



**326TH BOARD OF DIRECTORS MEETING
MINUTES OF THE MEETING
JANUARY 15, 2026
(Via Microsoft Teams)**

DIRECTORS PRESENT

District of Columbia Members

1. Unique Morris-Hughes, Principal, Board Chair
2. Anthony Giancola, Principal
3. Howard Gibbs, Principal
4. Richard Jackson, Principal
5. Jed Ross, Principal
6. Alex McPhail, Alternate
7. Jimmy Ortiz, Alternate
8. Rob Hawkins, Alternate

Prince George's County Member

1. Samuel Moki, Principal

Montgomery County Members

1. Fariba Kassiri, Principal
2. Jennifer Macedonia, Principal
3. Amy Stevens, Alternate
4. John Markovs, Alternate

Fairfax County Members

1. Christopher Herrington, Principal
2. Sarah Motsch, Alternate

DC WATER STAFF

1. David L. Gadis, CEO and General Manager
2. Amber Jackson, Chief Legal Officer, & EVP Legal and Government Affairs & Interim Chief Legal Officer
3. Barbara Mitchell, Associate General Counsel and Director of Government Affairs

4. Lola Oyeyemi, Interim Chief Financial Officer & EVP
5. Matthew Brown, Chief Financial Officer and EVP Finance, Procurement, Compliance & Interim COO
6. Kirsten Williams, Chief Administrative Officer & EVP
7. Michelle Rhodd, Secretary to the Board

The 326th meeting of the District of Columbia Water and Sewer Authority's Board of Directors was called to order by Chair Dr. Unique Morris-Hughes at 9:33 a.m. The meeting was held via Microsoft Teams and streamed live at dcwater.com. Board Secretary Michelle Rhodd called the roll, and a quorum was established.

I. APPROVE MINUTES

Board Chair Dr. Unique Morris-Hughes asked for a motion to approve the minutes of the December 4, 2025, Board of Directors meeting.

Upon a motion duly made, the Board of Directors approved the minutes of the meeting on December 4, 2025, as presented

II. CHAIRPERSON'S OVERVIEW

Dr. Morris-Hughes welcomed two new Board members for Montgomery County: principal member Jennifer Macedonia and alternate member John Markovs.

III. COMMITTEE REPORTS

*Joint Meeting of the Executive and Evaluation Committees
Reported by Unique Morris-Hughes*

The Executive and Evaluation Committees met on December 15, 2025. The Committee met in executive session to discuss a personnel matter pursuant to DC Code 2-575 (b)(10) of the Open Meeting Act of 2010.

*Meeting of the Environmental Quality and Operations Committee
Reported by Sarah Motsch*

The Environmental Quality and Operations Committee met on December 18, 2025.

Nicholas Passarelli, Vice President, Wastewater Treatment Operations, provided the Blue Plains Advanced Wastewater Performance Update and provided an update on the Blue Drop bloom program.

Chris Collier, Vice President, Water Operations, briefed the Committee on the automated metering infrastructure (AMI) performance assessment and optimization program which represents a collaborative, multi-departmental approach to stabilizing and enhancing DC Water's smart metering capabilities.

The Committee recommended moving three joint-use fact sheets and two non-joint-use action items to the full Board for approval.

*Meeting of the Human Resources and Labor Relations Committee with Union Presidents
Reported by Howard Gibbs*

The Human Resources and Labor Relations Committee met with Union Presidents on January 14, 2026.

Union presidents expressed several concerns, including insufficient advance notice of employee reassignments, differing interpretations of sick leave coding, rights to union representation in meetings, and challenges surrounding the distribution of the bonuses and overpayment FAQs.

Amber Jackson, Chief People Officer and EVP and Interim Chief Legal Officer, presented the HR report. She noted ongoing collaboration with Lincoln Tech to recruit candidates for complex positions, including instrumentation technician roles. Additionally, committee member Christopher Herrington suggested exploring regional partnerships to develop pipelines for skilled trades careers.

IV. CEO and GENERAL MANAGER'S REPORT

CEO and General Manager David L. Gadis began by announcing the transition of Matthew Brown from Chief Financial Officer (CFO) and EVP to Chief Operating Officer and EVP. Lola Oyeymi has stepped into the role of Interim Chief Financial Officer and EVP of Finance, Compliance and Procurement while the Authority conducts a national search for a new CFO.

On December 8, 2025, Dr. Rabia Chaudhry, Director of Water Supply Resilience, was named president-elect of the Water Reuse Association's Mid-Atlantic section.

Next, Mr. Gadis provided an update on the proposed changes to the Clean Rivers Impervious Area Charge (CRIAC) and related measurements. Implementation of the changes have been paused implementation, and the project timeline has been reset based on feedback from customers and elected officials. The revised timeline aims for implementation no earlier than fiscal year 2029 to allow time to review billing integration and measurement changes to ensure data accuracy. Mr. Gadis noted that he will

proactively engage the Board for guidance on key implementation decisions before execution.

On December 17, 2025, the IT team conducted a thorough disaster recovery exercise. This all-hands simulation required individualized attention from the team, enabling scenario-based training on systems readiness, including targeted cybersecurity components to test real-time digital threat monitoring and analysis.

Finally, Mr. Gadis noted that DC Water employees had supported Bread for the Soul for the 40th consecutive year through annual toy, coat, and book drives that benefit local families impacted by HIV/AIDS, women in shelters, and children.

Board member Anthony Giancola inquired about feedback from the Procurement and Compliance department's November listening sessions with representatives from the business community. Mr. Gadis noted that feedback on DC Water's work was largely positive, especially regarding employees and the Authority's ability to address customer issues. Mr. Giancola noted his particular interest in any feedback that identifies a need for process changes to increase efficiency. Mr. Gadis will provide a further update on the listening session feedback as it becomes available.

Mr. Giancola then asked for an update on the DC Department of Energy and Environment suspension of new utility assistance enrollments until December 1, 2025, due to a temporary pause in LIHEAP funding. Mr. Gadis noted that the matter had been resolved and confirmed receipt of the executed memorandum of understanding.

Mr. Giancola noted that the staff vacancy target was revised to 10%, and current vacancies were at 12%, with a notable number of vacancies in front-line positions. He highlighted the importance of front-line positions and recommended seeking exposure to high schools and other educational programs to enhance recruitment efforts. Mr. Gadis noted that the current vacancy rate is the lowest in the Authority's history as the Authority has become an employer of choice, attracting hundreds of applicants for some positions.

Board member Christopher Herrington noted a recently issued limited notice to proceed for a design-build contract at Pure Water DC, which was within the General Manager's authority to approve. He inquired whether it would be presented to the Board before the GM's approval. Mr. Gadis confirmed that it would.

Mr. Herrington also asked how the 2029 timeline to implement the CRIAC updates was determined. Mr. Gadis explained that the budget is set on a two-year cycle, and 2029 is the next opportunity to implement the change.

V. EXECUTIVE SESSION

The Board moved to executive session to consult with an attorney to obtain legal advice and to preserve the attorney-client privilege between an attorney and a public body pursuant to the DC Open Meetings Act of 2010, §2-575(4)(A).

The Board reconvened in open session at 11:42 p.m.

VI. ITEM FOR APPROVAL (NON-JOINT USE)

1. Approval for the CEO & General Manager to Negotiate the Terms and Conditions for the Acquisition of the Washington Aqueduct – Resolution No. 26-05 (Pending recommendation of the District of Columbia Members of the Board)

Dr. Morris-Hughes removed Resolution No. 26-05 from the non-joint-use consent agenda and presented it as a stand-alone resolution.

Mr. Herrington moved that Resolution No. 26-05 be designated a joint-use consent item to be consistent with the Board of Directors' Bylaws.

Barbara Mitchell, Associate General Counsel and Director of Government & Legal Affairs, noted that Bylaw 3.07 permits a director to move to change the designation of a vote, but the motion does not make a vote legally sufficient to make an item joint use. She further noted that there was no legal support for making Resolution 26-05 joint use, as the Aqueduct is a water facility and not an enumerated sewerage facility for joint use pursuant to the Establishing Act. Making the item joint use would therefore directly violate the Establishment Act.

Mr. Herrington noted that, consistent with the code of the District of Columbia, the matter does directly impact, and has the ability to directly affect, the operation of multi-jurisdictional-use facilities as described in the city code. He therefore disputed the conclusion that the resolution has no impact on wastewater facilities of interest.

Ms. Mitchell noted the potential to argue that the Establishment Act was intended to ensure that suburban jurisdictions participate in decisions directly affecting them, and that the Board should permit those jurisdictions that receive aqueduct water or are indirectly impacted to vote on the matter. However, she stated that the statute does not use an impact-based standard and instead is based on a bright-line rule that "only matters involving the joint use sewerage facilities, expressly listed in the statute, trigger suburban voting authority." Therefore, she advised that the Board has no legal authority to substitute its own impact-based test for the legislature's explicit framework.

Mr. Herrington shared his interpretation that that these five board members shall only participate in decisions directly affecting the general management of joint-use sewerage facilities. He argued that the resolution directly affects the general management of joint-use sewerage facilities.

Dr. Morris-Hughes concurred with counsel that the item is not a joint-use matter and noted that as counsel had found the item to be legally insufficient, it would not move to a vote.

Mr. Herrington raised a point of order that the item was added to the agenda less than one day before the meeting, which was inconsistent with the Board's bylaws.

Ms. Mitchell confirmed that proper notice was given, as the bylaws require proposed amendments or agendas to be sent to the Board, which was done via the calendar and a separate agenda email.

Mr. Herrington noted that his concern included the timeline for public notice. He also noted for the record that there was no vote on his motion, which was deemed consistent with the Board's bylaws. He asked whether it was possible for a joint-use member to make a motion to modify a resolution on a non-joint-use item?

Ms. Mitchell stated that this is not the case, but the Chair could accept an amendment as friendly.

Mr. Herrington offered a substitute motion to amend Resolution 26-05 as follows:

- That the last whereas clause on the first page be amended to insert the word "to" so that it becomes a complete sentence: "whereas the Authority possesses the general power to acquire".
- That the "now therefore be it resolved" item be amended to add a fifth item that directs the general manager to coordinate in these negotiations with partners in the operation of the Washington Aqueduct, explicitly Arlington County and Fairfax Water Authority.

Dr. Morris-Hughes stated that the amendment would require the general manager to coordinate with Arlington and the surrounding jurisdictions, and that the resolution as drafted was sufficient. She was not willing to entertain an addition that had not been previously discussed, but she approved of DC Water staff making the grammatical correction noted in Mr. Herrington's suggested amendments.

Board member Fariba Kassiri asked whether she could second the motion to open it for vote. Dr. Morris-Hughes declined, reiterating that the Board's counsel had deemed the item to be a non-joint-use issue and she was not comfortable overruling that position.

Upon a motion made duly made, the Board of Directors voted to approve Non-Joint-Use Resolution No. 26-05 as presented.

VII. CONSENT ITEMS (NON-JOINT USE)

1. Approval to Award Three Base Years and Two Option Years for Contract No. 105171 Valve and Hydrant Assessment Services, Hydromax USA – **Resolution No. 26-03** (Recommended by the Environmental Quality and Operations Committee 12-18-25)
2. Approval to Execute Phase One of Progressive Design-Build Contract No. 250170 Water Pumping and Storage Facilities, PCL Civil Constructors, Inc. – **Resolution No. 26-04** (Recommended by the Environmental Quality and Operations Committee 12-18-25)

Upon a motion made, the Board of Directors voted to approve Non-Joint Use Resolutions Nos. 26-03 and 26-04 as presented.

VIII. CONSENT ITEMS (JOINT-USE)

1. Approval of Additional Funding for Contract No. 10528, Audio-Visual Equipment Upgrade and Support, Bridges System Integration – **Resolution No. 26-00** (Recommended by the Environmental Quality and Operations Committee 12-18-25)
2. Approval to Award Two Base Years for Contract No. 10572, Furnish and Install HVAC Equipment. Complete Building Services, Inc. – **Resolution No. 26-01** (Recommended by the Environmental Quality and Operations Committee 12-18-25)
3. Approval to Execute Change Order No. 002 of Contract No. 200110, Public Space Restoration Contract FY22 - FY25, Capitol Paving of DC, Inc. – **Resolution No. 26-02** (Recommended by the Environmental Quality and Operations Committee 12-18-25)

Upon a motion made, the Board of Directors voted to approve Joint-Use Resolutions Nos. 26-00 through 26-02 as presented.

IX. ADJOURN

There being no further business to come before the Board, the meeting adjourned at 12:01 a.m.

Michelle Rhodd

Michelle Rhodd
Secretary to the Board of Directors

Follow-Up Actions:

1. Mr. Gadis will provide a further update on the listening session feedback as it becomes available.