

Presented and Adopted: April 4, 2013

**SUBJECT: Approval to Execute Option Year One of Contract No.
WAS-12-007-AA-SH, Nutri-Blend, Inc.**

**#13-36
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, ("the Authority"), at the Board meeting held on April 4, 2013 upon consideration of a joint use matter decided by a vote of ten (10) in favor and none (0) opposed to execute Option Year One of Contract No. WAS-12-007-AA-SH, Nutri-Blend, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year One of Contract No. WAS-12-007-AA-SH, Nutri-Blend, Inc. The purpose of the option is to provide biosolids management services to the Authority. The option amount is \$11,457,422.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: April 4, 2013

**SUBJECT: Approval to Execute Supplemental Agreement No. 8 of
Contract No. DCFA #371-WSA, Hazen and Sawyer, P.C.**

**#13-37
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, ("the Authority"), at the Board meeting held on April 4, 2013 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. 8 of Contract No. DCFA #371-WSA, Hazen and Sawyer, P.C.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Supplemental Agreement No. 8 of Contract No. DCFA #371-WSA, Hazen and Sawyer, P.C. The purpose of the supplemental agreement is to provide engineering design services for additional electrical upgrades not included in the original design. The supplemental agreement amount is \$339,766.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: April 4, 2013

SUBJECT: Approval to Execute Change Order No. 18 of Contract No. 100020, Ulliman Schutte Construction, LLC.

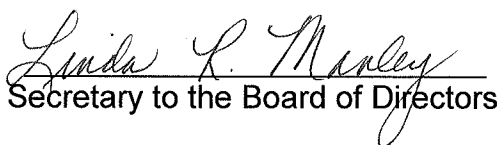
**#13-38
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on April 4, 2013 upon consideration of a joint use matter decided by a vote of ten (10) in favor and none (0) opposed to execute Change Order No. 18 of Contract No. 100020, Ulliman Schutte Construction, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Change Order No. 18 of Contract No. 100020, Ulliman Schutte Construction, LLC. The purpose of the change order is to add instrumentation and control devices, electrical power and control wiring for the Methanol Vapor Scrubber, and install ground grid inside the Dentrification Building. The change amount is \$536,036.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: April 4, 2013

**SUBJECT: Approval to Execute Contract No. WAS-13-009-AA-SS,
Albert Risk Management Consultants**

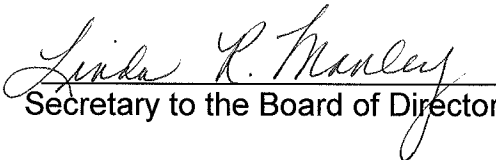
**#13-39
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on April 4, 2013 upon consideration of a joint use matter decided by a vote of ten (10) in favor and none (0) opposed to execute Contract No. WAS-13-009-AA-SS, Albert Risk Management Consultants.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. WAS-13-009-AA-SS, Albert Risk Management Consultants. The purpose of the contract is to provide independent risk management consulting services for the District of Columbia Water and Sewer Authority's Risk Management Department. The contract amount is \$2,332,250.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: April 4, 2013

SUBJECT: Approval of Selection of Investment Bankers

**#13-40
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, (the "Authority") at its meeting on April 4, 2013, upon consideration of a joint-use matter, decided by a vote of ten (10) in favor and none (0) opposed, to take the following action with respect to approving the selection of the Authority's Investment Bankers.

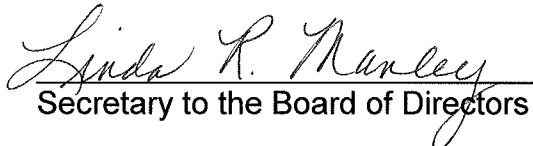
WHEREAS, the Finance and Budget Committee has also recommended the selection of Bank of America/Merrill Lynch, Barclays Capital, Goldman Sachs, Loop Capital and Ramirez & Co. to serve as the Authority's Senior Managers for a term of up to five (5) years; and

WHEREAS, the Finance and Budget Committee has recommended that Fidelity Capital Markets, Jefferies LLC, J. P. Morgan Securities, Lebenthal & Co, LLC, Morgan Stanley, Raymond James/Morgan Keegan, Seibert Brandford Shanks, TD Securities, U. S. Bancorp, and Wells Fargo Securities be authorized to serve as the Authority's Co-Managers for a term of up to five (5) years.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board approves the selection of Bank of America/Merrill Lynch, Barclays Capital, Goldman Sachs, Loop Capital and Ramirez & Co. to serve as the Authority's Senior Managers for up to a five (5) year term.
2. The Board approves the selection of Fidelity Capital Markets, Jefferies LLC, J. P. Morgan Securities, Lebenthal & Co, LLC, Morgan Stanley, Raymond James/Morgan Keegan, Seibert Brandford Shanks, TD Securities, U. S. Bancorp, and Wells Fargo Securities be authorized to serve as Co-Managers for up to a five (5) year term.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: April 4, 2013

**SUBJECT: Approval to Extend Contract No. WAS-10-022-AA-GA
J.P. Morgan Chase Bank National Association**

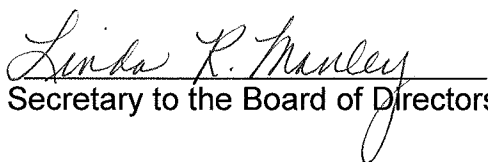
**#13-42
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on April 4, 2013 upon consideration of a joint use matter decided by a vote of ten (10) in favor and none (0) opposed to extend Contract No. WAS-10-022-AA-GA, J.P. Morgan Chase Bank National Association for a two year period.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to extend Contract No. WAS-10-022-AA-GA, J.P. Morgan Chase Bank National Association. The purpose of the extension is to provide a Letter of Credit for the Authority's Commercial Paper Program. The contract amount is \$1,704,223.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: April 4, 2013

**SUBJECT: Approval to Extend Contract No. WAS-10-022-AB-GA
U.S. Bank National Association**

**#13-43
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, ("the Authority"), at the Board meeting held on April 4, 2013 upon consideration of a joint use matter decided by a vote of ten (10) in favor and none (0) opposed to extend Contract No. WAS-10-022-AB-GA, U.S. Bank National Association.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to extend Contract No. WAS-10-022-AB-GA, U.S. Bank National Association. The purpose of the extension is to provide a Letter of Credit for the Authority's Commercial Paper Program. The contract amount is \$934,675.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: April 4, 2013
SUBJECT: Proposed District of Columbia Clean Rivers Impervious Area Charge Incentive Program

#13-44
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The District members of the Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("DC Water") at the Board meeting held on April 4, 2013 upon consideration of a non-joint use matter, decided by a vote of five (5) in favor and none (0) opposed, to approve the following action with respect to amending Title 21 of the District of Columbia Municipal Regulations (DCMR), Chapter 41, Retail Water and Sewer Rate, in order to implement the proposed District of Columbia Clean Rivers Impervious Area Charge Incentive Program (the "DC Clean Rivers IAC Program).

WHEREAS, on March 6, 2008, the Board adopted Resolution # 08-34 which authorized the General Manager to consider developing a credit and incentive policy for certain eligible stormwater management practices that reduce the amount of stormwater runoff generated from a property; and

WHEREAS, the "Water and Sewer Authority Equitable Ratemaking Act of 2008" (the "Act") signed by the Mayor of the District of Columbia on January 23, 2009 and subsequently transmitted to the United States Congress for the legislative review period states that within one year of the effective date of the Act, DC Water will establish, together with the District Department of Environment ("DDOE"), an incentive program to install certain eligible stormwater management practices that reduce the amount of stormwater runoff generated from a property; and

WHEREAS, DDOE has proposed regulations to establish a credit program for the DC Stormwater Fee as shown on the DC Water bill; and

WHEREAS, DDOE's responsibilities for the administration of the credit program include: accepting and reviewing applications for eligibility; inspecting, determining, and approving eligibility for credits; approving credits amounts; and providing an administrative dispute process for any challenges resulting from the application/approval process; and

WHEREAS, the DC Retail Water and Sewer Rates Committee met on March 26, 2013 to review and consider a proposed DC Clean Rivers IAC Incentive Program in compliance with the "Water and Sewer Authority Equitable Ratemaking Act of 2008" that would utilize the proposed DDOE program for determination of eligibility; and

WHEREAS, the public comment and notification process of the proposed DC Clean Rivers IAC Incentive Program will occur over the next several months and it is the intent of the Board to take final action at the conclusion of the notification and comment period.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board proposes to establish a DC Clean Rivers IAC Incentive Program for public comment as follows:
 - Establish a three year pilot credit program for the DC Clean Rivers IAC with a 4% maximum incentive credit (actual credit amount to be calculated based upon the DDOE formula proposed on October 5, 2012) not to exceed an annual, established budget allowance. The cost for the credits will be applied to the rate of the associated customer category. The effective date for the DC Clean Rivers IAC Incentive Program will be the effective date of the DDOE (RiverSmart Rewards) stormwater credit program, but not earlier than October 1, 2013.
 - Eligibility will be determined by DDOE's Stormwater Management Division based upon its published eligibility guidelines and criteria. Any eligibility appeals will be addressed by DDOE in accordance with their published procedures.
2. The General Manager is authorized to take all steps necessary in his judgment and as otherwise required, to initiate the public comment process and provide notice of the proposed amendments in the manner provided by 21 DCMR, Chapter 40 and the District of Columbia's Administrative Procedures.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: April 4, 2013

SUBJECT: Approval of FY 2012 Bonus for the General Manager

**#13-45
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" or "DC Water") at its meeting on April 4, 2013, upon consideration of joint-use matter, decided by vote of ten (10) in favor and none (0) opposed, to take the following action with respect to the FY 2012 annual bonus for the General Manager.

WHEREAS, the Board has evaluated the General Manager's performance for the period beginning October 1, 2011 thru September 30, 2012 in accordance with the annual performance evaluation process outlined in the General Manager's Employment Agreement; and

WHEREAS, the Board has noted numerous areas of positive performance, including:

1. Meeting or exceeding all permit and regulatory requirements, while delivering water and wastewater services to 615,000 retail and 1.6 million wholesale customers;
2. Supporting the Board in the governance of the enterprise, including coordination of the Board's strategic retreat and development of the Board's Strategic Plan;
3. Strengthening DC Water's financial integrity by achieving an operating surplus of \$14.8 million above the reserve target of \$125.5 million – after the Board approved increasing funds in the Rate Stabilization Fund, increasing Pay Go financing, and for the first time, authorizing a customer rebate;
4. Achieving an upgrade of DC Water's credit rating from AA to AA+ from Standard & Poor's;
5. Managing operating expenditures of \$383.8 million and capital expenditures of \$462.6 million, (both well within budget targets);
6. Securing a 5.5% volumetric water and sewer rate increase for a total rate increase of 8.9%, to support a \$440 million operating and \$642 million capital budget in 2013, and presenting the proposed budget in eight ward town halls with record attendance;

7. Maintaining schedules on all capital projects, including reaching deadlines associated with the \$2.6 billion Clean Rivers and \$1 billion Enhanced Nitrogen Removal projects on-time and on-budget;
8. Attaining a compromise to receive subterranean easements for the Blue Plains Tunnel and approvals for necessary permits and easements;
9. Helping to secure agreement on all substantive issues pertaining to the 2012 Blue Plains Intermunicipal Agreement (IMA), including revised language to enable participation by DC Water Board Members;
10. Negotiating substantive elements of a Partnership Agreement with the United States Environmental Protection Agency and the United States Department of Justice to enable a significant Green Infrastructure pilot program to attain both water quality and a range of other sustainability goals;
11. Negotiating a settlement of litigation over the District of Columbia Municipal Separate Storm Sewer System (MS4) permit, clarifying DC Water's responsibility, including the exclusion of responsibility for total maximum daily loads (TMDLs) or water quality catch basins in the Combined Sewer areas, saving up to \$125 million over the life of the permit;
12. Improving asset management, enhancing the MAXIMO application, reengineering materials management and reorganizing units in wastewater, customer care and operations and procurement;
13. Elevating a culture of safety by starting senior and executive staff meetings with a safety moment, identifying best practices, procuring state-of-the-art software, and identifying training gaps for every position;
14. Managing emergencies, including flooding in the Bloomingdale and the LeDroit Park neighborhoods, leading to an unprecedented Bloomingdale Action Agenda while Co-chairing Mayor's Task Force;
15. Improving DC Water's relationships with the District of Columbia Mayor and the Council, United States Congress and the White House. Promoting a positive image of DC Water, conducting twenty-two speaking engagements, including main speaking events for the National Association of Clean Water Agencies (NACWA) and the Water Environment Federation Annual Technical Exhibition and Conference (WEFTEC);
16. Expanding a campaign to support tap water, including expansion of the TapIt Program, blind taste tests in all eight wards, and persuading the head of the Joint Inaugural Committee to serve DC Tap Water;

17. Receiving numerous awards including the National Environmental Achievement Award from the National Association of Clean Water Agencies; and

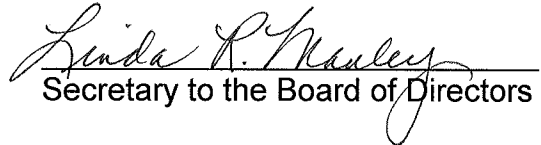
WHEREAS, the Board previously adopted a resolution on December 2, 2012, Resolution # 12-109, making the General Manager eligible for a bonus of up to 15% of his annual base compensation to be applied for the first time during the Board's evaluation of the General Manager's FY 2012 performance; and

WHEREAS, the Board has determined that the General Manager's performance was superior during the period of October 1, 2011 through September 30, 2012;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Directors approves the General Manager's FY 2012 annual bonus at 15% for the period October 1, 2011 thru September 30, 2012.
2. The General Manager's FY 2012 annual bonus shall be Thirty-Nine Thousand Dollars (\$39,000).

This Resolution is effective immediately.


Secretary to the Board of Directors