members of the Committee for review and comment:

- December 2000 Regionalization Study
- D.C. Law 11-111 "Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996"
- Draft copy of the Request for Proposals (RFP) for Evaluation of Alternative Governance Structures for the DC Water and Sewer Authority
- Draft schedule of RFP and study milestones

In addition, Mr. Bardin emailed comments concerning the RFP to all Committee members prior to the meeting.

Chairman Romer led the Committee in a discussion of the following:

- (1) **Committee Title** – The Committee agreed to use the title Governance Committee. It is the Committee's opinion that the new title will more accurately reflect its mission, which is to evaluate alternative structures for the ownership, management and governance of the Authority and its facilities.
- (2) **Meeting Schedule** – The Committee agreed to meet from 8:00 a.m. until 9:30 a.m., preceding the regularly scheduled Board meeting on Thursday, May 5<sup>th</sup>.

At the close of each meeting, the Committee members agreed to schedule the next two upcoming meetings. The Committee also asked the General Counsel to advise whether its meetings could be open or closed to the public.

- (3) **Draft RFP and Study** – Mr. Romer asked that the General Manager provide staff support for the governance study efforts. Mr. Johnson identified Paul Bender as the lead staff person assigned to the governance project.

Next, the Committee reviewed and made comments on the draft governance RFP, including the evaluation criteria and other factors to consider. The most significant change was the addition of a new evaluation criterion related to the quality of offerors' work plan and approach to the study. The Committee also agreed to evaluate the technical portion of each proposal first and separately from the price proposal. After discussion, the Committee approved the draft RFP and following timetable for the completion of the governance study.

TIMETABLE	
March 29	Advertise RFP
April 28	Proposals received
May 5	Committee reviews staff developed "short list" of offerors
May 23-27	Committee and staff interview and provide evaluation of offerors
June 2	Committee recommendation of offeror to the Board for ratification
November 3	Draft report submitted and Consultant presents results to the Committee
December 1	Submittal of Committee's final report to the Board

Chairman Romer indicated, and the Committee members agreed, that Board approval of the RFP is not required as this is the primary purpose for the Board's establishing the Governance Committee. The Committee will participate with staff in reviewing and interviewing short-listed offerors and making a final recommendation to the Board.

Mr. Johnson noted that after advertising the governance RFP, WASA will post a copy of the document on its website for easy access by interested offerors.

- (4) **Outreach Efforts** – Mr. Gerstell emphasized the importance of WASA's outreach efforts throughout the study. He noted that there are many parties who have an interest in the outcome of the governance study including District elected officials, jurisdictional representatives, customers and others. Committee members suggested that the General Manager send a letter to the mayor, Councilmember Schwartz and City Administrator Robert Bobb to inform them of the governance study. Committee members who represent suburban

jurisdictions indicated that they had already informed or would inform the appropriate officials in their jurisdictions. Mr. Griffin suggested that WASA's partners in the Aqueduct be contacted at some point during the process. Mr. Gerstell asked Committee members and management to continue its efforts to provide interested parties with information throughout the duration of the governance study. The Committee agreed to evaluate its outreach efforts beginning with its May 5 meeting.

The Governance Committee scheduled its next meeting for Thursday, May 5 at 8:00 a.m. prior to the Board meeting. At the meeting the Committee will continue its overview of the governance RFP process and discuss outreach efforts.

Chairman Romer adjourned the meeting at 11:51 a.m.