



**DISTRICT OF COLUMBIA  
WATER AND SEWER AUTHORITY**

BOARD OF DIRECTORS  
*Governance Committee*  
*March 9, 2011*  
*9:30 a. m.*  
**MEETING MINUTES**

Committee Members

Alethia Nancoo, Chairperson  
David J. Bardin  
Anthony Griffin  
David Lake  
Alan Roth  
Paivi Spoon

DC Water Staff

George S. Hawkins, General Manager  
Randy Hayman, General Counsel  
Linda R. Manley, Board Secretary

Other Board Member/s

Joseph Cotruvo

Chairperson Alethia Nancoo called the meeting to order at 9:34 a.m. The Chairperson then turned the Committee's attention to Item # 2 on the Agenda – Discussion of Contract Fact Sheets to be Placed on the Website. General Counsel Randy Hayman stated that once the winning bidder's contract price has been made public at the bid opening, the contract price, along with the other information contained on the fact sheet can be placed on the D.C. Water website prior to a Board meeting. The Committee requested the Director of Procurement, Rosalind Inge, to address any concerns vendors may have with this proposed practice. The Director reiterated that the vendors are made aware of all bid pricing, including the winning bid, at the time of the bid opening. A discussion ensued concerning the need to place the names of the other bidders and their contract prices on the website. The discussion concluded that the pricing information from all the bidders as well as the other information on the fact sheets would be posted before both Committee meetings and Board meetings. In the event there was a change to a fact sheet as a result of a change made during a Committee or Board meeting, an amended fact sheet showing the change would be placed on the website. During the discussion on fact sheets, Committee member Roth suggested that another portion of the fact sheet be addressed. The Committee member pointed out that this was not a procurement issue. Rather, the issue surrounded the percentage of costs paid by the participating jurisdictions for joint use projects. The Committee member requested staff to add the word 'estimated' or 'projected' before the word 'allocation'.

After discussion on the matter, the term 'estimated' was determined to be preferable. A further suggestion was made that a preparation date be placed on the fact sheets. It was also suggested that the Board be thoroughly briefed on the DC Water procurement process during the upcoming Board retreat.

The Chairperson then requested that the General Counsel address Item # 3 on the Agenda – Impact of the Open Meetings Amendment Act of 2010. Specifically, the General Counsel addressed the changes to the Board's by-laws required by the enactment of the Open Meetings Amendment Act of 2010. The Committee first asked that the General Counsel address the broad changes created by the Act relating to closed sessions, quorums, and notification of meetings. This prompted a discussion among the Committee members on various aspects of the Act, including e-mailing among Committee members and when such an activity could turn into a meeting. It was suggested that this issue could be examined at the retreat as well. The Committee commented on the timing requirements for the production of minutes and recordings of meetings. The Committee then turned its attention to the issue of the presence of a quorum of Board members during a Committee meeting and how that would impact the notice requirements for Board meetings. The Committee discussed the practical aspects of posting notice for Committee meetings. The suggestion was made that a line item be added to the end of every Committee meeting agenda regarding the contents of the agenda for the next meeting. This would allow a draft agenda to be posted for the District of Columbia Register even though it may be amended prior to the meeting. Such amended agenda would be placed on the website. The Committee then asked the General Counsel to respond to questions earlier posed by Committee member David Bardin. A written response was also provided to the Committee members. The Committee discussed the question whether their upcoming Board retreat could be considered a meeting of the Board. During this discussion it was determined that parts of the retreat could be considered a meeting of the Board, while those parts of the retreat involving team building and training could not. The suggestion was made to add the following sentence to the definition of 'meeting' set out in the by-laws: The term 'meeting' may also include some or all of a retreat.

The Chairperson then asked Kimberly Turner, Director of Policy and Government Relations to discuss Agenda Item # 4 –Government Affairs: Update. The Director gave a status report on the 2011 Federal Budget and the President's 2012 Budget. The President's 2012 Budget totally eliminates the Water Infrastructure Grants Program, but proposes that DC Water receive \$ 25 million dollars for the Clean Rivers Project. The Director informed the Committee that the General Manager testified before the United States House of Representatives Committee on Homeland Security, Cybersecurity, Infrastructure Protection and Security Technologies. The testimony covered the circumstances surrounding the decision to have the Blue Plains Wastewater Treatment Facility voluntarily switch from using chlorine gas in the treatment of wastewater to a potentially safer alternative, liquid sodium bisulfate. The Director also reported that DC Water had submitted comments in response to the Security and Exchange Commission's Proposed Rules on the Registration of Municipal Advisors causing Board Members to Register as Municipal Advisors, Release No. 34-63576; File No. S7-45-10.

The Committee had previously been provided a copy of the comments. The Director concluded the update with a discussion of the General Manager's testimony before the District of Columbia's Committee on Public Works and Transportation which oversees DC Water's activities.

The Chairperson then turned the Committee's attention to Agenda Item # 5 – Emerging Issues. Committee member Roth requested an update from the General Manager on the plan covering DC Water's participation under the IMA. The General Manager stated that the plan was not as yet complete, but gave a verbal synopsis of the three components of the plan. After the briefing, the Committee discussed the General Manager's plan as currently articulated. Committee member Roth asked what action could be taken in the interim prior to the plan being implemented. Staff was requested to notify the appropriate person from the Blue Plains Regional Committee (BPRC) that DC Water Board members wished both to attend meetings of the BPRC and be given sufficient advance notice of such meetings. Committee member Roth then brought up a second emerging issue. This issue concerned the manner in which treatment allocations for the signatories of the IMA were decided. This prompted a Committee discussion of the issue. It was pointed out by Committee member Griffin that the allocations were not made at the Blue Plains Regional Committee, models were generated to derive the percentages for the allocations.

Committee member Bardin shared a 1998 opinion letter by the General Counsel for the Council of Governments concerning District of Columbia representation on the Blue Plains Regional Committee.

Due to the lateness of the hour, the Chairperson stated that she would discuss her emerging issue at a subsequent Committee meeting.

The Chairperson adjourned the meeting at 12:31 p.m.