



**DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY**

Board of Directors

Governance Committee

March 14, 2012

9:30 a.m.

1. Call to Order.....Alan Roth, Vice Chairperson
2. Discussion Concerning Resolution Amending By-Laws to Change Name of Human Resources/Labor Relations CommitteeRick Green, Director, Human Capital Management
3. Government Affairs: Update.....William Pickering, Government Relations Manager
 - Federal
 - President's FY13 Budget – Clean Rivers
 - Congressional hearings on water infrastructure financing

 - District of Columbia
 - DC Council IMA approval
 - FY13 Budget Support Act
 - LID alternative Council support
4. [Draft 2012 IMA Implementation Resolution](#).....Vice Chairperson
5. Emerging IssuesVice Chairperson
6. Agenda for Upcoming Committee Meeting (TBD).....Vice Chairperson
7. Adjournment.....Vice Chairperson

DRAFT 2012 IMA IMPLEMENTATION RESOLUTION

WHEREAS, the Blue Plains Advanced Wastewater Treatment Plant (BPAWTP) is designed to provide wastewater service to the District of Columbia and parts of the surrounding communities in Prince George's and Montgomery Counties in Maryland and Fairfax, Arlington and Loudoun Counties in Virginia.

WHEREAS, the Blue Plains Intermunicipal Agreement of 1985 (1985 IMA) was negotiated to allocate both treatment capacity to these jurisdictions and the costs associated with both capital improvements and the operation of the BPAWTP, as well as other joint responsibilities pertaining to wastewater treatment .

WHEREAS, the District of Columbia Water and Sewer Authority (DC Water) was established by legislation in 1996, long after the execution of the 1985 IMA.

WHEREAS, the jurisdictions served by the BPAWTP recognized the need to update the 1985 IMA to account for legal, regulatory, operational and organizational changes since 1985, and after years of collaborative negotiation, completed the development of an updated agreement called the Blue Plains Intermunicipal Agreement of 2012 (2012 IMA).

WHEREAS, the 2012 IMA provides for the existence of DC Water in the following ways:

- The Chair of the Board of DC Water is a signatory to the 2012 IMA, which means the Board through the Chair must authorize the contract and approve any changes to the 2012 IMA, which requires unanimous consent of all signatories to change the 2012 IMA, which includes allocation of treatment capacity between the jurisdictions;
- The General Manager of DC Water is a member of the Blue Plains Leadership Committee, which is empowered to make changes to the Derivative Agreements by unanimous consent of the members of the Leadership Committee. The consent of the General Manager, under the Direction of the Board, therefore is required for any proposed change to the Derivative Agreements.
- DC Water may appoint two members to the Blue Plains Regional Committee, which is the staff level committee that is responsible for the regular review and update of the technical aspects of the agreement, which will be the responsibility of the Chief Engineer and Assistant General Manager for Blue Plains;

WHEREAS, the 2012 IMA further provides the following in Section 2.B.2 concerning distribution of information and notice and attendance at meetings of the Blue Plains Leadership Committee or Blue Plains Regional Committee:

2. General Party Responsibilities
 - a. Unless otherwise stated herein, each Party shall determine which of its officials or staff will act on its behalf.
 - b. Unless otherwise stated herein, each Party shall be responsible for any notice to its officials, staff or constituents, pursuant to applicable legislation, charter provisions, or formal or informal policies of the Party.
 - c. Consistent with the respective bylaws of the Leadership Committee and the Regional Committee, those Committees may allow observers invited by members of those Committees to attend their meetings.

NOW THEREFORE, the Board of Directors of DC Water hereby resolves that the following process shall be followed to manage the regular briefing and review with the Board of information concerning the 2012 IMA and the notice and attendance of Board members at relevant meetings concerning the 2012 IMA:

1. The agenda and other materials distributed for the BPLC and BPRC meetings shall be distributed to the Board upon receipt by staff of final materials for the meetings, including the agenda, time and location of all meetings;
2. The Board recognizes that some materials may be of a confidential and deliberative nature and may not be released to the public – and any documents in this category will be clearly marked;
3. An item or information pending before the BPLC or BPRC that falls within the jurisdiction of a DC Water Board Committee may, at the discretion of the Board Committee Chair, be placed on the agenda of the Board Committee for a briefing and discussion, which may, if appropriate, be undertaken in Executive Session;
4. A Board member who wishes to attend a meeting of the BPLC as an observer should provide written notice to the Board Chair, who will forward such a request to the General Manager and Chair of the BPLC. The Board Chair may decide to select a member or members of the Board to attend any BPLC meeting as an observer at his or her discretion, and the General Manager shall invite such member or members of the Board to attend such meeting, provided that in the event more than one Board member requests an invitation and at least one such member is a DC Board member, no less than one invited Board member shall be a DC Board member.
5. Any Board member may request an invitation to attend a meeting of the BPRC as an observer, orally or in writing. Such request shall be provided to the General Manager, who shall forward such request to the Chief Engineer and Assistant General Manager (or, in the alternative, such other staff members as the General Manager may designate to serve on the BPRC). The General Manager shall require one of those staff members to issue an invitation to the requesting Board member.
6. If an invitation is not forthcoming as provided in paragraphs 4 and 5 above, the Board will be informed and shall take appropriate action at the next meeting of the DC Water Board.
7. The General Manager in the case of the BPLC, and the Chief Engineer and Assistant General Manager in the case of the BPRC (or, in the alternative, such other staff members as the General Manager may designate to serve on the BPRC), are hereby instructed to object to any set of bylaws proposed for those respective committees under Section 2.B.2.c of the 2012 IMA that would erect, or have the effect of erecting, any additional procedural barriers to the participation of Board members as observers at BPLC or BPRC meetings beyond those set forth in this Resolution.