

Presented and Adopted: November 3, 2016

**SUBJECT: Approval to Execute Option Year Four of Contract No.
WAS-12-033-AA-RE, Centerra Integrated Services, LLC**

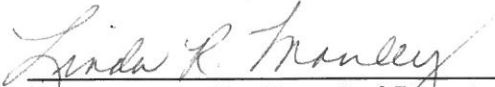
**#16-86
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on November 3, 2016 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute Option Year Four of Contract No. WAS-12-033-AA-RE, Centerra Integrated Services, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Four of Contract No. WAS-12-033-AA-RE, Centerra Integrated Services, LLC. The purpose of the option is to continue managing the preventive/predictive maintenance, repair, towing, emergency services and other fleet operations. The option amount is \$1,816,900.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: November 3, 2016

**SUBJECT: Approval to Execute Option Year Four of Contract No.
WAS-12-035-AA-RE, Centerra Integrated Services, LLC**

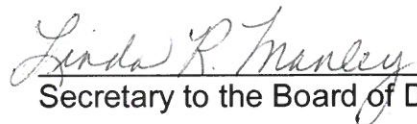
**#16-87
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on November 3, 2016 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute Option Year Four of Contract No. WAS-12-035-AA-RE, Centerra Integrated Services, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Four of Contract No. WAS-12-035-AA-RE, Centerra Integrated Services, LLC. The purpose of the option is to continue managing the automotive parts supply functions. The option amount is \$850,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: November 3, 2016
SUBJECT: Approval to Execute DCFA #481, Greeley and Hansen/O'Brien & Gere

#16-88
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on November 3, 2016 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute DCFA #481, Greeley and Hansen/O'Brien & Gere.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute DCFA #481, Greeley and Hansen/O'Brien & Gere. The purpose of the contract is to retain the services of qualified consultants that will provide project delivery services for the implementation of a significant Capital Improvement Program (CIP) in the sanitary sewer. The contract not-to-exceed amount is \$20,000,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: November 3, 2016
SUBJECT: Approval to Execute Contract No. 150200
SAK Construction, LLC

#16-89
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on November 3, 2016 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute Contract No. 150200, SAK Construction, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 150200, SAK Construction, LLC. The purpose of the contract is to rehabilitate defective sanitary sewer pipes and manholes along the Watts Branch Creek. The contract amount is \$2,998,624.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: November 3, 2016
SUBJECT: Approval to Authorize the General Manager to
Establish Blue Drop, LLC

#16-90
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The members of the Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("DC Water") at the Board meeting held on November 3, 2016, upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed, to take the following action to authorize the General Manager to establish a not-for-profit entity under the laws of the District of Columbia to be known as Blue Drop, LLC.

WHEREAS, District of Columbia Home Rule Act states, "[n]otwithstanding any other provision of this chapter or any District of Columbia law, the financial management, personnel, and procurement functions and responsibilities of the District of Columbia Water and Sewer Authority shall be established exclusively pursuant to rules and regulations adopted by its Board of Directors." D.C. Code § 1-204.96(a); and

WHEREAS, the Council of the District of Columbia created DC Water pursuant to the *Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996* ("Enabling Legislation"). D.C. Code 34-220.01 et seq.; and

WHEREAS, the Enabling Legislation authorizes DC Water to "exercise any power usually possessed by public enterprises or private corporations performing similar functions that is not in conflict with the District of Columbia Home Rule Act, or the laws of the District..." D.C. Code § 34-2202.03(17); and

WHEREAS, the Enabling Legislation grants DC Water the power to "undertake any public project, acquisition, construction, or any other act necessary to carry out its purposes..." D.C. Code § 34-2202.03(13); and

WHEREAS, the Enabling Legislation grants DC Water the power to "do all things necessary or convenient to carry out the powers expressly provided..." in the Enabling Legislation. D.C. Code § 34-2202.03(30); and

WHEREAS, as a consequence of ever changing regulatory mandates, the need to replace and maintain aging water distribution and sewage conveyance system infrastructure and capital commitments that have been and will be necessary to reduce

the frequency and volume of combined sewer overflows to the Potomac and Anacostia rivers, Rock Creek and their tributaries, the rates, fees and charges for delivering services to customers in the District of Columbia and to user jurisdictions have increased steadily in recent years, and will continue to rise in coming years; and

WHEREAS, the rate at which water and sewer rates, fees and charges are escalating presents a growing affordability challenge for customers in the District of Columbia and to the user jurisdictions; and

WHEREAS, the Board has directed the General Manager/CEO to find innovative ways to generate revenue from new sources to help mitigate the rate of increase in rates, fees and charges that are necessary to recover the cost of providing services; and

WHEREAS, DC Water has developed a reputation in the industry as a leader in innovation; and

WHEREAS, DC Water holds or is seeking patent rights for several inventions in the United States and in other countries for technologies and processes that were developed from research and operation of its facilities; and

WHEREAS, DC Water makes Bloom™, a soil conditioner made from exceptional quality Class A biosolids produced from operations at Blue Plains; and

WHEREAS, DC Water conducts other operations, including but not limited to laboratory services and fleet maintenance that can be provided to other agencies, persons and entities for a fee; and

WHEREAS, DC Water is committed to maximizing value from every element of its operations for the benefit of the environment, its ratepayers and customers; and

WHEREAS, the General Manager/CEO has requested permission to create a not-for-profit entity, that will be known as Blue Drop LLC (Blue Drop) and which will be dedicated to providing certain products and services developed from Authority operations; and

WHEREAS, the General Manager/CEO has indicated that Blue Drop will be a separate legal entity, which will seek tax-exempt status under the Internal Revenue Code; and

WHEREAS, the General Manager/CEO has indicated that Blue Drop will be organized to achieve the following purposes: 1) Provide relief from rising rates, fees, and charges to DC Water's customers in the District of Columbia, to other participating jurisdictions as defined in D.C. Code § 34-2202.01(5), and to users of the joint-use sewage facilities as defined in D.C. Code § 34.2202.01(4); 2) Advance and promote innovative strategies and technologies in the treatment and delivery of potable water, the treatment and collection of wastewater, and related products and services; 3) Improve

the state of the water and wastewater treatment sectors by sharing knowledge, research, and expertise throughout the country and the world; and 4) Promote resource recovery and conservation; and

WHEREAS, upon consideration of the General Manager/CEO's request, the Board has determined that granting the request is a matter of business judgment, which is within its discretion pursuant to the authority granted by the Enabling Legislation and the above cited provision of the Home Rule Act; and

WHEREAS, the Board expects that the Blue Drop entity will be able to respond rapidly and efficiently to changing market dynamics; and

WHEREAS, the Board has determined that Blue Drop should be part of DC Water's plan to manage its finances and to perform its statutory responsibilities.

NOW THEREFORE BE IT RESOLVED:

1. The Board authorizes the General Manager/CEO to establish Blue Drop as a District of Columbia not-for-profit limited liability entity for the purposes of:
 - a. Providing relief from rising rates, fees, and charges to DC Water's customers in the District of Columbia, to other participating jurisdictions as defined in D.C. Code § 34-2202.01(5), and to users of the joint-use sewage facilities as defined in D.C. Code § 34.2202.01(4);
 - b. Advancing and promoting innovative strategies and technologies in the treatment and delivery of potable water, the treatment and collection of wastewater, and related products and services;
 - c. Improving the state of the water and wastewater treatment sectors by sharing knowledge, research, and expertise throughout the country and the world;
 - d. Promoting resource recovery and conservation; and
 - e. Other purposes consistent with and complementary to the principles described in this Resolution.
2. George Hawkins is hereby appointed as an individual to a three year term as the Chairperson of the Board of Directors for Blue Drop (the "Blue Drop Board"). Such term shall commence on the date of the first meeting of the Blue Drop Board and shall end upon the third yearly anniversary of such meeting unless this appointment is terminated sooner by this Board, the Chairperson's resignation, death, or intervening incapacity. Mr. Hawkins is hereby appointed and directed to take all actions necessary to convene the first meeting of the Blue Drop Board. As Chairperson, Mr. Hawkins is authorized to appoint/remove the Manager of the LLC in accordance with the organizational requirements, rules, and procedures of the LLC.
3. George Hawkins is hereby appointed as the individual who shall be the Member Representative to the Blue Drop Board. He shall have authority to express to the

Manager and to the Blue Drop Board, the decisions and approvals of the Member related to the operations of Blue Drop for a period of three years commencing on the date of the first meeting of the Blue Drop Board and ending on the third yearly anniversary of such meeting unless this appointment is terminated sooner by this Board, the Member Representative's resignation, death, or intervening incapacity.

4. The General Manager/CEO shall report to the Board on the progress and operations of Blue Drop as he determines necessary, but no less frequently than annually.
5. The General Manager/CEO is authorized to take any other action he deems appropriate to establish Blue Drop as a not-for-profit limited liability company consistent with the intentions expressed in this Resolution.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: November 3, 2016

**SUBJECT: Approval to Execute Contract No. 16-PR-DCS-66
Smart Grid Solutions, LLC**

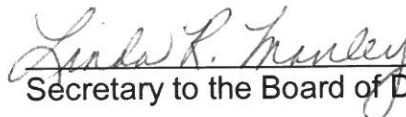
**#16-91
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on November 3, 2016 upon consideration of a non-joint use matter, decided by a vote of five (5) in favor and none (0) opposed to execute Contract No. 16-PR-DCS-66, Smart Grid Solutions, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 16-PR-DCS-66, Smart Grid Solutions, LLC. The purpose of the contract is to install water meters and meter transmitting units that are nearing the end of their useful life. The contract amount is \$7,000,000.

This Resolution is effective immediately.


Secretary to the Board of Directors