

Presented and Adopted: October 1, 2015

**SUBJECT: Approval to Execute Option Year One of
Contract No. 14-PR-DFS-08, M&N Contractors, LLC**

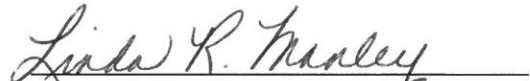
**#15-74
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on October 1, 2015 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. 14-PR-DFS-08, M&N Contractors, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year One of Contract No. 14-PR-DFS-08, M&N Contractors, LLC. The purpose of the contract is to provide janitorial services at designated DC Water facilities. The option amount is \$750,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015

**SUBJECT: Approval to Execute Contract No. 15-PR-WWT-21,
Kuehne Chemical Co., Inc.**

**#15-75
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 October 1, 2015 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute Contract No. 15-PR-WWT-21, Kuehne Chemical Co., Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 15-PR-WWT-21, Kuehne Chemical Co., Inc. The purpose of the contract is to provide Liquid Sodium Hypochlorite to the Blue Plains Advanced Wastewater Treatment Plant. The contract amount is \$3,656,900.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015

SUBJECT: Approval to Execute Contract No. 15-PR-DIT-41, Wipro Limited, GeoDecisions and EMA Services

**#15-76
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 October 1, 2015 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute Contract No. 15-PR-DIT-41, Wipro Limited, GeoDecisions and EMA Services.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 15-PR-DIT-41, Wipro Limited, GeoDecisions and EMA Services. The purpose of the contract is to provide various Software Application Services for the District of Columbia Water and Sewer Authority's (DC Water) Department of Technology. The contract amount is \$2,000,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015

**SUBJECT: Approval to Execute Riding NJPA Contract 102811,
National Auto Group**

**#15-77
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 October 1, 2015 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute Riding NJPA Contract 102811, National Auto Group.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Riding NJPA Contract 102811, National Auto Group. The purpose of the contract is to provide nine (9) meter and four (4) work trucks for the District of Columbia Water and Sewer Authority's (DC Water) Department of Fleet Management. The contract amount is \$1,420,327.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015

**SUBJECT: Approval to Execute Option Year four of Contract No.
WAS-11-009-AA-MB, MB Staffing Services, LLC**

**#15-78
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 October 1, 2015 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-11-009-AA-MB, MB Staffing Services, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. WAS-11-009-AA-MB, MB Staffing Services, LLC. The purpose of the contract is to provide temporary staffing services for the District of Columbia Water and Sewer Authority's (DC Water) Department of Human Capital Management. The contract amount is \$600,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015

**SUBJECT: Approval to Execute a Modification - Riding Fairfax
County's Contract 4400001195, Insight Public Sector, Inc.**

**#15-79
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 October 1, 2015 upon consideration of a joint use matter, decided by a vote of ten (10) in favor and none (0) opposed to execute a modification to Riding Fairfax County's Contract 4400001195, Insight Public Sector, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute a modification to Riding Fairfax County's Contract 4400001195, Insight Public Sector, Inc. The purpose of the modification is to contract for annual software maintenance renewal for all departments in the District of Columbia Water and Sewer Authority (DC Water). The contract amount is \$600,437.07.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015
Subject: Approving the Final Form of Certain Documents,
Authorizing the Sale and Setting Terms and Details
of the Series 2015A and Series 2015B Bonds and
Amending Resolution # 15-21

#15-80
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 October 1, 2015, 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 seventeen (17) 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 Subordinate Lien Revenue Bonds, Series 2015A (Green Bonds) (the "Series 2015A 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 September 22, 2015, for the Series 2015A/B Bonds); (b) fund a Series 2015A Debt Service Reserve Requirement, (as defined herein), if determined necessary; and (c) pay certain costs of issuance; (ii) to issue Public Utility

Subordinate Lien Revenue Bonds, Series 2015B (the "Series 2015B Bonds" and, together with the Series 2015A Bonds, the "Series 2015A/B Bonds") to (a) finance certain Costs of the System; (b) retire a portion of the Authority's Commercial Paper Notes, Series B ("Series B Notes") and Series C (the "Series C Notes"), (c) fund a Series 2015B Debt Service Reserve Requirement, (as defined herein), if determined necessary; and (d) pay certain costs of issuance; (iii) to designate the Series 2015A/B Bonds as Subordinate Debt for purposes of the Indenture; and (iv) to secure the Series 2015A/B Bonds by a pledge of Net Revenues subordinate to the pledge of Net Revenues that secures Senior Debt and on a parity with the pledge of Net Revenues that secures other Subordinate Debt, including, without limitation, other Subordinate Debt that the Authority may issue from time to time in the future; and

WHEREAS, the CEO and General Manager, the Chief Financial Officer, the Chief Engineer and the 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 September 10, 2015, to review the issuance of the Series 2015A/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 Eighteenth 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, and Finance Director of the Authority, 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 2015A/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 2015A/B Bonds to the Series 2015A/B Original Purchasers and specifying terms of the Series 2015A/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 2015A/B Bonds, as originally executed and as it may be amended from time to time in accordance with its terms.

“Eighteenth Supplemental Indenture” means the Eighteenth Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as and relating to the Series 2015A/B Bonds.

“Financial Advisor” means, collectively, Public Financial Management, Inc. and G~Entry Principle, P.C.

“Interest Payment Dates” means for the Series 2015A/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 2015A/B Bonds are Outstanding.

“Series 2015A Debt Service Reserve Requirement” means, if determined in the Certificate of Award to be necessary, a required fund balance in the Series 2015A Debt Service Reserve Account or Accounts established under the Eighteenth 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 2015A Debt Service Reserve Account in the amount of the specified required fund balance will not cause the interest on any Series 2015A Bonds intended to be excluded from gross income for federal income tax purposes not to be so excluded.

“Series 2015A/B Original Purchasers” for the Series 2015A/B Bonds means the purchasers identified as such in the Bond Purchase Agreement for the Series 2015A/B Bonds.

“Series 2015B Debt Service Reserve Requirement” means, if determined to be necessary, a required fund balance in the Series 2015B Debt Service Reserve Account or Accounts established under the Eighteenth 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 2015B Debt Service Reserve Account in the amount of the specified required fund balance will not cause the

interest on any Series 2015B Bonds intended to be excluded from gross income for federal income tax purposes not to be so excluded

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 2015A/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) Four Hundred Million Dollars (\$400,000,000) aggregate principal amount of Series 2015A/B Bonds which aggregate amount shall be allocated between the Series 2015A Bonds and the Series 2015B Bonds in the Certificate of Award as is determined by the Chief Financial Officer as presenting the then optimal financing structure for the Authority. The Series 2015A Bonds shall be designated "Public Utility Subordinate Lien Revenue Bonds, Series 2015A (Green Bonds)" and constituting Subordinate 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 2015A Debt Service Reserve Requirement, if determined necessary in the Certificate of Award; and (c) paying issuance costs of the Series 2015A Bonds. The Series 2015B Bonds shall be designated "Public Utility Subordinate Lien Revenue Bonds, Series 2015B" and constituting Subordinate Debt for purposes of the Indenture, for the purpose of: (w) financing certain Costs of the System; (x) retiring such portion of the Series B Notes and Series C Notes as may be specified in the Certificate of Award, which portion may be all, some or none; (y) funding a Series 2015B Debt Service Reserve Requirement, if determined necessary in the Certificate of Award; and (z) paying issuance costs of the Series 2015B Bonds. For those purposes the proceeds from the sale of the Series 2015A/B Bonds shall be allocated and deposited, as provided in the Eighteenth Supplemental Indenture. If and to the extent that any Series 2015A/B Bonds are issued for the purpose of funding a Series 2015A Debt Service Reserve Requirement and/or a Series 2015B Debt Service Reserve Requirement, then the aggregate principal amount of Series 2015A/B Bonds hereby authorized may exceed \$400,000,000 by the aggregate principal amount of the Series 2015A/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 2015A/B Bonds.

(a) Form, Transfer and Exchange. The Series 2015A/B Bonds: (i) shall initially be issued only in fully registered form and substantially in the forms attached as Exhibits to the Eighteenth 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 Eighteenth Supplemental Indenture.

(b) Denominations and Dates. The Series 2015A/B Bonds shall be dated as of the date of issuance and delivery, but in no event later than December 31, 2015, and there shall be a single Series 2015A/B Bond representing each interest rate for each maturity of the Series 2015A/B Bonds bearing the same series or subseries designation.

(c) Interest Rates and Principal Maturities. The Series 2015A/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 2015A/B Bonds shall not exceed five and one half percent (5.50%) per annum. The principal of the Series 2015A/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, 2055.

(d) Optional and Mandatory Redemption.

(i) *Optional* - The Series 2015A/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 October 1, 2026) are not subject to prior optional redemption. Any Series 2015A/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 2015A/B Bonds to be redeemed.

(ii) *Mandatory Sinking Fund Redemption* - Any Series 2015A/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.

(e) Redemption Provisions. Redemption of Series 2015A/B Bonds shall be effected in accordance with Article IV of the Master Indenture; provided, however, that notices of redemption of Series 2015A/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 2015A/B Bonds shall be payable at the places and in the manner specified in the Eighteenth Supplemental Indenture.

(g) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2015A/B Bonds, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2015A/B Bonds and to deliver them to the Trustee for authentication in accordance with the Indenture.

Section 4. Sale of Series 2015A/B Bonds.

(a) General. The Series 2015A/B Bonds shall be awarded and sold to the Series 2015A/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 2015A/B Bonds times the percentage of such principal amount at which such Series 2015A/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 2015A/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 2015A/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 2015A/B Bonds and the sale thereof, all as provided in this Resolution, the Bond Purchase Agreement, the Certificate of Award, and the Eighteenth 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 2015A/B Bonds approved in the Certificate of Award shall be incorporated into the Eighteenth 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 2015A/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 2015A/B Bonds and, if so, from whom and on what terms; (iii) specify the amount, if any, of the Series 2015A Debt Service Reserve Requirement and the Series 2015B 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 2015A/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 2015A 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 2015A Bonds. There is hereby authorized to be paid from the moneys deposited in the Series 2015B 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 2015B 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 2015A/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 2015A/B Original Purchasers to establish the date, location, procedure and conditions for the delivery of the Series 2015A/B Bonds to the Series 2015A/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 2015A/B Bonds, and the execution, authentication and delivery of the Series 2015A/B Bonds to DTC for the accounts of the Series 2015A/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 2015A/B Bonds; Tax Covenants.

(a) Allocation of Proceeds of the Series 2015A/B Bonds. The proceeds from the sale of the Series 2015A/B Bonds shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Eighteenth 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 2015A/B Bonds.

Section 6. Eighteenth Supplemental Indenture and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2015A/B Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Eighteenth 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 2015A/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 Eighteenth 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 2015A/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 2015A/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 2015A/B Original Purchasers for distribution to prospective purchasers of the Series 2015A/B Bonds and other interested persons. The preliminary Official Statement, dated September 22, 2015, is "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 2015A/B Original Purchasers of the preliminary Official Statement is hereby ratified. The distribution by the Authority and by the Series 2015A/B Original Purchasers of 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 2015A/B Original Purchasers to sell book entry interests in the Series 2015A/B Bonds, and will provide copies as appropriate to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access.

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 2015A/B Original Purchasers as may be reasonably requested to qualify the Series 2015A/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 2015A/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 2015A/B Original Purchasers and to specify the final principal amount, interest rates and redemption provisions of the Series 2015A/B Bonds, the price of the Series 2015A/B Bonds to the general public, any credit enhancement provisions with respect to the Series 2015A/B Bonds and any change in ratings of the Series 2015A/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 2015A/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 2015A/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 2015A/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 2015A/B Original Purchasers of the Series 2015A/B Bonds a true and certified transcript of all proceedings relating to the authorization and issuance of the Series 2015A/B Bonds along with other information as is necessary or proper with respect to the Series 2015A/B Bonds.

Section 9. Multiple Series. Notwithstanding anything herein to the contrary, each of the Series 2015A Bonds and the Series 2015B Bonds may be issued in one or more separate series or subseries, each bearing a distinctive designation, provided that the Series 2015A/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 2015A/B Bonds may be issued at the same or different times and so may have different dates of issuance. The Series 2015A/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 Eighteenth Supplemental Indenture shall refer to each and all such Supplemental Trust Indentures, but any Supplemental Trust Indenture subsequent to the Eighteenth 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. Amendment of Resolution # 15-21. By Resolution # 15-21, adopted February 5, 2015, the Board authorized the issuance of bonds (the "Refunding Bonds") to refund some or all (or, if appropriate, none) of the Authority's outstanding Public Utility Subordinated Lien Revenue Bonds, Series 2007A, Public Utility Subordinated Lien Revenue Refunding Bonds, Series 2008A, and Public Utility Senior Lien Revenue Bonds Series 2009A. Nothing in this Resolution shall diminish the authorization granted in Resolution #15-21. The Board has determined that Resolution # 15-21 should be amended to extend the date by which the Refunding Bonds may be issued. Section 3(b) of Resolution #15-21 is hereby amended to replace the words "September 30, 2015" with "March 31, 2016". Additionally, the Board authorizes the person executing the Certificate of Award for the Refunding Bonds or the Series 2015A/B Bonds, as applicable, to redesignate as provided in the applicable Certificate of Award the Supplemental Indenture as necessary as well as the series and subseries of the Refunding Bonds or the Series 2015A/B Bonds, as applicable. The Board also authorizes such conforming changes and updates resulting from such redesignations to the form of the documents approved by the Board as may be approved by the Authorized Officials executing the same on behalf of the Authority.

Section 11. Effective Date. This Resolution shall take effect immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015
Subject: Approving the Final Form of Certain Documents,
Authorizing the Sale and Setting Terms and Details
of the Extendable Municipal Commercial Paper Notes, Series A

#15-81
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 October 1, 2015, by a vote of ten (10) in favor and none (0) opposed, decided to approve the following:

WHEREAS, the Authority intends to issue its Extendable Municipal Commercial Paper Notes, Series A (the "Series A EMCP Notes"), in an aggregate principal amount not to exceed One Hundred Million Dollars (\$100,000,000) outstanding at any one time;

WHEREAS, the Authority will use the proceeds from the sale of the Series A EMCP Notes (1) to redeem Indebtedness of the Authority, including but not limited to, the Public Utility Subordinate Lien Multimodal Revenue Bonds, Subseries 2012B-2, on December 1, 2015, (2) to finance certain costs incurred in connection with the construction of certain capital improvements to its wastewater collection treatment and disposal system and its water distribution system (collectively, the "System"), and (3) to finance certain costs of issuance of the Series A EMCP Notes (collectively, the "Project");

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) a Nineteenth Supplemental Indenture of Trust, dated the same date as and relating to the Series A EMCP Notes (the "Nineteenth Supplemental Indenture"), between the Authority and the Trustee;

(b) an Issuing and Paying Agency Agreement (the "Issuing and Paying Agency Agreement"), dated as of November 1, 2015, between the Authority and U.S. Bank National Association, as Issuing and Paying Agent (the "Issuing and Paying Agent");

(c) the form of the Authority's Extendable Municipal Commercial Paper Notes, Series A, attached as an exhibit to the Issuing and Paying Agency Agreement;

(d) the form of Dealer Agreement, dated as of November 1, 2015 (the "Dealer Agreement"), between the Authority and Goldman, Sachs & Co. (the "Dealer"), relating to the public offering and sale of the Series A EMCP Notes; and

(e) the form of Offering Memorandum (the "Offering Memorandum"), relating to the initial offering and distribution of the Series A EMCP Notes.

NOW, THEREFORE, BE IT RESOLVED,

1. That the Dealer is authorized to distribute the Offering Memorandum to prospective purchasers of the Series A EMCP Notes.

2. That the aggregate principal amount of the Series A EMCP Notes shall not exceed One Hundred Million Dollars (\$100,000,000) outstanding at any one time.

3. That the Notes shall be issued, from time to time, in book-entry form in minimum denominations of \$100,000 and increments of \$1,000 in excess thereof pursuant to the Issuing and Paying Agency Agreement and distributed by the Dealer pursuant to the Dealer Agreement, all upon the terms and conditions specified herein.

4. That the Notes shall be issued from time to time as the proceeds thereof are needed to pay the costs of the Project, and are to be repaid pursuant to a subordinate lien on Net Revenues as defined in the Master Indenture of Trust dated as of April 1, 1998, between the Authority and the Trustee (the "Master Indenture"), and from the Pledged Funds as described in the Issuing and Paying Agency Agreement.

5. That the Chairman and Vice Chairman of the Board and the CEO and General Manager, Chief Financial Officer, Controller, Budget Director, and Finance Director of the Authority shall be "Authorized Officials", 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.

6. That the Authorized Officials are, and each of them is, authorized and directed to execute and deliver the Nineteenth Supplemental Indenture, the Issuing and Paying Agency Agreement, the Dealer Agreement, and the initial Offering Memorandum, 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.

7. That the Authorized Officials are, and each of them is, authorized and directed to execute, by manual or facsimile signature, the Series A EMCP Notes, the Secretary or Assistant Secretary is authorized and directed to affix the Seal of the Authority or a facsimile thereof on the Series A EMCP Notes, and to attest the same, by manual or facsimile signature, and any of such persons is authorized and directed to deliver the Series A EMCP Notes to the Issuing and Paying Agent for authentication upon the terms provided in the Issuing and Paying Agency Agreement.

8. That the Authorized Officials are, and each of them is, hereby appointed as an "Authorized Representative of the Authority" under the Issuing and Paying

Agency Agreement and shall determine the date of issuance, principal amount, interest rate and maturity of any Series A Note issued hereunder and under the Issuing and Paying Agency Agreement, all within the parameters and limitations set forth herein and in the Issuing and Paying Agency Agreement, and to take all other actions in the name of and on behalf of the Authority to accomplish the issuance and sale of the Series A EMCP Notes from time to time. An Authorized Representative of the Authority shall approve the issuance and award the sale of the Series A EMCP Notes to the Dealer or to the purchaser or purchasers obtained by the Dealer pursuant to the Dealer Agreement, provided that the Series A EMCP Notes shall be sold at a purchase price equal to 100% of the principal amount thereof, the final maturity date of each Series A Note shall be a date (which shall be a Business Day, as defined in the Issuing and Paying Agency Agreement) not later than 270 days from the date of issuance thereof, and the interest rate on any Note shall not exceed twelve percent (12%), the Maximum Rate under the Issuing and Paying Agency Agreement.

9. That each of the Series A EMCP Notes constitutes Subordinate Debt under the Master Indenture payable from Net Revenues on a parity with other Subordinate Debt outstanding thereunder from time to time.

10. That the Authorized Officials are, and each of them is, hereby individually authorized to approve any changes, modifications or updates of the Offering Memorandum from time to time.

11. That the Nineteenth Supplemental Indenture, the Issuing and Paying Agency Agreement, the Dealer Agreement, and the Series A EMCP 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 Series A EMCP Notes, the redesignation of the Nineteenth Supplemental Indenture as a result of any refunding bonds the Authority may issue 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.

12. That the Authorized Officials are, and each of them is, hereby individually authorized with respect to the Series A EMCP Notes to execute, if necessary, a tax certificate on behalf of the Authority in implementation of the covenants and agreements set forth in the Issuing and Paying Agency Agreement, or to make any election permitted by the Internal Revenue Code of 1986, as amended, and determined by such Authorized Official to be to the advantage of the Authority; and the representations, agreements, and elections set forth therein shall be deemed the representations, agreements and elections of the Authority, as if the same were set forth in the Issuing and Paying Agency Agreement.

13. That the Authorized Officials are, and each of them is, individually authorized to execute, deliver and file, from time to time, all other certificates and instruments, 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 Series A EMCP Notes.

14. That this resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015
Subject: Authorizing the Final Form and Authorizing
the Execution of the Debt Service Fund Agreement

#15-82
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 October 1, 2015, by a vote of ten (10) in favor and none (0) opposed, decided to approve the following:

WHEREAS, the Authority sets aside bond interest and principal payments monthly into the debt service fund for each outstanding revenue bond series of the Authority in accordance with the Master Indenture of Trust, dated as of April 1, 1998 (the "Master Indenture" and, as supplemented and amended, the "Indenture"), between 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.), and the applicable supplemental indenture of trust with the Trustee in connection with the issuance of Senior Debt and Subordinate Debt (both as defined in the Indenture); and

WHEREAS, the funds in the debt service funds are currently held by the Trustee, invested in short-term securities and paid to bond holders semi-annually.

WHEREAS, the Authority wishes to improve the interest income it earns on amounts held in the debt service funds.

WHEREAS, there has been presented at this meeting a draft of the substantially final form of the Debt Service Fund Agreement (the "Debt Service Fund Agreement"), dated as of November 1, 2015, between the Authority, the Trustee and Barclays Bank PLC ("Barclays").

WHEREAS, the Finance and Budget Committee met on September 10, 2015, to review the Authority entering into the Debt Service Fund Agreement and has recommended approval of this Resolution by the Board;

NOW, THEREFORE, BE IT RESOLVED, that:

1. That the Chairman and Vice Chairman of the Board and the CEO and General Manager, Chief Financial Officer, Controller, Budget Director, and Finance Director of the Authority shall be "Authorized Officials."

2. Subject to the limitations in Section 3 below, that the Authorized Officials are, and each of them is, authorized and directed to execute and deliver the Debt Service Fund Agreement substantially in the form presented to this Authority, but with such changes not inconsistent with 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 Debt Service Fund Agreement by such Authorized Official.

3. (a) The Termination Date of the Debt Service Fund Agreement shall be no greater than seven (7) years following the Closing Date.

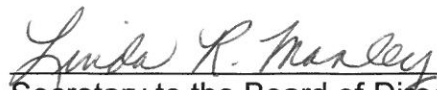
(b) Up to one hundred percent (100%) of the aggregate amount in the debt service funds may be subject to the Debt Service Fund Agreement. The Chief Financial Officer is hereby authorized and directed to determine the appropriate percentage that, under the prevailing market conditions, will best serve the interests of the Authority.

(c) The Authority shall not execute and deliver the Debt Service Fund Agreement, unless the Chief Financial Officer determines that the present value of the investment return derived from the use of the Debt Service Fund Agreement shall be at least One Million Dollars (\$1,000,000).

4. 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 Debt Service Fund Agreement as are necessary in connection therewith and to do all other things required of them or the Authority pursuant to the Debt Service Fund Agreement and this Resolution.

5. 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 Debt Service Fund Agreement or any other document authorized by this Resolution, provided such member, officer, employee, agent or advisor acts in good faith.

6. This Resolution shall take effect immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015
Subject: Approval of the 2015 Amended Debt Policy and Guidelines
and Extendable Municipal Commercial Paper (EMCP) Policy

#15-83
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 October 1, 2015, by a vote of ten (10) in favor and none (0) opposed, decided to approve the following action:

WHEREAS, pursuant to Resolution No. 12-123, adopted on December 6, 2012, the Board approved Debt Policy and Guidelines for the Authority that established guidelines for the issuance and use of debt to fund capital projects or to refund/refinance/restructure outstanding debt; and

WHEREAS, pursuant to Resolution No. 14-36, adopted on June 5, 2014, the Board approved certain amendments to the Authority's Debt Policy and Guidelines; and

WHEREAS, the Board wishes to adopt further amendments to the Authority's Debt Policy and Guidelines to, among things, reflect the Authority's new Extendable Municipal Commercial Paper (EMCP) program; and

WHEREAS, in addition to the amended Debt Policy and Guidelines, the Board also wishes to adopt a more specific policy that sets-forth the methodologies and procedures that the Authority will undertake in structuring and utilizing its new EMCP program (the "EMCP Policy"); and

WHEREAS, the Finance and Budget Committee met on September 10, 2015 to review the amended Debt Policy and Guidelines and the EMCP Policy, and recommended that the Board adopt the attached amended Debt Policy and Guidelines and EMCP Policy.

NOW, THEREFORE, BE IT RESOLVED,

1. The Board hereby approves the amendments to the "Debt Policy Objectives," "Responsible Parties" and "Guidelines for a Debt Transaction" sections of the Debt Policy and Guidelines as shown in the Debt Policy and Guidelines for the Authority dated as of October 1, 2015 attached at Exhibit A and authorizes the CEO and General Manager to implement the amended Debt Policy and Guidelines.

2. The Board hereby approves the EMCP Policy for the Authority attached at Exhibit B and authorizes the CEO and General Manager to implement the EMCP Policy.

3. This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015

**SUBJECT: Approval to Execute Contract No. 150040, Underwood
& Associates, Inc.**

**#15-84
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 October 1, 2015 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. 150040, Underwood & Associates, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 150040, Underwood & Associates, Inc. The purpose of the contract is to construct approximately 4800 feet of stream restoration work in Pope Branch for the purpose of protecting the existing sewer assets running parallel to the stream. The contract amount is \$3,200,907.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: October 1, 2015
SUBJECT: Approval to Execute Contract No. 130210
Fort Myer Construction Corporation

#15-85
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 October 1, 2015 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. 130210, Fort Myer Construction Corporation.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 130210, Fort Myer Construction Corporation. The purpose of the contract is to replace six (6) defective large valves and install two (2) new large valves to improve system reliability and extend the design life of aged infrastructure. The contract amount is \$1,944,928.

This Resolution is effective immediately.


Secretary to the Board of Directors