

Presented and Adopted: September 1, 2016
SUBJECT: Approval to Execute Option Year Two of Contract No. 14-PR-DFS-08, M&N Contractors, LLC

#16-62
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 September 1, 2016 upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to execute Option Year Two 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 Two of Contract No. 14-PR-DFS-08, M&N Contractors, LLC. The purpose of the option is to continue providing janitorial services at DC Water facilities. The option amount is \$737,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: September 1, 2016
SUBJECT: Approval to Execute Supplemental Agreement No. 6 of
Contract No. DCFA #423, Black & Veatch Corporation

#16-63
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 September 1, 2016 upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to execute Supplemental Agreement No. 6 of Contract No. DCFA #423, Black & Veatch Corporation.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Supplemental Agreement No. 6 of Contract No. DCFA #423, Black & Veatch Corporation. The purpose of the agreement is to provide additional construction phase services for ENR-North. The supplemental agreement amount is \$765,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: September 1, 2016
SUBJECT: Approval to Execute Contract No. DCFA #474
CDM Smith, Inc.

#16-64
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 September 1, 2016 upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to execute Contract No. DCFA #474, CDM Smith, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA #474, CDM Smith, Inc. The purpose of the contract is to provide professional engineering and related services pertaining to the expansion and upgrades of the existing Water and Sewer SCADA system. The contract amount is \$2,500,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

PRESENTED AND ADOPTED: September 1, 2016
SUBJECT: Approval of Use of FY 2016 Projected Net Cash Surplus

#16-65
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 September 1, 2016, upon consideration of a joint-use matter, decided by a vote of nine (9) in favor and none (0) opposed to approve the following action.

WHEREAS, the Board at its meeting December 4, 1997 approved Resolution #97-121 stating financial policies for the District of Columbia Water and Sewer Authority; and

WHEREAS, on March 5, 1998 the Board of Directors, in Resolution #98-08, approved further amendments to the Policies which were intended to establish strong levels of cash reserves and strong debt service coverage; and

WHEREAS, on April 2, 2004 the Board of Directors, in Resolution, #04-30, approved additional amendments to the Policies which further describes the establishment of strong levels of cash reserves and debt service coverage; and

WHEREAS, on July 2, 2009, the Board of Directors, in Resolution #09-86, approved additional amendments to the Policies which further describes the calculation of the operating reserve; and

WHEREAS, on February 3, 2011, the Board of Directors, in Resolution #11-22, approved more specific guidance on the critical decision making of financing and use of excess cash for the capital program (pay-go) with approval of the "Pay-As-You-Go" Capital Financing Policy; and


WHEREAS, on May 2, 2013, the Board of Directors, in Resolution #13-57, approved a revised "Statement of Financial Policies"; and

WHEREAS, the Finance and Budget Committee met on July 28, 2016 and recommended that the Board adopt the attached recommended use of the FY2016 projected net cash surplus.

NOW THEREFORE BE IT RESOLVED THAT:

The Board hereby approves the transfer of ten million dollars (\$10,000,000.00) of the FY2016 projected net cash surplus to pay-go and approximately three million four hundred forty five thousand nine hundred sixty six dollars (\$3,445, 966) to the year- end cash balance.

This Resolution shall take effect immediately.


Secretary to the Board of Directors

Presented and Adopted: September 1, 2016
**Subject: Approving the Substantially Final Form of Certain Documents,
Authorizing the Sale and Setting Terms and Details
of the Series 2016 Environmental Impact Bonds**

**#16-66
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 September 1, 2016, by a vote of nine (9) 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 twenty (20) 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 Multimodal Revenue Bonds, Series 2016B (Environmental Impact Bonds) (the "Series 2016B Bonds") to (a) finance a portion of the costs of the Authority's DC Clean Rivers Project; (b) fund a Series 2016B Debt Service Reserve Requirement (as defined herein), if determined necessary; and (c) pay certain costs of issuance; (ii) to designate the Series 2016B Bonds as Subordinate Debt and as Variable Rate Indebtedness and as Tender Indebtedness for purposes of the Indenture; (iii) to secure the payment of principal of and interest on the Series 2016B 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 (iv) to designate the Series 2016B Bonds as Environmental Impact Bonds and, as such, to make provision for the possibility of an Outcome Payment by the Authority to the Original Purchaser of the Series 2016B Bonds and for the possibility of a Risk Share Payment by the Original Purchaser of the Series 2016B Bonds to the Authority depending upon the results achieved by the project financed with the proceeds of the Series 2016B Bonds, with the potential obligation of the Authority to make an Outcome Payment being all as defined and provided for in a Private Placement Agreement authorized by this Resolution; and

WHEREAS, the 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, financial advisors and other consultants and advisors, with a view to ensuring the accuracy of disclosure; and

WHEREAS, the Finance and Budget Committee met on July 28, 2016, to review the issuance of the Series 2016B 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 Twenty-First

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 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.

“Certificate of Award” means the certificate of an Authorized Official awarding the Series 2016B Bonds to the Original Purchaser and specifying terms of the Series 2016B Bonds, as provided for in Section 4 of this Resolution.

“Financial Advisor” means Public Financial Management, Inc.

“Interest Payment Dates” means for the Series 2016B Bonds, the “Interest Payment Dates” as defined for the Series 2016B Bonds in the Twenty-First Supplemental Indenture.

“Original Purchaser” for the Series 2016B Bonds means the one or more purchasers identified as such in the Private Placement Agreement as the “Purchaser” for the Series 2016B Bonds.

“Private Placement Agreement” means the Private Placement Agreement between the Authority and the Original Purchaser, dated as of the same date as the Certificate of Award.

“Remarketing Agent” means any Remarketing Agent designated for the Series 2016B Bonds under the Twenty-First Supplemental Indenture.

“Remarketing Agreement” means any Remarketing Agreement entered into for Series 2016B Bonds under the Twenty-First Supplemental Indenture.

“Series 2016B Debt Service Reserve Requirement” means, if determined to be necessary, a required fund balance in the Series 2016B Debt Service Reserve Account or Accounts established under the Twenty-First Supplemental Indenture , the amount of which shall be

specified in the Certificate of Award, but which, if the Series 2016B Bonds are Tax-Exempt Obligations, 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 required balance in the Series 2016B Debt Service Reserve Account does not exceed the amount that qualifies as a "reasonably required reserve or replacement fund" within the meaning of Section 148(d) of the Code and the Treasury Regulations thereunder and that the existence of a balance in the Series 2016B Debt Service Reserve Account in the amount of the required fund balance will not cause the interest on any Series 2016B Bonds that had been excluded from gross income for federal income tax purposes to cease to be so.

"Taxable Obligations" means any Series 2016B Bonds not designated as Tax-Exempt Obligations in the Certificate of Award.

"Tax-Exempt Obligations" means any Series 2016B Bonds designated as Tax-Exempt Obligations in the Certificate of Award.

"Term Sheet" means the Indicative Term Sheet for Environmental Impact Bonds, in the draft form dated July 21, 2016 presented to this Authority.

"Twenty-First Supplemental Indenture" means the Twenty-First Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as and relating to the Series 2016B Bonds.

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 2016B 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) Thirty Million Dollars (\$30,000,000) principal amount of bonds of the Authority, which shall be designated "Public Utility Subordinate Lien Multimodal Revenue Bonds, Series 2016B (Environmental Impact Bonds)" and constituting Subordinate Debt, Variable Rate Indebtedness and Tender Indebtedness 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 2016B Debt Service Reserve Requirement, if determined necessary; and (c) paying issuance costs of the Series 2016B Bonds. For those purposes the proceeds from the sale of the Series 2016B Bonds shall be allocated and deposited, as provided in the Twenty-First Supplemental Indenture. If and to the extent that any Series 2016B Bonds are issued for the purpose of funding a Series 2016B Debt Service Reserve Requirement, then the aggregate principal amount of Series 2016B Bonds hereby authorized may exceed \$30,000,000 by the aggregate principal amount of the Series 2016B 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 2016B Bonds. All capitalized words and terms used in this Section 3 not elsewhere defined herein are used with the definitions assigned to them in Section 102(b) of the Twenty-First Supplemental Indenture.

(a) Form, Transfer and Exchange. The Series 2016B Bonds: (i) shall initially be issued only in fully registered form and substantially in the form attached as an Exhibit to the Twenty-First Supplemental Indenture; (ii) if requested by the Original Purchaser, 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 herein and in the Twenty-First Supplemental Indenture.

(b) Denominations and Dates. The Series 2016B Bonds shall be dated as of the date of issuance and delivery, but in no event later than December 31, 2017, and there shall be a single Series 2016B Bond representing each interest rate for each maturity of the Series 2016B Bonds bearing the same series or subseries designation.

(c) Interest Rates and Interest Rate Periods for the Series 2016B Bonds.

The Series 2016B Bonds shall initially be issued as Long-Term Rate Bonds and, as such, shall bear interest during the Initial Period at a rate determined in the Certificate of Award. After the Initial Period, the Series 2016B Bonds may bear interest at Index Rates, Daily Rates, Weekly Rates, Short-Term Rates, Long-Term Rates, or a Fixed Rate, or may continue to bear interest at a Long-Term Rate, all determined in accordance with the Twenty-First Supplemental Indenture, and shall be subject to conversion between Interest Rate Periods on the terms, in the manner, and subject to the conditions set forth in the Twenty-First Supplemental Indenture.

(d) Tender, Purchase, Remarketing and Optional Redemption of Series 2016B Subordinate Bonds. During the Initial Period, the Series 2016B Bonds shall be subject to mandatory tender (either as Hard Tender Index Rate Bonds or Soft Tender Index Rate Bonds, as defined in the Twenty-First Supplemental Indenture and as designated in the Certificate of Award) by the Holders for purchase on the Initial Long-Term Rate Bonds Purchase Date applicable to Series 2016B Bonds. During any Subsequent Interest Rate Period, the Series 2016B Bonds may be subject to optional and mandatory tender by the Holders for purchase and remarketing, all on the terms, in the manner, and subject to the conditions set forth in the Twenty-First Supplemental Indenture. For the purpose of effecting the provisions of the Twenty-First Supplemental Indenture relating to the tender, purchase and remarketing of the Series 2016B Bonds, the Authority shall appoint or engage the Tender Agent and Remarketing Agent at the times, in the manner, and subject to the conditions set forth in the Twenty-First Supplemental Indenture. During any Long-Term Rate Period, the Series 2016B Bonds shall be subject to redemption at the option of the Authority in accordance with the Twenty-First Supplemental Indenture in whole or in part (in whole multiples of their Authorized Denominations) on such date or dates specified in the applicable Certificate of Award or Notice of Conversion, as the case may be, at a redemption price equal to the principal amount of the Series 2016B Bonds to be redeemed plus interest accrued to the redemption date, provided that the Earliest Optional Redemption Date for the Series 2016B Bonds shall be no later than December 31, 2026.

(e) Redemption Provisions. Redemption of Series 2016B Bonds shall be effected in accordance with Article IV of the Master Indenture; provided, however, that notices of redemption of Series 2016B 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 2016B Bonds shall be payable at the places and in the manner specified in the Twenty-First Supplemental Indenture.

(g) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2016B Bonds, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2016B Bonds and to deliver them to the Trustee for authentication in accordance with the Indenture.

(h) "Green Bonds" Designation. The Authorized Officials are, and each of them is, authorized to specify in the Certificate of Award whether the Series 2016BBonds shall bear the designation of "Green Bonds." In the event that the Certificate of Award does not state that the Series 2016BBonds shall bear that designation, the Authorized Officials may determine to apply that designation to the Series 2016BBonds at the end of the Initial Period and in connection with any tender and remarketing of the Series 2016BBonds at that time.

Section 4. Sale of Series 2016B Bonds.

(a) General. The Series 2016B Bonds shall be awarded and sold to the Original Purchaser in accordance with the Private Placement Agreement and the Certificate of Award, at a purchase price of not less than ninety-eight percent (98%) of the aggregate principal amount thereof. The Private Placement Agreement shall reflect and be consistent with the Term Sheet.

(b) Outcome Payment and Risk Share Payment. Without limiting the generality of 4(a): (i) the Private Placement Agreement shall make provision for the contingent payment by the Authority to the Original Purchaser of the "Outcome Payment" and by the Original Purchaser to the Authority of the "Risk Share Payment," both as defined in the Term Sheet, subject to the conditions and limitations, at the times, in the amounts, and otherwise on the terms set forth in the Term Sheet or in the Private Placement Agreement. The Outcome Payment, if payable, shall be payable from the sources and secured in the manner described in the Term Sheet or

in the Private Placement Agreement. The payment of the Risk Share Payment, if payable, shall be effected in the manner described in the Term Sheet or in the Private Placement Agreement. Any Outcome Payment or Risk Share Payment, whether contingent or actual, shall not constitute or be treated as principal of or interest on the Series 2016B Bonds for any purpose of the Indenture, including, without limitation, the Rate Covenant or any conditions for the issuance of Bonds or Subordinate Debt.

(c) Private Placement Agreement. The Authorized Officials are, and each of them is, authorized and directed to execute and deliver the Private Placement Agreement between the Authority and the Original Purchaser, 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 (including, without limitation, any additional provisions relating to the payment or reimbursement of reasonable expenses incurred by the Authority or other parties related to and necessary for the issuance of the Series 2016B Bonds) 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 Private Placement Agreement by such Authorized Official. Without limiting the generality of the foregoing, the Authorized Officials are authorized to determine that the Private Placement Agreement may take the form of more than one agreement, each of which may bear a different designation, but all of which shall collectively constitute the Private Placement Agreement for purposes of this Resolution. The price for and terms of the Series 2016B Bonds and the sale thereof, all as provided in this Resolution, the Term Sheet, the Private Placement Agreement, the Certificate of Award, and the Twenty-First Supplemental Indenture, are hereby approved and determined to be in the best interests of the Authority.

(d) 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 2016B Bonds approved in the Certificate of Award shall be incorporated into the Twenty-First 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 2016B 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 with respect to each series or subseries of the Series 2016B Bonds, whether they shall be Taxable Obligations or Tax-Exempt Obligations; (iii) specify the amount, if any, of the Series 2016B 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); (iv) determine whether the Series 2016B Bonds shall bear the "Green Bonds" designation during the Initial Period; and (v) include any additional information that may be required or permitted to be stated therein by the terms of this Resolution and the Private Placement Agreement.

(e) Certificates. The Authorized Officials are, and each of them is, authorized and directed, in their official capacities, to execute and deliver to the Original Purchaser the certificates required by the Private Placement 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 Original Purchaser to establish the date, location, procedure and conditions for the delivery of the Series 2016B Bonds to the Original Purchaser. The Authorized Officials are, and each of them is, further authorized and directed to make the necessary arrangements for the printing of the Series 2016B Bonds, and the execution, authentication and delivery of the Series 2016B Bonds to DTC or otherwise for the accounts of the Original Purchaser 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 2016B Bonds; Tax Covenants.

(a) Allocation of Proceeds of the Series 2016B Bonds. The proceeds from the sale of the Series 2016B Bonds shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Twenty-First 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 any Series 2016B Bonds that are designated in the Certificate to be Tax-Exempt Obligations.

Section 6. Twenty-First Supplemental Indenture and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2016B Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Twenty-First 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 are, and each of them is, authorized at the time required under the Twenty-First Supplemental Indenture to designate the Remarketing Agent and to execute, acknowledge and deliver, in the name of and on behalf of the Authority, the Remarketing Agreement in a form determined by the Authorized Officer executing the document on behalf of the Authority to be consistent with the Indenture and this Resolution. The determination of such consistency 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 2016B 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 Twenty-First Supplemental Indenture , the Private Placement 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 2016B 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. Provision of Information. The Authorized Officials are, and each of them is, authorized to compile, prepare and deliver to the Original Purchaser any documents and information that the Original Purchaser may reasonably request in lieu of receiving an official statement or other offering memorandum and that an Authorized Official determines is appropriate to provide to the Original Purchaser.

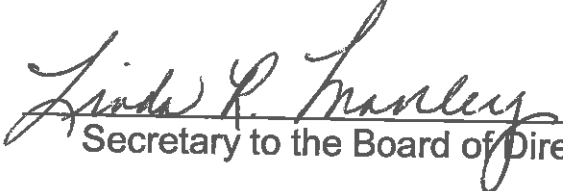
The Authorized Officials are each hereby authorized to furnish such information, to execute such instruments and to take such other action in cooperation with the Original Purchaser as may be reasonably requested to qualify the Series 2016B Bonds for offer and sale under the Blue Sky or other securities 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 Original Purchaser; 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.

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 Original Purchaser of the Series 2016B Bonds a true and certified transcript of all proceedings relating to the authorization and issuance of the Series 2016B Bonds along with other information as is necessary or proper with respect to the Series 2016B Bonds.

Section 9. Multiple Series. Notwithstanding anything herein to the contrary, each of the Series 2016B Bonds may be issued in one or more separate series or subseries, each bearing a distinctive designation, provided that the Series 2016B 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 2016B Bonds may be issued at the same or different times and so may have different dates of issuance. The Series 2016B 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 Twenty-First Supplemental Indenture shall refer to each and all such Supplemental Trust Indentures, but any Supplemental Trust Indenture subsequent to the Twenty-First Supplemental Indenture shall bear a different designation. A separate Private Placement Agreement and Continuing Disclosure Agreement may be entered into for each series or subseries, and each reference in this Resolution to the Private Placement Agreement or to the Continuing Disclosure Agreement shall refer to each and all such Private Placement 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. Effective Date. This Resolution shall take effect immediately.


Secretary to the Board of Directors

Presented and Adopted: September 1, 2016
SUBJECT: Approval to Execute Contract No. 16-PR-HCM-26
Connecticut General Life Insurance (CIGNA)

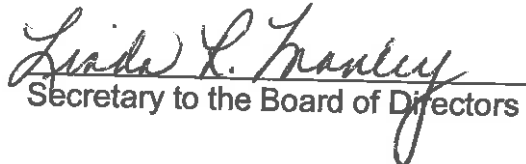
#16-67
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on September 1, 2016 upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to execute Contract No. 16-PR-HCM-26, Connecticut General Life Insurance (CIGNA).

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 16-PR-HCM-26, Connecticut General Life Insurance (CIGNA). The purpose of the contract is to provide DC Water employees two (2) health insurance plans: Health Maintenance Organization (HMO) as well as Preferred Provider Organization (PPO) for employees hired after October 1, 1987. The contract amount is \$10,906,116.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: September 1, 2016
SUBJECT: Approval to Execute Contract No. 16-PR-HCM-28
Delta Dental of the District of Columbia

#16-68
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 September 1, 2016 upon consideration of a joint use matter, decided by a vote of nine (9) in favor and none (0) opposed to execute Contract No. 16-PR-HCM-28, Delta Dental of the District of Columbia.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 16-PR-HCM-28, Delta Dental of the District of Columbia. The purpose of the contract is to provide a Dental Preferred Provider Organization (PPO) benefit to employees hired after October 1, 1987 or later. The contract amount is \$1,629,255.40.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: September 1, 2016
SUBJECT: Approval to Execute Contract No. 150130
Bradshaw Construction Corp.

#16-69
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 September 1, 2016 upon consideration of a non-joint use matter, decided by a vote of four (4) in favor and none (0) opposed to execute Contract No. 150130, Bradshaw Construction Corp.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 150130, Bradshaw Construction Corp. The purpose of the contract is to relocate a sanitary sewer under Oregon Avenue N.W., and Bingham Drive N.W. The contract amount is \$16,824,115.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: September 1, 2016
SUBJECT: Approval of Hickey Run Settlement Agreement with District Department of Energy and Environment

#16-70
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. 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 September 1, 2016, upon consideration of a non-joint use matter, decided by a vote of four (4) in favor and none (0) opposed, to take the following action with respect to the approval of the Hickey Run Settlement Agreement with the District of Columbia Department of Energy and Environment.

WHEREAS, DC Water operates the 51 inch East Side Interceptor sanitary sewer that runs through the National Arboretum adjacent to Hickey Run tributary; and

WHEREAS, on June 3, 2009, a sewer manhole on the East Side Interceptor collapsed, causing the discharge of approximately 1 million gallons of sewerage into Hickey Run and additional immeasurable leaks through September 19, 2009, ("Spills"); and

WHEREAS, upon notice DC Water took action to control the Spills, mitigate the impacts to the environment, and worked with the District Department of Environment (now known as the Department of Energy and Environment or DOEE) to assess the biological and physical habitat impact from the Spills; and

WHEREAS, on September 22, 2009, DOEE notified DC Water that it requested the Attorney General of the District of Columbia to commence an action in the Superior Court to enjoin DC Water from violating the District's Water Pollution Control Act of 1984, to assess civil penalties, and to obtain compensation for damages to Hickey Run due to the Spills; and

WHEREAS, George Hawkins, who was the Director of DDOE at the time of the Spill and the issuance of the notice of intended civil action, has recused himself from any decision making role in this matter; and

WHEREAS, DC Water staff, under the direction of Leonard Benson, Chief Engineer, and DOEE staff commenced negotiations on the terms and substance of the penalties and remedial actions necessary to resolve DOEE's claims for civil penalties; and

WHEREAS, DC Water and DOEE reached agreement on the terms of Hickey Run Settlement Agreement ("Settlement Agreement"), wherein DC Water will: 1) pay DOEE the sum of \$200,000 in civil penalties to be used by DOEE as special funds for watershed protection and/or water quality improvement projects; 2) pay DOEE the sum of \$800,000 to fund one or more Environmental projects in the Hickey Run watershed; and 3) remediate specified areas of Hickey Run impacted by the Spills at a cost not-to-exceed \$100,000; and

WHEREAS, the DC Water's Chief Engineer has recommended that the Board approve the Settlement Agreement with DOEE; and

WHEREAS, on July 21, 2016, the Water Quality Water Services Committee met and recommended approval of the Settlement Agreement; and

WHEREAS, the Board has determined that it is in the best interest of DC Water to approve the Settlement Agreement in order to conclude this matter.

NOW THEREFORE BE IT RESOLVED:

1. The Board approves the Settlement Agreement with DOEE to resolve all alleged violations and release DC Water from all claims by the District against DC Water resulting from the Spills.
2. The Board authorizes the Chief Operating Officer to execute the Settlement Agreement and to take any other action which he, in his discretion, deems appropriate to further the intentions expressed in this Resolution.

This Resolution is effective immediately.


Secretary to the Board of Directors