



**DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY
Board of Directors
Finance and Budget Committee
Thursday, June 25, 2015**

11:00 a.m.

- 1. **Call to Order**.....Timothy L. Firestine, Chairperson
- 2. **Insurance Renewal Update (Attachment 1)**Tanya DeLeon
- 3. **Rolling Owner Controlled Insurance Program (ROCIP) Update (Attachment 2)**Tanya DeLeon
- 4. **Action Items**
 - A. **Wells Fargo Insurance USA, Inc. – ROCIP IV Broker Services**.....Tanya DeLeon
 - B. **Legal Services**.....Randy Hayman
 - 1. **Dorsey & Whitney LLP – General Civil Litigation**
 - 2. **McQuireWoods LLP – Environmental**
 - 3. **Littler Mendelson, P.C. – Human Resources/Employment**
 - 4. **Morgan Lewis & Bockius LLP – Human Resources/Employment**
 - 5. **Beveridge & Diamond, P.C. – Environmental**
 - 6. **Douglas & Boykin PLLC – General Civil Litigation**
 - 7. **Reed Smith LLP – General Civil Litigation**
- 5. **Agenda for July Committee Meeting (Attachment 3)** Timothy L. Firestine
- 6. **Executive Session***
- 7. **Adjournment**

FOLLOW-UP ITEMS –Follow-up Items from the meeting held April 23, 2015.

- 1. Provide policy and practices regarding billing disputes with DC Water’s large IAC customers. **(Mr. Firestine) Status: See Attachment 4 in the May Finance and Budget Committee Report**
- 2. Will the RFK IAC dispute with the District lead to a refund liability to DC Water, if so, how much and who will be billed? **(Mr. Mallett) Status: Update will be provided in a future Executive Session**

* The DC Water Board of Directors may go into executive session at this meeting pursuant to the District of Columbia Open Meetings Act of 2010, if such action is approved by a majority vote of the Board members who constitute a quorum to discuss: matters prohibited from public disclosure pursuant to a court order or law under D.C. Official Code § 2-575(b)(1); contract negotiations under D.C. Official Code § 2-575(b)(1); legal, confidential or privileged matters under D.C. Official Code § 2-575(b)(4); collective bargaining negotiations under D.C. Official Code § 2-575(b)(5); facility security under D.C. Official Code § 2-575(b)(8); disciplinary matters under D.C. Official Code § 2-575(b)(9); personnel matters under D.C. Official Code § 2-575(b)(10);proprietary matters under D.C. Official Code § 2-575(b)(11); decision in an adjudication action under D.C. Official Code § 2-575(b)(13); civil or criminal matters where disclosure to the public may harm the investigation under D.C. Official Code § 2-575(b)(14), and other matters provided in the Act.



Update:

July 1 Property & Casualty Insurance Renewals

June 25, 2015

Tanya DeLeon, Risk Manager



Background

- The Authority is on track to renew its Property, Workers' Compensation, Public Officials' Liability, Umbrella/Excess Liability, Crime and Fiduciary insurance coverages on July 1.
- The value of each of these insurance contracts falls below the threshold required for board approval. However, it has been the customary practice to provide an informational update to the committee at this time each year.
- The insurance market is presently stable. Most insurance buyers with good loss experience are seeing flat rate renewals with any premium increases driven by growth in exposures. The present low bond yield environment, which has a worsening effect on pricing, is being offset by strong underwriting profitability and competition resulting from an influx of capital in the reinsurance markets.



Renewal Results

- We anticipated an increase in total premiums due to the Authority's increased operating exposures. Year-to-year changes for property values, payroll and operating budget are +7.5%, +6.4% and +16.8% respectively.
- Renewal negotiations are still underway, but it appears the total premium increase will be +4.7%. Coverages remain generally comparable to expiring. We are pleased with the renewal results.



Appendix I

Prospective Program – Jul 1, 2015-16

| Coverage | Main Limit | Main Deductible / Retention | Insurer | Premium* (thousand) |
|---|--|-------------------------------|--|---------------------------|
| Property incl. Boiler & Machinery | \$1 Bil per occurrence \$100 Mil annual Flood \$25 Mil ann.–100 Yr Flood | \$1 Mil \$10,000 equip | Public Entity Property Ins. Program (PEPIP)** | \$841 |
| National Flood Policies (15 total) | Ea. Policy: \$500K bldg., \$500k contents | \$50k bldg., \$50k contents | National Flood Insurance Program | \$66 (newly purchased) |
| Cyber/Data Security*** | \$2 Mil ann. (subject to \$25M ann. total limit for entire purchasing group) | \$100,000 | same as above | incl. above |
| Excess Workers' Compensation (WC) and Employers' Liability (EL) | Full benefits due under WC law; \$3 Mil Employers' Liability | \$1 Mil / accident or disease | Safety National | \$348 |
| Public Officials' Liability (POL) | \$20 Mil ann. | \$250,000 | RSUI and Hiscox | \$115 |
| Excess Liability (excess of GL, AL POL, EPL) | \$100 Mil | \$1 Mil | Alliant National Municipal Liability (ANML) and Catastrophe Liability Ins. Program (CLIP)* | \$941 |
| Crime & Fidelity | \$10 Mil | \$200,000 | Travelers | \$29 |
| Fiduciary Liability | \$5 Mil | Nil | Travelers | \$16 |
| TOTAL | | | (Expiring \$2,230) | \$2,356 (+4.7%) |

* All premiums include broker placement fees/commissions.

** These are Group Purchasing programs involving public entities throughout the country and a broad syndication of insurers.

*** The Authority is investigating the cost of increased cyber coverage.

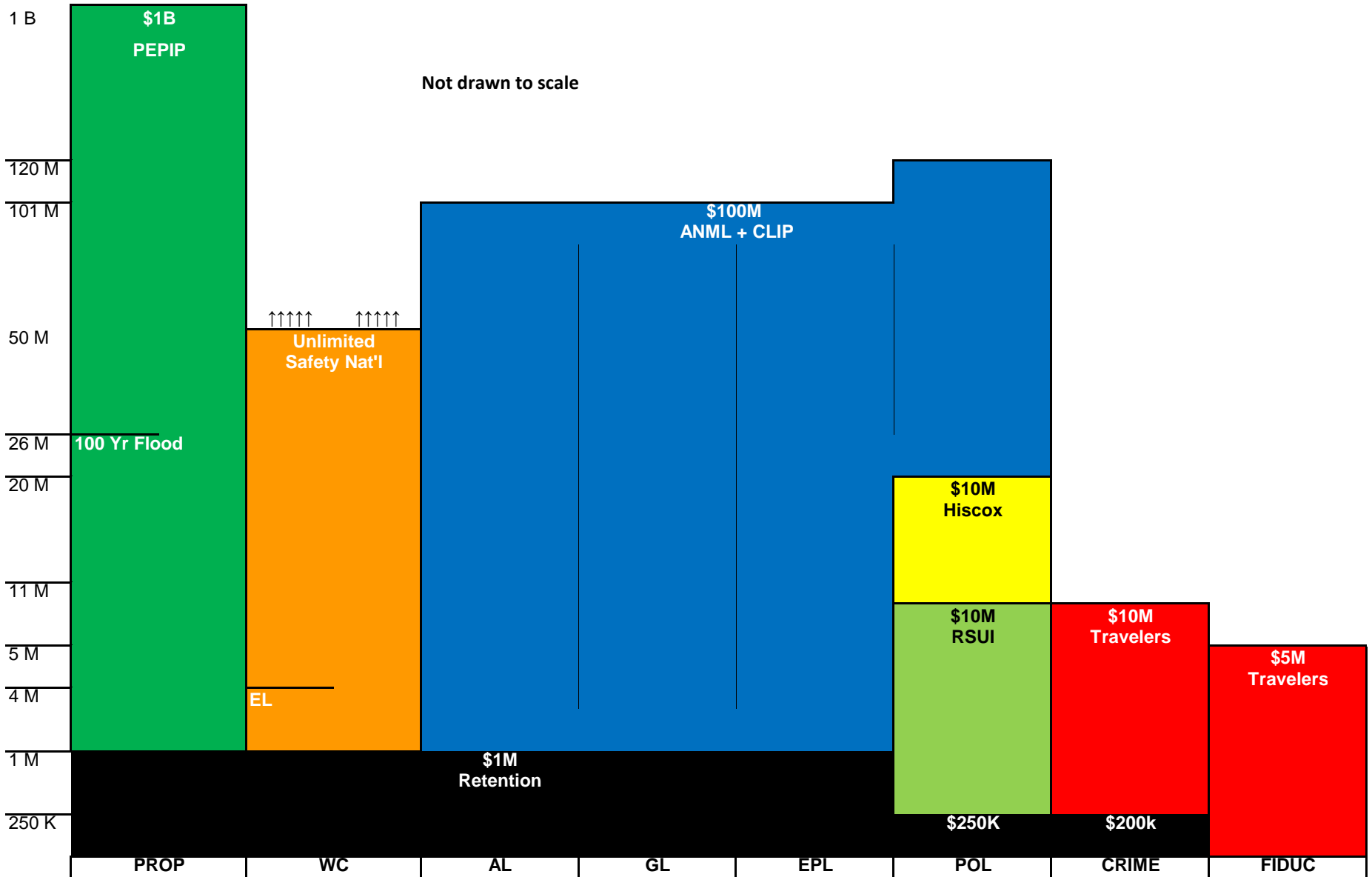


Appendix I (cont.) Insurance Coverages

| Coverage | Scope |
|---|--|
| Property, Equip. and Boiler & Machinery | Provides blanket "all risk" coverage for direct physical damage to WASA structures, buildings and contents. |
| Cyber Liability and Breach Notification | Provides coverage for third party liability and privacy notification expenses resulting from data breaches. |
| National Flood Insurance | Government sponsored program that provides a modest amount of insurance protection at affordable premium levels. Coverage is subject to a maximum of \$500,000 for buildings and \$500,000 for contents, excluding underground property and subject to actual cash valuation. |
| Excess Workers Compensation (WC) and Employers Liability (EL) | Provides excess statutory workers' compensation benefits over self-funded levels. EL covers liability from employee injuries that are not covered under workers compensation law. Very rare in DC. |
| Public Officials Liability (POL) | Provides reimbursement protection for wrongful acts (excl. bodily injury and property damage) that are actually or allegedly caused by WASA directors, officers and employees within the course of their duties. |
| Employment Practices Liability (EPL) | Provides protection for claims of discrimination, harassment, or wrongful termination. |
| Umbrella / Excess Liability | Provides protection for bodily injury, property damage, and personal injuries to third parties arising out of WASA operations (GL) including use of automobiles (AL) in excess of self-funded levels. Beginning in 2009, also applies excess of public officials (POL) and employment practices liability (EPL), with additional restrictions. |
| Crime & Fidelity | Employee dishonesty coverage and miscellaneous crime coverages. |
| Fiduciary Liability | Provides protection for wrongful acts that actually or allegedly are caused by trustees and employees of the DCWASA sponsored Employee Benefit Plans. |



Insurance Program Chart





Appendix I – Background

- 1998
 - Began purchasing insurance. Prior to 1996, WASA was part of the District's program.
- 2001
 - Became self-insurer for workers compensation
- 2002
 - 9/11 impacts on insurance market, particularly workers compensation
 - Had independent program review conducted.
- 2003
 - Purchased broadened public officials' liability coverage .
 - Purchased employment practices liability coverage for the Authority.
- 2004
 - Lead controversy first surfaced, public officials' coverage/premium impacts.
 - Rolling Owner Controlled Insurance Program (ROCIP) implemented.
- 2005
 - Regained ground on public officials' coverage.
- 2006
 - H. Katrina impacts on insurance market, particularly property with flood exposure. Increased property deductible from \$250k to \$1m for cost savings. Regained ground on workers' compensation coverage (full limits) and public officials' liability pricing.



Appendix I – Background (cont.)

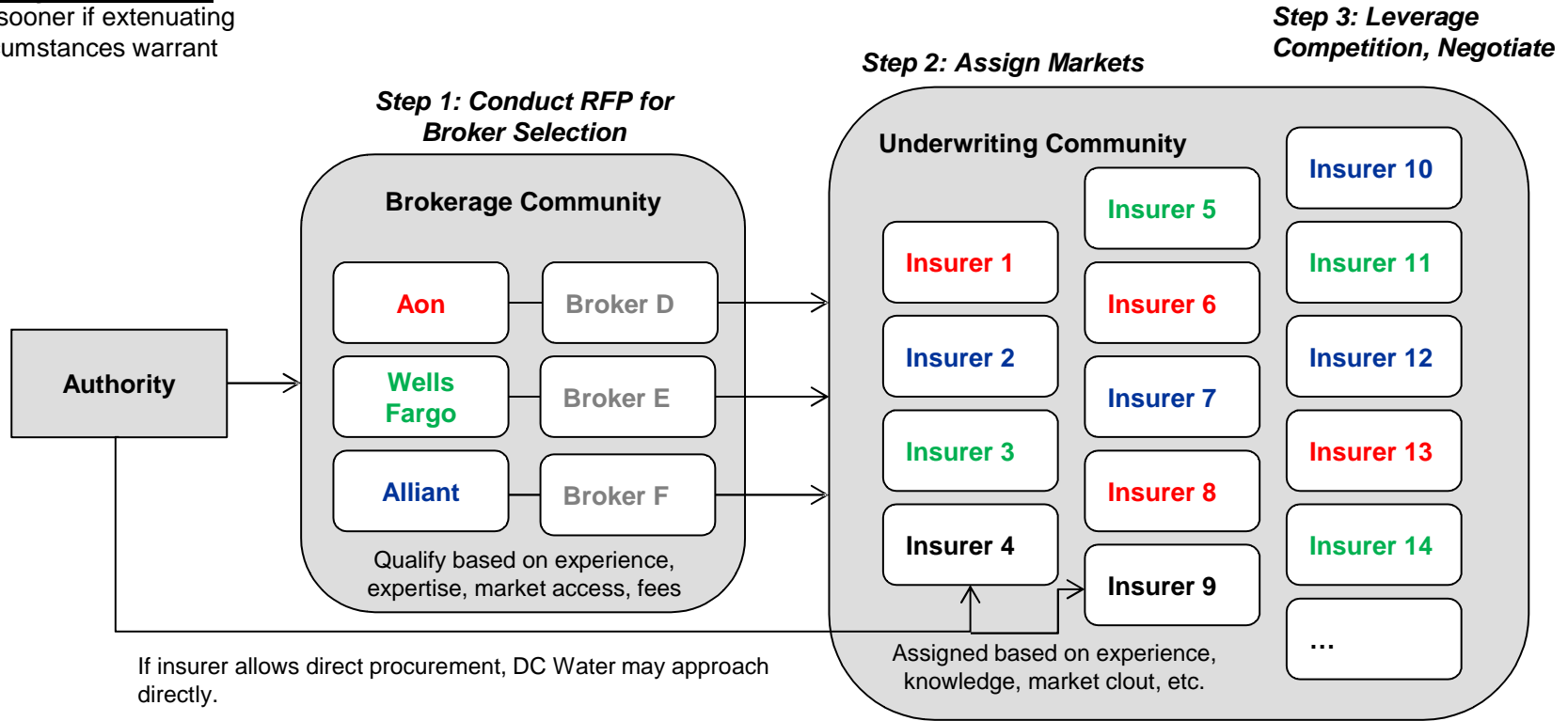
- 2007
 - Conducted Broker RFQ process and qualified 3 brokers to access insurance markets that don't allow direct procurement.
 - Competitively bid all insurance lines.
 - Changed Property insurer. Generally increased coverage and decreased cost.
- 2008
 - Remained with same carriers. Increased property limit from \$500M to \$1B and high hazard flood from \$10M to \$25M. Increased Employment Practices retention from \$250K to \$1M for premium savings.
- 2009
 - Change in Umbrella/Excess Liability and Employment Practices Liability carriers. Increased limits for Public Officials Liability from \$20M to \$120M as part of overall program purchase.
- 2012
 - Conducted Broker RFQ process and qualified 3 brokers.
 - Competitively bid all insurance lines.
 - Increased fiduciary liability limit from \$3M to \$5M.
- 2013
 - Increased crime coverage from \$5M to \$10M.



Appendix II - Procurement Approach

Every 5 Years – Last Done in 2012

Or sooner if extenuating circumstances warrant



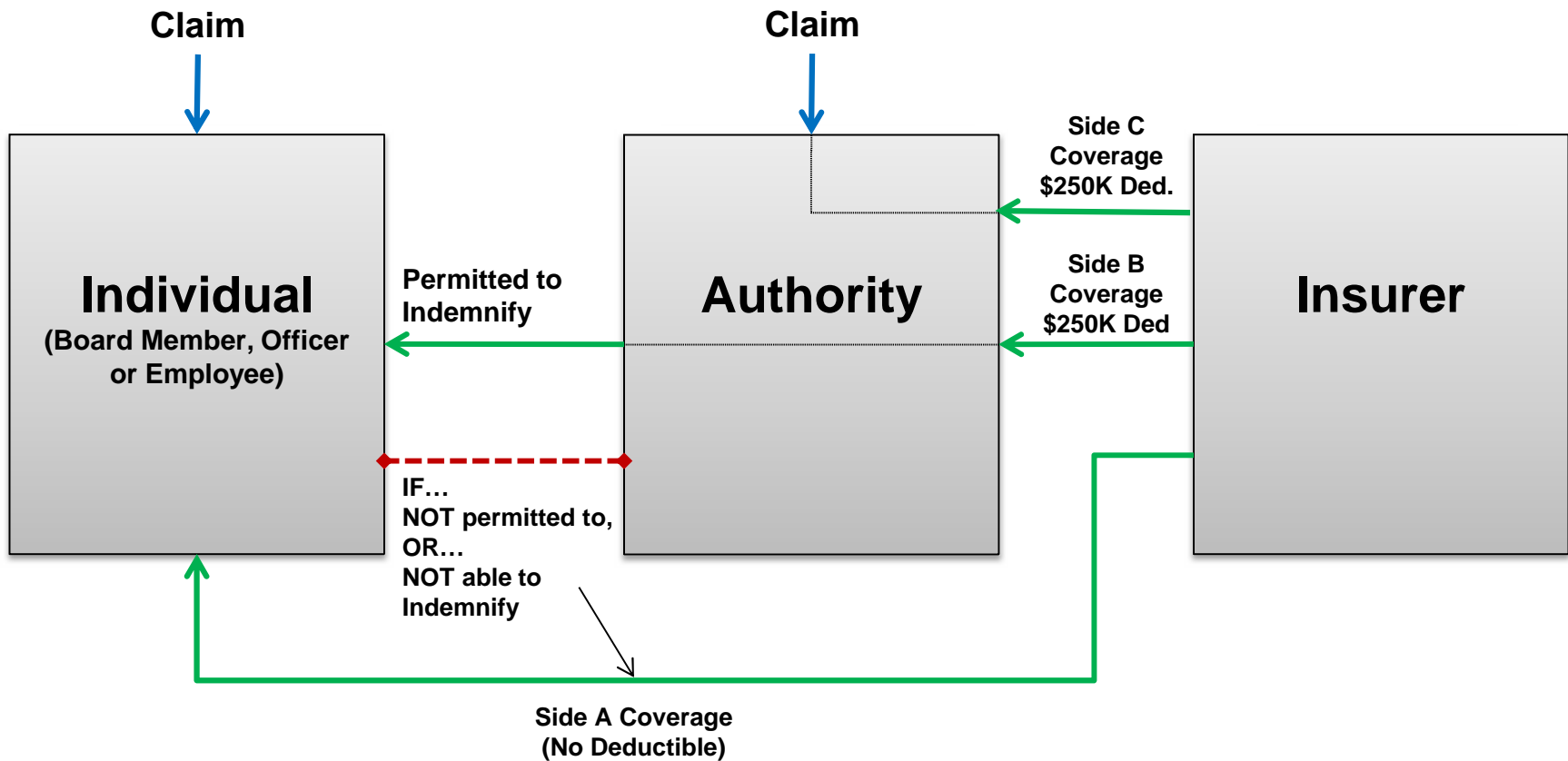
Serves Public Interests: Maximizes Competition with Competent Broker Firms ♦ Requires Demonstration of Marketing Skill ♦ Preserves Options

Interim Years (2012-Present)

Multi-year insurance contracts are not available in the present insurance market. On each annual policy renewal, a particular line of coverage is typically handled by the incumbent broker. That broker is generally granted full access to the market and asked to recommend a marketing strategy for the year, which the Authority must approve. However, the Authority reserves the right to use a multi-broker, assigned-market competitive process like the above in the interim years if challenging situations warrant. The Authority uses its independent insurance consultant as well as conduct its own due diligence to establish expectations.



Appendix III - How Public Officials' (D&O) Liability Coverage Works



Update Briefing on

Rolling Owner Controlled Insurance Program (ROCIP)

Finance and Budget Committee



DC Water Rolling Owner Controlled Insurance Program (ROCIP)

- Briefing Topics

What is a ROCIP?

~History and Background

ROCIP Program Goals

~Consistent with DCWater goals

Current program overview and results to date

~Positive and achieving forecasted goals

Status report on activity to extend the program for the next period of planned construction

~ Upcoming key action plan

Overview

An OCIP is an alternative insurance program in which a project owner provides and maintains insurance coverages to protect the owner, design builders, prime contractors and subcontractors working on identified projects; OCIP's are typically used on large construction projects involving multiple contractors and subcontractors.

OCIPs provide:

- Strengthened construction risk management and insurance program
- Multiple interests coverage using master insurance policies
 - allows for multiple insureds to be bundled (or wrapped up) into one combined and controlled program
- Mutual identified insurance coverage including higher limits
- Uniform insurance claims handling, loss prevention and safety
- Joint defense, limited cross-liability and coordinated post-loss management

A “Rolling” OCIP covers a long-term capital improvement plan or similar group of separate projects.

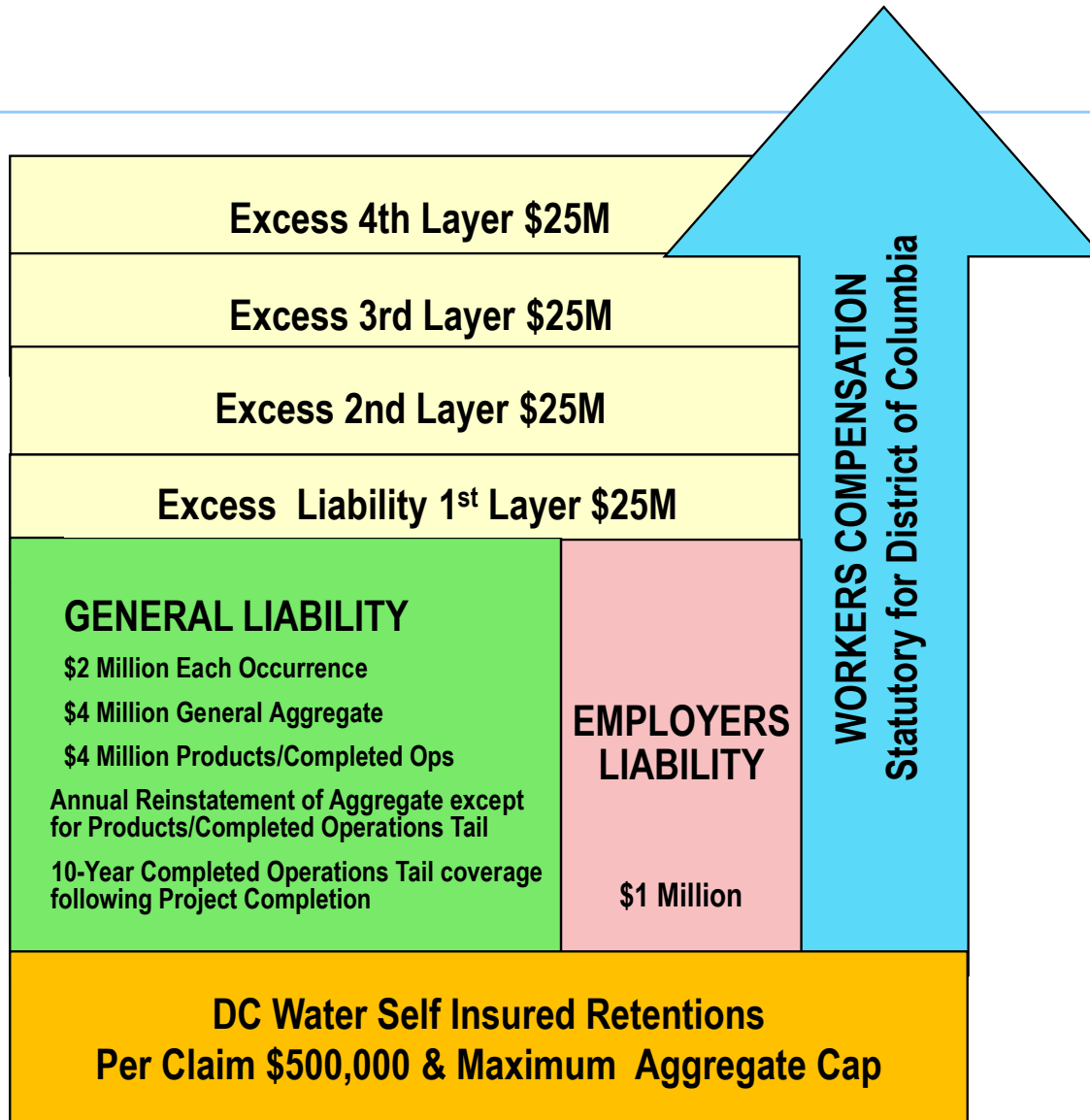
Background and History

- 2003 Study Project to improve Construction Insurance Practices
- 2004 ROCIP 1 Program authorized to facilitate DCWASA Goals through 4-15-2012
- 2009 ROCIP 2 For Construction projects starting 10-15-2009 / 10-15-2012 and complete by 10-15-15+
- 2012 ROCIP 3 For Construction projects starting 10-15-2012 / 10-15-2015 and complete 10-15-17
- **2015 ROCIP 4 Insurance Broker and Administrator Procurement process for 10-15-2015 plan is complete with this progress update**

ROCIP Program Overview

- Insurance Plan Components
 - Combined Workers Compensation and General Liability **paid** loss rating plan includes a fixed premium rate based upon Contractor site payroll
 - Deductible -\$500,000/ per line per loss deductible \$750,000 all lines per loss “clash”
 - Maximum aggregate stop loss rate locked, amount variable based on actual contractor payroll
- General Liability Limits are \$2 MIL/ \$4 MIL per Occurrence / Aggregate
 - Extended Term Completed Operations
- Excess General Liability limits are \$100 MIL
- Workers Compensation limits are statutory
- Employers Liability limits are \$1 MIL

ROCIP Insurance Limits



Program Goals

- Availability of broader insurance financial protection with higher dedicated limits for contractors (provides better protection for DC Water)

- Potentially lower construction costs resulting from:
 - volume discounts on insurance purchases; and
 - reduced losses from effective, comprehensive, safety and loss control programs
 - Lock in insurance rates over several years

- Targeted, superior, comprehensive and uniform risk management services (e.g., claims handling, loss control and safety program)

Program Goals (*Continued*)

- Reduced litigation
- Substantial reduction in the amount of time required for obtaining certificates of insurance from contractors
- Insurance requirements no longer an obstacle for contractors bidding work
 - Reduced barriers for Disadvantaged Business Enterprises (MBE/LSDBE)

Program Goals are Being Achieved!

Broader Insurance Coverage with Higher Limits

- All enrolled contractors have dedicated limits & comprehensive coverage
- \$100MM in excess liability coverage under the ROCIP
- Completed Operations coverage to Statute of Repose (Ten Years)

Lower Construction Costs with Reduced Insurance Costs

- Purchasing insurance for the Contractors on a wholesale basis generates insurance savings for DC Water; on target for significant avoided costs savings for ROCIP 1 - 3
- DC Water has maximized its purchasing power because of large volume of CV

Enhanced Risk Services for Claims Handling and Loss Prevention

- Quarterly insurance claim review with Insurers/ Adjusters
- All enrolled contractors are required to adhere to DC Water safety standards for their safety programs for ROCIP work
- Centralized oversight of all ROCIP Contractor safety
- Additional staff reflects strong commitment to safety by DC Water

Goals are being achieved!

Reduced Litigation

- Single insurance carrier for all enrolled Contractors minimizes cost with respect to subrogation and litigation

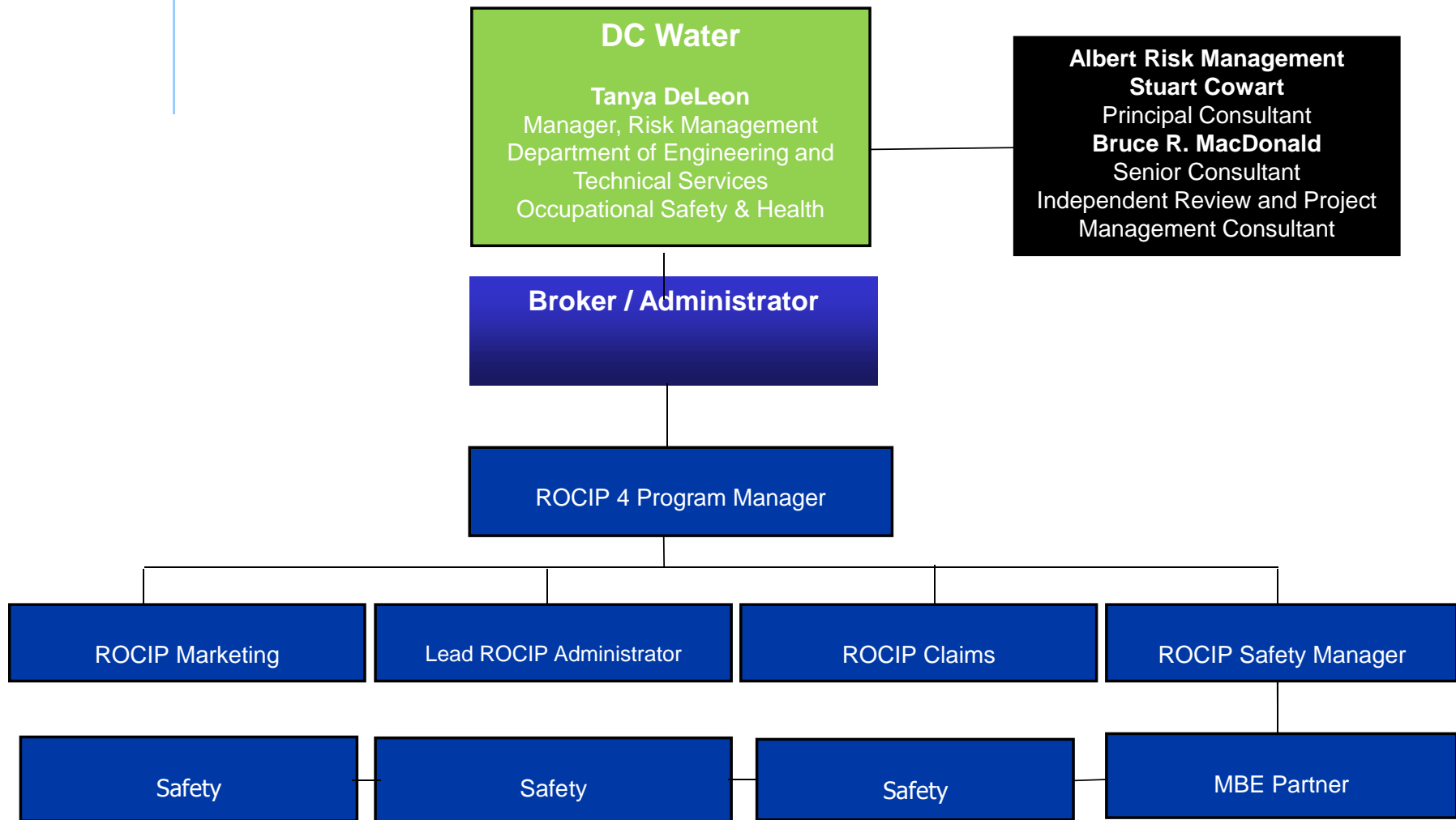
Insurance requirements are no obstacle for Contractors

- Allows and encourages DB & Prime Contractors to hire sub-contractors that might not be in a position to bid without a ROCIP Insurance program in place
- Contractors without high limits of insurance can win bids
- Helps local small business build experience to develop their businesses
- Qualified MBE/LSDBE participants may end up bidding as Prime Contractors on future jobs
- DC Water MBE/LSDBE participation is above national wrap-up average

Program Utilization

| | ROCIP 1 | ROCIP 2 | ROCIP 3 | ROCIP Total |
|---------------------|------------|-------------|-------------|-------------|
| Projects Included | 65 | 47 | 56 | 168 |
| Contractors Covered | 391 | 769 | 384 | 1,544 |
| Construction Value | \$603 MIL | \$1,210 MIL | \$1,105 MIL | \$2,918 MIL |
| Contractor Payroll | \$102 MIL | \$213 MIL | \$161 MIL | \$476 MIL |
| Avoided Cost | \$ 3.8 MIL | \$ 12.0 MIL | \$ 12.1 MIL | \$ 27.9 MIL |
| As of 6/1/2015 | | | | |

ROCIP 4 Team Composition



Key Observations

- Documented avoided insurance cost benefit opportunities projected for the ROCIP plans
- Actual insurance claim amounts are better than expected
- Utilization is high all other program factors are on or exceeding forecast
- High level of MBE/LSDBE contractor participation
- Safety performance continues to surpass local and national benchmarks
- This multi department initiative continues to promote enhanced internal information sharing/communication and construction risk management beneficial practices

ROCIP 4 Timeline

| <u>ROCIP 4 Task</u> | <u>Status</u> | <u>Proposed Milestones</u> |
|---|---------------|---|
| Feasibility evaluation for ROCIP extension | Ongoing | December 2014 - February 2015 – Current data and positive results suggest an extension of the program may produce an opportunity to achieve additional benefits for DCWater. Independent insurance consultant and DC WASA project team recommend ROCIP extension, initiated Broker / Administrator procurement process |
| Procurement Broker/ Administrator Selection | Ongoing | February – June 2015 – If approved by F&B Committee RFP for Broker/Administrator process initiated , interviews to be conducted, references verified, services agreement addressed. If procurement initial activity validates feasibility study assumptions – Broker / administrator award moved to the full board by Finance and Budget Committee Target June 2015 |
| Board authorization to Award Broker Administrator | Ongoing | July 2015 – If Board approval provided, two actions~ 1) the board authorized the General Manager to proceed with the ROCIP through October 2015-20 and 2) the board authorized the General Manager to execute Contract with successful broker administrator to implement ongoing ROCIP broker services |
| ROCIP 4 Insurance Procurement | Pending | July - August 2015 – Completed ROCIP insurance marketing activity, presentation and recommendation to Finance and Budget Committee meeting in September 2015 |
| Board Approval | Pending | If approved by F&B Committee, present to Board for approval at September meeting |
| Bind and Verify ROCIP 4 Insurance Program | Pending | No later than October 15, 2015 |
| Start Date – 10/15/15 | Pending | If authorized, provide verification of ROCIP 4 binding evidence and Contractor enrollment to Departments for contract execution. |

Next Action

- Our independent insurance advisor, Albert Risk Management Consultants, and the project team recommend DC Water proceed to procure present and approve another multiyear ROCIP plan for future CIP construction insurance risk protection.
- This recommendation is based upon the successful implementation and achievement of the ROCIP goals to date, and the knowledge of future planned large construction projects.

**DC WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

ACTION REQUESTED

GOODS AND SERVICES CONTRACT AWARD

(JOINT USE - INDIRECT COST)

Rolling Owner Controlled Insurance Program (ROCIP 4)

Approval to execute a one (1) year base and four (4) one year options contract in an amount not to exceed \$6,105,693.00.

CONTRACTOR/SUB/VENDOR INFORMATION

| | | |
|--|--|------------------------------|
| PRIME: Wells Fargo Insurance USA, Inc. 1750 H Street, NW, Suite 200 Washington, DC 20006 | SUBS: Lockhart's Insurance Services 3907 Georgia Avenue, NW Washington, DC 20011 | PARTICIPATION: 14% |
|--|--|------------------------------|

DESCRIPTION AND PURPOSE

| | |
|---------------------------------------|---------------------------------|
| Base Year Contract Value: | \$1,213,681.00 |
| Contract Base Period: | One (1) year |
| Number of Option Years: | Four (4) years |
| Anticipated Contract Start Date: | 08-01-2015 |
| Anticipated Contract Completion Date: | 07-31-2020 |
| Proposal Closing Date: | 05-29-2015 |
| Proposals Received: | 2 |
| Proposal Range: | \$6,036,000.00 – \$6,105,693.00 |
| Preference Points Received: | 1 |

Purpose of the Contract:

To contract for rolling owner controlled insurance program services for the District of Columbia Water and Sewer Authority's (DC Water) Risk Management/Chief Financial Office.

The procurement method utilized was a Request for Proposal (RFP). Award will be made to one firm. Wells Fargo Insurance USA, Inc., is the highest rated offeror. The names of all responsive firms who submitted proposals are listed below.

Proposals were received from:

Aon Risk Solutions, Inc. of Washington, DC
Wells Fargo Insurance USA, Inc.

PROCUREMENT INFORMATION

| | | | |
|---------------------------|---|-------------------------|----------------|
| Contract Type: | Lump Sum (Fixed Hourly Rates) | Award Based On: | Highest Rating |
| Commodity: | Professional Services | Contract Number: | 15-PR-CFO-32 |
| Contractor Market: | Open Market with preference points for LBE/LSBE participation | | |

BUDGET INFORMATION

| | | | |
|----------------------|---------------|-------------------------|--|
| Funding: | Capital | Department: | Risk Management/Chief Financial Office |
| Service Area: | DC Water Wide | Department Head: | Robert Hunt |

ESTIMATED USER SHARE INFORMATION

Rolling Owner Controlled Insurance Program Base Year One (1) \$1,213,681.00

| User | Share % | Dollar Amount |
|---|----------------|-----------------------|
| District of Columbia | 84.40% | \$1,024,347.00 |
| Washington Suburban Sanitary Commission | 11.41% | \$ 138,481.00 |
| Fairfax County | 2.87% | \$ 34,832.00 |
| Loudoun County | 1.16% | \$ 14,079.00 |
| Other Potomac Interceptor | 0.16% | \$ 1,942.00 |
| Total Estimated Dollar Amount | 100.00% | \$1,213,681.00 |

User Share: Indirect costs are allocated in proportion to the direct costs incurred by the organization. The user's share percentage (%) shown above are estimates based on historic costs.

 6/17/15
 Dan Bae Date
 Director of Procurement

 6/18/15
 Gail Alexander-Reeves Date
 Director of Budget

 6/18/15
 Mark Kim Date
 Chief Financial Officer

 George S. Hawkins Date
 General Manager

**DC WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

ACTION REQUESTED

GOODS AND SERVICES CONTRACT AWARD

(JOINT USE - INDIRECT COST)

General Civil Litigation Legal Services

Approval to execute a three (3) year base and one (1) two (2) year option contract in an amount not to exceed \$7,500,000.00 distributed between the selected law firms at DC Water's sole discretion.

CONTRACTOR/SUB/VENDOR INFORMATION

| PRIME: | SUBS: | PARTICIPATION: |
|---|--------------|-----------------------|
| Dorsey & Whitney LLP 1801 K Street NW, Suite 750 Washington, DC 20006 | | |

DESCRIPTION AND PURPOSE

| | |
|---------------------------------------|----------------------|
| Base Years Contract Value: | \$4,500,000.00 |
| Contract Base Period: | Three (3) years |
| Number of Option Years: | One (1) two (2) year |
| Anticipated Contract Start Date: | 07-01-2015 |
| Anticipated Contract Completion Date: | 06-30-2018 |
| Proposal Closing Date: | 06-18-2014 |
| Proposals Received: | 18 |
| First Year Budget Range: | \$0 - 1,500,000.00 |
| Preference Points Received: | 0 |

Purpose of the Contract:

To contract for external legal services for the District of Columbia Water and Sewer Authority's (DC Water) Office of General Counsel.

The procurement method utilized was a Request for Proposal (RFP). Award will be made to seven (7) firms (Human Resources/Employment Law – two (2) firms, Environmental Law – two (2) firms and General Civil Litigation and Research – three (3) firms). Dorsey & Whitney LLP is selected as one of the three (3) firms to provide General Civil Litigation Law services based upon its overall rating in this category. The names of all firms who submitted proposals are listed below.

Proposals were received from:

Human Resources/Employment Law

Littler Mendelson, P.C.*
McGuireWoods LLP
Morgan Lewis & Bockius LLP*
Reed Smith LLP
Law Offices of Nat N. Polito, P.C.
Bean, Kinney & Korman, P.C.
Squire Patton Boggs (US) LLP
Bradley Arant Boult Cummings LLP

Environmental Law

Aqua Law PLC
Beveridge & Diamond, P.C.*
Holland & Knight LLP
McGuireWoods LLP*
Sedgwick LLP
Bingham McCutchen LLP
Best Best & Krieger LLP
Andrews Kurth LLP
Squire Patton Boggs (US) LLP
Bradley Arant Boult Cummings LLP

Finance and Budget - 4. Action Items

General Civil Litigation

Dorsey & Whitney LLP*
 Douglas & Boykin PLLC*
 Holland & Knight LLP
 Leftwich & Ludaway LLC
 Morgan Lewis & Bockius LLP
 Reed & Smith LLP*
 Sedgwick LLP
 Bingham McCutchen LLP
 Law Offices of Nat N. Polito, P.C.
 Bean, Kinney & Korman, P.C.
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

*Firm selected from the respective category.

PROCUREMENT INFORMATION

| | | | |
|---------------------------|---|-------------------------|----------------|
| Contract Type: | Fixed Hourly Rate | Award Based On: | Highest Rating |
| Commodity: | Professional Services | Contract Number: | 14-PR-OGC-03 |
| Contractor Market: | Open Market with preference points for LBE/LSBE participation | | |

BUDGET INFORMATION

| | | | |
|----------------------|---------------|-------------------------|---------------------------|
| Funding: | Operating | Department: | Office of General Counsel |
| Service Area: | DC Water Wide | Department Head: | Randy Hayman |

ESTIMATED USER SHARE INFORMATION

Legal Services Base Year One (1) \$1,500,000.00

| User | Share % | Dollar Amount |
|---|----------------|-----------------------|
| District of Columbia | 100.00% | \$1,500,000.00 |
| Washington Suburban Sanitary Commission | 0.00% | \$ 0.00 |
| Fairfax County | 0.00% | \$ 0.00 |
| Loudoun County | 0.00% | \$ 0.00 |
| Other Potomac Interceptor | 0.00% | \$ 0.00 |
| Total Estimated Dollar Amount | 100.00% | \$1,500,000.00 |

Finance and Budget - 4. Action Items

User Share: Indirect costs are allocated in proportion to the direct costs incurred by the organization. The user's share percentage (%) shown above are estimates based on historic costs.

 6/17/15

Dan Bae Date
Director of Procurement

 6/18/15

Gail Alexander-Reeves Date
Director of Budget

 6/18/15

Randy Hayman Date
General Counsel

George S. Hawkins Date
General Manager

**DC WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

ACTION REQUESTED

GOODS AND SERVICES CONTRACT AWARD

(JOINT USE - INDIRECT COST)

Environmental Legal Services

Approval to execute a three (3) year base and one (1) two (2) year option contract in an amount not to exceed \$7,500,000.00 distributed between the selected law firms at DC Water's sole discretion.

CONTRACTOR/SUB/VENDOR INFORMATION

| | | |
|---|--------------|-----------------------|
| PRIME: McQuireWoods LLP 901 East Cary Street Richmond, VA 23103 | SUBS: | PARTICIPATION: |
|---|--------------|-----------------------|

DESCRIPTION AND PURPOSE

| | |
|---------------------------------------|----------------------|
| Base Years Contract Value: | \$4,500,000.00 |
| Contract Base Period: | Three (3) years |
| Number of Option Years: | One (1) two (2) year |
| Anticipated Contract Start Date: | 07-01-2015 |
| Anticipated Contract Completion Date: | 06-30-2018 |
| Proposal Closing Date: | 06-18-2014 |
| Proposals Received: | 18 |
| First Year Budget Amount: | \$0 - 1,500,000.00 |
| Preference Points Received: | 0 |

Purpose of the Contract:

To contract for external legal services for the District of Columbia Water and Sewer Authority's (DC Water) Office of General Counsel.

The procurement method utilized was a Request for Proposal (RFP). Award will be made to seven (7) firms (Human Resources/Employment Law – two (2) firms, Environmental Law – two (2) firms and General Civil Litigation and Research – three (3) firms). McQuireWoods LLP is selected as one of the two (2) firms to provide Environmental Law services based upon its overall rating in this category. The names of all firms who submitted proposals are listed below.

Proposals were received from:

Human Resources/Employment Law
 Littler Mendelson, P.C.*
 McQuireWoods LLP
 Morgan Lewis & Bockius LLP*
 Reed Smith LLP
 Law Offices of Nat N. Polito, P.C.
 Bean, Kinney & Korman, P.C.
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

Environmental Law
 Aqua Law PLC
 Beveridge & Diamond, P.C.*
 Holland & Knight LLP
 McQuireWoods LLP*
 Sedgwick LLP
 Bingham McCutchen LLP
 Best Best & Krieger LLP
 Andrews Kurth LLP
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

Finance and Budget - 4. Action Items

General Civil Litigation

- Dorsey & Whitney LLP*
- Douglas & Boykin PLLC*
- Holland & Knight LLP
- Leftwich & Ludaway LLC
- Morgan Lewis & Bockius LLP
- Reed & Smith LLP*
- Sedgwick LLP
- Bingham McCutchen LLP
- Law Offices of Nat N. Polito, P.C.
- Bean, Kinney & Korman, P.C.
- Squire Patton Boggs (US) LLP
- Bradley Arant Boult Cummings LLP

*Firm selected from the respective category.

PROCUREMENT INFORMATION

| | | | |
|---------------------------|---|-------------------------|----------------|
| Contract Type: | Fixed Hourly Rate | Award Based On: | Highest Rating |
| Commodity: | Professional Services | Contract Number: | 14-PR-OGC-06 |
| Contractor Market: | Open Market with preference points for LBE/LSBE participation | | |

BUDGET INFORMATION

| | | | |
|----------------------|-----------------------|-------------------------|---------------------------|
| Funding: | Operating & Capital** | Department: | Office of General Counsel |
| Service Area: | DC Water Wide | Department Head: | Randy Hayman |

**McGuireWoods services may be related to capital projects. These projects will be paid separately from capital funds.


ESTIMATED USER SHARE INFORMATION

Legal Services Base Year One (1) \$1,500,000.00

| User | Share % | Dollar Amount |
|---|----------------|-----------------------|
| District of Columbia | 100.00% | \$1,500,000.00 |
| Washington Suburban Sanitary Commission | 0.00% | \$ 0.00 |
| Fairfax County | 0.00% | \$ 0.00 |
| Loudoun County | 0.00% | \$ 0.00 |
| Other Potomac Interceptor | 0.00% | \$ 0.00 |
| Total Estimated Dollar Amount | 100.00% | \$1,500,000.00 |

Finance and Budget - 4. Action Items

User Share: Indirect costs are allocated in proportion to the direct costs incurred by the organization. The user's share percentage (%) shown above are estimates based on historic costs.

 6/19/15

Dan Bae Date
Director of Procurement

 6/18/15

Gail Alexander-Reeves Date
Director of Budget

 6/18/15

Randy Hayman Date
General Counsel

George S. Hawkins Date
General Manager

**DC WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

ACTION REQUESTED

GOODS AND SERVICES CONTRACT AWARD

(JOINT USE - INDIRECT COST)

Human Resources/Employment Legal Services

Approval to execute a three (3) year base and one (1) two (2) year option contract in an amount not to exceed \$4,750,000.00 distributed between the selected law firms at DC Water's sole discretion.

CONTRACTOR/SUB/VENDOR INFORMATION

| | | |
|---|--------------|-----------------------|
| PRIME: Littler Mendelson, P.C. 1150 17 th Street, NW, Suite 900 Washington, DC 20036 | SUBS: | PARTICIPATION: |
|---|--------------|-----------------------|

DESCRIPTION AND PURPOSE

| | |
|---------------------------------------|----------------------|
| Base Years Contract Value: | \$2,850,000.00 |
| Contract Base Period: | Three (3) years |
| Number of Option Years: | One (1) two (2) year |
| Anticipated Contract Start Date: | 07-01-2015 |
| Anticipated Contract Completion Date: | 06-30-2018 |
| Proposal Closing Date: | 06-18-2014 |
| Proposals Received: | 18 |
| First Year Budget Range: | \$0 - 950,000.00 |
| Preference Points Received: | 0 |

Purpose of the Contract:

To contract for external legal services for the District of Columbia Water and Sewer Authority's (DC Water) Office of General Counsel.

The procurement method utilized was a Request for Proposal (RFP). Award will be made to seven (7) firms (Human Resources/Employment Law – two (2) firms, Environmental Law – two (2) firms and General Civil Litigation and Research – three (3) firms). Littler Mendelson, P.C. is selected as one of the two (2) firms to provide Human Resources/Employment Law services based upon its overall rating in this category. The names of all firms who submitted proposals are listed below.

Proposals were received from:

Human Resources/Employment Law

Littler Mendelson, P.C.*
McGuireWoods LLP
Morgan Lewis & Bockius LLP*
Reed Smith LLP
Law Offices of Nat N. Polito, P.C.
Bean, Kinney & Korman, P.C.
Squire Patton Boggs (US) LLP
Bradley Arant Boult Cummings LLP

Environmental Law

Aqua Law PLC
Beveridge & Diamond, P.C.*
Holland & Knight LLP
McGuireWoods LLP*
Sedgwick LLP
Bingham McCutchen LLP
Best Best & Krieger LLP
Andrews Kurth LLP
Squire Patton Boggs (US) LLP
Bradley Arant Boult Cummings LLP

Finance and Budget - 4. Action Items

General Civil Litigation

Dorsey & Whitney LLP*
 Douglas & Boykin PLLC*
 Holland & Knight LLP
 Leftwich & Ludaway LLC
 Morgan Lewis & Bockius LLP
 Reed & Smith LLP*
 Sedgwick LLP
 Bingham McCutchen LLP
 Law Offices of Nat N. Polito, P.C.
 Bean, Kinney & Korman, P.C.
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

*Firm selected from the respective category.

PROCUREMENT INFORMATION

| | | | |
|---------------------------|---|-------------------------|----------------|
| Contract Type: | Fixed Hourly Rate | Award Based On: | Highest Rating |
| Commodity: | Professional Services | Contract Number: | 14-PR-OGC-01 |
| Contractor Market: | Open Market with preference points for LBE/LSBE participation | | |

BUDGET INFORMATION

| | | | |
|----------------------|---------------|-------------------------|---------------------------|
| Funding: | Operating | Department: | Office of General Counsel |
| Service Area: | DC Water Wide | Department Head: | Randy Hayman |

ESTIMATED USER SHARE INFORMATION

Legal Services Base Year One (1) \$950,000.00

| User | Share % | Dollar Amount |
|---|----------------|----------------------|
| District of Columbia | 100.00% | \$950,000.00 |
| Washington Suburban Sanitary Commission | 0.00% | \$ 0.00 |
| Fairfax County | 0.00% | \$ 0.00 |
| Loudoun County | 0.00% | \$ 0.00 |
| Other Potomac Interceptor | 0.00% | \$ 0.00 |
| Total Estimated Dollar Amount | 100.00% | \$950,000.00 |

Finance and Budget - 4. Action Items

User Share: Indirect costs are allocated in proportion to the direct costs incurred by the organization. The user's share percentage (%) shown above are estimates based on historic costs.



Dan Bae
Director of Procurement

6/17/15
Date



Gail Alexander-Reeves
Director of Budget

6/18/15
Date



Randy Hayman
General Counsel

6/18/15
Date

George S. Hawkins
General Manager

Date

**DC WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

ACTION REQUESTED

GOODS AND SERVICES CONTRACT AWARD

(JOINT USE - INDIRECT COST)

Human Resources/Employment Legal Services

Approval to execute a three (3) year base and one (1) two (2) year option contract in an amount not to exceed \$4,750,000.00 distributed between the selected law firms at DC Water's sole discretion.

CONTRACTOR/SUB/VENDOR INFORMATION

| | | |
|--|--------------|-----------------------|
| PRIME: Morgan Lewis & Bockius LLP 1150 17 th Street, NW, Suite 900 Washington, DC 20036 | SUBS: | PARTICIPATION: |
|--|--------------|-----------------------|

DESCRIPTION AND PURPOSE

| | |
|---------------------------------------|----------------------|
| Base Years Contract Value: | \$2,850,000.00 |
| Contract Base Period: | Three (3) years |
| Number of Option Years: | One (1) two (2) year |
| Anticipated Contract Start Date: | 07-01-2015 |
| Anticipated Contract Completion Date: | 06-30-2018 |
| Proposal Closing Date: | 06-18-2014 |
| Proposals Received: | 18 |
| First Year Budget Range: | \$0 - 950,000.00 |
| Preference Points Received: | 0 |

Purpose of the Contract:

To contract for external legal services for the District of Columbia Water and Sewer Authority's (DC Water) Office of General Counsel.

The procurement method utilized was a Request for Proposal (RFP). Award will be made to seven (7) firms (Human Resources/Employment Law – two (2) firms, Environmental Law – two (2) firms and General Civil Litigation and Research – three (3) firms). Morgan Lewis & Bockius LLP is selected as one of the two (2) firms to provide Human Resources/Employment Law services based upon its overall rating in this category. The names of all firms who submitted proposals are listed below.

Proposals were received from:

Human Resources/Employment Law

- Littler Mendelson, P.C.*
- McGuireWoods LLP
- Morgan Lewis & Bockius LLP*
- Reed Smith LLP
- Law Offices of Nat N. Polito, P.C.
- Bean, Kinney & Korman, P.C.
- Squire Patton Boggs (US) LLP
- Bradley Arant Boulton Cummings LLP

Environmental Law

- Aqua Law PLC
- Beveridge & Diamond, P.C.*
- Holland & Knight LLP
- McGuireWoods LLP*
- Sedgwick LLP
- Bingham McCutchen LLP
- Best Best & Krieger LLP
- Andrews Kurth LLP
- Squire Patton Boggs (US) LLP
- Bradley Arant Boulton Cummings LLP

Finance and Budget - 4. Action Items

General Civil Litigation
 Dorsey & Whitney LLP*
 Douglas & Boykin PLLC*
 Holland & Knight LLP
 Leftwich & Ludaway LLC
 Morgan Lewis & Bockius LLP
 Reed & Smith LLP*
 Sedgwick LLP
 Bingham McCutchen LLP
 Law Offices of Nat N. Polito, P.C.
 Bean, Kinney & Korman, P.C.
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

*Firm selected from the respective category.

PROCUREMENT INFORMATION

| | | | |
|---------------------------|---|-------------------------|----------------|
| Contract Type: | Fixed Hourly Rate | Award Based On: | Highest Rating |
| Commodity: | Professional Services | Contract Number: | 14-PR-OGC-02 |
| Contractor Market: | Open Market with preference points for LBE/LSBE participation | | |

BUDGET INFORMATION

| | | | |
|----------------------|---------------|-------------------------|---------------------------|
| Funding: | Operating | Department: | Office of General Counsel |
| Service Area: | DC Water Wide | Department Head: | Randy Hayman |

ESTIMATED USER SHARE INFORMATION

Legal Services Base Year One (1) \$950,000.00


| User | Share % | Dollar Amount |
|---|----------------|----------------------|
| District of Columbia | 100.00% | \$950,000.00 |
| Washington Suburban Sanitary Commission | 0.00% | \$ 0.00 |
| Fairfax County | 0.00% | \$ 0.00 |
| Loudoun County | 0.00% | \$ 0.00 |
| Other Potomac Interceptor | 0.00% | \$ 0.00 |
| Total Estimated Dollar Amount | 100.00% | \$950,000.00 |

Finance and Budget - 4. Action Items

User Share: Indirect costs are allocated in proportion to the direct costs incurred by the organization. The user's share percentage (%) shown above are estimates based on historic costs.

 6/19/15

Dan Bae Date
Director of Procurement

 6/18/15

Gail Alexander-Reeves Date
Director of Budget

 6/18/15

Randy Hayman Date
General Counsel

George S. Hawkins Date
General Manager

**DC WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

ACTION REQUESTED

GOODS AND SERVICES CONTRACT AWARD

(JOINT USE - INDIRECT COST)

Environmental Legal Services

Approval to execute a three (3) year base and two (2) one year options contract in an amount not to exceed \$7,500,000.00 distributed between the selected law firms at DC Water's sole discretion.

CONTRACTOR/SUB/VENDOR INFORMATION

| | | |
|---|--------------|-----------------------|
| PRIME: Beveridge & Diamond, P.C. 1350 I Street NW, Suite 700 Washington, DC 20005 | SUBS: | PARTICIPATION: |
|---|--------------|-----------------------|

DESCRIPTION AND PURPOSE

| | |
|---------------------------------------|----------------------|
| Base Years Contract Value: | \$4,500,000.00 |
| Contract Base Period: | Three (3) years |
| Number of Option Years: | One (1) two (2) year |
| Anticipated Contract Start Date: | 07-01-2015 |
| Anticipated Contract Completion Date: | 06-30-2018 |
| Proposal Closing Date: | 06-18-2014 |
| Proposals Received: | 18 |
| First Year Budget Amount: | \$0 - 1,500,000.00 |
| Preference Points Received: | 10 |

Purpose of the Contract:

To contract for external legal services for the District of Columbia Water and Sewer Authority's (DC Water) Office of General Counsel.

The procurement method utilized was a Request for Proposal (RFP). Award will be made to seven (7) firms (Human Resources/Employment Law – two (2) firms, Environmental Law – two (2) firms and General Civil Litigation and Research – three (3) firms). Beveridge & Diamond, P.C. (Local Small Business Enterprise) is selected as one of the two (2) firms to provide Environmental Law services based upon its overall rating in this category. The names of all firms who submitted proposals are listed below.

Proposals were received from:

Human Resources/Employment Law

Littler Mendelson, P.C.*
McGuireWoods LLP
Morgan Lewis & Bockius LLP*
Reed Smith LLP
Law Offices of Nat N. Polito, P.C.
Bean, Kinney & Korman, P.C.
Squire Patton Boggs (US) LLP
Bradley Arant Boult Cummings LLP

Environmental Law

Aqua Law PLC
Beveridge & Diamond, P.C.*
Holland & Knight LLP
McGuireWoods LLP*
Sedgwick LLP
Bingham McCuthen LLP
Best Best & Krieger LLP
Andrews Kurth LLP
Squire Patton Boggs (US) LLP
Bradley Arant Boult Cummings LLP

Finance and Budget - 4. Action Items

General Civil Litigation

Dorsey & Whitney LLP*
 Douglas & Boykin PLLC*
 Holland & Knight LLP
 Leftwich & Ludaway LLC
 Morgan Lewis & Bockius LLP
 Reed & Smith LLP*
 Sedgwick LLP
 Bingham McCutchen LLP
 Law Offices of Nat N. Polito, P.C.
 Bean, Kinney & Korman, P.C.
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

*Firm selected from the respective category.

PROCUREMENT INFORMATION

| | | | |
|---------------------------|---|-------------------------|----------------|
| Contract Type: | Fixed Hourly Rate | Award Based On: | Highest Rating |
| Commodity: | Professional Services | Contract Number: | 14-PR-OGC-06 |
| Contractor Market: | Open Market with preference points for LBE/LSBE participation | | |

BUDGET INFORMATION

| | | | |
|----------------------|---------------|-------------------------|---------------------------|
| Funding: | Operating | Department: | Office of General Counsel |
| Service Area: | DC Water Wide | Department Head: | Randy Hayman |

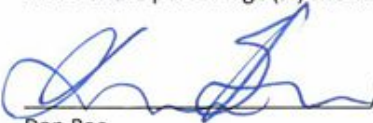
ESTIMATED USER SHARE INFORMATION

Legal Services Base Year One (1) \$1,500,000.00

| User | Share % | Dollar Amount |
|---|----------------|-----------------------|
| District of Columbia | 100.00% | \$1,500,000.00 |
| Washington Suburban Sanitary Commission | 0.00% | \$ 0.00 |
| Fairfax County | 0.00% | \$ 0.00 |
| Loudoun County | 0.00% | \$ 0.00 |
| Other Potomac Interceptor | 0.00% | \$ 0.00 |
| Total Estimated Dollar Amount | 100.00% | \$1,500,000.00 |

Finance and Budget - 4. Action Items

User Share: Indirect costs are allocated in proportion to the direct costs incurred by the organization. The user's share percentage (%) shown above are estimates based on historic costs.

 6/17/15

Dan Bae Date
Director of Procurement

 6/18/15

Gail Alexander-Reeves Date
Director of Budget

 6/18/15

Randy Hayman Date
General Counsel

George S. Hawkins Date
General Manager

**DC WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

ACTION REQUESTED

GOODS AND SERVICES CONTRACT AWARD

(JOINT USE - INDIRECT COST)

General Civil Litigation Legal Services

Approval to execute a three (3) year base and one (1) one two (2) year option contract in an amount not to exceed \$7,500,000.00 distributed between the selected law firms at DC Water's sole discretion.

CONTRACTOR/SUB/VENDOR INFORMATION

| PRIME: | SUBS: | PARTICIPATION: |
|---|--------------|-----------------------|
| Douglas & Boykin PLLC 1850 M Street, NW, Suite 640 Washington, DC 20036 | | |

DESCRIPTION AND PURPOSE

| | |
|---------------------------------------|----------------------|
| Base Years Contract Value: | \$4,500,000.00 |
| Contract Base Period: | Three (3) years |
| Number of Option Years: | One (1) two (2) year |
| Anticipated Contract Start Date: | 07-01-2015 |
| Anticipated Contract Completion Date: | 06-30-2018 |
| Proposal Closing Date: | 06-18-2014 |
| Proposals Received: | 18 |
| First Year Budget Range: | \$0 - 1,500,000.00 |
| Preference Points Received: | 10 |

Purpose of the Contract:

To contract for external legal services for the District of Columbia Water and Sewer Authority's (DC Water) Office of General Counsel.

The procurement method utilized was a Request for Proposal (RFP). Award will be made to seven (7) firms (Human Resources/Employment Law – two (2) firms, Environmental Law – two (2) firms and General Civil Litigation and Research – three (3) firms). Douglas and Boykin PLLC (Local Small Business Enterprise) is selected as one of the three (3) firms to provide General Civil Litigation Law services based upon its overall rating in this category. The names of all firms who submitted proposals are listed below.

Proposals were received from:

Human Resources/Employment Law

Littler Mendelson, P.C.*
McGuireWoods LLP
Morgan Lewis & Bockius LLP*
Reed Smith LLP
Law Offices of Nat N. Polito, P.C.
Bean, Kinney & Korman, P.C.
Squire Patton Boggs (US) LLP
Bradley Arant Boult Cummings LLP

Environmental Law

Aqua Law PLC
Beveridge & Diamond, P.C.*
Holland & Knight LLP
McGuireWoods LLP*
Sedgwick LLP
Bingham McCutchen LLP
Best Best & Krieger LLP
Andrews Kurth LLP
Squire Patton Boggs (US) LLP
Bradley Arant Boult Cummings LLP

Finance and Budget - 4. Action Items

General Civil Litigation
 Dorsey & Whitney LLP*
 Douglas & Boykin PLLC*
 Holland & Knight LLP
 Leftwich & Ludaway LLC
 Morgan Lewis & Bockius LLP
 Reed & Smith LLP*
 Sedgwick LLP
 Bingham McCutchen LLP
 Law Offices of Nat N. Polito, P.C.
 Bean, Kinney & Korman, P.C.
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

*Firm selected from the respective category.

PROCUREMENT INFORMATION

| | | | |
|---------------------------|---|-------------------------|----------------|
| Contract Type: | Fixed Hourly Rate | Award Based On: | Highest Rating |
| Commodity: | Professional Services | Contract Number: | 14-PR-OGC-05 |
| Contractor Market: | Open Market with preference points for LBE/LSBE participation | | |

BUDGET INFORMATION

| | | | |
|----------------------|---------------|-------------------------|---------------------------|
| Funding: | Operating | Department: | Office of General Counsel |
| Service Area: | DC Water Wide | Department Head: | Randy Hayman |


ESTIMATED USER SHARE INFORMATION

Legal Services Base Year One (1) \$1,500,000.00

| User | Share % | Dollar Amount |
|---|----------------|-----------------------|
| District of Columbia | 100.00% | \$1,500,000.00 |
| Washington Suburban Sanitary Commission | 0.00% | \$ 0.00 |
| Fairfax County | 0.00% | \$ 0.00 |
| Loudoun County | 0.00% | \$ 0.00 |
| Other Potomac Interceptor | 0.00% | \$ 0.00 |
| Total Estimated Dollar Amount | 100.00% | \$1,500,000.00 |

Finance and Budget - 4. Action Items

User Share: Indirect costs are allocated in proportion to the direct costs incurred by the organization. The user's share percentage (%) shown above are estimates based on historic costs.

 6/17/15

Dan Bae Date
Director of Procurement

 6/18/15

Gail Alexander-Reeves Date
Director of Budget

 6/18/15

Randy Hayman Date
General Counsel

George S. Hawkins Date
General Manager

**DC WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

ACTION REQUESTED

GOODS AND SERVICES CONTRACT AWARD

(JOINT USE - INDIRECT COST)

General Civil Litigation Legal Services

Approval to execute a three (3) year base and one (1) two (2) year option contract in an amount not to exceed \$7,500,000.00 distributed between the selected law firms at DC Water's sole discretion.

CONTRACTOR/SUB/VENDOR INFORMATION

| | | |
|--|--------------|-----------------------|
| PRIME: Reed Smith LLP 1301 K Street, NW Suite 1100, East Tower Washington, DC 20005 | SUBS: | PARTICIPATION: |
|--|--------------|-----------------------|

DESCRIPTION AND PURPOSE

| | |
|---------------------------------------|----------------------|
| Base Years Contract Value: | \$4,500,000.00 |
| Contract Base Period: | Three (3) years |
| Number of Option Years: | One (1) two (2) year |
| Anticipated Contract Start Date: | 07-01-2015 |
| Anticipated Contract Completion Date: | 06-30-2018 |
| Proposal Closing Date: | 06-18-2014 |
| Proposals Received: | 18 |
| First Year Budget Range: | \$0 - 1,500,000.00 |
| Preference Points Received: | 0 |

Purpose of the Contract:

To contract for external legal services for the District of Columbia Water and Sewer Authority's (DC Water) Office of General Counsel.

The procurement method utilized was a Request for Proposal (RFP). Award will be made to seven (7) firms (Human Resources/Employment Law – two (2) firms, Environmental Law – two (2) firms and General Civil Litigation and Research – three (3) firms). Reed Smith LLP is selected as one of the three (3) firms to provide General Civil Litigation Law services based upon its overall rating in this category. The names of all firms who submitted proposals are listed below.

Proposals were received from:

Human Resources/Employment Law
 Littler Mendelson, P.C.*
 McGuireWoods LLP
 Morgan Lewis & Bockius LLP*
 Reed Smith LLP
 Law Offices of Nat N. Polito, P.C.
 Bean, Kinney & Korman, P.C.
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

Environmental Law
 Aqua Law PLC
 Beveridge & Diamond, P.C.*
 Holland & Knight LLP
 McGuireWoods LLP*
 Sedgwick LLP
 Bingham McCutchen LLP
 Best Best & Krieger LLP
 Andrews Kurth LLP
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

Finance and Budget - 4. Action Items

General Civil Litigation
 Dorsey & Whitney LLP*
 Douglas & Boykin PLLC*
 Holland & Knight LLP
 Leftwich & Ludaway LLC
 Morgan Lewis & Bockius LLP
 Reed & Smith LLP*
 Sedgwick LLP
 Bingham McCutchen LLP
 Law Offices of Nat N. Polito, P.C.
 Bean, Kinney & Korman, P.C.
 Squire Patton Boggs (US) LLP
 Bradley Arant Boult Cummings LLP

*Firm selected from the respective category.

PROCUREMENT INFORMATION

| | | | |
|---------------------------|---|-------------------------|----------------|
| Contract Type: | Fixed Hourly Rate | Award Based On: | Highest Rating |
| Commodity: | Professional Services | Contract Number: | 14-PR-OGC-04 |
| Contractor Market: | Open Market with preference points for LBE/LSBE participation | | |

BUDGET INFORMATION

| | | | |
|----------------------|---------------|-------------------------|---------------------------|
| Funding: | Operating | Department: | Office of General Counsel |
| Service Area: | DC Water Wide | Department Head: | Randy Hayman |


ESTIMATED USER SHARE INFORMATION

Legal Services Base Year One (1) \$1,500,000.00

| User | Share % | Dollar Amount |
|---|----------------|-----------------------|
| District of Columbia | 100.00% | \$1,500,000.00 |
| Washington Suburban Sanitary Commission | 0.00% | \$ 0.00 |
| Fairfax County | 0.00% | \$ 0.00 |
| Loudoun County | 0.00% | \$ 0.00 |
| Other Potomac Interceptor | 0.00% | \$ 0.00 |
| Total Estimated Dollar Amount | 100.00% | \$1,500,000.00 |

Finance and Budget - 4. Action Items

User Share: Indirect costs are allocated in proportion to the direct costs incurred by the organization. The user's share percentage (%) shown above are estimates based on historic costs.

 6/17/15

Dan Bae Date
Director of Procurement

 6/18/15

Gail Alexander-Reeves Date
Director of Budget

 6/18/15

Randy Hayman Date
General Counsel

George S. Hawkins Date
General Manager



D.C. WATER AND SEWER AUTHORITY
BOARD OF DIRECTORS
FINANCE & BUDGET
JUNE COMMITTEE MEETING

Thursday, July 23, 2015; 11:00 a.m.
Blue Plains Wastewater Treatment Plant
5000 Overlook Avenue, SW, DC
AGENDA

| | |
|---|--------------------------------------|
| Call to Order | Chairman |
| June 2015 Financial Report | Budget Director, Finance Director |
| Agenda for September Committee Meeting | Chairman |
| Adjournment | Chairman |

*Detailed agenda can be found on DC Water's website at www.dewater.com/about/board_agendas.cfm