

**Presented and Adopted: May 7, 2015**

**SUBJECT: Approval to Execute a Three Year Base and Two One Year  
Options for Contract No. 15-PR-CFO-01, KPMG LLP**

**#15-40  
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 7, 2015, upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute a Three Year Based and Two One Year Options for Contract No. 15-PR-CFO-01, KPMG LLP.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute a Three Year Base and Two One Year Options for Contract No. 15-PR-CFO-01, KPMB, LLP. The purpose is to contract for external audit services for the District of Columbia Water and Sewer Authority's (DCWater) Chief Financial Office. The contract not-to-exceed amount is \$1,793,020.

This Resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 7, 2015**

**Subject: Approving the Substantially Final Form of Certain Documents, Authorizing the Execution and Delivery of Documents Relating to the Delivery of Substitute Letters of Credit associated with the Commercial Paper Notes, Series B and Series C, Authorizing the Decrease of the Authorized Maximum Aggregate Principal Amount of the Series A Notes to \$0; Authorizing the Increase of the Authorized Maximum Aggregate Principal Amount of the Series B Notes to \$100,000,000, and Authorizing the Decrease of the Authorized Maximum Aggregate Principal Amount of the Series C Notes to \$50,000,000**

**#15-41  
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 May 7, 2015, upon consideration took the following action by a vote of ten (10) in favor and none (0) opposed.

**WHEREAS**, pursuant to Resolution #10-60, adopted by the Board on May 6, 2010 (the "Original Resolution"), the Authority previously authorized and executed agreements to issue its Commercial Paper Notes, Series A (the "Series A Notes"), in an aggregate principal amount not to exceed \$100,000,000 outstanding at any one time, its Commercial Paper Notes, Series B (the "Series B Notes"), in an aggregate principal amount not to exceed \$50,000,000 outstanding at any one time, and its Commercial Paper Notes, Series C (the "Series C Notes" and, together with the Series A Notes and Series B Notes, the "Notes"), in an aggregate principal amount not to exceed \$75,000,000 outstanding at any one time,

**WHEREAS**, the Series A Notes, the Series B Notes and the Series C Notes are secured by separate letters of credit (collectively, the "Original Letters of Credit") issued by U.S. Bank National Association ("U.S. Bank") securing the Series C Notes, and JPMorgan Chase Bank, National Association ("J.P. Morgan" and together with U.S. Bank, the "Banks") securing the Series A Notes and Series B Notes; and

**WHEREAS**, pursuant to Resolution #13-41, adopted by the Board on April 4, 2013 (the "First Supplemental Resolution"), the Authority authorized the extension of the terms of the Original Letters of Credit and authorized the decrease of the authorized maximum aggregate principal amount of the Series A Notes from \$100,000,000 to \$75,000,000; and

**WHEREAS**, each of the Original Letters of Credit expires on May 29, 2015, and the Authority desire to obtain substitute letters of credit in replacement of the Original Letters of Credit; and

**WHEREAS**, the Authority desires to reduce the authorized maximum aggregate principal amount of the Series A Notes from \$75,000,000 to \$0; and

**WHEREAS**, the Authority desires to increase the authorized maximum aggregate principal amount of the Series B Notes from \$50,000,000 to \$100,000,000; and

**WHEREAS**, the Authority desires to decrease the authorized maximum aggregate principal amount of the Series C Notes from \$75,000,000 to \$50,000,000; and

**WHEREAS**, the Authority now desires to obtain substitute Letters of Credit (each a "Substitute Letter of Credit" and, together, the "Substitute Letters of Credit") from Landesbank Hessen-Thüringen Girozentrale (the "Bank"), acting through its New York branch, to secure the Series B Notes and Series C Notes, respectively, which Substitute Letters of Credit will each expire on May [ ], 2020; and

**WHEREAS**, there have been presented at this meeting drafts of the substantially final forms of the following documents that the Authority proposes to execute to carry out the transactions described above, copies of which documents shall be filed with the records of the Authority:

(a) the Second Amendment to the Eleventh Supplemental Indenture of Trust, dated as of May 1, 2015 (the "Second Amendment to the Eleventh Supplemental Indenture"), between the Authority and the Trustee;

(b) the Letter of Credit and Reimbursement Agreement relating to the Series B Notes (the "Series B Notes Reimbursement Agreement") dated as of May 1, 2015, between the Authority and the Bank, pursuant to which the Substitute Letter of Credit relating to the Series B Notes will be issued;

(c) the Letter of Credit and Reimbursement Agreement relating to the Series C Notes (the "Series C Notes Reimbursement Agreement" and, together with the Series B Notes Reimbursement Agreement, the "Reimbursement Agreements") dated as of May 1, 2015, between the Authority and the Bank, pursuant to which the Substitute Letter of Credit relating to the Series C Notes will be issued;

(d) the form of the Bank Note related to the Series B Notes (the "Series B Bank Note") attached as an exhibit to the Series B Notes Reimbursement Agreement to bear interest at the Bank Rate or the Default Rate or as otherwise provided in the Series B Notes Reimbursement Agreement; and

(e) the form of the Bank Note related to the Series C Notes (the "Series C Bank Note" and, together with the Series B Bank Note, the "Bank Notes") attached as an exhibit to the Series C Notes Reimbursement Agreement to bear interest at the Bank Rate or the Default Rate or as otherwise provided in the Series C Notes Reimbursement Agreement; and

(f) an Updated Offering Memorandum (the "Updated Offering Memorandum"); and

(g) First Amendment to Dealer Agreement relating to the Series B Notes and the Series C Notes (the "First Amendment to J.P. Morgan Dealer Agreement"), dated as of May 1, 2015, between the Authority and J.P. Morgan Securities LLC, as dealer for the Series B Notes and the Series C Notes (the "Dealer"); and

**WHEREAS**, the Finance and Budget Committee met on April 23, 2015, to review the matters covered in this Resolution and has recommended approval of this Resolution by the Board.

**NOW, THEREFORE, BE IT RESOLVED,**

1. That the Dealer is authorized to distribute the Updated Offering Memorandum to potential purchasers of the Notes;
2. That the maximum aggregate principal amount of the Series A Notes shall be reduced and, from and after the effective date of this Resolution, shall not exceed \$0 outstanding at any one time;
3. That the maximum aggregate principal amount of the Series B Notes shall be increased and, from and after the effective date of this Resolution, shall not exceed \$100,000,000 outstanding at any one time;
4. That the maximum aggregate principal amount of the Series C Notes shall be reduced and, from and after the effective date of this Resolution, shall not exceed \$50,000,000;
5. That the Chairman of the Board (the "Chairman") (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), the General Manager, the Chief Financial Officer, the Controller, the Budget Director, and the Finance Director, are individually authorized to execute the Second Amendment to the Eleventh Supplemental Indenture, the Reimbursement Agreements, the First Amendment to J.P. Morgan Dealer Agreement and the Bank Notes, and the Secretary or Assistant Secretary is authorized and directed to affix the Seal of the Authority on such documents as required and to attest to the same;
6. That the Chief Financial Officer is hereby individually authorized to approve any changes, modifications or updates of the Updated Offering Memorandum from time to time;
7. That the Second Amendment to the Eleventh Supplemental Indenture, the Reimbursement Agreements, the First Amendment to J.P. Morgan Dealer Agreement and the Bank Notes shall be in substantially the forms submitted to the Board at this meeting, which hereby are approved, with such completions, omissions, insertions and changes necessary to reflect the note principal amount and other terms of the Notes, and as otherwise may be approved by the persons executing them, their execution to constitute conclusive evidence of their approval of any such completions, omissions, insertions and changes;
8. That the General Manager, the Chief Financial Officer, the Controller, the Budget Director, and the Finance Director, are individually authorized to execute, deliver and file, from time to time, all other certificates and instruments, and any agreements, and any amendment or modification to existing agreements, with the Issuing and Paying Agent, the Dealer, or the provider of any credit facility or liquidity facility for the Notes, including, without limitation, the Bank, and to take all such further actions, from time to time, as they may consider necessary or desirable in connection with the issuance, sale and distribution of the Notes;
9. This Resolution shall serve as an amendment and supplement to the Original Resolution and the First Supplemental Resolution; and

10. That this resolution is effective immediately.

*Linda R. Maxley*  
Secretary to the Board of Directors

**Presented and Adopted: May 7, 2015**

**SUBJECT: Approval to Execute a Contract Modification to Extend  
Option Year Two for Twelve Months of Contract No. WAS-  
10-023-AA-RE, Orcom Solutions LLC.**

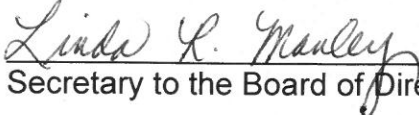
**#15-42  
RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on May 7, 2015, upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to execute a Contract Modification to extend Option Year Two for Twelve Months of Contract No. WAS-10-023-AA-RE, Orcom Solutions LLC..

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute a Contract Modification to extend Option Year Two for Twelve Months of Contract No. WAS-10-023-AA-RE, Orcom Solutions LLC.. The purpose of the contract modification is to continue providing Bill Printing and Mailroom Operations services in support of the District of Columbia Water and Sewer Authority's (DCWater) Department of Customer Care and Operations, Meter Division. The contract modification amount is \$450,000.

This Resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 7, 2015**

**Subject: Authorization for the General Manager to Execute Memorandum of Agreement with District of Columbia for Green Infrastructure Jobs Program**

**#15-43  
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 May 7, 2015, upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed, to approve the following action with respect to the Memorandum of Agreement with District of Columbia for Green Infrastructure Jobs Program.

**WHEREAS**, on December 16, 2014, the Board through Resolution No. 14-85, authorized the General Manager to execute the First Amendment to the Long Term Control Plan ("LTCP") Consent Decree ("Modified Consent Decree"); and

**WHEREAS**, the Modified Consent Decree will incorporate green infrastructure (GI) as part of the combined sewer overflow (CSO) controls in the CSO 027, 028, 029, and 049 sewersheds; and

**WHEREAS**, GI constructed, inspected, and maintained pursuant to the Modified Consent Decree presents opportunities to create additional sustainable, living wage green jobs and green job training for residents of the District of Columbia (District Residents) and sustainable, long-term contracting opportunities for District Businesses; and

**WHEREAS**, DC Water is currently implementing an employment program titled "DC Water Works" with the goal of enhancing District resident employment opportunities on DC Water funded projects and is committed to expanding this program for the GI Infrastructure projects; and

**WHEREAS**, DC Water and the District reached an agreement to establish a goal that at least 51% of new jobs created by contracts or procurements entered into by DC Water with third party employers to implement GI required by the Modified Consent Decree are filled by District residents, that 35% of total apprentice hours are targeted to be performed by District Residents, and that DC Water applies its DC Water Works programs to all GI procurements for the Modified Consent Decree exceeding \$250,000; and

**WHEREAS**, DC Water will: 1) fund a third party \$600,000 to develop standards for certifying GI workers; 2) fund training and placement programs \$250,000 for 5 years; 3) fund third party programs \$250,000 for 5 years for capacity-placement programs for CBE and CBE-eligible businesses; 4) utilize mentor/internship specification in its procurements exceeding \$200,000; 5) identify job classifications that are subject to GI certification requirements for procurements exceeding \$250,000; 6) incorporate District resident hiring as an evaluation factor for shortlisting qualified professional services and contractors for procurements exceeding \$200,000; and other measures as outlined in the attached Green Jobs Memorandum of Agreement Summary. DC Water estimates the Memorandum of Agreement provisions have the potential to increase the cost of GI by 5 to 10%; and

**NOW THEREFORE BE IT RESOLVED THAT:**

The Board authorizes the General Manager to execute the Memorandum of Agreement between DC Water and the Government of the District of Columbia Regarding Job Opportunities for District Residents and Contracting Opportunities for District Businesses for Designing, Constructing, Inspecting and Maintaining Green Infrastructure.

The Board authorizes the CEO/General Manager to take all steps necessary to carry out the intentions expressed in this resolution.

This resolution is effective immediately.

  
Secretary to the Board