

Presented and Approved: December 3, 2020
SUBJECT: Approval to Extend Option Year Four (4) of Contract No. 15-PR-WWT-53A, Carter & Carter Enterprises Inc.

#20-83
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 December 3, 2020 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to approve the extension of Option Year four of Contract No. 15-PR-WWT-53A, Carter & Carter Enterprises Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute the extension of Option Year Four (4) of Contract No. 15-PR-WWT-53A, Carter & Carter Enterprises Inc. The purpose of the option is to continue the supply and deliver of liquid ferric chloride, during the evaluation and solicitation for new contracts, to DC Water's Advanced Wastewater Treatment Facility. The option extension amount is \$3,500,000.


Secretary to the Board of Directors

Presented and Approved: December 3, 2020

**SUBJECT: Approval to Execute the Memorandum of Agreement
between Virginia Department of Transportation, Shirley
Contracting, LLC and DC Water**

**#20-84
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 December 3, 2020 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to approve the Memorandum of Agreement between Virginia Department of Transportation, Shirley Contracting, LLC and DC Water.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute the Memorandum of Agreement (MOA) between Virginia Department of Transportation (VDOT), Shirley Contracting, LLC and DC Water. The purpose of the MOA is to rehabilitate the 42-inch diameter structurally compromised RCP crossing Route 7 as part of VDOT's Route 7 corridor improvement plan project. The MOA not-to-exceed amount is \$2,139,067.70.


Secretary to the Board of Directors

Presented and Approved: December 3, 2020


SUBJECT: Approval to Execute Contract No. DCFA #508, Brown and Caldwell

**#20-85
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 December 3, 2020 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to approve to execute Contract No. DCFA #508, Brown and Caldwell.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA #508, Brown and Caldwell for the contract period of three years plus two renewal periods of one year each. The purpose of the contract is to retain the services of a qualified Architectural and Engineering firm to provide capital projects planning and engineering services required for the planning and execution of the CIP and non-CIP tasks. The contract not-to-exceed amount is \$20,000,000.


Secretary to the Board of Directors

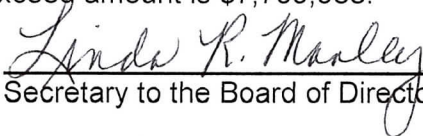
Presented and Approved: December 3, 2020
SUBJECT: Approval to Execute Contract No. 190090, Anchor Construction Corporation

#20-86
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on December 3, 2020 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to approve to execute Contract No. 190090, Anchor Construction Corporation.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 190090, Anchor Construction Corporation. The purpose of the contract is to eliminate CSO discharges to the Potomac River through existing outfalls CSO 025 and CSO 026 by constructing new sanitary sewers to collect and convey sanitary flow to Blue Plains for CSO 025 and CSO 026 as storm pipes. The contract not-to-exceed amount is \$7,799,988.


Secretary to the Board of Directors

Presented and Approved: December 3, 2020

**SUBJECT: Approval to Execute a Memorandum of Understanding
between District of Columbia Department of Energy and
Environment and DC Water**

**#20-87
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on December 3, 2020 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to approve the Memorandum of Understanding between District of Columbia Department of Energy and Environment and DC Water.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute the Memorandum of Understanding (MOU) between District of Columbia Department of Energy and Environment and DC Water. The purpose of the agreement is to establish the principles of cooperation between the two organizations with respect to planning, design, construction, cost sharing, method of payment and other relevant matters pertaining to Pinehurst Branch Stream Restoration, Sewer Rehabilitation and Oregon Avenue Sewer Abandonment. The MOU not-to-exceed amount is \$2,080,000.


Secretary to the Board of Directors

Presented and Approved: December 3, 2020

**SUBJECT: Approval to Execute a Modification to Option Year One (1)
of Contract No. 18-PR-CFO-55, Bank of America Merchant
Services**

**#20-88
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on December 3, 2020 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to approve the modification to Option Year One (1) of Contract No. 18-PR-CFO-55, Bank of America Merchant Services.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute the modification to Option Year One (1) of Contract No. 18-PR-CFO-55, Bank of America Merchant Services. The purpose of the option is to continue providing merchant credit and debit card processing services for transactions generated by DC Water for the processing of monthly residential and commercial water bills, sewer bills and permit bills. The modification amount is \$2,824,870.


Secretary to the Board of Directors

Presented and Adopted: December 3, 2020
Subject: Authorizing the WIFIA Loan Agreement and
the Sale and Setting Terms and Details
of the Series 2020 Senior Lien Bond

#20-89
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The members of the Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“Authority”), at the Board meeting held on December 3, 2020, upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed, to authorize and approve the WIFIA Loan Agreement (as defined below) including the sale of the Authority’s Public Utility Senior Lien Revenue Bond, Series 2020 (WIFIA) (the “Series 2020 Senior Lien Bond”), on the following terms and details.

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-seven (27) 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 to: (i) enter into the WIFIA Loan Agreement; (ii) issue the Series 2020 Senior Lien Bond in accordance with and for the purposes set forth in the WIFIA Loan Agreement; (iii) designate the Series 2020 Senior Lien Bond as a Bond and as Senior Debt for purposes of the Indenture; and (iv) secure the Series 2020 Senior Lien Bond 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 Finance and Budget Committee met on November 17, 2020, to review the WIFIA Loan Agreement transaction and the issuance of the Series 2020 Senior Lien Bond 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 capitalized terms used herein and defined in the Indenture (including the 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 and Executive Vice President, Finance and Procurement, 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.

“Certificate of Sale Terms” means the certificate of an Authorized Official specifying terms of the Series 2020 Senior Lien Bond, as provided for in Section 5 of this Resolution.

“Debt Service Payment Commencement Date” has the meaning provided in the WIFIA Loan Agreement.

“Interest Payment Dates” means for the Series 2020 Senior Lien Bond, each April 1 and October 1, commencing on the Debt Service Payment Commencement Date, and thereafter during the time the Series 2020 Senior Lien Bond is Outstanding.

“Supplemental Indenture” means the Twenty-Eighth Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as, and relating to, the Series 2020 Senior Lien Bond.

“WIFIA Lender” means the United States Environmental Protection Agency, an agency of the United States of America, acting by and through the Administrator of the Environmental Protection Agency.

“WIFIA Loan Agreement” means the WIFIA Loan Agreement between the Authority and the WIFIA Lender to be dated no later than June 30, 2021.

“WIFIA Project” has the meaning provided to the term “Project” in the WIFIA Loan Agreement.

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 2020 Senior Lien Bond.

The Authority is authorized to (a) enter into the WIFIA Loan Agreement relating to the Series 2020 Senior Lien Bond and pay any fees, costs and expenses relating thereto; and (b) issue, sell and deliver, as provided in this Resolution, the Certificate of Sale Terms and the WIFIA Loan Agreement, the bond, in the principal amount not to exceed One Hundred Sixty Million Dollars (\$160,000,000), which shall be designated "Public Utility Senior Lien Revenue Bond, Series 2020," or such other designation as approved by an Authorized Official, and shall constitute a Bond and Senior Debt under the Indenture, for the following purposes: (i) financing certain Costs of the System (specifically, the costs of the WIFIA Project); and (ii) paying issuance costs of the Series 2020 Senior Lien Bond. The proceeds from the sale of the Series 2020 Senior Lien Bond shall be allocated and deposited for those purposes and as provided in the Supplemental Indenture.

Section 3. Terms and Provisions Applicable to the Series 2020 Senior Lien Bond.

(a) Form, Transfer and Exchange. The Series 2020 Senior Lien Bond: (i) shall be substantially in the form attached as an exhibit to the Supplemental Indenture; and (ii) shall not be transferable or exchangeable except as provided in the Supplemental Indenture.

(b) Date. The Series 2020 Senior Lien Bond shall be dated as of the date of its issuance and delivery. There shall be a single Series 2020 Senior Lien Bond.

(c) Principal Maturities. The principal of the Series 2020 Senior Lien Bond shall be paid in such amounts on each mandatory principal amortization date as set forth in in the WIFIA Loan Agreement.

(d) Interest Rate and Interest Rate Periods for the Series 2020 Senior Lien Bond. The Series 2020 Senior Lien Bond shall bear interest on its unpaid principal amount payable on each Interest Payment Date, commencing on the Debt Service Payment Commencement Date, at such fixed rate per annum as specified in the Certificate of Sale Terms and the WIFIA Loan Agreement; provided, however, that the interest rate shall not exceed three percent (3.00%) per annum.

(e) Optional Redemption. The Series 2020 Senior Lien Bond shall be subject to redemption at par prior to its stated maturity, at the option of the Authority, on any date from any source of available funds, in accordance with the WIFIA Loan Agreement.

(f) Redemption Provisions. Redemption of the Series 2020 Senior Lien Bond shall be effected in accordance with Article IV of the Master Indenture, Article III of the Supplemental Indenture and the WIFIA Loan Agreement.

(g) Places and Manner of Payment. The principal of and the interest and any redemption premium on the Series 2020 Senior Lien Bond shall be payable at the places and in the manner specified in the Supplemental Indenture, in accordance with the WIFIA Loan Agreement.

(h) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2020 Senior Lien Bond, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2020 Senior Lien Bond and to deliver it to the Trustee for authentication in accordance with the Indenture.

Section 4. Sale of Series 2020 Senior Lien Bond.

(a) General. The Series 2020 Senior Lien Bond shall be sold to the WIFIA Lender in accordance with the WIFIA Loan Agreement.

(b) WIFIA Loan Agreement. The Authorized Officials are, and each of them is, authorized and directed to execute and deliver the WIFIA Loan Agreement, 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 WIFIA Loan Agreement by such Authorized Official. The price for and terms of the Series 2020 Senior Lien Bond and the sale thereof, all as provided in this Resolution, the Certificate of Sale Terms, the WIFIA Loan Agreement, and the Supplemental Indenture, are hereby approved and determined to be in the best interests of the Authority.

(c) Certificates. The Authorized Officials are, and each of them is, authorized and directed, in their official capacities, to execute and deliver to the WIFIA Lender the certificates, documents and instruments required by the WIFIA Loan Agreement to be executed on behalf of the Authority.

(d) Delivery of the Series 2020 Senior Lien Bond. The Authorized Officials are, and each of them is, authorized and directed to make the necessary arrangements with the WIFIA Lender to establish the date, location, procedure and conditions for the delivery of the Series 2020 Senior Lien Bond to the WIFIA Lender. The Authorized Officials are, and each of them is, further authorized and directed to make the necessary arrangements for the printing of the Series 2020 Senior Lien Bond, and the execution, authentication and delivery of the Series 2020 Senior Lien Bond, 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. Certificate of Sale Terms. The Certificate of Sale Terms, subject to the restrictions set forth herein, shall state the aggregate principal amount and the interest

rate of the Series 2020 Senior Lien Bond. The Certificate of Sale Terms shall be executed by an Authorized Official.

Section 6. Allocation of Proceeds of the Series 2020 Senior Lien Bond. The proceeds from the sale of the Series 2020 Senior Lien Bond shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Supplemental Indenture.

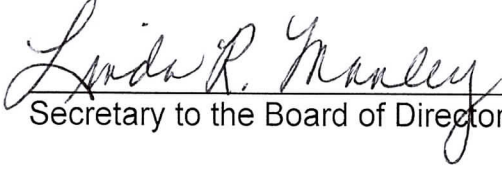
Section 7. Supplemental Indenture and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2020 Senior Lien Bond, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Supplemental Indenture, substantially 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 2020 Senior Lien Bond 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 WIFIA Loan Agreement, the Indenture, the Supplemental Indenture 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 2020 Senior Lien Bond 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 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 WIFIA Lender a true and certified transcript of all proceedings relating to the authorization of the WIFIA Loan Agreement and the authorization and issuance of the Series 2020 Senior Lien Bond along with other information as is necessary or proper with respect to the Series 2020 Senior Lien Bond.

This Resolution is effective immediately.


Secretary to the Board of Directors