

**Presented and Approved: April 5, 2018**

**SUBJECT: Approval to Execute Supplemental Agreement No. 2 of  
Contract No. DCFA #463-WSA, AECOM Services of DC**

**#18-30  
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 April 5, 2018 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute Supplemental Agreement No. 2 of Contract No. DCFA #463-WSA, AECOM Services of DC.

**Be it resolved that:**

The Board of Directors hereby authorizes the Interim General Manager to execute Supplemental Agreement No. 2 of Contract No. DCFA #463-WSA, AECOM Services of DC. The purpose of the supplemental agreement is to extend onsite CM of Division Z Poplar Point Pumping Station Replacement due to further unforeseen delays in the construction of the project. The supplemental agreement amount is \$740,000.

This Resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Approved: April 5, 2018**

**SUBJECT: Approval to Execute Contract No. DCFA #483-WSA, HDR Engineering, Inc.**

**#18-31  
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 April 5, 2018 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute Contract No. DCFA #483-WSA, HDR Engineering, Inc.

**Be it resolved that:**

The Board of Directors hereby authorizes the Interim General Manager to execute Contract No. DCFA #483-WSA, HDR Engineering, Inc. The purpose of the contract is to undertake field reviews and develop a condition assessment, develop a Basis of Design memorandum, and define an opinion of probable construction costs. The contract amount is \$1,000,000.

This Resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: April 5, 2018**  
**Subject: Approving the Final Form of Certain Documents,**  
**Authorizing the Sale and Setting Terms and Details**  
**of the Series 2018A and Series 2018B Bonds**

**#18-32**  
**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 April 5, 2018, by a vote of ten (10) 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 entered into twenty-two (22) supplemental indentures of trust with the Trustee in connection with the issuance of Senior Debt and Subordinate Debt (both as defined in the Indenture) or to amend and clarify the Master Indenture; and

**WHEREAS**, the Authority now intends (i) to issue Public Utility Senior Lien Revenue Bonds, Series 2018A (Green Bonds) (the "Series 2018A Bonds") to (a) finance a portion of the costs of the Authority's DC Clean Rivers Project (as defined in the preliminary Official Statement, dated April [\_\_\_\_], 2018, for the Series 2018A/B Bonds); (b) fund a Series 2018A Debt Service Reserve Requirement (as defined herein), if

determined necessary; and (c) pay certain costs of issuance; (ii) to issue Public Utility Senior Lien Revenue Bonds, Series 2018B (the "Series 2018B Bonds" and, together with the Series 2018A Bonds, the "Series 2018A/B Bonds") to (a) finance certain Costs of the System; (b) refund a portion of the Authority's currently outstanding Commercial Paper Notes (the "CP Notes"); (c) fund a Series 2018B Debt Service Reserve Requirement (as defined herein), if determined necessary; and (d) pay certain costs of issuance; (iii) to designate the Series 2018A/B Bonds as Senior Debt for purposes of the Indenture; and (iv) to secure the Series 2018A/B Bonds by a pledge of Net Revenues on a parity with the pledge of Net Revenues that secures other Senior Debt, including, without limitation, other Senior Debt that the Authority may issue from time to time in the future; and

**WHEREAS**, the Interim CEO and General Manager, the Chief Financial Officer, the Chief Engineer and the Acting General Counsel of the Authority have informed the Board that their offices have established "due diligence" procedures for reviewing the documents authorized by this Resolution with the Authority's bond counsel, disclosure counsel, financial advisors, underwriters, underwriters' counsel and other consultants and advisors, with a view to ensuring the accuracy of disclosure; and

**WHEREAS**, the Finance and Budget Committee met on March 22, 2018, to review the issuance of the Series 2018A/B Bonds 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 Twenty-Third Supplemental Indenture as hereby approved) shall have the meanings assigned to them therein. In addition, the following terms used as defined terms in this Resolution shall have the meaning assigned to them in this Section:

"Authorized Officials" means the Chairman and Vice Chairman of the Board and the CEO and General Manager, Chief Financial Officer, Controller, Budget Director, Finance Director and Rates and Revenue Director of the Authority, including any of the foregoing who are in an interim, acting or similar capacity, 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.

"Bond Purchase Agreement" means the Bond Purchase Agreement between the Authority and the Series 2018A/B Original Purchasers, dated as of the same date as the Certificate of Award.

"Certificate of Award" means the certificate of an Authorized Official awarding the Series 2018A/B Bonds to the Series 2018A/B Original Purchasers and specifying terms of the Series 2018A/B Bonds, as provided for in Section 4 of this Resolution.

"Continuing Disclosure Agreement" means the Continuing Disclosure Agreement executed by the Authority and the Trustee, dated as of the same date as the date of issuance and delivery of the Series 2018A/B Bonds, as originally executed and as it may be amended from time to time in accordance with its terms.

"Financial Advisor" means, collectively, PFM Financial Advisors LLC and G~Entry Principle, P.C.

"Interest Payment Dates" means for the Series 2018A/B Bonds, each April 1 and October 1, commencing on the April 1 or October 1 specified in the Certificate of Award as the first Interest Payment Date, and thereafter during the time the Series 2018A/B Bonds are Outstanding.

"Series 2018A Debt Service Reserve Requirement" means, if determined in the Certificate of Award to be necessary, a required fund balance in the Series 2018A Debt Service Reserve Account or Accounts established under the Twenty-Third Supplemental Indenture, the amount of which shall be specified in the Certificate of Award, but which shall not exceed the maximum amount permitted to constitute a "reasonably required reserve or replacement fund" under the size limitation set forth in Section 1.148-2(f)(2) of the Treasury Regulations promulgated under the Code (taking into account any moneys in any other fund or account that may be required to be included in such computation) unless the Authority furnishes to the Trustee an opinion of nationally recognized bond counsel to the effect that the existence of a balance in the Series 2018A Debt Service Reserve Account in the amount of the specified required fund balance will not cause the interest on any Series 2018A Bonds intended to be excluded from gross income for federal income tax purposes not to be so excluded.

"Series 2018A/B Original Purchasers" for the Series 2018A/B Bonds means the purchasers identified as such in the Bond Purchase Agreement for the Series 2018A/B Bonds.

"Series 2018B Debt Service Reserve Requirement" means, if determined in the Certificate of Award to be necessary, a required fund balance in the Series 2018B Debt Service Reserve Account or Accounts established under the Twenty-Third Supplemental Indenture, the amount of which shall be specified in the Certificate of Award, but which shall not exceed the maximum amount permitted to constitute a "reasonably required reserve or replacement fund" under the size limitation set forth in Section 1.148-2(f)(2) of the Treasury Regulations promulgated under the Code (taking into account any moneys in any other fund or account that may be required to be included in such computation) unless the Authority furnishes to the Trustee an opinion of nationally recognized bond counsel to the effect that the existence of a balance in the Series 2018B Debt Service Reserve Account in the amount of the specified required fund balance will not cause the interest on any Series 2018B Bonds intended to be excluded from gross income for federal income tax purposes not to be so excluded.

"Twenty-Third Supplemental Indenture" means the Twenty-Third Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as and relating to the Series 2018A/B Bonds.

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 who or which succeed to their functions, duties or responsibilities by operation of law and also those who or which at the time may legally act in their place.

Section 2. Authorization, Designation and Purposes of Series 2018A/B Bonds. The Authority is authorized to issue, sell and deliver, as provided in this Resolution and the Certificate of Award, not to exceed (except as provided below) Three Hundred Fifty Million Dollars (\$350,000,000) aggregate principal amount of Series 2018A/B Bonds which aggregate amount shall be allocated between the Series 2018A Bonds and the Series 2018B Bonds in the Certificate of Award. The Series 2018A Bonds shall be designated "Public Utility Senior Lien Revenue Bonds, Series 2018A (Green Bonds)" and shall constitute Senior Debt for purposes of the Indenture, for the purpose of: (a) financing a portion of the costs of the Authority's DC Clean Rivers Project, (b) funding a Series 2018A Debt Service Reserve Requirement, if determined necessary in the Certificate of Award; and (c) paying issuance costs of the Series 2018A Bonds. The Series 2018B Bonds shall be designated "Public Utility Senior Lien Revenue Bonds, Series 2018B" and shall constitute Senior Debt for purposes of the Indenture, for the purpose of: (a) financing certain Costs of the System; (b) refunding such portion of the CP Notes as may be specified in the Certificate of Award; (c) funding a Series 2018B Debt Service Reserve Requirement, if determined necessary in the Certificate of Award; and (d) paying issuance costs of the Series 2018B Bonds. For those purposes the proceeds from the sale of the Series 2018A/B Bonds shall be allocated and deposited, as provided in the Twenty-Third Supplemental Indenture. If and to the extent that any Series 2018A/B Bonds are issued for the purpose of funding a Series 2018A Debt Service Reserve Requirement and/or a Series 2018B Debt Service Reserve Requirement, then the aggregate principal amount of Series 2018A/B Bonds hereby authorized may exceed \$350,000,000 by the aggregate principal amount of the Series 2018A/B Bonds to be issued for that purpose. Any designation of bonds authorized above may be revised or clarified in the Certificate of Award.

Section 3. Terms and Provisions Applicable to the Series 2018A/B Bonds.

(a) Form, Transfer and Exchange. The Series 2018A/B Bonds: (i) shall initially be issued only in fully registered form and substantially in the forms attached as Exhibits to the Twenty-Third Supplemental Indenture; (ii) shall initially be issued only to a Depository for holding in a book entry system, and shall be registered in the name of the Depository or its nominee, as Holder, and immobilized in the custody of the Depository, and (iii) shall not be transferable or exchangeable except as provided in the Twenty-Third Supplemental Indenture.

(b) Denominations and Dates. The Series 2018A/B Bonds shall be dated as of the date of issuance and delivery, but in no event later than December 31, 2018, and there shall be a single Series 2018A/B Bond representing each interest rate for each maturity of the Series 2018A/B Bonds bearing the same series or subseries designation.

(c) Interest Rates and Principal Maturities. The Series 2018A/B Bonds shall bear interest on their unpaid principal amount payable on each Interest Payment Date, commencing on the first Interest Payment Date specified in the Certificate of Award, at such fixed rates per annum as set forth in the Certificate of Award as provided in Section 4(c) hereof, provided however, that the "true interest cost" (i.e., interest cost on bonds defined as the rate, compounded semiannually, necessary to discount the amounts payable on the respective interest and principal payment dates to the purchase price received for the bonds) on the Series 2018A/B Bonds shall not exceed five and one half percent (5.50%) per annum. The principal of the Series 2018A/B Bonds shall be paid in such amounts on each principal retirement date (whether at stated maturity date or a mandatory redemption date) as set forth in the Certificate of Award, provided that the final principal retirement date shall be no later than December 31, 2058.

(d) Optional and Mandatory Redemption.

(i) *Optional* - The Series 2018A/B Bonds maturing on or before any date specified in the Certificate of Award as the Earliest Optional Redemption Date (which shall be no later than the outside date permitted by law) are not subject to prior optional redemption. Any Series 2018A/B Bond maturing after the Earliest Optional Redemption Date shall be subject to redemption at the option of the Authority, prior to their stated maturities on or after the Earliest Optional Redemption Date in whole or in part (in whole multiples of \$5,000) on any date, at redemption prices specified in the Certificate of Award, provided that no such redemption price (not including accrued interest) shall exceed 102% of the principal amount of the Series 2018A/B Bonds to be redeemed.

(ii) *Mandatory Sinking Fund Redemption* - Any Series 2018A/B Bonds may be designated in the Certificate of Award as Term Bonds and be subject to mandatory sinking fund redemption by lot on specified principal retirement dates at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption.

(iii) *Make Whole* - If so designated in the Certificate of Award, the Series 2018A/B Bonds shall also be subject to redemption at the option of the Authority prior to their stated maturities at any time in whole or in part (in whole multiples of \$5,000) on any date, at a redemption price which will make the holders of such Series 2018A/B Bonds whole through the Earliest Optional Redemption Date for the early redemption. The Certificate of Award shall specify the method by which the "make whole" redemption price shall be determined, provided that the redemption price shall not

exceed 110% of the principal amount of the Series 2018A/B Bonds then redeemed, without further action by this Board on or before the date of redemption.

(e) Redemption Provisions. Redemption of Series 2018A/B Bonds shall be effected in accordance with Article IV of the Master Indenture; provided, however, that notices of redemption of the Series 2018A/B Bonds sent pursuant to Section 402 of the Master Indenture may specify that the redemption is conditional upon the Authority's depositing the funds needed to effect that redemption prior to the specified redemption date.

(f) Places and Manner of Payment. The principal of and the interest and any redemption premium on the Series 2018A/B Bonds shall be payable at the places and in the manner specified in the Twenty-Third Supplemental Indenture.

(g) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2018A/B Bonds, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2018A/B Bonds and to deliver them to the Trustee for authentication in accordance with the Indenture.

#### Section 4. Sale of Series 2018A/B Bonds.

(a) General. The Series 2018A/B Bonds shall be awarded and sold to the Series 2018A/B Original Purchasers in accordance with the Bond Purchase Agreement and the Certificate of Award, at a purchase price of not less than ninety-five percent (95%) of the aggregate of the products from multiplying the principal amount of each Series 2018A/B Bonds times the percentage of such principal amount at which such Series 2018A/B Bond shall be initially offered to the public, after subtracting from the aggregate of such products the premium payable for any municipal bond insurance policy applicable to the Series 2018A/B Bonds.

(b) Bond Purchase Agreement. The Authorized Officials are, and each of them is, authorized and directed to execute and deliver the Bond Purchase Agreement between the Authority and the Series 2018A/B Original Purchasers, substantially in the form presented to this Authority, but with such changes not inconsistent with the Indenture and this Resolution and not substantially adverse to the Authority as may be approved by the Authorized Official executing the same on behalf of the Authority. The approval of any such changes by such Authorized Official and the determination by such Authorized Official that no such change is substantially adverse to the Authority shall be conclusively evidenced by the execution of the Bond Purchase Agreement by such Authorized Official. The price for and terms of the Series 2018A/B Bonds and the sale thereof, all as provided in this Resolution, the Bond Purchase Agreement, the Certificate of Award, and the Twenty-Third Supplemental Indenture, are hereby approved and determined to be in the best interests of the Authority.



(c) Certificate of Award. Such sale and award shall be further evidenced by the Certificate of Award executed by an Authorized Official. The terms of the Series 2018A/B Bonds approved in the Certificate of Award shall be incorporated into the Twenty-Third Supplemental Indenture. The Certificate of Award, subject to the restrictions set forth herein, shall: (i) with respect to each series or subseries of the Series 2018A/B Bonds, specify the aggregate principal amount, the purchase price, the first Interest Payment Dates, the interest rate or rates, the principal retirement dates, the mandatory sinking fund requirements (if any), the redemption dates, and the redemption prices thereof; (ii) specify whether a municipal bond insurance policy, letter of credit, or other credit or liquidity facility shall be obtained with respect to the Series 2018A/B Bonds and, if so, from whom and on what terms; (iii) specify the amount, if any, of the Series 2018A Debt Service Reserve Requirement and the Series 2018B Debt Service Reserve Requirement and determine whether it shall be met entirely with (A) cash and Permitted Investments (as defined in the Indenture); (B) a Qualified Reserve Credit Facility (as defined in the Indenture); or (C) a specified combination of (A) and (B); and (iv) include any additional information that may be required or permitted to be stated therein by the terms of this Resolution and the Bond Purchase Agreement.

(d) Authorization of Bond Insurance and Qualified Reserve Credit Facilities. The submission of any applications to: (i) recognized providers of municipal bond insurance requesting the issuance of one or more municipal bond insurance policies to insure the Authority's obligation to make payments of principal of and interest on the Series 2018A/B Bonds, and (ii) potential providers of Qualified Reserve Credit Facilities, is hereby ratified and approved. The Authorized Officials are, and each of them is, hereby authorized to specify in the Certificate of Award that the Authority shall accept one or more commitments for insurance from such providers, and one or more commitments for a Qualified Reserve Credit Facility. There is hereby authorized to be paid from the moneys deposited in the Series 2018A Costs of Issuance Subaccount such amount as is required to pay the premium and expenses for such insurance policies and Qualified Reserve Credit Facilities relating to the Series 2018A Bonds. There is hereby authorized to be paid from the moneys deposited in the Series 2018B Costs of Issuance Subaccount such amount as is required to pay the premium and expenses for such insurance policies and Qualified Reserve Credit Facilities relating to the Series 2018B Bonds. The Authorized Officials are, and each of them is, hereby further authorized to enter into a reimbursement agreement with the provider of any Qualified Reserve Credit Facility to provide for the Authority's reimbursement of the provider for any amounts drawn under the Qualified Reserve Credit Facility in a manner consistent with the Indenture. Any determination of the Authorized Officials under this paragraph shall be based on the written advice of the Financial Advisor.

(e) Certificates. The Authorized Officials are, and each of them is, authorized and directed, in their official capacities, to execute and deliver to the Series 2018A/B Original Purchasers the certificates required by the Bond Purchase Agreement to be executed on behalf of the Authority.

(f) Delivery of Bonds. The Authorized Officials are, and each of them is, authorized and directed to make the necessary arrangements with the Series 2018A/B

Original Purchasers to establish the date, location, procedure and conditions for the delivery of the Series 2018A/B Bonds to the Series 2018A/B Original Purchasers. The Authorized Officials are, and each of them is, further authorized and directed to make the necessary arrangements for the printing of the Series 2018A/B Bonds, and the execution, authentication and delivery of the Series 2018A/B Bonds to DTC for the accounts of the Series 2018A/B Original Purchasers in accordance with this Resolution and the Indenture, and upon the receipt of payment of the purchase price, to cause such amount to be applied in accordance with the terms and provisions of this Resolution and the Indenture.

Section 5. Allocation of Proceeds of the Series 2018A/B Bonds; Tax Covenants.

(a) Allocation of Proceeds of the Series 2018A/B Bonds. The proceeds from the sale of the Series 2018A/B Bonds shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Twenty-Third Supplemental Indenture.

(b) Tax Covenants. The Board authorizes the Authorized Officials to approve the tax covenants, authorizations and agreements necessary to achieve and maintain the tax-exempt status of the Series 2018A/B Bonds.

Section 6. Twenty-Third Supplemental Indenture and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2018A/B Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Twenty-Third Supplemental Indenture, substantially in the form thereof submitted to the Authority at or prior to this meeting, but with such changes therein as may be permitted by the Indenture and this Resolution and approved by the Authorized Officer executing the document on behalf of the Authority. The approval of those changes shall be conclusively evidenced by the execution of the document by an Authorized Official.

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 Series 2018A/B Bonds 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 Twenty-Third Supplemental Indenture, the 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 Series 2018A/B Bonds shall be liable personally thereon or be subject to any personal liability or accountability by reason of the issuance 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 7. Official Statement; Continuing Disclosure. The Authorized Officials shall cause to be prepared and issued on behalf of the Authority, an official statement (the "Official Statement") relating to the original issuance of the Series 2018A/B Bonds. The Authorized Officials are, and each of them is, authorized to execute the Official Statement on behalf of the Authority, which shall be in substantially the form of the Official Statement submitted to the Authority at this meeting, with such changes as the Authorized Official who executes it may approve, the execution thereof on behalf of the Authority by an Authorized Official to be conclusive evidence of such authorization and approval (including approval of any such changes), and copies thereof are hereby authorized to be prepared and furnished to the Series 2018A/B Original Purchasers for distribution to prospective purchasers of the Series 2018A/B Bonds and other interested persons. The preliminary Official Statement, shall be "deemed substantially final" by the Authority within the meaning of Rule 15c2-12 of the Securities Exchange Commission, subject to completion as provided below.

The distribution by the Authority and by the Series 2018A/B Original Purchasers of the preliminary Official Statement and the Official Statement, in such form and with any changes as may be approved in writing by an Authorized Official, is hereby authorized and approved.

The Authority shall make sufficient copies of the Official Statement, with any supplements, available to the Series 2018A/B Original Purchasers to sell book entry interests in the Series 2018A/B Bonds, and will provide copies as appropriate to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website at [www.emma.msrb.org](http://www.emma.msrb.org).

The Authorized Officials are each hereby authorized to furnish such information, to execute such instruments and to take such other action in cooperation with the Series 2018A/B Original Purchasers as may be reasonably requested to qualify the Series 2018A/B Bonds for offer and sale under the Blue Sky or other securities laws and regulations and to determine their eligibility for investment under the laws and regulations of such states and other jurisdictions of the United States of America as may be designated by the Series 2018A/B Original Purchasers; provided, however, that the Authority shall not be required to register as a dealer or broker in any such state or jurisdiction or become subject to the service of process in any jurisdiction in which the Authority is not now subject to such service.

The Authorized Officials are each hereby further authorized: (i) to supplement and complete the "deemed substantially final" preliminary Official Statement by affixing thereto or inserting therein information to identify the Series 2018A/B Original Purchasers and to specify the final principal amount, interest rates and redemption provisions of the Series 2018A/B Bonds, the price of the Series 2018A/B Bonds to the general public, any credit enhancement provisions with respect to the Series 2018A/B Bonds and any change in ratings of the Series 2018A/B Bonds resulting from such credit

enhancement, and such other information as is necessary to supplement and complete the Official Statement with the approved and agreed upon terms of Series 2018A/B Bonds, and (ii) to make such other changes to the preliminary Official Statement or the Official Statement as are, in the judgment of an Authorized Official, necessary and appropriate in order to make the preliminary Official Statement or 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 preliminary Official Statement or the Official Statement under the Bond Purchase Agreement.

The Authority hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provision of this Resolution or the Indenture, failure of the Authority to comply with the Continuing Disclosure Agreement shall not be considered an Event of Default; however, any Holder of Series 2018A/B Bonds may, and the Trustee may (and, at the request of the Holders of at least 25% in aggregate principal amount of Outstanding Series 2018A/B Bonds, shall) take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Authority to comply with its obligations under this paragraph. The Authorized Officials are, and each of them is, hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement in substantially the form submitted to the Authority at or prior to this meeting with such changes therein as may be approved by the officer executing the Continuing Disclosure Agreement. The approval of those changes shall be conclusively evidenced by the execution of the Continuing Disclosure Agreement by an Authorized Official.

Section 8. 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. The Authority shall furnish to the Series 2018A/B Original Purchasers of the Series 2018A/B Bonds a true and certified transcript of all proceedings relating to the authorization and issuance of the Series 2018A/B Bonds along with other information as is necessary or proper with respect to the Series 2018A/B Bonds.

Section 9. Multiple Series. Notwithstanding anything herein to the contrary, each of the Series 2018A Bonds and the Series 2018B Bonds may be issued in one or more separate series or subseries, each bearing a distinctive designation, provided that the Series 2018A/B Bonds of all series in the aggregate, must satisfy the requirements and comply with the restrictions of this Resolution and the Indenture. Separate series and subseries of Series 2018A/B Bonds may be issued at the same or different times and so may have different dates of issuance. The Series 2018A/B Bonds of each series and subseries shall be designated as provided in the applicable Certificate of Award. A separate Certificate of Award may be delivered for each series or subseries, and each reference in this Resolution to the Certificate of Award shall refer to each and all such Certificates of Award. A separate Supplemental Trust Indenture may be entered into for each series or subseries, and each reference in this Resolution to the Twenty-Third Supplemental Indenture shall refer to each and all such Supplemental Trust Indentures, but any Supplemental Trust Indenture subsequent to the Twenty-Third

Supplemental Indenture shall bear a different designation. A separate Bond Purchase Agreement and Continuing Disclosure Agreement may be entered into for each series or subseries, and each reference in this Resolution to the Bond Purchase Agreement or to the Continuing Disclosure Agreement shall refer to each and all such Bond Purchase Agreements or Continuing Disclosure Agreements, respectively. A separate Official Statement may be prepared for each series or subseries, and each reference in this Resolution to the Official Statement shall refer to each and all such Official Statements.

Section 10. Effective Date. This Resolution shall take effect immediately.

  
Secretary to the Board of Directors

**Presented and Approved: April 5, 2018**

**SUBJECT: Approval to Execute Contract No. 150220, Fort Myer  
Construction Corporation**

**#18-33  
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 April 5, 2018 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. 150220, Fort Myer Construction Corporation.

**Be it resolved that:**

The Board of Directors hereby authorizes the Interim General Manager to execute Contract No. 150220, Fort Myer Construction Corporation. The purpose of the contract is to provide construction of Division PR-A1-Potomac River Project A1 (G1) in support of DC Clean Rivers Project. The contract amount is \$6,265,502.47

This Resolution is effective immediately.

  
Secretary to the Board of Directors