

Presented and Adopted: May 4, 2017

SUBJECT: Approval to Execute Contract No. 17-PR-DFM-02, AN Exterior, Inc.

**#17-25
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 May 4, 2017 upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed to execute Contract No. 17-PR-DFM-032, AN Exterior, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 17-PR-DFM-02, AN Exterior, Inc. The purpose of the contract is to provide roof replacement at the Biosolids Building located at Blue Plains. The contract amount is \$1,349,846.10.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

SUBJECT: Approval to Execute Option Year One of Contract No. 16-PR-DWT-13A, Urban Service Systems Corporation

**#17-26
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 May 4, 2017 upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed to execute Option Year One of Contract No. 16-PR-DWT-13A, Urban Service Systems Corporation.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year One of Contract No. 16-PR-DWT-13A, Urban Service Systems Corporation. The purpose of the option is to continue providing hauling/disposal services for grit/screening collected at the Primary Treatment Facility. The option amount is \$850,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

**SUBJECT: Approval to Execute Additional Funding for Contract No.
16-PR-DMS-43, Electric Motor & Contracting Co., Inc.
(EMC)**

**#17-27
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 May 4, 2017 upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed to execute additional funding for Contract No. 16-PR-DMS-43, Electric Motor & Contracting Co., Inc. (EMC).

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute additional funding for Contract No. 16-PR-DMS-43, Electric Motor & Contracting Co., Inc. The purpose of the additional funding is to cover previously-forecasted maintenance of large motors throughout all DCWater facilities. The additional funding amount is \$700,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

**SUBJECT: Approval to Execute Supplemental Agreement No. 1 of
Contract No. DCFA #463-WSA, AECOM Services of DC**

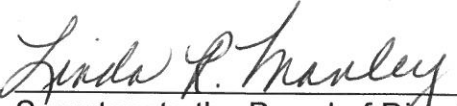
**#17-28
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on May 4, 2017 upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed to execute Supplemental Agreement No. 1 of Contract No. DCFA #463-WSA, AECOM Services of DC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Supplemental Agreement No. 1 of Contract No. DCFA #463-WSA, AECOM Services of DC. The purpose of the supplemental agreement is to continue providing onsite construction management (CM) of Division Z – Popular Point Pumping Station Replacement (DC Clean Rivers Project) construction contract. The supplemental agreement amount is \$1,992,719.57.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

SUBJECT: Approval to Execute Contract No. DCFA #485-WSA, Pure Technologies US, Inc.

**#17-29
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 May 4, 2017 upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed to execute Contract No. DCFA #485-WSA, Pure Technologies US, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA #485-WSA, Pure Technologies US, Inc. The purpose of the contract is to provide inspection and condition assessment, data analysis, and recommended rehabilitation options for large diameter water mains and major sewers in the District of Columbia and, to a limited extent, in the neighboring jurisdictions. The contract not-to-exceed amount is \$10,000,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

**SUBJECT: Approval to Execute Contract No. DCFA #490-WSA,
Arcadis District of Columbia, PC**

**#17-30
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 May 4, 2017 upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed to execute Contract No. DCFA #490-WSA, Arcadis District of Columbia, PC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA #490-WSA, Arcadis District of Columbia, PC. The purpose of the contract is to provide inspection and condition assessment, data analysis, and recommended rehabilitation options for large diameter water mains and major sewers in the District of Columbia and, to a limited extent, in the neighboring jurisdictions. The contract not-to-exceed amount is \$10,000,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

SUBJECT: Approval to Execute Change Order No. 7 of Contract No. 130060, American Contracting & Environmental Services

**#17-31
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 May 4, 2017 upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed to execute Change Order No. 7 of Contract No. 130060, American Contracting & Environmental Services.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Change Order No. 7 of Contract No. 130060, American Contracting & Environmental Services. The purpose of the change order is to compensate the contractor for impacts to the construction schedule due to the emergency repair of the 72-inch force main, the required heavy cleaning of the Upper Potomac Interceptor Relief Sewer, and major repair of Sewage Pump 1 (SP-1) due to inoperability. The change order amount is \$1,762,011.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

Subject: Approving the Extension of the Credit Facility for the Series 2014B Subordinate Bonds

**#17-32
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("Authority"), at its meeting on May 4, 2017 by a vote of eleven (11) in favor and none (0) opposed, decided to approve the following:

WHEREAS, the Authority is authorized pursuant to the *Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996*, as amended, D.C. Code Section 34-2201.01 et seq. (the "WASA Act"), and the *District of Columbia Water and Sewer Authority Act of 1996*, Public Law 104-184; 110 Stat. 1696, to issue revenue bonds for undertakings authorized by the WASA Act, including to finance or refinance any cost, as defined in the WASA Act, D.C. Code Section 34-2202.01(2); and

WHEREAS, in accordance with the WASA Act, the Authority and Wells Fargo Bank, National Association, as trustee (the "Trustee") (its predecessors in that capacity having been Norwest Bank Minnesota, N.A. and Wells Fargo Bank Minnesota, N.A.), entered into the Master Indenture of Trust, dated as of April 1, 1998 (the "Master Indenture" and, as supplemented and amended, the "Indenture"), to provide for financing or refinancing the acquisition, construction, operation, maintenance and extension of the System (as defined in the Master Indenture) by the issuance of bonds, notes and other obligations payable solely from Net Revenues (as such terms are defined in the Master Indenture); and

WHEREAS, the Authority has heretofore issues its Public Utility Subordinate Lien Multimodal Revenue Bonds, Series 2014B (the "Series 2014B Subordinate Bonds") to finance certain Costs of the System, retire Series C Notes, and pay certain costs of issuance, and that such Series 2014B Subordinate Bonds are secured by, *inter alia*, a Standby Bond Purchase Agreement which expires on July 23, 2017; and

WHEREAS, the Authority now intends to extend the maturity of such Standby Bond Purchase Agreement with the Bank (the "Extension"); and

WHEREAS, there has been presented at this meeting a proposed Preliminary Term Sheet stating the business and legal parameters of the Extension, all as attached hereto as Exhibit A to this Resolution (the "Term Sheet"); and

WHEREAS, the Finance and Budget Committee met on April 27, 2017, to review the Extension and has recommended approval of this Resolution by the Board.

NOW, THEREFORE, BE IT RESOLVED, that:

Section 1. Definitions and Interpretations. Unless otherwise defined herein and unless the context indicates otherwise, the terms used herein and defined in the Indenture (including the Sixteenth Supplemental Indenture) shall have the meanings assigned to them therein. In addition, the following terms used as defined terms in this Resolution shall have the meaning ascribed to them in this Section:

“Authorized Officials” means the Chairman and Vice Chairman of the Board and the General Manager, Chief Financial Officer, Controller, Director Budget Department and Manager, Treasury, Debt and Risk of the Authority, provided that any official other than the Chairman shall be designated by the Chairman as his designee for the purpose of executing and delivering any document authorized hereunder.

“Financial Advisor” means Public Financial Management, Inc. and G-Entry Principle, P.C.

“Sixteenth Supplemental Indenture” means the Sixteenth Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as and relating to the Series 2014B Subordinate Bonds.

“Standby Bond Purchase Agreement” means collectively, the Standby Bond Purchase Agreements, each dated July 23, 2014, entered into for the Series 2014B Subordinate Bonds under the Sixteenth Supplemental Indenture.

Any reference to the Authority or the Board, or to their members or officers, or to other public officers, boards, commissions, departments, institutions, agencies, bodies or entities, shall include those which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

Section 2. Credit Facility Amendment and Extension. In order to formalize the Extension, the Authorized Officials are, and each of them is, authorized in connection with the Extension, to execute, acknowledge and deliver in the name of and on behalf of the Authority, an amendment to the Standby Bond Purchase Agreement, with substantially the same terms as are described in the Term Sheet.

The Authorized Officials and any other member, officer or employee of the Authority are each authorized to execute and deliver, on behalf of the Authority, such other certificates, documents and instruments related to the Extension as are necessary in connection with the transactions authorized in this Resolution, and to do all other things required of them or the Authority pursuant to the Indenture, the Sixteenth Supplemental Indenture, the amendment to Standby Bond Purchase Agreement and this Resolution.

No covenant, agreement or obligation contained herein shall be deemed to be a covenant, agreement or obligation of any present or future member of the Board or officer, employee or agent of the Authority in his or her individual capacity, and neither the members of the Board nor any officer of the Authority executing the amendment to the Standby Bond Purchase Agreement shall be liable personally thereon or be subject to any personal liability or accountability by reason of the execution thereof. No member of the Board or officer, employee, agent or advisor of the Authority shall incur any personal liability with respect to any other action taken by him pursuant to this Resolution or the Indenture or any other document authorized by this Resolution, provided such member, officer, employee, agent or advisor acts in good faith.

Section 3. Official Statement: Continuing Disclosure. The Authorized Officials are each hereby further authorized to supplement and amend the Official Statement that in the judgment of an Authorized Official, is necessary and appropriate in order to make the Official Statement not materially misleading, and to comply with applicable securities laws or otherwise to enable the Authority to fulfill its obligations regarding the Official Statement under its existing Continuing Disclosure Agreements.

Section 4. General. The appropriate officers and employees of the Authority will do all things necessary and proper to implement and carry out the orders and agreements set forth or approved in this Resolution for the proper fulfillment of the purposes thereof.

Section 5. Effective Date. This Resolution shall take effect immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

SUBJECT: Approval to Execute Change Order No. 7 of Contract No. 070110, CPP Construction Company

**#17-33
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 May 4, 2017 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to execute Change Order No. 7 of Contract No. 070110, CPP Construction Company.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Change Order No. 7 of Contract No. 070110, CPP Construction Company. The purpose of the change order is to provide temporary stabilization and abatement for the Watchman's Tower building and to modify remote site unit equipment to comply with new DC Water SCADA equipment standards. The change order amount is \$757,421.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

SUBJECT: Approval to Execute Change Order No. 5 of Contract No. 140160, SAK Construction, LLC

**#17-34
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 May 4, 2017 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to execute Change Order No. 5 of Contract No. 140160, SAK Construction, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Change Order No. 5 of Contract No. 140160, SAK Construction, LLC. The purpose of the change order is to install 1.681 LF of CIPP between 12"-24" diameter at various locations, rehabilitate lateral connections and approximately 25 manholes located throughout the District. The change order amount is \$1,291,775.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

SUBJECT: Approval to Execute Contract No. 150170, J. Fletcher Creamer & Son, Inc.

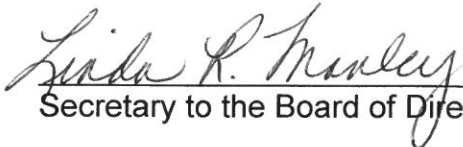
**#17-35
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on May 4, 2017 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to execute Contract No. 150170, J. Fletcher Creamer & Son, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 150170, J. Fletcher Creamer & Son, Inc. The purpose of the contract is to provide cleaning, lining and replacement of water mains to eliminate water quality issues due to tuberculation of the unlined cast iron mains in the project area. The contract not-to-exceed amount is \$4,294,482.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: May 4, 2017

Subject: Approval of the General Manager's Salary Increase and Bonus and Authorization to execute a new contract with the General Manager

**#17-36
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors (the "Board") of the District of Columbia Water and Sewer Authority ("DC Water"), at its meeting on May 4, 2017, upon consideration of a joint-use matter decided by a vote of eleven (11) in favor and none (0) opposed to take the following action with respect to the General Manager's salary increase, car allowance, annual leave and bonus.

WHEREAS, the Board has evaluated the General Manager's performance for the period beginning October 1, 2015 thru September 30, 2016; and

WHEREAS, the Board recommends a three percent (3%) increase in the salary for the General Manager's services, retroactive to October 1, 2016; and

WHEREAS, the Board has determined that the General Manager has met the performance criteria for a bonus award and should be eligible for a bonus of fifteen percent (15%), based on his Fiscal Year 2016 salary, effective immediately; and

WHEREAS, the Board has determined that the General Manager's performance warrants payment to the General Manager the cash value of a maximum of forty (40) hours of annual leave not taken by the end of the year in which such leave is earned, under requirements applicable to the employee leave buyback program if the General Manager makes the election to receive this benefit; and

WHEREAS, the Board has determined that it is appropriate to pay the General Manager's annual car allowance of Eleven Thousand (\$11,000); and

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board approves the General Manager's Performance Evaluation as superior for the period of October 1, 2015 thru September 30, 2016.
2. The Board approves increasing the General Manager's annual salary by 3%, retroactive to October 1, 2016.

3. The Board approves a bonus of 15%, based on the General Manager's Fiscal Year 2016 salary, which shall be paid immediately in accordance with the payroll schedule.
4. The Board approves payment of the General Manager's car allowance in the amount of Eleven Thousand (\$11,000).
5. The Board authorizes payment to the General Manager the cash value of forty (40) hours of annual leave earned but not taken by the end of the fiscal year in which the leave was earned pursuant to requirements of the employee leave buyback if: a) the General Manager elects to receive this payment; b) the General Manager's leave balance is at least One Hundred Twenty (120) hours after the 40 hours have been deducted from the leave balance; and c) the General Manager agrees to limit use of annual leave to a maximum of 40 hours during the period between November 15, 2017 and January 15, 2018.
6. The Board authorizes the Chairman to execute a new contract with the General Manager that implements the actions taken herein, makes certain non-substantive clarifying changes, and synchronizes the protocols used to review the General Manager's performance with the fiscal year of the Authority.

This resolution is effective immediately.


Secretary to the Board