



**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**  
**309<sup>th</sup> MEETING OF THE BOARD OF DIRECTORS**  
**Thursday, June 6, 2024**  
**9:30 am**

DC Water will broadcast this meeting via livestream: <https://dcwater.com/watch-board-meetings>

- I. **Call to Order (Keith Anderson, Chair)**
- II. **Roll Call (Michelle Rhodd, Board Secretary)**
- III. **[Approval of the May 2, 2024 Meeting Minutes](#)**
- IV. **Chairperson's Overview**
- V. **Committee Reports**
  1. [Human Resources and Labor Relations Committee w/Union Presidents \(Jed Ross\)](#)
  2. [Environmental Quality and Operations Committee \(Howard Gibbs\)](#)
  3. [Finance and Budget Committee \(Anthony Giancola\)](#)
- VI. **[CEO and General Manager's Report \(David L. Gadis\)](#)**
- VII. **Consent Items (Joint Use)**
  1. [Approval to Award Contract No. 10445, Staff Model Health Maintenance Organization \(HMO\), Kaiser Foundation Health Plan of the Mid-Atlantic States Inc. – Resolution No. 24-28](#) (Recommended by the Human Resources and Labor Relations Committee 05-08-24)
  2. [Approval to Execute an Architectural and Engineering Services Agreement of Contract No. DCFA #540-WSA, Primary Treatment – 20 Year Rebuild, Carollo Engineers, PC - Resolution No. 24-29](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
  3. [Approval to Execute Four \(4\) Architectural and Engineering Services Contracts – Linear Design, Basic Ordering Agreement \(BOA\), Contract Nos. DCFA-546, DCFA-547, DCFA-548, and DCFA-549 – Resolution No. 24-30](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
  4. [Approval to Execute Contract No. 200090, Headworks Influent and Effluent Structures Rehabilitation, Ulliman Schutte Construction, LLC – Resolution No. 24-31](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
  5. [Approval to Award Contract No. 10439, Centrifuge Pre-Dewatering Polymer, Polydyne, Inc. – Resolution No. 24-32](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)

6. [Approval to Award Contract No. 10440, Belt Press Dewatering Polymer, Polydyne, Inc. – Resolution No. 24-33](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
7. [Approval to Award Contract No. 10441, Primary Treatment Polymer, Polydyne, Inc. – Resolution No. 24-34](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
8. [Approval to Award Contract No 10442, Secondary Treatment Polymer, Polydyne, Inc. – Resolution No. 24-35](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
9. [Approval to Add Funding to Option Year 2 of Contract No. 10084, Sodium Hypochlorite, Kuehne Chemical Co. Inc. - Resolution No. 24-36](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
10. [Approval to Award Contract No. 10444, Potomac Interceptor Odor Control Facilities, C&E Services, Inc. of Washington – Resolution No. 24-37](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
11. [Approval of Funding for Annual Property and Casualty Insurance Premium Renewals – Resolution No. 24-38](#) (Recommended by the Finance and Budget Committee 05-23-24)
12. [Approving the Final Form of Certain Documents, Authorizing Tender Offer and the Sale and Setting Terms and Details of the Series 2024A Bonds – Resolution No. 24-39](#) (Recommended by the Finance and Budget Committee 05-23-24)
13. [Approving the Final Form of Certain Documents, Authorizing the Sale and Setting Terms and Details of the Series 2024B Bonds – Resolution No. 24-40](#) (Recommended by the Finance and Budget Committee 05-23-24)
14. [Approving the Final Form of Certain Documents, Authorizing the Sale and Setting Terms and Details of the Commercial Paper Notes – Resolution No. 24-41](#) (Recommended by the Finance and Budget Committee 05-23-24)

**VIII. Consent Items (Non-Joint Use)**

1. [Approval to Award Contract No. 10112, Chemical Root Control of Sanitary Sewers, Duke’s Root Control, Inc. – Resolution No. 24-42](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
2. [Approval to Award Contract No. DCFA #541-WSA, Engineering Program Management Consultant 2G, Water Smart Alliance \(an AtkinsRealis – Stantec Partnership\) – Resolution No. 24-43](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
3. [Approval to Execute Change Order No. 002 of Contract No. 170070, Small Diameter Water Main Replacement-14C, Fort Myer Construction Corporation – Resolution No. 24-44](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
4. [Approval to Award Contract No. 230200, Normanstone Sanitary Sewer Rehabilitation, Spinello Companies – Resolution No. 24-45](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)

5. [Approval of Amendment to Contract No. 230030, Lead Free DC \(LFDC\) Lead Service Line Replacement Program FY23-FY30 Block by Block Construction – Resolution No. 24-46](#) (Recommended by the Environmental Quality and Operations Committee 05-16-24)
6. [Approval to Execute Contract No. 10446, Direct Pay Letter of Credit Supporting DC Water’s Commercial Paper Program Services, TD Bank, N.A. – Resolution No. 24-47](#) (Recommended by the Finance and Budget Committee 05-23-24)
7. [Approval to Execute Contract No. 10447, Bank Credit Facility Supporting Series 2024B Bonds, TD bank, N.A. – Resolution No. 24-48](#) (Recommended by the Finance and Budget Committee 05-23-24)

**IX. Executive Session<sup>1</sup> (Keith Anderson, Chair)**

**X. Adjournment (Keith Anderson, Chair)**

*This meeting is governed by the Open Meetings Act. Please address any questions or complaints arising under this meeting to the Office of Open Government at [opengovoffice@dc.gov](mailto:opengovoffice@dc.gov).*

**Upcoming Committee Meetings | via Microsoft Teams**

- June 20<sup>th</sup> @ 9:30 am      Environmental Quality & Operations Committee
- June 25<sup>th</sup> @ 9:30 am      DC Retail Water and Sewer Rates Committee
- June 25<sup>th</sup> @ 1:00 pm      Executive Committee
- June 27<sup>th</sup> @ 9:30 am      Finance and Budget Committee

<sup>1</sup>The DC Water Board of Directors may go into executive session at this meeting pursuant to the District of Columbia Open Meetings Act of 2010, if such action is approved by a majority vote of the Board members who constitute a quorum to discuss certain matters, including but not limited to: matters prohibited from public disclosure pursuant to a court order or law under DC Official Code § 2-575(b)(1); terms for negotiating a contract, including an employment contract, under DC Official Code § 2-575(b)(2); obtain legal advice and preserve attorney-client privilege or settlement terms under DC Official Code § 2-575(b)(4)(A); collective bargaining negotiations under DC Official Code § 2-575(b)(5); facility security matters under DC Official Code § 2-575(b)(8); disciplinary matters under DC Official Code § 2-575(b)(9); personnel matters under DC Official Code § 2-575(b)(10); third-party proprietary matters under DC Official Code § 2-575(b)(11); train and develop Board members and staff under DC Official Codes § 2-575(b)(12); adjudication action under DC Official Code § 2-575(b)(13); civil or criminal matters or violations of laws or regulations where disclosure to the public may harm the investigation under DC Official Code § 2-575(b)(14); and other matters provided under the Act.



**308<sup>TH</sup> BOARD OF DIRECTORS MEETING  
MINUTES OF THE MEETING  
MAY 2, 2024  
(Via Microsoft Teams)**

---

**DIRECTORS PRESENT**

**District of Columbia Members**

1. Keith Anderson, Chairperson
2. Anthony Giancola, Principal
3. Howard Gibbs, Principal
4. Richard Jackson, Principal
5. Jed Ross, Alternate

**Prince George's County Members**

1. Floyd Holt, Principal

**Montgomery County Members**

1. Jon Monger, Principal
2. Fariba Kassiri, Principal

**Fairfax County Member**

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

**DC WATER STAFF**

1. David Gadis, CEO and General Manager
2. Marc Battle, Chief Legal Officer and EVP, Government and Legal Affairs
3. Matthew Brown, Chief Financial Officer Finance and EVP, Procurement and Compliance
4. Wayne Griffith, Chief Administration Officer, and EVP
5. Jeffrey Thompson, Chief Operating Officer, and EVP
6. Michelle Rhodd, Secretary to the Board

The 308<sup>th</sup> meeting of the District of Columbia Water and Sewer Authority's Board of Directors was called to order by Chairperson Keith Anderson at 9:32 a.m. The meeting



was held via Microsoft Teams and streamed live at dcwater.com. Board Secretary Michelle Rhodd called the roll, and a quorum was established.

### **I. APPROVE MINUTES**

Keith Anderson, Chairperson asked for a motion to approve the minutes of the April 4, 2024, meeting.

**Upon a motion duly made and seconded the Board of Directors approved the minutes of the April 4, 2024, meeting as presented.**

### **II. CHAIRPERSON'S OVERVIEW**

Mr. Anderson, noted that in recent months, professional and career transitions have led to vacancies on the Board. To fill some of these vacancies, three new Board members will be joining the Board: two from Montgomery County and one from Prince George's County. Under

Mr. Anderson went on to note that DC Water's governance structure, most work is done at the Committee level. As such, he will review current committee assignments to understand where the new Board members will best be of service.

Next, Mr. Anderson remarked that DC Water has a tradition of inviting summer interns to a Board meeting as part of their orientation. This year's interns will join the June meeting via Teams.

Mr. Anderson congratulated Jeffrey Thompson, Chief Operations Officer, on his appointment as a director on the Water Research Foundation Board.

Mr. Anderson reminded the Board of the May 9 Public Hearing on proposed retail water and sewer rate adjustments. The hearing will be held over Microsoft Teams.

### **III. COMMITTEE REPORTS**

*Governance Committee Report  
Reported by Christopher Herrington*

Governance Committee Chairperson Christopher Herrington reported on the Committee meeting that was held on April 10.

Mark Battle, Chief Legal Officer and EVP, Government and Legal Affairs and Barbara Mitchell, Director Government Affairs & Public Policy provided an update on the Government Affairs team's activities. Via a recorded presentation, Ms. Mitchell reviewed the Government Affairs team members, highlighted the applicable section of the DC Water Bylaws that governs the Committee, and provided an overview of how the Committee covers local and federal legislative meetings and hearings and strategizes on

policy changes. She also provided an update on the Government Affairs team's activities since the beginning of the year, which included issuing an opposition letter to B25-0675, updating the DC Council on DC Water operations, testifying before the Committee of Transportation and the Environment in support of Bill B25-0424, lobbying to support legislation to exempt drinking water systems from CERCLA liability for PFAS, and participating in Water Week activities. Ms. Mitchell also provided an update on the Lead-Free DC mandate.

Mr. Battle discussed the Environmental Protection Agency's (EPA) latest guidance on PFAS in water, noting that the Authority is drafting a response. Mr. Battle answered questions about strategies to manage the cost of addressing PFAS in drinking water, noting a consensus among large utility companies that the makers of forever chemicals should assume the cost of mitigating them.

*Environment Quality and Operations Committee Report  
Reported by Sarah Motsch*

Environment Quality and Operations Committee Chairperson Sarah Motsch reported on the Committee meeting that was held on April 18.

Nicholas Passarelli, Vice President, Wastewater Operations presented a summary of the performance of Blue Plains Advanced Wastewater Treatment Plant (BPAWTP) for March 2024. All parameters were within the national pollution discharge elimination standard permit limits. One hundred thirty-two million gallons were captured without overflows, onsite energy generation was 26% of the average treatment plan consumption, and 7,607 wet tons of biosolids were sold as bloom in March.

Moussa Wone, Vice President, Clean Rivers Project provided a status update on the DC Clean Rivers Project. The Anacostia Tunnel System is in service and continues to perform well with over 16.8 billion gallons of overflow and over 10,300 tonnes of trash and debris captured. Outstanding work on the system includes landscaping and site restoration. The contractor for the Potomac River Tunnel was given a Notice to Proceed for the tunnel construction with a placed-in-operation date of February 2023. Current work includes mobilization of the mining site and design package preparation. For the Rock Creek Area, the consent decree will be met with a combination of green infrastructure projects and a 4.2-million-gallon tunnel. Green infrastructure projects C and D are currently in the planning phase.

Public outreach remained a key aspect of the Clean Rivers project, with ANC meetings and a ground-breaking event.

The Lead-Free DC quarterly update was provided by William Elledge, Director DC Water Engineering & Technical Services. In the second quarter of FY24, 504 lead service line replacements were completed, contributing to 996 replacements for the year, which is ahead of the goal. Construction commenced on packages 9 and 10 and a Notice to

Proceed was issued for two additional packages. A community workshop was co-hosted by DC Water, Young, Gifted & Green, and Interfaith Power & Light DMV to educate residents and community leaders about the program.

The Committee forwarded four action items to the Board for approval.

*Retail Water and Sewer Rates Committee  
Reported by Howard Gibbs*

Retail Water and Sewer Rates Committee Vice Chairperson Howard Gibbs reported on the meeting on April 23.

Matthew Brown, Chief Financial Officer Finance and EVP, Finance, Procurement and Compliance provided the monthly report for the Committee, noting that it was based on the revised budget adopted by the Board in March 2024. Revenue was favorable to the revised budget by about 1.6%, with the largest positive variance in the Residential, Commercial, and Multi-Family category. Commercial revenue has been the most difficult to predict as a result of the impact of COVID. Delinquent accounts increased by \$970,000 in the last quarter, with the largest increase in the Multi-Family category.

Ed Markus of Amawalk Consulting presented the FY24 Fire Protection Fee Cost of Service Review. The study calculates fees for recovering fire protection costs from the district government. The study found that the District of Columbia will owe DC Water an additional \$5.7 million by the end of 2024.

Mr. Brown reviewed the work plan for the Committee and reviewed recent public hearings and outreach events.

The Committee forwarded one action item to the Board for approval.

*Audit and Risk Committee  
Reported by Floyd Holt*

Audit and Risk Committee Chairperson Floyd Holt reported on the Committee meeting that was held on April 25.

Francis Cooper, Director Enterprise Program Management Office (EPMO) presented the enterprise risk management briefing. He discussed the overall strategy, highlighting the implementation of a new risk module based on a bottom-up flow analysis that begins with looking at risk management activities at the functional, operational, or department level to engage stakeholders and provide them with the tools and processes to manage risk in their areas. On the enterprise risk register, the Washington Aqueduct Contract risk was removed as a tracked risk item, while artificial intelligence was added as an emerging risk. The new EPA ruling on PFAS was noted as an important regulation change potentially impacting DC Water's risk level.

RSM's internal audit team provided an internal audit update and confirmed that the audit is on track, with four projects completed during Q2 and two in progress. There were two high-risk audit findings from audits completed in FY23. Neither has come due, and both are making progress toward their deadlines. No audit findings remain open from before FY23. In total, 93 percent of all prior audit findings from FY17 to FY23 have been closed; Management's target closure rate is 95 percent.

The contract compliance audit reviewed two contracts. A breakdown of key details for both contracts was presented. The audit resulted in one high-risk finding related to insufficient contract oversight. Management plans to address and close the finding by September 2024. The work order management audit used a work order mining process to review 6,064 work orders in the closed status. Two moderate-risk and one low-risk findings were identified. The permit operations management assessment provided a risk assessment of permit operations, and a report was provided to managers. The hotline audit analyzed 58 calls from FY21 to FY24. A key finding was that a very small portion of calls to the hotline are related to fraud, waste, or abuse. Those calls that do not relate to fraud, waste, or abuse are forwarded to the relevant departments for review. Of the 18 calls received in FY24, only one required corrective action.

#### **IV. CEO AND GENERAL MANAGER'S REPORT**

David Gadis, CEO and General Manager reported that on April 29, Matthew Brown appeared before the DC Council's Committee on Transportation and the Environment as part of the Council's budget oversight process. While the authority is not technically subject to the budget oversight hearing, Mr. Gadis noted that it was important that DC Water participate in making specific asks of the Council as they enter reconciliations with the Mayor's proposed budget. During the hearing, Mr. Brown provided a thorough overview of DC Water's budget requests. He emphasized why additional funding is vital to the Lead-Free DC program and DC Water's proposed lead detection partnership to serve low-income families and households.

The Government Relations team led by Barbara Mitchell continued to work closely with the Council and staff to monitor and promote DC Water's requests during the budget reconciliation.

The Authority continued to engage the public on proposed rate increases via a comprehensive outreach campaign.

On April 8th, Mr. Gadis hosted a special celebration to honor the men and women of DC Water, also known as Team Blue. More than 400 attendees joined the Authority in unveiling a bronze statue by artist Stephen Weitzman in tribute to past, present, and future DC Water staff.

Finally, Mr. Gadis discussed the impact of PFAS on the Healthy, Safe and Well imperative. The new EPA regulations establish maximum content levels for these compounds and require monitoring and reporting to the public with information on PFAS levels in water beginning in 2027. DC Water began monitoring for PFAS in August 2021 and to date, all 21 rounds of the voluntary water sample test from the Washington Aqueduct have been in compliance. Mr. Gadis has met with the manager of the Washington Aqueduct about the future costs and activities to remain in compliance and has formed a team of four representatives along with the Aqueduct and the other two principal utilities to address PFAS concerns.

Board member Anthony Giancola asked when DC Water began using the active vacancy rate to measure staff vacancies and asked if future reports could contain a footnote disclosing the total vacancy rate. Mr. Gadis explained that the switch to the active vacancy rate was a measure to ensure the reported vacancy rate did not include vacant positions that were not being actively recruited but remained in the budget. He noted that when the budget is updated to remove these positions, the total vacancy rate will be reinstated as the primary measure. Mr. Gadis confirmed that union positions are recruited and replaced as quickly as possible, and several positions are in active recruitment. He reported that DC Water employs more district residents than it has in the past, including many returning citizens.

#### **V. CONSENT ITEMS (JOINT USE)**

1. Approval to Execute Supplemental Agreement No. 04 of Contract No. DCFA-504, Non-Process Facilities Program Management, McKissack & McKissack of Washington, Inc. – **Resolution No. 24-23** (Recommended by the Environmental Quality and Operations Committee 04-18-24).
2. Approval to Award Contract No. 10436, Cleaning Service Contract, Phoenix Services, LLC. – **Resolution No. 24-24** (Recommended by the Environmental Quality and Operations Committee 04-18-24).

**Upon a motion duly made and seconded, the Board of Directors voted to approve Joint Use resolutions as presented.**

#### **VI. CONSENT ITEMS (NON-JOINT USE)**

1. Approval to Execute Change Order No. 08 of Contract No. 150140, Constitution Avenue Area Water Main Replacement, Sagres Construction Corp. – **Resolution No. 24-25** (Recommended by the Environmental Quality and Operations Committee 04-18-24).

2. Approval of Commitment between DC Water and District of Columbia Department of Transportation (DDOT) Participation Project, Kennedy Street NW Phase II, 16th Street NW to Georgia Avenue NW, District of Columbia Department of Transportation – **Resolution No. 24-26** (Recommended by the Environmental Quality and Operations Committee 04-18-24).
3. Approval of Revised District of Columbia Fire Protection Service Fee for Fiscal Years 2025 through 2027 – **Resolution No. 24-27** (Recommended by the DC Retail Water and Sewer Rates Committee 04-23-24).

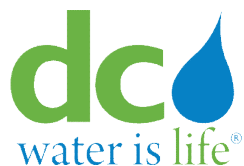
**Upon a motion duly made and seconded the Board of Directors  
voted to approve the Non-Joint Use resolutions as presented.**

## **VII. ADJOURN**

There being no further business to come before the Board, Mr. Anderson adjourned the meeting at 10:11 a.m.

---

Michelle Rhodd  
Secretary to the Board of Directors



**MINUTES OF THE MEETING  
HUMAN RESOURCES AND LABOR RELATIONS COMMITTEE  
MAY 8, 2024  
(via Microsoft Teams)**

---

**COMMITTEE MEMBERS PRESENT**

1. Jed Ross, Chairperson, Principal, District of Columbia
2. Christopher Herrington, Principal, Fairfax County

**DC WATER STAFF**

1. David L. Gadis, CEO and General Manager
2. Wayne Griffith, Chief Administration Officer, and EVP
3. Joy Dorsey, Chief People Officer, and EVP People and Talent
4. Jeffrey Thompson, Chief Operating Officer, and EVP
5. Michelle Rhodd, Secretary to the Board

The DC Water Human Resources and Labor Relations Committee meeting was called to order by Jed Ross, Chairperson, at 9:31 AM. Board Secretary Michelle Rhodd called the roll.

**I. UNION TOPICS**

*Engineer PE License Issues*

Barbara Milton, President of AFGE 631, stated that her local has not received the job descriptions recently updated per the District of Columbia Regulatory Affairs professional engineer licensing regulations and changes made per the DC City Council's exemption law for PE licenses for independent agencies and government agencies in DC.

Ms. Milton added that the Board should also be aware that the information had not been provided despite months of requests and that the lack of the information was hindering bargaining as her Local requires an update on changes DC Water is making to job titles and job descriptions for engineers and civil engineers and technicians. Ms. Milton clarified that the law she referenced was passed on February 23, 2023, and made various exemptions to PE licenses for engineers, including a total exemption for civil engineers and technicians.

George Spears, Vice President, Labor Relations and Compliance Program, explained that DC Water had been working with the union on the issue and had provided updated job descriptions to Local 631. Per the legal updates, additional updates were required, and the updated job descriptions are anticipated to be provided to the Local during the week of June 3, 2024.

*Elimination of Telework*

Ms. Milton read a prepared statement addressing the elimination of telework by Jeffrey Thompson, Chief Operating Officer which will impact all employees working under Mr. Thompson's authority.

Ms. Milton discussed research supporting the plentiful benefits of telework, including fewer distractions, reduced stress, improved morale, fewer sick days, and better work-life balance. She noted that a request to discuss the changes with union leaders had been rejected by Mr. Thompson's office. Ms. Milton expressed disappointment that employees were not consulted in the decision and noted that employees in her local felt disrespected and ignored.

Ms. Milton argued that many employers continue to support telework and allow employees to choose where they would be the most productive. She cited studies indicating that 47% of employees seeking jobs say telework is an important factor, and 52% of those who cannot telework say they wish to. Further concerns include the distractions of working in open floor plans and the fact that morale may decrease as employees are forced back into the office for the full week.

She noted that under the current telework policy, many staff have been working from home two days a week with no evidence of a loss of productivity. She stated that the decision to revoke telework options is a backward move that is not in keeping with current best practices and asked why Management had not considered reducing the telework option to one day a week.

To address the lack of employee input on the matter, Ms. Milton requested that the Board survey employees to determine the impact of the decision on employee morale.

Mr. Spears responded that telework options have been reviewed very judiciously and that an operational decision was made that is in the best interest of the Authority to bring people back to the office to address critical infrastructure needs and ensure productivity and responsiveness. He noted that many new employees are being onboarded, who would benefit from increased in-person collaboration during their apprenticeships. Mr. Spears stated that there is more collaboration when people work closely together on-site.

Mr. Spears noted that he had a planned meeting with Ms. Milton on May 9, 2024, to discuss the issue. Ms. Milton clarified that she had been advised that the decision was



not open to negotiation and the meeting was only an opportunity to talk about the telework policy. She emphasized that there had been no mechanism for employees to communicate their concerns about the decision.

Committee Chairperson Jed Ross inquired how many people are currently teleworking in Local 631 and noted that the upcoming meeting seemed to provide an opportunity for bargaining. Ms. Milton estimated 10 or fewer employees in her local currently telework and noted that it had been made clear that the decision to end telework had been made and was not open for discussion. Ms. Milton requested data on the total number of union employees currently teleworking and the number who are eligible to telework. Mr. Spears stated that the May 9, 2024, session would provide an opportunity to review the exact number of impacted employees.

Mr. Ross thanked Ms. Milton for raising the issue and noted it would be reviewed at the next meeting.

David Gadis CEO and General Manager added that he had met with Ms. Milton recently to go through the reasons for eliminating teleworking. Mr. Gadis referenced the DC Water slogan, Water is Life, to emphasize the importance of ensuring water is delivered to citizens and visitors of the district. He noted that with five major projects on the horizon, including addressing PFAS in the water supply, the district needed all hands-on deck to maintain traction and ensure productivity and collaboration. He lauded the many employees of DC Water who not stopped working on-site during COVID-19 and stated that it was time that all employees return to the office to join their colleagues.

Ms. Milton stated that the Authority may not see the increase in productivity that is expected from ending telework due to the impacts on work/life balance and morale. She emphasized her request that the Board conduct an independent survey of employees to gauge morale, noting that the employees speak from the bottom up.

Mr. Ross noted the complexity of changing work options, that it would be helpful to get the numbers of affected employees, and that an update after the discussion between Ms. Milton and Mr. Spears would be appreciated.

Jonathan Shanks, President of AFGE 872, expressed appreciation for what the authority does but noted that many jurisdictions in the metropolitan area still allow telework, including the District government under the Mayor's authority. He stated that lowering telework to one day per week should be considered. Mr. Shanks noted that DC Water employees who telework had been providing a high level of service since 2018. He expressed concerns about morale if telework options are removed entirely.

*Request for Increase in Leave Accrual for WWT Operators*

Ms. Milton requested an adjustment to the leave accrual for WWT operators, noting that these employees work twelve-hour shifts and are required to take leave in twelve-hour increments, but sick leave is earned in allotments of four or eight hours. She asked if the leave accrual could be adjusted for these employees.

Mr. Ross asked if the request was to count leave days for WWT operators as eight hours of leave, rather than twelve. Ms. Milton stated that her request was to raise the accrual amount but that Mr. Ross's suggestion would also address the issue. Mr. Ross stated that changes to leave accrual are normally accompanied by other changes in the conditions or hours of work. Mr. Herrington concurred that shiftwork employees should not accrue more leave than other employees.

Mr. Spears explained that the leave accrual amount had been negotiated and discussed during the update to the collective bargaining agreement and was deemed appropriate. He noted that employees who work shifts have an additional benefit of more days off. He stated that when the contract is reopened for negotiation the issue could be reviewed again.

**II. HR UPDATE**

Mr. Ross introduced Joy Dorsey, Chief People Officer, and EVP, People and Talent for the Human Resources update, noting that the update had been introduced as an opportunity to inform the Board and union presidents about the work the People and Talent team performs beyond Labor Relations.

Ms. Dorsey highlighted some key initiatives to attract, develop, and retain the right talent with the right skills at the right time. The team is currently at the stage of implementing and executing some of those key initiatives including five key priorities: the career framework and compensation assessment program, succession planning, performance management, the talent acquisition streamline, and an enterprise-wide fulfillment analysis. These initiatives are designed to ensure DC Water has the right skills for future roles under development.

The Authority will sign with a consultant this week to secure consulting services for the Career Framework and Salary Assessment project to provide a market-based analysis of compensation for DC Water's non-union positions and help build a career framework. The framework will ensure job leveling and career pathways for both non-union and union employees and permit personnel to move from union to non-union roles.

A key initiative for succession planning is to have succession plans in place for all immediate and ready in one year positions by the end of the fiscal year. Regarding performance management, a mid-year check-in has been launched this year to update

employees on performance goals for their position and their achievement to date.

The talent acquisition streamline emphasizes achieving a full staff complement to accomplish the authority's goals with a target date of June 30, 2024. Two new staff were onboarded the week of May 6, 2024, and only nine vacancies remain. Ms. Dorsey was confident that the June 30 target would be met.

The enterprise-wide fulfillment analysis aims to ensure the team is fully trained for the skills needed for current and future roles.

Ms. Dorsey stated that further details will be provided in upcoming meetings. Mr. Ross noted that updated metrics for staff vacancy, productivity, injuries, and other key measures are helpful and may reduce ongoing questions in general board meetings.

### **III. BENEFITS UPDATE**

#### *Kaiser Renewal*

Kenya Zeigler, Manager of Benefits, provided an overview of the Kaiser Permanente (KP) renewal proposal. Ms. Zeigler highlighted that KP is a healthcare provider that truly believes in its staff model HMO, through which it hires its own physicians to ensure quality support. She noted that KP offers a unique, cost-effective healthcare option that no other carrier has been able to provide. As a one-stop shop, KP permits members to see primary care physicians and specialists, receive bloodwork and certain surgeries, and address all healthcare needs in one place.

Currently, 31 percent of DC Water employees are KP members, and these members have expressed appreciation of KPs strong customer experience and low premiums. Ms. Ziegler recommended providing employees with the option to remain KP members.

John PappaJohn, Director of Procurement for Goods and Services provided an overview of the KP staff model HMO contract which offers three options over two years for \$13.7 million. He noted that as KP was the only entity that responded to the original RFP and remains the only provider with a staff model HMO, he opted to negotiate directly with KP rather than completing another solicitation. Through rigorous negotiations, KP provided rate caps over the next two years that are below industry projections. Each year DC Water has the option to renegotiate the caps.

Committee member Christopher Herrington inquired about premium increases for employees. Mr. PappaJohn explained that there are different levels of rates for individuals, employees plus one, and families, and the family rate was used as the level of comparison as it is the highest. Under the new proposal, premiums for families will increase by \$34.60 per month in 2025 and by \$47.00 per month in 2026.

**IV. ACTION ITEM (JOINT USE)**

The Committee agreed to recommend the following items for consideration by the Board:

- Contract No. 10445, Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc.  
– Staff Model Health Maintenance Organization (HMO) Services (Joint Use-Indirect)

**V. ADJOURNMENT**

The meeting adjourned at 10:32 AM.



**MINUTES OF THE MEETING  
ENVIRONMENTAL QUALITY AND OPERATIONS COMMITTEE  
MAY 16, 2024  
(via Microsoft Teams)**

---

**COMMITTEE MEMBERS PRESENT**

1. Sarah Motsch, Chairperson, Alternate Fairfax County
2. Howard Gibbs, Vice-Chairperson, Principal, District of Columbia
3. Jared McCarthy, Alternate, Prince George's County
4. Christopher Herrington, Principal, Fairfax County

**DC WATER STAFF PRESENT**

1. David Gadis, CEO and General Manager
2. Matthew Brown, Chief Financial Officer and EVP, Finance, Procurement and Compliance
3. Wayne Griffith, Chief Administration Officer and EVP
4. Marc Battle, Chief Legal Officer and EVP, Government and Legal Affairs
5. Michelle Rhodd, Secretary to the Board

The Environmental Quality and Operations Committee meeting was called to order by Howard Gibbs, Vice-Chairperson at 9:30 AM. The meeting was held via Microsoft Teams. Michelle Rodd, Secretary to the Board called the roll.

**I. BPAWTP PERFORMANCE UPDATE**

Nicholas Passarelli, Vice President, Wastewater Operations, presented a summary of the performance of Blue Plains Advanced Wastewater Treatment Plant (BPAWTP) for April 2024. Specific details of the presentation can be found on pages 3 to 8 of the Environmental Quality and Operations Committee meeting package (the meeting package). The average flow through to complete treatment was 307 million gallons per

---

*Minutes of the May 16, 2024 Environmental Quality & Operations Committee Meeting*

day (MGD) for the month, the peak daily flow was 543 MGD which occurred during a rainfall event on April 3<sup>rd</sup>. It was reported that all NPDES permit requirements were met.

Mr. Passarelli discussed the performance of the Anacostia River tunnel system and wet weather treatment at BPAWTP. It was noted that precipitation for the month was about 2 inches and the combined wet weather flows captured by the tunnel system was 169 million gallons. There were no flows through Outfall 001 and no overflows from the Tunnel System during the month.

Mr. Passarelli discussed electrical energy use and onsite generation at BPAWTP. Onsite energy generation from the Combined Heat and Power (CHP) facility and solar panels for the month was 27% of the average consumption at BPAWTP. The CHP Facility generated an average of 8.2 megawatts (MW), of which 6.9 MW was transferred to the Blue Plains grid. The solar system generated an average of 0.73 MW for the month. The average electrical consumption for the month was 28.4 MW and the total purchased power from PEPCO averaged 20.8 MW.

As a follow up to the request from Vice Chair Howard Gibbs to report the cumulative savings due to power generated onsite at BPAWTP instead of purchasing from PEPCO, Mr. Passarelli reported that DC Water has saved approximately \$1.1 million cumulatively in FY24 through the end of February 2024. It was noted that the calculation was based on the costs paid for power from the grid and costs to produce power onsite at the CHP Facility and via the solar panels. It is anticipated that total savings through the end of FY24 will be over \$2 million. Mr. Gibbs commended staff for their efforts in delivering such savings for DC Water.

Mr. Passarelli discussed biosolids production and Bloom marketing at BPAWTP. During April, 12,947 wet tons of biosolids were produced; 8,079 wet tons were sold as Bloom and the remaining 4,868 wet tons were land applied through existing land application contracts. Progress continues to be made to achieve Bloom marketing goals for FY24. To date, approximately 42,705 tons have been marketed compared to the goal of 65,000 tons for the fiscal year.

## **II. FIRE HYDRANTS UPDATE**

Sylvia Okogi, Acting Senior Manager, Water Operations presented the quarterly update on DC Water's fire hydrants. Ms. Okogi noted that DC Water is meeting the out-of-service (OOS) level goal of 1% or less, established in the Memorandum of Understanding (MOU) with the District of Columbia Fire and Emergency Medical Services Department (DC FEMS). The 1% OOS level is for service hydrants requiring repair or replacement. As of May 3<sup>rd</sup>, 42 of the approximately 9,836 public hydrants in the water system were OOS. It was noted that only 14 of the 42 OOS hydrants were defective requiring repair or replacement and this equates to 0.14% of all public hydrants. Ms. Okogi presented a map, showing the locations of OOS hydrants across the system.

### III. WATER QUALITY MONITORING

Maureen Schmelling, Director, Water Quality presented the quarterly update on the status of DC Water's water quality monitoring program. It was reported that results from sampling for the Total Coliform Rule are within compliance, with very few total coliform positives over the past few months. For Lead and Copper Rule sampling, it was reported that the first semester of sampling (for period January through June) is nearing completion and results to date are in compliance and are consistent with past results.

### IV. CIP QUARTERLY UPDATE

Paul Guttridge, Director, CIP Infrastructure Management and David Parker, Vice President, Engineering presented the quarterly update on the status of the Capital Improvement Program (CIP) through the 2<sup>nd</sup> Quarter of FY24. Mr. Guttridge discussed some of the financial metrics and gave a status on the Key Performance Indicators (KPIs). Mr. Parker summarized selected project highlights over the quarter and discussed DC Water's adoption of a collaborative approach for project delivery.

Mr. Guttridge presented a graph which summarized actual disbursements for the CIP compared to baseline and current projections. The total baseline budget for FY24 is \$448.6 million. Through the second quarter, actual CIP disbursements were \$191 million. Actual disbursements are projected to be approximately 95% of the baseline budget for FY24. A breakdown of spending by service area was also presented, it was noted that spending for the DC Clean Rivers Program was slightly above the baseline budget as the Potomac River Tunnel is currently ahead of the schedule established to meet the consent decree. For the Sanitary Sewer service area, spending to date is below baseline however, DC Water anticipates catching up on spending by the end of FY24.

Mr. Guttridge noted there are 36 schedule KPIs for projects in the CIP for FY24. The KPIs are the design start, construction start and substantial completion dates for projects. Through the 2<sup>nd</sup> Quarter, 12 KPIs have been completed within the 90-day threshold and 7 are being completed outside of the threshold. Eight KPIs were completed during the 2<sup>nd</sup> Quarter.

Mr. Parker and other DC Water staff provided a summary of progress on projects in the service areas in the CIP. Service areas discussed included the DC Clean Rivers, Lead Free DC (LFDC), Water, Wastewater Treatment and Sanitary Sewer service areas. Specific details of projects in the planning, design and construction phases were discussed. Specific details of the presentation can be found on pages 20 to 38 of the meeting package.

For the DC Clean Rivers service area, Moussa Wone, Vice President, DC Clean Rivers discussed highlights across the three sewersheds in which Combined Sewer Overflow (CSO) controls are being constructed – Anacostia River, Potomac River, and Rock Creek. For the Potomac Area, the Contractor is mobilizing to commence construction of the Potomac River Tunnel and the groundbreaking ceremony for the project is scheduled for May 21<sup>st</sup>.

For the Water service area, Mr. Parker spotlighted the ongoing Small Diameter Water Main Replacement (SDWMR) 15 Project which includes replacement of almost 12.5 miles of small diameter water mains across three different contracts. The work is taking place across various blocks across the city, which requires significant coordination with the District Department of Transportations (DDOT) to comply with requirements for permitting, road closures and pavement restoration. To date the project is 62% complete.

Mr. Parker discussed projects taking place at BPAWTP under the Wastewater Treatment service area. Two large projects were discussed – the Miscellaneous Facilities Upgrades (MFU) program and the Filter Underdrain and Backwash Systems Upgrade Project. The MFU program comprises four different contracts with a total budget of \$160 million. The purpose of the contracts is to execute emergency and non-emergency repairs and upgrades on vertical facilities at BPAWTP and water and sewer pumping stations. Within the 4 contracts, there are numerous projects taking place, Mr. Parker described four projects: one currently in construction - East Primary Sludge Piping Replacement and three in procurement - Biosolids Curing Pad, Pre-Dewatering Centrifuges and the Partial denitrification – Anammox (PdNA) full scale pilot project at BPAWTP. The \$122 million Filter Underdrain and Backwash Systems Upgrade Project will improve the reliability and integrity of the filtration facility. Design for the project started in 2022 and construction will be completed in 2029. This is the largest and most critical project taking place at BPAWTP and is being executed using collaborative delivery methods.

Mr. Parker discussed linear projects in the Sanitary Sewer service area. The Piney Branch Sewer Rehabilitation is a \$15.6 million project currently under construction. The project involves structural repair of the Piney Branch sewers with a geopolymer liner. Similar to the SDWMR 15 projects, the repairs are taking place at various locations across the District and require significant coordination with DDOT to execute the work. The Soapstone Valley Creekbed Sewer Rehabilitation Project is an \$8.5 million project to repair defective pipe segments on the sanitary sewer and rehabilitate impacted segments of the stream. Construction progress is at 90% and the project is expected to be completed in the summer of 2025. This is the same project where the community had concerns with the air quality resulting from the initially proposed curing process for the cured-in-place pipe (CIPP) lining repair method. DC Water ultimately required the Contractor to revise the curing process, and DC Water is evaluating how CIPP lining will be implemented on Capital Improvement Program projects going forward. DC Water is participating in a national study conducted by the Water Research Foundation (WRF), which is evaluating the air quality of different CIPP curing methods for pipe repair. DC



Water will use data from the study to guide the implementation of these projects in the future.

Committee member Christopher Herrington inquired about the schedule for the WRF study. William Elledge, Director, Engineering & Technical Services responded that field work for the study will take place over the next year. Once this is complete, researchers from the University of Texas at Arlington will commence authoring the report for the study. It is anticipated that the study will be published in 18-24 months.

Mr. Parker continued with discussions on linear projects in the Sanitary Sewer service area, describing the group of projects included in Phase 2 of the Potomac Interceptor (PI) Rehabilitation Project. The group of projects will take place over 15 years at an overall projected cost of \$258 million and completion of construction for the projects is planned for 2031. The purpose of the projects is to rehabilitate the large diameter pipes and manholes which form part of the PI, spanning from Dulles Airport into the District. Acting Vice Chairperson Howard Gibbs inquired which jurisdictions will pay for the work on the project and whether the District is responsible for any of the cost. Mr. Parker responded that the capital costs are shared by the municipalities based on their share of the asset's capacity. In this case, costs will be shared between Fairfax, Loudoun, and Montgomery Counties for work from Dulles up to the District boundary. Mr. Parker added that for capital projects, user share is determined based on the allocated capacity that each of the jurisdictions are allowed to use according to the Blue Plains Intermunicipal Agreement (IMA). For operating costs, user share is determined based on the actual flows that each jurisdiction discharges through the PI system.

Mr. Parker provided an update on some ongoing emergency projects in the Sanitary Sewer service area - the PI Manhole (MH) 31, the East and West Outfall Relief Sewer and the Anacostia Main Interceptor projects. The PI Manhole 31 project is for the repair of a sinkhole that developed in February 2024 on a 66-inch segment of the PI near Manhole 31. This segment of the PI conveys flow from Fairfax and Loudoun Counties towards BPAWTP. Manhole 31 is a critical junction that joins flows from Montgomery County and Fairfax and Loudoun Counties. The sinkhole has been repaired and a temporary pipe has been installed to replace the collapsed segment. The Contractor is currently cleaning segments of the PI downstream of the repaired pipe to ensure the full capacity of flows through the PI can be maintained.

Mr. Parker continued with discussions on ongoing emergency projects in the Sanitary Sewer service area. The East and West Outfall Relief Sewer project is for the repair of large concrete sewers at Joint Base Anacostia-Bolling (JBAB). From a CCTV inspection of the sewer, it was determined that a 75 ft segment of the center wall of the double box-culvert sewer was severely corroded. The emergency project was to reduce the risk of collapse of the segment of sewer by reducing the load on top of the sewer and installing temporary roof supports. A bypass channel is being constructed on the project to divert flows around the segment, which will allow permanent repairs on the wall to be completed. Construction of the bypass channel was delayed due to unexpected debris and material

encountered during sheet piling activities. Construction of the bypass channel is nearing completion and the tasks addressing the critical risks for the project have been completed.

Mr. Herrington asked about the debris hindering sheet piling for the bypass channel. Mr. Parker responded that the material comprises pieces of concrete and large objects, likely buried in the backfill from when sewers were constructed in the 1960s. Mr. Herrington further inquired about the structural integrity of the foundation material for the channel and whether the channel will be able to support the excavation, given the presence of this debris. Mr. Parker responded that DC Water had consulted geotechnical engineers upon discovery of this material, and it was concluded that the foundation for the channel will provide the required support.

Mr. Parker discussed the emergency repairs for the Anacostia Main Interceptor (AMI). The AMI is a 54-inch diameter gravity sewer that conveys flows from Ward 7 in the District to the Poplar Point Sewer Pumping Station. A sinkhole developed on the sewer in December 2023, resulting in the soil cover above the pipe entering the sewer. The emergency repair is being executed in multiple phases - the initial phases have been completed, which included temporary bypass pumping and temporary repair of the collapsed pipe to allow flows to be conveyed in the sewer. The remaining phases include heavy cleaning of the debris from the collapsed pipe and relining of approximately 1,460 feet of the sewer, including the collapsed segment, with a geopolymer liner.

Mr. Parker concluded the presentation by discussing collaborative delivery as the preferred approach to project delivery on DC Water projects going forward. It was noted that in the past, DC Water most often followed the design-bid-build (DBB) method to deliver projects. This approach includes design of the project by the designer, the owner then solicits bids for the project, and the lowest priced contractor would then complete the work. Collaborative delivery is an alternate approach that promotes collaboration between the project designer, contractor and owner starting early in the design phase. Collaborative delivery methods include construction management at risk (CMAR) and progressive design build (PDB). With CMAR, there are separate contracts for design and construction that are both held by the owner. With PDB, the designer and contractor team together and have a single contract with the owner. With either CMAR or PDB, the owner would have a contract with an owner's representative, who would advise the owner separately from the designer or the contractor, on a third-party basis.

Mr. Parker discussed some of the drivers for DC Water pursuing collaborative delivery approaches, noting that DC Water wants to attract high caliber contractors, increase the pool of available contractors, reduce risks in project delivery, and achieve better project outcomes. It is felt that these methods will help deliver projects with better timelines, better collaboration, and lower risk. With collaborative methods, the contractor can provide input on the project starting early in the design stage (ideally at or before the 30% design stage), provides a Guaranteed Maximum Price for the project by the 60% design stage and may commence with early or critical construction activities prior to completion of the design. The overlap of construction activities with design phase activities results in time savings

on projects. Comparative charts were shown which summarized the phases of projects and how timelines on CMAR and PDB projects are delivered faster than projects delivered by DBB methods.

Mr. Parker mentioned some of the projects on which collaborative delivery approaches have already been adopted and it was noted that moving forward, almost every project to be brought to the Board for approval will include collaborative components. It was noted that the Potomac Interceptor (PI) at Manhole 31 project is being delivered using PDB and is the first project being done by DC Water using this method. The approach helped with getting the contractor's input early during the design phase and helped with the emergency response to the collapse of the sewer, which had been identified as a potential risk for the project. As a result, a contingency plan had already been developed, which allowed for a comprehensive response to the emergency. Mr. Parker discussed some of the existing projects in the CIP which will be bundled into CMAR and PDB contracts. The projects discussed to be bundled into PDB contracts are for vertical facilities in the CIP. A plan for the linear facilities is being developed and will be presented to the Committee.

Mr. Herrington acknowledged that the change in project delivery approach is a break from previous approaches by DC Water, which may lead to time savings on projects based on the idealized time schedules presented. He further inquired whether DC Water staff had done any comparison on project delivery timelines for projects delivered with DBB compared to the collaborative approaches, and whether there was a way to validate the decision to change DC Water's project delivery approach. Mr. Parker was not aware of any comparisons conducted within DC Water and added that staff will look to gather their own data going forward to start to compare the approaches. Mr. Parker added that DC Water is getting fewer contractors to bid on work with DBB, as witnessed with the fact sheets presented in Joint Use Action Item 2 and Non-Joint Use Action Item 4 in the meeting. The feedback received from contractors for those solicitations was that risk factors on those projects deterred them from submitting bids. DC Water staff believe that such risk factors can be better managed and mitigated on projects with a collaborative delivery approach. Mr. Herrington responded that Fairfax County has experienced mixed results with collaborative project delivery approaches and is curious on what the outcomes of DC Water's experiences will be.

## **V. LEAD FREE DC RESOLUTION UPDATE**

Mr. Elledge presented an update on the proposed resolution update for the Lead-Free (LFDC) Program. The proposed resolution update relates to the removal of the 2030 completion goal for the program and the removal of brass, as a service line material type, to be replaced as part of the program. The previous resolution for the LFDC program was passed by the Board in 2021. For the change related to the 2030 completion goal, DC Water staff are requesting that the verbiage in the resolution be amended to match the requirements from the US Environmental Protection Agency (EPA). For the change related to brass service line material, Mr. Elledge discussed some of the reasons for the

requested change including that the EPA does not identify brass service lines as a lead service line. It was noted that the current DC Code includes brass within the definition of lead service line under Lead Pipe Replacement Assistance Program (LPRAP) and that DC Water staff are currently working with the DC Council to revise the language in the DC Code to be consistent with guidance from the EPA.

For the proposed change related to the 2030 completion goal, Mr. Gibbs inquired what the EPA's verbiage is related to completion requirements for removal of lead service lines. Mr. Elledge presented a slide which showed how the verbiage in the resolution would be updated to match that of the EPA.

Mr. Gibbs inquired whether DC Water was replacing brass service lines as part of the LFDC Program. Mr. Elledge responded that DC Water programs are removing brass service lines as directed by the resolution and DC Council legislation for LPRAP. With the proposed amendment to the resolution, the goal is for the LFDC programs to stop removing brass service lines.

Committee member Jared McCarthy expressed concern with the timing of the proposal to change the Board resolution. It was noted that until the DC Council legislation is revised, the Board is not able to change the LFDC resolution because the DC laws currently require brass service lines to be replaced. Mr. McCarthy questioned whether a bill has been submitted, as part of the process to revise the legislation. Mr. Elledge responded that DC Water has been working with DC Council to author the bill and that the next iteration of the bill will be submitted to DC Council staff in June. Marc Battle, Chief Legal Officer and EVP, Government and Legal Affairs added that if any legal advice is to be provided to Board members, this should be done in an executive session. Mr. McCarthy proposed the Committee table the proposed amendments to the Board resolution until further clarity related to the issues is provided. Mr. Herrington and Mr. Gibbs agreed that the Board should remain in compliance with current DC Council legislation.

Mr. Elledge provided a summary of the LFDC Master Service Agreement (MSA) fact sheet to be presented to the Committee as Non-Joint Use Action Item 5 during the meeting. It was noted that the MSA was discussed during the April Committee meeting. The proposed fact sheet is a supplemental agreement for \$250 million for the MSA. Mr. Elledge described that the MSA is a contract mechanism first executed by the Board over a year ago. Under the contract mechanism, a parent agreement is authorized by the Board with an overall budget. Under this agreement, several work packages are competitively bid on as task orders and these task orders are executed by Director of Capital Procurement, Rudy Gonzalez. Some of the benefits of this approach were discussed and it was noted that a significant amount of business outreach was conducted to add six new contractors to the pool of contractors on the MSA. In total, there would be 14 contractors included on the MSA if approved by the Committee. Mr. Gonzalez discussed that the model has been working well for the last year and has allowed construction to be ramped up on the LFDC program. Mr. McCarthy noted that he supports

the MSA and the flexibility it provides for procurement of services for the LFDC program. It was requested that as task order contracts are issued under the MSA, that DC Water staff report back to the Board on the status of the contracts to enable the Board to exercise their oversight function.

Mr. Elledge provided some LFDC program updates, noting that over 5,600 lead service line replacements had been completed since the launch of the program, including over 1,100 so far in FY24. Over 10,000 agreements have been signed since the launch of the program, including over 2,000 so far in FY24. The inaugural year of the community activators program in partnership with the District Department of Employment Services (DOES) has been completed and the second year of the program is currently in planning. WBE/DBE utilization is at 59% for management of the program and 43% for construction. The EPA allocated over \$28.6 million in funds to DC Water for FY24 and the grant application is in process.

Mr. Herrington asked how many of the total lead service lines in the inventory identified for replacement are brass service lines. Mr. Elledge responded that there are 9,564 service lines that are identified as brass. There are currently 41,157 total lead service lines to be replaced.

## **VI. ACTION ITEMS**

### **JOINT USE**

1. Agreement No. DCFA-540 – Primary Treatment – 20 Year Rebuild – Carollo Engineers, PC
2. Agreement No. DCFA 546-549 – Linear Design, Basic Ordering Agreement – Multiple Contractors
3. Contract No. 200090 – Headworks Influent and Effluent Structures Rehabilitation – Ulliman Schutte Construction, LLC.
4. Contract No. 10439 – Centrifuge Pre-Dewatering Polymer – Polydyne, Inc.
5. Contract No. 10440 – Belt Press Dewatering Polymer – Polydyne, Inc.
6. Contract No. 10441 – Primary Treatment Polymer – Polydyne, Inc.
7. Contract No. 10442 – Secondary Treatment Polymer – Polydyne, Inc.
8. Contract No. 10084 – Sodium Hypochlorite – Kuehne Chemical Co. Inc.
9. Contract No. 10444 – Potomac Interceptor Odor Control Facilities Media Replacement Services – C&E Services

### **NON-JOINT USE**

1. Contract No. 10112 – Chemical Root Control of Sanitary Sewers – Duke's Root Control

2. Agreement No. DCFA-541 – Engineering Program Management Consultant 2G– Water Smart Alliance (an AtkinsRealis-Stantec Partnership)
3. Contract No. 170070 – Small Diameter Water Main Replacement 14C Change order No. 2 – Fort Myer Construction Corporation
4. Contract No. 230200 – Normanstone Sanitary Sewer Rehabilitation – Spinello Companies
5. Contract No: 230030 – Lead Free DC (LFDC) Lead Service Line Replacement (LSLR) Program FY23-FY26 Block by Block Construction – Multiple Contractors

Mr. Parker presented Joint Use Items 1 - 3 and Non-Joint Use Action Items 2 - 5.

John Pappajohn, Director of Procurement, Goods & Services presented Joint Use Action Items 4 - 9 and Non-Joint Use Action Item 1.

For Joint Use Action Item 2 – Mr. Gibbs requested that WBE/DBE participation in contracts issued under the agreement be reported to the Committee to make sure that participation goals are achieved. Mr. Parker agreed and noted that this would be reported to the Committee as part of the CIP Quarterly Update going forward.

For Joint Use Action Item 3 – Mr. Parker noted that only 1 bid was received for the solicitation. Other prospective bidders opted not to pursue the solicitation due to perceived unknowns and risks associated with the scope for the project. The lone bidder completed work of a similar scope at BPAWTP in 2023 and felt comfortable submitting a bid. Mr. Parker noted that DC Water staff engaged the lone bidder and received helpful feedback on the design and proposed construction sequencing for the project. DC Water staff were comfortable to move forward with procurement processes based on this feedback and the prior experience of the Contractor executing work at BPAWTP.

Mr. Gibbs inquired how the price on the received bid compared to the engineer's cost estimate for the project. Mr. Parker responded that the bid price received was noticeably higher than the engineer's cost estimate. Ryu Suzuki, Director, Wastewater Engineering added that staff engaged in open book negotiations with the contractor. In these discussions it became clear that the cost of shutting down and fully isolating the existing system for dewatering was not fully accounted for in the engineer's cost estimate and was the main reason for the price difference. Mr. Gonzalez added that staff worked carefully to follow all procurement regulations in engaging the lone bidder to establish that the received bid was fair and reasonable. Further, the risk of reopening the solicitation was considered and given the urgent need to commence with the rehabilitation, it was decided to bring this item to the Committee for consideration.

For Joint Use Action Items 4-7 – Mr. Pappajohn noted there are only two wastewater polymer manufacturers in the United States that can meet the specifications and quantities for the chemicals required by DC Water. The manufacturer recommended for the Action Items is the current supplier of chemicals to DC Water. Procurement staff reached out to the second manufacturer who informed DC Water that they are not able

to put forward bids at this stage as they are undergoing a business merger and evaluating the line of business they will pursue moving forward. DC Water negotiated directly with the proposed supplier on a sole source basis and managed to get savings of 5% across all four contracts, which equates to savings of over \$1 million.

Mr. Gibbs inquired about the quantities of polymer chemicals required to be supplied. Mr. Pappajohn confirmed quantities as 1.5 million pounds per year for the Centrifuge Pre-Dewatering Polymer and 1.4 million pounds per year for the Belt Press Dewatering Polymer.

For Joint Use Action Item 8 – Mr. Pappajohn clarified that the cost of sodium hypochlorite increased 85% during the first option year which precipitated DC Water using funding for the second option year to complete the first option year. Additional funding of \$8 million to complete option year two was previously requested and \$6.5 million was approved. This action item is a request to obtain the balance of the funding to complete option year two of the contract. Mr. Gibbs queried when the next contract will be bid. Mr. Pappajohn confirmed that the solicitation for the next contract will commence this summer.

Mr. McCarthy inquired about the terms of the original contract - was it fixed price and how did it happen that DC Water paid for the increase in cost of the chemical. Mr. Pappajohn clarified that the contract is a fixed price, however the manufacturer could not absorb the cost difference, given how significant the cost increase was. DC Water endeavors to be a good partner and on some supply contracts, prices are evaluated monthly because the prices can fluctuate frequently and if prices go down, DC Water benefits from the savings.

Dan Bae, Chief Procurement Officer & VP added that DC Water maintains partnership-level relationships with the suppliers and pays fair market price for chemicals. In return, DC Water gets a guaranteed supply of chemicals from the manufacturers. DC Water is considered one of the best partners in the industry and receives the best prices. As a result, they've had few issues with chemical deliveries in the past, especially in the last few years where others have experienced shortages with the delivery of chemicals.

For Joint Use Action Item 9 – Mr. Gibbs queried whether the contract is for the labor associated with media removal and that procurement of the media is included in a separate contract. Mr. Pappajohn confirmed this.

For Non-Joint Use Action Item 1 – Mr. Pappajohn clarified that DC Water contacted the Metropolitan Washington Council of Governments (MWCOC) to establish whether any of their members have contracts for chemical root control for their sewers. As a result, DC Water contacted the City of Baltimore, City of Wilmington and Philadelphia who all use the same vendor for this service. DC Water therefore approached the vendor on a sole source basis for this contract.

Mr. Gibbs inquired who provided these services in the past. Mr. Pappajohn responded that the vendor currently doing the work is the same vendor DC Water approached and they have been doing the work since 2021. In 2021, the current vendor was the successful

bidder over a second vendor in an open solicitation. The other vendor had previously done this work for DC Water and there were concerns about the quality of the work at the time. DC Water staff are happy with the quality of the work of the current vendor. Mr. Herrington inquired about the chemicals being used for chemical root control. Mr. Pappajohn responded that diquat dibromide is the chemical used for the root control service.

For Non-Joint Use Action Item 4 – Mr. Parker noted that only one bid was received for the solicitation. DC Water attempted to get more bidders by extending the bid period and reaching out to other bidders and encouraging them to submit a proposal. Ultimately only a single bidder submitted. Mr. Gonzalez described some of the outreach efforts by procurement staff to contact prospective contractors and added that the number of contractors capable of doing sewer relining work in the area is limited. DC Water staff feel moving to more collaborative approaches for project execution will increase the pool of available contactors.

For Non-Joint Use Action Item 5 – Mr. Gibbs inquired about the amount of federal grant funding available for the action item and when it would become available. Mr. Elledge responded that funding of approximately \$150 million has been received via the Bipartisan Infrastructure Law (BIL). This funding is being used for private-side replacements in the LFDC Program.

The Committee recommended moving all Joint Use and Non-Joint Use Action Items to the full Board for approval.

## **VII. ADJOURNMENT**

The meeting was adjourned at 11:14 am.





**MINUTES OF THE MEETING  
FINANCE AND BUDGET COMMITTEE  
MAY 23, 2024  
(Via Microsoft Teams)**

---

**COMMITTEE MEMBER PRESENT**

1. Anthony Giancola, Chair

**OTHER BOARD MEMBER PRESENT**

1. Richard Jackson, Principal, District of Columbia

**DC WATER STAFF**

1. Matthew T. Brown, Chief Financial Officer and EVP Finance, Procurement and Compliance
2. Jeffery Thompson, Chief Operating Officer and EVP
3. Wayne Griffith, Chief Administrative Officer and EVP
4. Marc Battle, Chief Legal Officer and EVP Government and Legal Affairs
5. Michelle Rhodd, Secretary to the Board
6. Matt Ries, Vice President, Strategy and Performance
7. Ivan Boykin, Vice President, Finance
8. Paul Guttridge, Director, CIP Infrastructure Management
9. Tanya DeLeon, Manager, Risk Management

**Other Presenters**

1. Joe Underwood, Albert Risk Management
2. Eric Brown, PFM Financial Advisors LLC
3. Jerome Cox, Sustainable Capital Advisors

The DC Finance and Budget Committee meeting was called to order by Anthony Giancola, Chairperson, at 9:30 AM. Board Secretary Michelle Rhodd called the roll.

**I. MONTHLY REPORT TO THE FINANCE AND BUDGET COMMITTEE**

Matthew Brown, Chief Financial Officer and EVP, Finance, Procurement and Compliance, presented the April 2024 Financial Report, noting that the revenue and expenditure trends remain similar to previous reports. Mr. Brown stated that year-end projections for the current fiscal year and a plan for utilizing the year-end surplus were underway, and a detailed overview of revenues and expenditures would be provided at the next meeting.

Total operating revenues were \$530.3 million, or 59.5 percent of budget, with the largest favorable variance in the Residential, Commercial and Multi-family customers due to higher water consumption than anticipated in that category. Mr. Brown noted that the Wholesale Customer category was ahead of budget for the month due to an early payment received for the month of May.

Total operating expenses were at \$376.0 million, with a year-to-date favorable variance of 5.2 percent. The unfavorable variance in supplies and chemicals is primarily due to cost pressures for critical spare parts. Mr. Brown noted that the favorable variance in debt service was mainly due to a credit released from the 1998 Debt Service Reserve Fund and that \$6 million of those funds were allocated for bond transactions and the variance is expected to decrease later in the year.

Mr. Brown reviewed the cash balances, noting that DC Water is maintaining a minimum of 250 days of cash and working toward the goal of 350 days.

Mr. Brown reported that there was a slight increase in retail accounts receivable which totaled \$32.6 million at the end of April. Delinquent accounts increased in both dollar amount and number of accounts, but growth in residential and non-residential account delinquencies was slowing down due to the resumption of DC Water's normal shutoff posture and expanded assistance programs to help customers with affordability issues.

Mr. Giancola inquired about the annual funds provided to DC Water by the District for the customer assistance programs. Mr. Brown provided an overview of the funding programs offered by the District, noting that there was concern that the District may not be able to fully fund all customer requests this year. He stated that the DC budget cycle is ongoing, and DC Water has been advocating for increased funding for customer programs for FY2025.

## **II. CAPITAL IMPROVEMENT PROGRAM QUARTERLY UPDATE**

Paul Guttridge, Director, CIP Infrastructure Management, provided the Capital Improvement Program (CIP) quarterly update, which covered budget status, Key Performance Indicators (KPIs), and progress highlights across various service areas for the 2<sup>nd</sup> Quarter of FY24.

The revised budget for FY 2024 is \$448.6 million for capital projects. Through the second quarter, actual CIP disbursements were \$191 million, which is approximately 43 percent of the revised budget. Mr. Guttridge indicated that project performance is anticipated to achieve 95 percent of the budget, with the DC Clean Rivers project slightly ahead of baseline due to the contractor performing better than expected. The spending for the Wastewater, Sewer, and Lead-Free DC programs are slightly behind but expected to catch up in the second half of the fiscal year.

Mr. Guttridge noted that there are a total of 36 KPIs due this year, with 12 completed within the threshold, and seven outside of the threshold to date.

Mr. Guttridge provided a detailed update on several service area projects. The DC Clean Rivers project is progressing well. The Anacostia Tunnel System is in service, with some only paving remaining to be completed. The Potomac River Tunnel contractor has mobilized to the site and a groundbreaking event was held on May 21, 2024. The Lead-Free DC project continues to make progress, with 5,687 lead service lines of the 41,157 estimated total having been replaced.

Mr. Guttridge highlighted one of the Small Diameter Water Main projects, he noted that the highest priority pipes are selected for replacement first. A challenge is that scheduling must conform to the District Department of Transportation (DDOT)'s guidelines, which limit the length of open trenches and do not permit a project to begin within three blocks of another project.

Mr. Giancola inquired why the DDOT requires work affecting roads to be broken up into small sections, noting that drivers might prefer a construction zone of several blocks over multiple smaller zones. Mr. Marc Battle, Chief Legal Officer and EVP Government and Legal Affairs suggested that the DDOT rationale is to limit the concentration of impacted streets in any one area.

Mr. Guttridge went on to report that the Soapstone Valley Creekbed Sewer Rehab is progressing but was impacted by a change to Cured-in-place pipe (CIPP) curing method as a result of community input. To address residents' concerns, this and future projects using CIPP will use hot water to cure the lining instead of steam. As the hot water process is more expensive, the Soapstone project will be used to assess the budgetary and scheduling impact of this change for future projects. The Potomac Interceptor project entails rehabilitating the large-diameter pipes and manholes that form the Potomac Interceptor. The project began in 2015 and is anticipated to be completed in 2031. The overall cost is \$258 million, to be paid by the wholesale customers. Manhole 31 in the Interceptor was discovered to have a sinkhole on February 12, 2024. Over pumping was implemented to support emergency repairs, but as it is expensive to maintain, a temporary bypass has been installed for the duration of the permanent repair.

Mr. Guttridge discussed the new collaborative approach to project delivery, which requires the designer and contractor to work more closely together. DC Water will use the collaborative approach for all projects going forward. Mr. Guttridge noted several benefits of involving the contractor in the design phase of the project, including opportunities to mitigate the project risk, particularly the constructability and the ability to attract a higher caliber of contractors. He noted that many contractors are leery of the design-bid-build process which does not permit contractor input into the project design, placing more risk on the contractor which is reflected in higher prices. The collaborative process also saves time by reducing sequential processes in favor of concurrent methods. The ability to

attract higher caliber contractors has also offered increased opportunities to bundle contracts into larger projects for increased efficiency.

In closing, Mr. Giancola congratulated Mr. Guttridge and the team's efforts on the projected 95 percent achievement rate, which is a new high since Mr. Giancola's tenure.

### **III. FY 2023 ESG+R REPORT**

Matt Ries, Vice President, Strategy and Performance, presented the FY 2023 Environmental, Social, and Governance + Resilience Report (ESG+R) and updated ESG activities.

Dr. Ries stated that the decision to produce the report was driven by the financial community, investors, auditors, and rating agencies, which have all asked for more transparency in disclosing DC Water's risks. He noted market feedback from S&P Global, which found that while DC Water has elevated environmental risks relative to its peers, its management of those risks was rated "best in class." The inaugural ESG report was released in 2021 and included the ESG framework. DC Water's Enterprise Risk Management program was mobilized before the 2022 report and an additional section on Resilience (the "+R") was added. That year's report also introduced the Task Force on Climate-Related Financial Disclosures (TCFD) framework. This year's report has been aesthetically updated with a cleaner look and continued data tracking, directed at the financial community.

Dr. Ries provided a summary of the ESG governance structure at DC Water, which includes the ESG Working Group, the Steering Committee, which comprises the Senior Executive Team, and the Board of Directors.

### **IV. PROPERTY AND CASUALTY INSURANCE PREMIUM FOR 2024 – 2025**

Tanya DeLeon, Manager, Risk Management presented the Property and Casualty Insurance Renewals report, seeking the Committee's recommendation to the Board for approval of a July 1 insurance renewal for a total amount not to exceed \$6.3 million.

Ms. DeLeon discussed various factors creating upward pressure on insurance rates. In particular, the impact of climate change, inflationary pressures and weather-related losses has greatly impacted the industry and are estimated to be up by 12 percent. She noted that global insurance losses from natural disasters were estimated at \$118 billion in 2023, and premiums increased 5-20 percent on average. Despite improvements in flood protection, DC Water's large investment in the Blue Plains project has a major impact on rates.

Another factor with the potential to affect DC Water is that polyfluoroalkyl substances (PFAS) has become largely uninsurable, and DC Water's insurer has provided notification that PFAS will be excluded in the updated policy. Mr. Battle noted that concerns about

uninsured PFAS costs were being addressed through the Authority's participation in litigation against the largest manufacturers of PFAS to hold them accountable for any costs incurred.

Ms. DeLeon noted one area of improvement in the insurance market was cyber insurance which is anticipated to decrease due to market competition and positive feedback from underwriters on DC Water's cyber security controls.

Ms. DeLeon concluded her report and asked the Committee to recommend to the Board approval to bind insurance renewal coverage in an amount not to exceed \$6.3 million. Updates with final terms will be provided at the next Committee meeting.

## **V. SUMMER 2024 FINANCING ACTIVITIES**

Ivan Boykin, Vice President, Finance, Eric Brown from PFM Financial Advisors, and Jerome Cox from Sustainable Capital Advisors, presented the update on 2024 Financing Activities, seeking approval for four action items to be approved for submission to the Board.

Mr. Boykin provided an overview of the recommended action items, which included the plan of finance, including Standby Bond Purchase Agreement, Letter of Credit, Series 2024A&B Bond Resolutions and Related Documents, and Commercial Paper Program and Related Documents.

Mr. Eric Brown stated that bond rate trends continued to be above average on the short-term mark, but below average beyond the 5-year threshold. He noted that a measure of the value of the ability to issue tax-exempt debt is the tax-exempt to taxable yield ratio. That ratio is at a historical low, indicating that the value of the ability to issue tax-exempt debt is historically high.

Mr. Brown discussed the opportunities this provides for the Authority. Expectations around potential actions by the Federal Reserve are likely to drive volatility. The current aim is to prepare the Authority to weather this volatility, especially regarding short-term positions. Elevated short-term rates are currently a major source of earnings, but only a portion of the portfolio has variable rates. A goal is to convert debt with rates that reset infrequently to positions that reset daily. This opportunistic refunding approach has achieved over \$300 million of cash flow debt service savings over the past decade.

Mr. Cox discussed fixed-rate refunding, highlighting opportunities in the current market to refund certain fixed-rate bonds for substantial debt service savings. Targeted bonds are eligible for tax-exempt refunding 90 days in advance of October 1, 2024. Refunding will generate savings of approximately \$8 million under current market conditions.

Mr. Brown reviewed the aggregate report of all refunding opportunities, which have the potential to generate approximately \$26 million in savings. Mr. Brown stated that DC

Water was also evaluating refunding existing Build America Bonds and variable rate demand bonds and was seeking authorization to refund should favorably market conditions present. He noted that the benefits of variable-rate bonds rely on the price on the short end of the yield curve which typically generates interest savings.

Mr. Brown stated that DC Water was also seeking to modernize and increase the capacity of the Commercial Paper Program to provide additional flexibility and noted that a modernized program would offer increased fund sizes, combined issuance limitations to increase flexibility and minimize cost, add an additional authorized dealer, and offer a Letter of Credit replacement for existing liquidity.

## **VI. ACTION ITEMS**

The following items were presented for submission to the full Board for consideration:

- A. Recommendation for Approval of Funding for Annual Property and Casualty Insurance Renewal of a not to exceed value of \$6.3 million
- B. Recommendation for Approval of Liquidity Standby Bond Purchase Agreement in Support of Variable Rate Demand Bonds (VRDBs)
- C. Recommendation for Approval of Letter of Credit in Support of Commercial Paper Program
- D. Recommendation for Approval of Series 2024A and B Bond Resolutions and Related Documents
- E. Recommendation for Approval of the Commercial Paper Program and Related Documents

The Committee agreed to submit action items A through E to the full Board for consideration.

## **VII. AGENDA FOR JUNE 2024 COMMITTEE MEETING**

There were no updates to the agenda for the June 2024 committee meeting.

## **VIII. ADJOURNMENT**

The meeting adjourned at 10:30 AM.

## **FOLLOW-UP ITEMS**

1. Provide an update on DDOT's rationale for limiting the scope of work to smaller sections over permitting a single larger construction area (**Giancola**)





# CEO's Report

JUNE  
2024



ACCOUNTABILITY TRUST TEAMWORK CUSTOMER FOCUS SAFETY WELL-BEING

## Inside

- 1 Highlights
- 4 Divisions
- 5 Finance, Procurement, and Compliance
- 9 Shared Services
- 10 Customer Experience
- 12 Information Technology
- 13 Operations & Engineering
- 16 People and Talent
- 17 Internal Audit





# dc Highlights

Chair Anderson, and members of the Board, it is my pleasure to present you with the CEO's Monthly Report for June 2024. This report captures the highlights of the team's efforts over the past month, across the five cascading imperatives of the Blueprint 2.0 strategic plan: **Equitable, Sustainable, Resilient, Reliable, and Healthy, Safe and Well**. There are also individual reports from Finance and Procurement; Shared Services; Customer Experience; Information Technology; Operations and Engineering; and People and Talent, as well as the monthly update from Internal Audit.



## Equitable

### Authority Holds Rates Public Hearing

On Thursday, May 9, DC Water held a formal public hearing on the proposed two-year rate adjustment. After my welcome to attendees, **Matthew Brown** (Chief Financial Officer and EVP / Finance and Procurement) led a detailed presentation on the forces and factors behind the rate adjustment, and explained how DC Water works extremely hard to keep rates as low as possible.

**Meisha Thomas** (Director / Customer Care) offered attendees a brief review of our best-in-class Customer Assistance Programs, including an advanced look at the new CAP+ program, and other offerings, expected to debut in October 2024.

DC DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
water is life® **NOTICE OF VIRTUAL PUBLIC HEARING**

**Thursday, May 9, 2024 / 6:30 p.m.**

Meeting will be held virtually via Microsoft Teams or Telephone  
MS Teams Meeting ID: 269 390 126 877, Passcode: hNCKMM or  
By Phone (audio only): +1 202-753-6714, Conference ID: 728609923#

Attendees also heard from Arcadis, who spoke very favorably about the scope and nature of our Customer Assistance Programs, our rate-setting process, and our stature as a leader within the water sector.



## Sustainable

### Innovation Team Develops Regional Utility Technology Partnership

On Wednesday, May 8, **Dr. Robert Bornhofen** (Director, Innovation / Strategy and Performance) hosted innovators from WSSC, Howard County, Anne Arundel County, and the City of Baltimore for a lively group discussion around emerging technologies and how the water sector could apply these tools.

The group discussion was a very successful information exchange and explore how the utilities could partner to share information, and even coordinate, on pilot programs that would allow the group an inside look at multiple options through the collaboration. With the utility collective established, participating utilities would be able to minimize investments in lesser products that deliver less of an impact.

The Innovation team now turns its focus to a three-month pilot of an innovative technology for Manhole Assessment Certification Programs (MACP) for the structural and condition assessments of manholes. **Cal Somers** (Supervisor, CAD / Engineering and Technical Services) and his survey team will validate the technology, ease of use, and 3D point cloud capture. With nearly 50,000 manholes maintained by the Authority, the team is hoping to identify methods for remote inspection of manholes.


**Resilient**

### Team Blue Wave Delivers Strong Performance at the New Jersey Environment Federation Operations Challenge Event

I am very pleased to share the outstanding news that Team Blue Wave, the Authority's Operations Challenge team, delivered an incredible performance in May at the New Jersey Environment Federation's (NJWEF) Operations Challenge Event.

I was informed by Coach **Gregory Stephens** (Operations Foreman / Pumping Operations) that Team Blue Wave notched a first-place finish in the Collection Event, and a second place showing in the Safety Event, which helped the team place second overall for the entire competition.



Our star performers, featured in the picture, include left to right, standing: **Danyle Jackson** (Wastewater Treatment Plant Operator 09 / Wastewater Operations), Mr. Stephens, **Jordan Lancaster** (Utility Services Worker II-CDL / Sewer Maintenance), **Antoine Wroten** (Program Manager, Resource Recovery Compliance / Resource Recovery), **Donavan Midkiff** (Journeyman Plumber / Facilities), and **Micheal Templeton** (Utility Systems Operator 11 / Pumping Operations). Kneeling, left to right are **Corey Wilson** (Technician III, Water Quality / Water Quality and Technology), **Deyonka Lewis** (Operations Analyst / Pumping Operations), **Ronald Sims** (Utility Systems Operator 11 / Pumping Operations), and **Monique Mirabeau** (Program Manager, Contract Management / Pumping). Team member **Wendell Smith** (Technician, Chemical Engineering / Wastewater Treatment Operations) does not appear in the photo.

I am extremely proud of both the team and their remarkable performance, and I thank them for their exceptional commitment to their craft.

### DC Water Takes Center Stage at Oracle ERP Mid-Atlantic Core 2024 User Group Conference

DC Water's representation at the Oracle Mid-Atlantic Core 2024 user group conference brought a unique perspective to the Business Transformation panel. With a focus on leveraging technology for operational excellence, DC Water shared insights and innovative approaches to business transformation. The participation underscored the leadership of Mr. Brown in adopting ERP and Cloud solutions to drive efficiency and enhance customer service in the government and utilities sector. The panel highlighted DC Water's commitment to embrace digital strategies to meet evolving industry demands.

**Ramana Kanchetty** (Director, ERP System and Controls / Finance and Procurement) was a distinguished Business Transformation panelist, where he shared insights and strategies on transformation journey, implementation approach, system optimization and ongoing maintenance. This panel discussion provided a unique opportunity to exchange insights with industry peers and thought leaders, showcasing DC Water's innovative approaches with the implementation and system optimization.

Key takeaways included strategies in optimizing financial, procurement and people operations, using Oracle's built in AI and Gen AI features, guided learning for user training, and leveraging analytics for data-driven decision-making. Ramana's participation highlighted DC Water's commitment to innovation and leveraging technology for organizational growth. We are proud to have our team members sharing their expertise and contributing to the advancement of our field.

# dc Highlights



## Authority Celebrates, Promotes Infrastructure Week

During Infrastructure Week in mid-May, DC Water joined water utilities, and other industries, to highlight the critical role that infrastructure plays in delivering equitable water and wastewater services and promote the Authority's apprenticeships and job training programs relating to water infrastructure.

On May 8, the Authority had a break on a 20" cast-iron water main that caused the pipe to split, requiring the replacement of a ten-foot section of the main, and triggering a precautionary boil water advisory. It was determined that it had been installed 115 years ago, in 1909. That's a powerful example to share with stakeholders that speaks to the urgent need for greater federal investment in water and wastewater systems and related infrastructure nationwide.

Unfortunately, with our aging infrastructure and an increase in extreme weather events, we are potentially going to have a higher rate of infrastructure failures in the years ahead than our stakeholders are accustomed to. During Infrastructure Week, DC Water partnered with the National Association of Clean Water Agencies (NACWA) to promote sustainable investment in infrastructure.

I would like to thank our Communications team of **Stephen Akyereko** (Community Affairs Specialist / Marketing and Communications), **Morris Nuamah** (Communications Specialist / Marketing and Communications), **Bianca McKinney** (Communications Specialist / Marketing and Communications), and **Dennis Samson** (Multimedia Specialist) for creating outstanding content for our social media channels and reminding our stakeholders that we are working around the clock to not only repair aging infrastructure, but to deliver equity for our stakeholders and offer professional pathways to careers through our apprenticeship and training programs.



## 115-Year-Old Water Main Breaks, Boil Water Advisory Lifted

DC Water crews worked overnight into the morning of Thursday, May 9 to repair that 115-year-old, 20" cast-iron water main mentioned above. The break triggered a BWA that impacted 4,800 customers in parts of Northwest D.C. During repairs, the crew found that the main had split, requiring a ten-foot section of the main to be replaced.

Authority teams worked quickly to repair the main and collect and test water samples to confirm the safety of the water within the impacted area. Following confirmation of two clear rounds of samples, the Boil Water Advisory was lifted at 5:00 a.m., on the morning of May 10..

From the crews at the scene of the main break, to our Outreach and Communications teams, we turned a frustrating situation into a win for DC Water.

I would like to thank our teams from Operations and Engineering, Water Services and Water Quality, Emergency Management, and the Marketing and Communications teams, along with many individual contributors from other departments. I could not be prouder of the swift and effective response they provided for our customers.



## Divisions

The CEO report includes service level based key performance indicators. These are indicators for which the teams have established or confirmed response and resolution times in which to perform the related work. This is assisting us in identifying productivity and resource needs as well as benchmarking ourselves against other utilities. It is important to note that where teams may not meet the Service Level Targets set for a specific metric, it does not mean the work is not getting accomplished. The teams are doing a tremendous job and continue to strive to meet high performance expectations.

The data in the CEO's Monthly Report reflects the most recent information available at the time of production and printing.



## Finance, Procurement, and Compliance

### Financial Metrics

Metric	Target	Jan-23	Feb-24	Mar-24	Apr-24
Operating Cash Balance (millions \$)	\$296.6	\$332.6	\$317.0	\$313.1	\$310.5
Delinquent Account Receivables (%)†	3.30%	4.22%	4.36%	4.44%	4.42%
On-time Vendor Payments (%)††	97%	97%	96%	96%	97%
Investment Earnings Data (Thousands \$)	\$8.1	\$3.5	\$4.6	\$5.4	\$6.5
Core Investment Yield Data (%) - Merrill Lynch 1-3 Year Treasury Index *		4.3%	4.7%	4.7%	5.1%
Core Investment Yield Data (%) - Actual Monthly Yield †††	4.39%	4.3%	4.3%	4.3%	4.4%
Short Term Investment Yield Data (%) - Merrill Lynch 3-Month Treasury Index *		5.3%	5.4%	5.1%	5.3%
Short Term Investment Yield Data (%) - Actual Monthly Yield †††	5.03%	3.0%	3.0%	3.0%	3.0%
Days of Cash on Hand** and ***	267*	316	319	313	317***

#### Notes:

\* Represent annual Treasury Index targets developed and provided by the Authority's investment advisor.

\*\* 267 days of cash is the Board policy requirement for annual days of operating reserves excluding the Rate Stabilization Fund.

\*\*\*317 days of cash is made up of 33 days in the Rate Stabilization Fund and 284 days in the operating cash balance.

#### Metrics Explanations:

† Delinquent account receivables as a percentage of 12-month rolling average revenue. The delinquent account receivables increased due to the impact of COVID-19.

†† The vendor payments goal may fluctuate slightly as we continue to research and resolve payments.

††† Investment earnings lag the benchmarks. We are in a rising interest rate environment. As lower yielding investments are sold and reinvested, performance is expected to improve.

### Finance Highlights

#### FY 2024 Financial Performance

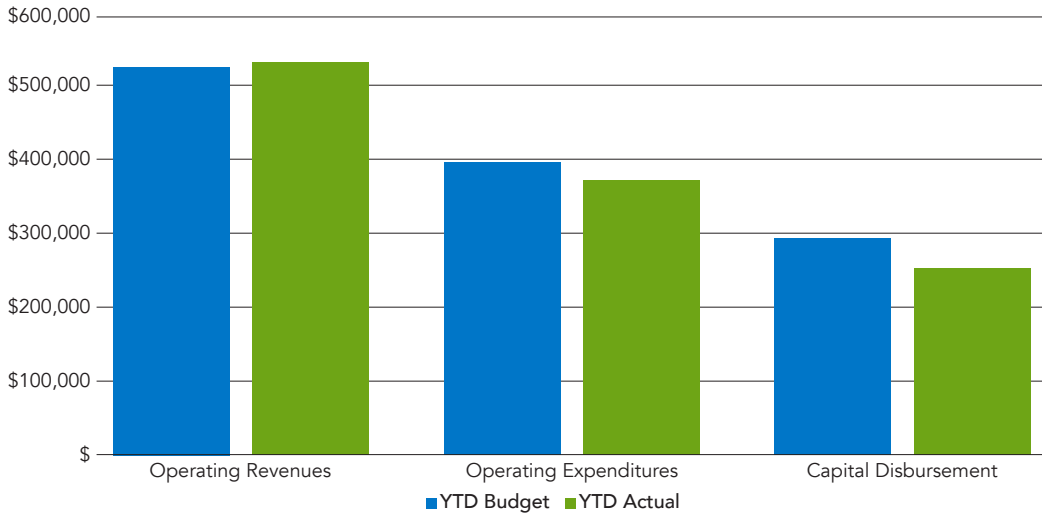
As of April 30, 2024, with 58 percent of the fiscal year completed, DC Water is on track with the budget. Total operating revenues were \$530.3 million or 59.5 percent of the budget. The higher receipts were mainly due to higher consumption in Residential, Commercial, and Multi-family category as compared to the budget. Commercial consumption that is higher than budgeted levels is offsetting growing delinquency in the Multi-Family category.

Total operating expenditures were \$376.0 million or 51.0 percent and capital disbursements were \$257.2 million or 50.0 percent of the respective budgets. There is an uptick in Operations and Maintenance costs due to cost increases for critical spare parts and various professional services needed to maintain DC Water's facilities and equipment.



# Finance, Procurement, and Compliance

## FY 2024 Year to Date Performance Budget vs. Actuals (\$000's)



## FY 2023 Financial Audits

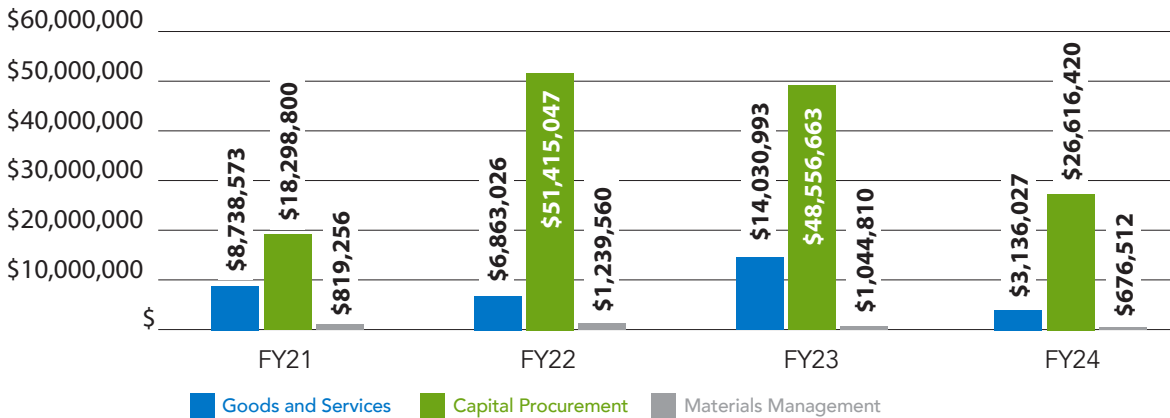
The FY 2023 IMA Operating & Maintenance Settlement was completed on March 19, 2024. The Office of Management and Budget Uniform Guidance Audit was completed with KPMG issuing the unmodified audit opinion in March 2024.

## Procurement

### Cost Savings (negotiated savings and cost avoidance):

The chart shows the cost savings from FY2021 to FY2024 year-to-date achieved by Procurement through the competitive solicitation process in the Capital Project and Goods/Service solicitations and the cost avoidance achieved in the Materials Management through the inventory optimization. Procurement achieved the total saving of \$63,632,466 in FY2023 exceeding FY2022 saving of \$59,517,633.

### Cost Savings





## Finance, Procurement, and Compliance

### Procurement – continued

**Upcoming Business Opportunities:** All current and planned solicitations are available at [dcwater.com/procurement](https://dcwater.com/procurement). Those upcoming in the next three months are shown below:

#### Capital Procurement

Planned Solicitation	Project Title	Solicitation Type	Estimated Total Contract Value	Eligible Inclusion Program	Delivery Type
May, 2024	Piney Branch Tunnel Construction	RFO/RFP	\$150-200 M	TBD	CMAR
May, 2024	COF/IT Electrical System Upgrade	IFB	\$9M - \$11M	DBE/WBE	Collaborative Task Order
May, 2024	SDWMR-18A	IFB	\$17M - \$19M	DBE/WBE	Collaborative Task Order
May, 2024	LFDC Task Order 09, Work Packages 18	IFB	\$55M - \$60M	DBE/WBE	Collaborative Task Order
May, 2024	Pre-Dewatering Centrifuges Nos. 1 & 12	IFB	\$5M - \$6.5M	DBE/WBE	Collaborative Task Order
May, 2024	Green Infrastructure - Rock Creek C	RFO/RFP	\$15M - \$20M	TBD	Construction Management
Jun, 2024	Construction of Flood Seawall Segment A, B, D	RFP	\$24M - \$26M	DBE/WBE	Design Build
Jun, 2024	SDWMR-18B	IFB	\$14M - \$16M	DBE/WBE	Collaborative Task Order
Jun, 2024	Plant Wide Storm Drainage Improvements	IFB	\$3M - \$4M	DBE/WBE	Collaborative Task Order
Jun, 2024	RWWPS 1 - 20 yr rebuild	RFP	\$25M - \$30M	DBE/WBE	Design
Jun, 2024	Spring Place Water Main and Sewer Rehab	RFP	\$6M - \$8M	DBE/WBE	CMAR
Jun, 2024	LFDC Task Order 09, Work Packages 19	IFB	\$76M	DBE/WBE	Collaborative Task Order
Jul, 2024	Glover Park (Phase 2 - CMAR)	RFP	TBD	DBE/WBE	CMAR
Jul, 2024	Gravity Thickener HVAC Upgrade	IFB	\$2M-\$3M	DBE/WBE	Collaborative Task Order
Jul, 2024	Sanitary Sewer Rehabilitation Area #3 & Area #8	RFP	\$9M - \$10M	DBE/WBE	CMAR
Jul, 2024	SDWMR-18C	IFB	\$14M - \$16M	DBE/WBE	Collaborative Task Order



**Procurement** continued

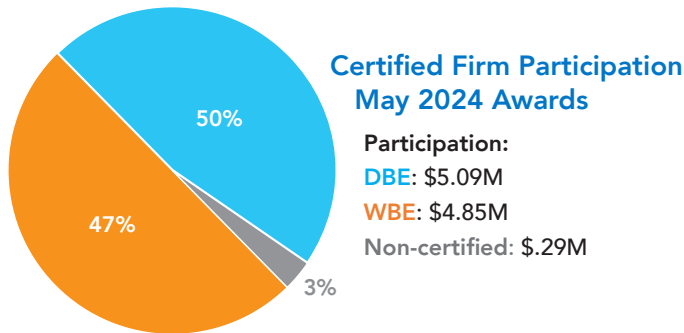
**Goods and Service:**

Planned Solicitation	Project Title	Solicitation Type	Estimated Total Contract Value	Eligible Inclusion Program
May, 2024	Uniforms	RFP	>\$1M	DBE/WBE
May, 2024	Calcium Hydroxide	RFx	>\$3M	DBE/WBE
Jun, 2024	Methanol	RFx	>\$50M	DBE/WBE
Jul, 2024	Annual Maintenance, Repair and Calibration of Instrumentation Control and Electrical Equipment	RFP	>\$1M	DBE/WBE
Jul, 2024	Underground Utility Locating	RFP	>\$1M	DBE/WBE

**Contract Compliance**

During this reporting period, three different procurement actions were approved, including one new award, and two change orders. The value of the eligible procurement actions for this period totaled \$10.2 million. Of this total, the planned certified firm participation is \$9.9 million (in prime and subcontracting opportunities).

The following pie chart summarizes the certified firm participation:



**Highlights:**

- Two Certified firms were awarded work this reporting period. McKissack and McKissack (WBE) received a supplemental agreement, and Phoenix Services (DBE) was awarded a new contract.
- One certified firm obtained their first contract with DC Water this reporting period.



As of this report, DC Water Contractors have filled 23 new positions. This table highlights the total new hires for FY 2024.

Location	# of New Hires
District of Columbia	4
Prince George's County	12
Montgomery County	1
Fairfax County	2
Loudoun County	0
Outside the User Jurisdiction	4

**Highlights:**

DC Water Youth Internship Program. There are currently (4) participants in the DC Water (Pilot) High School Youth Internship Program. The participants are receiving training in one of two DC Water departments (Meter Operations and Sewer Services). As of this report, the interns have completed classroom sessions covering Effective Communication and Conflict Resolution, Resume Writing and Interviewing, 1 of 3 sessions for OSHA 10, Financial Literacy and CPR. The YAP trainees engage in classroom learning every Thursday.





## Fleet, Facilities, Safety, Security and Emergency Management

### Shared Services Metrics

Metric	Target	Jan-24	Feb-24	Mar-24	Apr-24
Security: Camera operational uptime	90%	96%	97%	97%	97%
Security: Smart card readers operational uptime	90%	97%	96%	97%	97%
Security: Percent of security investigations completed within 21 days	95%	100%	100%	100%	100%
Facilities: Preventive Maintenance Completion Rate	90%	79%	90%	65%	82%
Facilities: Service Request Completion Rate	90%	71%	83%	77%	68%
Fleet: Preventive Maintenance (PM) on Schedule	96%	83%	92%	80%	82%
Fleet: Priority Vehicles/Equipment (In-Service)	96%	84%	77%	80%	80%
Safety: DC Water Employee Recordable Incident Rate (RIR) (FY)	< 4.9	1	1	1	0.8
Safety: DC Water Employee Lost Time Incident (LTI) (FY)	< 1.7	0.2	0.4	0.5	0.4
Safety: Contractor/ROCIP Recordable Incident Rate (RIR) (FY)	< 2.5	0.7	0.6	0.5	0.4
Safety: Contractor/ROCIP Lost Time Incident (LTI) (FY)	< 1.1	0	0	0	0

#### Facilities:

The preventive maintenance (PM) metric for the month of April is 82 percent completion. This is an increase over the percent complete from last month. The overall number completed (210 in April) was impacted by the change to hotter weather as the HVAC team and our subcontracted help were drawn from PM to CM work to keep up with the demand for the HVAC systems. The service request (SR) completion rate for April was 68 percent. While still under the 90 percent goal, service requests completed for the month of April, 219, is the highest completion total achieved monthly this fiscal year. Facilities will continue to work on balancing the monthly PM load. Facilities is collaborating with our partners in Finance and Budget to identify the budget needs and find the budget needed to meet the demand for expanded subcontracted support. Facilities continue to work with People & Talent to recruit qualified HVAC technicians. Facilities have two critical HVAC boiler operator positions that have been under recruitment and have proven tough to fill and will become more critical as we approach boiler start-up season in September/October time frame.

#### Fleet:

The Fleet Department's Preventative Maintenance completion rate was 82 percent in the month of April. All but three of the scheduled units brought in for preventative maintenance were returned to the operation. Additionally, 69 units were brought in for unscheduled service resulting in oil and filter changes, battery and safety checks, fluid top offs, and the maintenance and repair of landscaping equipment. Fleet responded to 41 road calls and 54 DEF fuel requests. Regarding disposals, a total of 13 vehicles/equipment were removed from the Fleet and sent to auction.

Communication with departments continues to improve, leading to 85 percent of vehicles being brought in for service within five days of the scheduled time. Fleet's Priority One Vehicle Availability was 80 percent. 212 of 265 priority one vehicles remained operational and in service. The repair and maintenance service contract performance continues to trend up while work performance penalties have significantly declined since its inception.

### Customer Assistance Programs (CAP)

In April, we presented at the Rate Adjustment Town Hall Meetings. We shared the upcoming expansion of the DC Water Cares Suite of Assistance programs for FY24 and FY25. In the coming months, we will continue discussing affordability and increasing assistance participation with the DC Government Council Members' offices.

Program	FY2023 Enrolled	FY2023 Dollars	Apr. Enrolled	Apr. Dollars	# FY24 Enrolled	FY2024 Dollars	FY2024 Budget
CAP I	4,744	\$2,399,001	382	\$254,407	3,577	\$1,053,897	\$2,600,000
CAP II	351	\$139,714	15	\$15,273	285	\$69,784	\$300,000
CAP III	36	\$6,342	3	\$536	23	\$2,221	\$50,000
Non-Profit CRIAC Relief	182	\$875,585	9	\$120,695	101	\$379,398	\$913,312
DC Water Cares Residential (RAP)	2,816	\$2,930,302	201	\$256,611	1,660	\$1,105,135	\$1,105,135
Low-Income Housing Water Assistance Program	-	\$0	0	\$-	642	\$283,116	N/A
Homeowners Assistance Fund	293	\$256,835	0	\$-	23	\$11,043	N/A

#### Upcoming Assistance Programs:

##### Payment Plan Incentive Program

This program will run from June 1, 2024, to September 30, 2025. It is a limited-time assistance program for residential customers with outstanding balances of \$500 and aged 60 days or greater. We encourage them to set up a payment plan with DC Water. DC Water will reduce the outstanding balance by forty percent of payments towards the balance when the customer enrolls in a payment plan and makes on-time monthly payments. See program rules for more information.

**Hello Residential Customers, let us help you pay your outstanding water bill through our Payment Plan Incentive Program.**

Under the Payment Plan Incentive Program, DC Water will reduce your outstanding balance by forty percent (40%) of your payments towards the balance when you enroll in an eligible payment plan and make on-time monthly payments. The 40% credits will be posted every 120 days after each three qualifying payments.

**This is a limited-time offer so take advantage today! [Click here for details.](#)**

**CAP+ 20% AMI**  
**Discount on the first 600 cubic ft. of water and sewer services + 75% reduction in the monthly CRIAC fee + WSRF waiver**  
**\$122/month discount**

##### In FY25, DC Water will begin the CAP+ Program

It provides greater assistance to customers with greater needs. In FY23, of the 4,744 customers who participated in our CAP program, 2,933 were in a lower-income band that needed greater assistance. The CAP+ program will give customers at 20 percent MFI (AMI) all of the same benefits or the CAP program plus an additional credit of 2 CCF off of all water and sewer-based charges. This is a monthly discount of approximately \$122 for eligible customers.

- Also, in FY25, DC Water will offer a free Leak Assessment to CAP+, CAP, and CAP2 customers identified through our High and Consecutive Usage Notifications to have a leak. DC Water will send a licensed plumber to the location to provide customers with an assessment of the leak's location and how to resolve the issue. This program will help customers reduce their high bills and give customers more insight into what's happening in their homes.

# dc Customer Experience

## Customer Care

The team has improved its metrics this month compared to previous months. We missed *estimated bills* as a percentage of meters read - 0.3 percent, *percent of calls answered within 40 Seconds* -3 percent, and *abandoned rate targets* -1 percent. The main contributing factors are accounts that had to be manually processed due to SDWM and LFDC projects and unscheduled absences. We have acquired additional contractor support and will see the benefits in May and future months.



**DC WATER CARES**

**We want to help!**

DC Water offers a robust suite of assistance programs to aid in lowering your bill.

To learn more, please visit our website at [dcwater.com/cares](http://dcwater.com/cares) or go to [doee.dc.gov/udp](http://doee.dc.gov/udp) to submit your application.

**CAP, CAP2 & CAP3**  
Monthly discounts for Residential customers. Eligible households receive discounts on water and sewer services and/or discounts on some fees. Discounts range from \$192 to \$1,140 annually.

**SPLASH**  
Receive up to \$350. DC Water employees, customers and others donate to this one-time assistance fund for those facing disconnection.

**CRIAC**  
Non-Profit Relief Credits of up to 90% of the CRIAC portion of a nonprofit's water bill.

**HAF**  
The Federally funded Homeowner's Assistance Fund (HAF) provides up to \$5,000 in assistance toward your water bill.

**Flexible Payment Plans**  
Flexible options allow you to repay past-due balances over time. No late fees accrue while meeting payment plan obligations.

dc water is life® LEAD FREE DC

The Lead-Free DC Activators added the Customer Assistance Flyer to their door-to-door customer engagement in April. The team assisted in increasing awareness by distributing approximately 2000 flyers.

## Key Performance Indicators

Metric	Target/Service Level	Feb 24	Mar 24	Apr 24
% of bills issued on time (w/in 5 days)	97%	98%	97%	98%
% unbilled	< 2%	1.8%	1.6%	1.6%
Estimated bills as a percent of meters read*	< 4%	4.5%	4.2%	4.3%
# of bill investigations (Disputes)	trend only	253	283	195
% of OPC inquiries resolved within 14 days	98%	100%	100%	100%
% of calls answered in 40 Seconds (Call Center)**	85%	79%	67%	82%
Monthly call volume served (Call Center)	trend only	11,354	11,243	12,064
Average Wait Time (minutes)**	<0:30	0:33	1:03	:30
Abandon rate**	3%	6%	7%	4%
Emergency dispatch <= 10 Min (ECC)	> 92%	100%	100%	100%

\* Approximately 1372 accounts fell to manual reads due to SDWM and LFDC Project.

\*\* Increased absences on high call volume days, mainly Mondays.

### IT Monthly Report

SR/WO Type	SL Target / SLA	Feb 24	Mar 24	Apr 24
Number of tickets submitted	Trend only	1017*	1014	1080
Number of open tickets	Trend only	30	34	37
Helpdesk SLA	96%	100%	98.21%	98.60%
Number of active projects	Trend only	10	10	10
Number of completed projects	Trend only	2	8	8
On schedule performance	90%	93.62%	90.48%	90.48%
On budget performance	90%	97.92%	100%	100%
% AMI transmission	95%	91.50%	91.62%	92.06%

\* Increase in tickets was caused by our internal PC and iPhone upgrades. Tickets are not only generated by users that are experiencing issues, but also, any work being done by the technicians also gets a ticket generated to them.

\*\* For the AMI transmission rate, we are testing a new technology that will allow us to reach units that we currently cannot read or has inconsistent reads. Testing began mid-February with the vendor. Once testing is successful, we will roll the devices out to other devices that fall in this category. In addition, we have quite a few MTU units offline due to construction. We will take the number of units down due to construction, provide that number and update the percentages. Lastly, a small number of DCU's have failed batteries. We have a project to replace them in the field which is due to start mid-April and is estimated to be completed in three weeks. Due to some of these units being on poles, we must coordinate the work with DDOT to get the permits to replace the units.


**Operations and Engineering**

Water Services, Sewer and Pumping Operations, Wastewater Treatment, Engineering, DC Clean Rivers

**Key Performance Indicators**

Metric	Target/Service Level	Jan-24	Feb-24	Mar-24	Apr-24
<b>Wastewater Operations</b>					
NPDES Permit Compliance , percent number of days	100%	100%	100%	100%	100%
Air Permit Compliance, percent number of days	100%	100%	100%	100%	100%
Biosolids Class A Exceptional Quality (EQ) Compliance, percent number of days	100%	100%	100%	100%	100%
Tunnel Dewatering Compliance, percent of events tunnel dewatered within 59 hours of end of rainfall	100%	100%	100%	100%	100%
Renewable Electrical Energy Generated On Site, percent of total use at Blue Plains AWTP	>20%	23%	26%	26%	27%
Reactive Maintenance , percent of total maintenance hours	<20%	29%	31%	30%	31%
Critical Asset Availability , percent of total critical assets at the Blue Plains AWTP	>95%	99%	97%	97%	97%
<b>Sewer Operations</b>					
Combined Sewer System (CSS) structures (all outfalls, regulators, tide gates) inspections	100%	100%	100%	100%	100%
* Municipal Separate Stormwater System (MS4) requirement to clean all catch basins in the MS4 Permit Area at least once annually (Jul 01- Jun 30)	14,700	951	2782	5168	7965
* Inspection of catch basins in the CSO Anacostia tributary area at least twice per year (Jan 1- Dec 31)	11,400	0	657	1436	1954
* NPDES Permit to Clean and Inspect 85% of 10,700 CSS Area C/B (Jan 1- Dec 31)	9,095	32	33	33	102
Miles per month Sewer Cleaning and Inspection to meet 1,400 Miles of Small Diameter (<12 inches) in 10Yr Cycle	>12	14.6	23.7	20.2	12.2
Sewer Backup (Investigation to Resolution) Within 24 Hours Excluding Line Breaks	>95%	100%	100%	100%	100%
Number of SSO's	Report	2	3	1	6
SSO's to Body of Water	Report	1	1	0	4
SSO's per 100 miles of pipe (YTD) (AWWA 2021 Utility Benchmarking Report)	2	.99	1.22	1.29	1.75
SSO's per 100 miles of pipe (Water Body) (YTD)	Information Only	.46	0.53	0.53	0.84
Combined Sewer System Overflows	0	0	0	0	0

Key Performance Indicators continued –


**Operations and Engineering**

## Water Services, Sewer and Pumping Operations, Wastewater Treatment, Engineering, DC Clean Rivers

**Key Performance Indicators** continued

Metric	Target/Service Level	Jan-24	Feb-23	Mar-24	Apr-24
<b>Pumping Operations</b>					
Firm Pumping Capacity Maintained	100%	100%	100%	100%	100%
Reactive Maintenance	<20%	13%	23%	11%	31%
Critical Asset Availability	>95%	98%	98%	98%	97%
<b>Water Operations</b>					
Safe Drinking Water Compliance	100%	100%	100%	100%	100%
Total Fire Hydrants Replaced	>21/Month	15	19	23	37
Hydrant Flow Tests (Non-Winter Months)	>180	156	164	476	348
Fire Hydrant Operational Rate	99%	99.85%	99.81%	99.81%	99.6%
Priority 5 Emergency Water Service work orders completed w/in 24 hrs	>90%	100%	100%	100%	100%
Water Quality Complaint Resolution (within 48 hours)	>90%	92%	100%	100%	100%
Water Main Breaks	<28/Month	146	42	26	14
Water Main Break Rate /100 Miles (National Average is 25)	25	36.49	38.41	38.49	37.80
% of Hydrant Leaks in inventory that are not leaking	>90%	99%	99%	99%	99%
<b>Permit Operations</b>					
Overall On-time completion of Permit Reviews	85%	91%	92%	95%	96%

\* Month-to-Month Cumulative Total for Catch Basin Inspection and Cleaning

**Explanation of Missed Targets****Wastewater Operations Reactive Maintenance (<20 percent)**

DC Water has adopted a manufacturing industry best practice benchmark of less than 20 percent reactive maintenance hours as a percentage of total maintenance hours. To our knowledge, there is no similar benchmark used in the public water utility sector. Blue Plains manages around 45,000 assets within our asset management/maintenance management system, and this stringent industrial benchmark is tracked as a marker for continuous improvement. Over the last four fiscal years, we have observed a descending trend in the percentage of total reactive maintenance hours, measured at an annual average, at the Blue Plains Advanced Wastewater Treatment Plant. The goal is to remain on the reduction path towards a benchmark that is appropriate for Blue Plains.

– continued



### Featured Project of the Month

#### Anacostia Main Interceptor (AMI) Sinkhole

In December 2023, a sizable sinkhole was discovered at Fairlawn Avenue and 16th Street SE, adjacent to I-295, near Anacostia High School (shown in Figure 1). DC Water's Sewer Operations & Engineering team and contractors, secured the area, designed the emergency repair, obtained the necessary permits and approvals, and ensured that residents do not feel the impact of the collapsed sewer. This project will ultimately improve the reliability of the AMI.

#### About the Sinkhole

- The sinkhole is located over the Anacostia Main Interceptor, a 54-inch x 60-inch sanitary sewer pipe, which carries flow from Ward 7 with some flow from WSSC.
- The pipe was originally installed circa 1909 with minor rehab work done in 2013.
- The issue stems from the collapse of the crown of the pipe, resulting in the creation of the sinkhole.
- The sinkhole is estimated to be about 15 ft deep and about 25 ft long (Figure 2 shows the collapsed pipe after the site is secured).

#### Project Status

- Temporary bypass pumping was installed at this location to ensure uninterrupted sewer service. Bypass was recently removed due to debris being cleared which caused the obstruction.
- A temporary repair was made soon after the incident (Shown in Figure 3)
- Cleaning of the pipe is currently being conducted by Doetsch Environmental Services and will take approximately three months to complete.
- Sewer Program Consultants are currently developing design plans to rehabilitate the sinkhole area and the sewer segments upstream and downstream of the sinkhole to further reinforce the compromised section of the AMI. The total rehab scope is about 1,500 LF.

#### Planned Work

- Cleaning of Sewer: Planned cleaning for the rehabilitation has been completed.
- Concrete & Soil Testing: These tests are important to better understand the impact of the surrounding soil on the deterioration of the concrete masonry pipe over time, while concrete core sample testing offers detailed insights into the material properties and structural integrity of the pipe itself.
- Rehabilitation and Construction: 6-9 months
  - Geopolymer cementitious lining was selected as the rehab method. This will be applied via manned entry by Fort Myer Construction.
  - Bypass will be used to dewater the pipe and additional structures may be built to accommodate the bypass suction hoses.



Figure 1: Approximate Location of Collapse



Figure 2: Collapsed Pipe After Site is Secured



Figure 3: Temporary Repair of Collapsed Pipe

### People and Talent Metrics

Metric	Target	Jan-24	Feb-24	Mar-24	April-24
Vacancy Rate+	6%	9.5%	7.5%	7.5%	6.2%
Temporary Alternative Duty Program (TAD) ++	50% of WC claims eligible for TAD program	71.0%	71.0%	53.0%	70.0%
Time to Hire+++	60 days	59.5	61.2	54.2	58.7
Self-Identified Veterans (Active)++++		26	26	26	26
Female Workforce (Active)+++++		22.4%	22.4%	22.4%	22.4%

### Key Performance Indicators (KPI) Benchmark

KPI Definition	Business Relevance
+ Rolling 12 months' average of monthly vacancy rate calculated as:  (Positions under recruit on 1st of month) / (Positions under recruit on 1st of month plus Active Employees on 1st of the month")	This KPI measures the organization's vacancy rate resulting from employee turnover and the addition of new positions.
++ Percentage of Workers' Compensation claims eligible for placement into TAD program	The more claims eligible for TAD program will reduce overall Workers' Compensation costs and claim exposure for the Authority, leading to realized financial savings.
+++ Time to hire is a Recruitment KPI metric used to measure the amount of time it takes an organization to fill a job opening from the time it was posted to the time a candidate accepts an offer.	Measuring time to hire helps organizations to evaluate the efficiency of their recruitment process, identify bottlenecks, and make improvements to the process. A shorter time to hire can translate into a more effective recruitment process, as well as better candidate experience. A long time to hire can negatively impact an organization's ability to attract and retain top talent. Delayed hiring can result in lost productivity, decreased employee morale, and increased costs associated with job vacancies.
++++ US Armed Services	This KPI is linked to workforce Diversity, Equity and Inclusion and growing the percentage of veterans in the workforce, with a focus on increasing the representation of veterans within the workforce.
+++++ Number of Female employees in the current workforce. Calculation - Number of female employees in the active workforce divided by the total number of employees in the active workforce at a specific point and time.	This KPI is linked to workforce Diversity, Equity and Inclusion and growing the percentage of women in the workforce, with a focus on increasing the representation of women in non traditional roles.

### Annual Turnover metrics:

Year	2020	2021	2022	2023	YTD2024 (Annualized)
Involuntary	0.58%	1.01%	0.78%	1.97%	1.37%
Voluntary (Resignation, Retirement)	4.08%	4.15%	5.77%	5.55%	4.92%
Other	0.25%	0.55%	0.10%	0.09%	0.00%
Total Turnover Rate	4.92%	5.71%	6.65%	7.61%	6.29%

\*AWWA Benchmark: 7% turnover rate.



### Internal audit plan FY2024 timeline

This timeline represents the FY 2024 audit plan and the status of each project. Annually the Internal Audit team, RSM, conducts a risk assessment and presents the results and the audit plan to the Audit & Risk Committee in October.



### Open high risk prior audit findings

	Audit FY	Issue Date	Audit Report	High Risk Open Finding	Original Target Date	New Target Date	# Extensions
1	2023	7/27/2023	DWO Work Order Management Audit	Failure to capture work order labor and materials data <i>DWO has defined work activities that require material data capturing and developed business processes for capturing both required labor hour and material data capture that have been socialized with DWO branches. Starting December 1st, DWO began monitoring data integrity biweekly to monitor effectiveness of new process adoption. DWO leadership has begun implementing changes to business processes that were identified during the monitoring period. The department is on track to close this finding by the target date.</i>	8/31/24	N/A	0
2	2023	10/26/2023	Fleet Management Audit	Lack of current policies and procedures <i>Fleet is leveraging a writer that has interviewed staff, created a glossary of terms, is looking through current industry best practices, and drafted a scope with phased timeline for policy development. Fifteen draft SOPs have been submitted for initial review to date. Fleet has submitted milestones to Internal Audit for tracking towards final target date in September that include drafting a RACI and determining Fleet policy needs, finalizing draft of 15 Authority-wide Fleet policies, and submitting policies to review (Legal, Labor Relations, People &amp; Talent). The department is on track to close this finding by the target date.</i>	9/1/24	N/A	0

### Open Prior Audit Findings

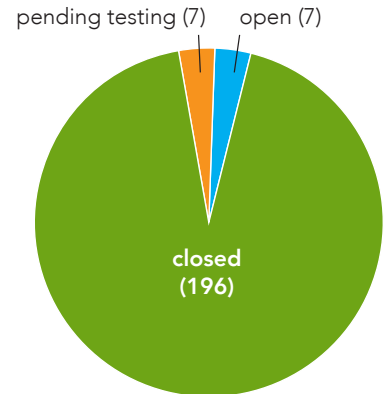
Audit Report / Subject	Issue Date	Open
Payroll & Timekeeping Audit	7/27/2023	2
Work Order Management Audit – DWO	7/27/2023	2
Fleet Management Audit	10/27/2023	3
<b>total</b>		<b>7</b>

█ At least one original remediation target date has been extended

In total, 93 percent of all prior audit findings from FY17 – FY23 are closed. Management’s target closure rate is 95 percent.

\*Note that the audit findings reported above represent open findings through the FY23 Audit Plan year

### FY17 – FY23 prior audit findings status



“Pending Testing” indicates that Management represents that the Action Plan is completed, but Internal Audit has not yet performed testing to validate the status.



**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. 10445, Staff Model Health Maintenance Organization (HMO), Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc.**

**#24-28  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve the Award of Contract No. 10445, Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. 10445, Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc. The purpose of this contract is to provide Staff Model Health Maintenance Organization (HMO) medical plan services for DC Water employees hired October 1, 1987, or later. The amount of this contract is \$13,726,547.00 for a 2-year base period.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD**

**Staff Model Health Maintenance Organization (HMO) Services  
(Joint Use-Indirect)**

Approval to execute a new contract award for Staff Model Health Maintenance Organization (HMO) medical plan services in the amount of \$13,726,547.00 for a 2-year base period.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc. 2101 East Jefferson Street Rockville, MD 20852	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> N/A
--	---------------------	------------------------------

**DESCRIPTION AND PURPOSE**

2-Year Base Contract Value:	\$13,726,547.00
2-Year Base Contract Dates:	01-01-2025 - 12-31-2026
Option Years in Contract:	3
Proposals Received:	1

**Purpose of the Contract:**

Contract to provide Staff Model Health Maintenance Organization (HMO) medical plan services for employees hired October 1, 1987 or later.

**Contract Scope:**

DC Water provides its employees with a choice of medical plan benefits. This contract offers comprehensive HMO medical plan coverage to DC Water employees and their families.

**Supplier Selection:**

In 2019, DC Water published a solicitation for staff model HMO medical plan services. There was only one supplier that responded to the solicitation and was able to meet DC Water’s requirements. In December 2023, DC Water researched the marketplace and determined that there yet remained only one supplier that met DC Water’s requirements. Based on that, DC Water made a decision to negotiate directly with Kaiser Permanente (KP). As a result of direct negotiation, DC Water obtained a 7% rate cap for 2025 and a 9% rate cap for 2026.

- KP is the only HMO staff model structure covering DC, MD and VA
- Negotiated rate caps are deemed competitive as these are lower than the national/market healthcare trends (9% in 2025) estimated by DC Water’s benefits consultant (Aon) and the Bureau of Labor Statistics
- 38% of employees participate in the plan

**Contractor’s Past Performance:**

According to the COTR, the Contractor’s quality of services; timeliness of responses; conformance to DC Water’s policies, procedures and contract terms; and invoicing all meet expectations.

**PROCUREMENT INFORMATION**

<b>Contract Type:</b>	Good and Services	<b>Award Based On:</b>	Direct Negotiation
<b>Commodity:</b>	Medical Services	<b>Contract Number:</b>	10445
<b>Contractor Market:</b>	Sole Source		

**BUDGET INFORMATION**


DocuSign Envelope ID: 21FA27EF-EA1A-4BCF-B281-F1D7C5AFA2A5


<b>Project Area:</b>	DC Water Wide	<b>Department:</b>	People and Talent
		<b>Department Head:</b>	Joy J. Dorsey

**ESTIMATED USER SHARE INFORMATION**

User – Operating	Share %	Dollar Amount
District of Columbia	71.19%	\$9,771,928.81
Washington Suburban Sanitary Commission	21.21%	\$2,911,400.62
Fairfax County	4.86%	\$667,110.18
Loudoun Water	2.38%	\$326,691.82
Other (PI)	0.36%	\$49,415.57
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$13,726,547.00</b>

*Joy J. Dorsey, Esq.* / 04/29/2024  
 Joy J. Dorsey Date  
 Chief People Officer and EVP of People and Talent

 Digitally signed by Dan Bae  
 DN: C=US, E=dan.bae@dcwater.com,  
 O=District of Columbia Water and Sewer  
 Authority, OU=VP of Procurement &  
 Compliance, CN=Dan Bae  
 Date: 2024.04.30 09:49:12-04'00'  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by: 5/6/2024  
  
 262C5D96CC1C4D3 /  
 Matthew T. Brown Date  
 CFO and EVP of Finance, Procurement and Compliance

 / 5/28/2024  
 David L. Gadis Date  
 CEO and General Manager

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval of an Architectural and Engineering Service Agreement of Contract No. DCFA #540-WSA, Carollo Engineers, PC**

**#24-29  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve an Architectural and Engineering Service Agreement of Contract No. DCFA #540-WSA, Carollo Engineers, PC.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute an Architectural and Engineering Services Agreement of Contract No. DCFA #540-WSA, Carollo Engineers, PC. The purpose of this contract is to provide engineering services during design and construction phases of the Construction Manager at Risk (CMAR) project for the development of upgrades to the East and West Primary Treatment Facilities. The amount of this request is not-to-exceed \$12,702.859.00.

This Resolution is effective immediately.

---

Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**ENGINEERING SERVICES:**

**Primary Treatment – 20 Year Rebuild  
(Joint Use)**

Approval to execute an architectural and engineering services agreement with not-to-exceed \$12,702,859.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b>	<b>SUBS:</b>	<b>PARTICIPATION:</b>
Carollo Engineers, PC 901 N. Stuart Street Suite 403 Arlington, VA 22203	C.C. Johnson & Malhotra, PC Washington, DC DBE	27.2%
	EPCM, Inc Burke, VA DBE	2.6%
	HB Permit Service, Inc. Fort Washington, MD DBE	0.2%
<u>Headquarters</u> Walnut Creek, CA 94598	SZ PM Consultants, Inc Washington, DC WBE	10.1%

DBE Total Participation = 30.0% & WBE Total Participation 10.1%

**DESCRIPTION AND PURPOSE**

Contract Value, Not-To-Exceed: \$12,702,859  
 Contract Time: 2,400 Days (6 Years, 7 Months)  
 Anticipated Contract Start Date: 07-03-2024  
 Anticipated Contract Completion Date: 01-28-2030

Other firms submitting proposals/qualification statements:

Brown & Caldwell*	HDR Engineering, Inc.*
GHD, Inc.*	Jacobs Engineering Group, Inc.*
Greeley & Hansen, LLC	Mott MacDonald I&E, LLC

\* Asterisk indicates short listed firms.

**Purpose of the Contract:**

- Provide engineering services for the development of upgrades to the East and West Primary Treatment Facilities. Services to be provided during design and construction phases of the Construction Manager at Risk (CMAR) project.

**Contract Scope:**

- During Phase 1 (pre-construction) of the CMAR project: provide engineering services for concept design and detailed design up to the Guaranteed Maximum Price (GMP) submittal.
- During Phase 2 (construction) of the CMAR project: provide permitting support, completion of detailed design, engineering services during construction, and construction management services for improvements to the East and West Primary Treatment Facilities.

**PROCUREMENT INFORMATION**

<b>Contract Type:</b>	Lump Sum & Cost-Plus Fixed Fee	<b>Award Based On:</b>	Highest Ranking Score
<b>Commodity:</b>	Engineering Design Services	<b>Contract Number:</b>	DCFA #540-WSA
<b>Contractor Market:</b>	Open Market		

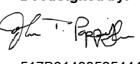
**BUDGET INFORMATION**


<b>Funding:</b>	Capital	<b>Department:</b>	Wastewater Engineering
<b>Service Area:</b>	Wastewater Treatment	<b>Department Head:</b>	Ryu Suzuki
<b>Project:</b>	17		

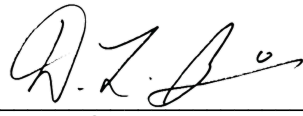
**ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	41.22%	\$ 5,236,118.48
Federal Funds	0.00%	\$
Washington Suburban Sanitary Commission	45.84%	\$ 5,822,990.57
Fairfax County	8.38%	\$ 1,064,499.58
Loudoun County & Potomac Interceptor	4.56%	\$ 579,250.37
<b>Total Estimated Dollar Amount</b>	<b>100.00%</b>	<b>\$12,702,859.00</b>

DocuSigned by:  
  
 Jeffrey F. Thompson 5/3/2024  
E27CB3133FC640D...  
 Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 Dan Bae 5/4/2024  
517B31488525444...  
 Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 Matthew T. Brown 5/5/2024  
262C5D966C1C4D3...  
 Date  
 Chief Financial Officer and EVP  
 Finance, Procurement and Compliance

  
 David L. Gadis 5/28/2024  
 Date  
 Chief Executive Officer and General Manager



**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Execute Four (4) Architectural and Engineering Service Contracts, Linear Design, Basic Ordering Agreement (BOA), – Contract Nos. DCFA-546, DCFA-547, DCFA-548 and DCFA-549**

**#24-30  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve four (4) Architectural and Engineering Service Contracts - Contract Nos. DCFA-546, DCFA-547, DCFA-548, and DCFA-549.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute four (4) Architectural and Engineering Services Contracts - Contract Nos. DCFA-546, DCFA-547, DCFA-548, and DCFA-549. The purpose of the Linear Design BOA is to address the increase/ramp-up of water and sewer projects. The total program value is not-to-exceed \$60,000,000.00 for the contract period of three years plus two option years.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**ENGINEERING SERVICES:**

**Linear Design, Basic Ordering Agreement (BOA)  
(Joint Use)**

Approval to execute 4 architectural and engineering services contracts with a total program value not to exceed \$60,000,000 for the contract period of three years plus two renewal periods of one year each. The renewal periods will be approved at DC Water's sole discretion.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b>	<b>SUBS:</b>	<b>PARTICIPATION:</b>
<b>DCFA-546</b> Dewberry 8401 Arlington Boulevard Fairfax, VA 22031-4619	Total DBE Participation Total WBE Participation  See Attachment A for list of DBE/WBE participants	30.0% 10.0%
<b>DCFA-547</b> RK&K 700 East Pratt Street, Suite 500 Baltimore, MD 21202	Total DBE Participation Total WBE Participation  See Attachment A for list of DBE/WBE participants	30.0% 10.0%
<b>DCFA-548</b> GHD, Inc. 16701 Melford Blvd. Suite 221 Bowie, MD 20715	Total DBE Participation Total WBE Participation  See Attachment A for list of DBE/WBE participants	30.0% 10.0%
<b>DCFA-549</b> Greeley & Hansen LLC 5301 Shawnee Road Suite 400 Alexandria, VA 22312	Total DBE Participation Total WBE Participation  See Attachment A for list of DBE/WBE participants	30.0% 10.0%

**DESCRIPTION AND PURPOSE**

Program Value, Not-To-Exceed:	\$60,000,000.00
Contract Time:	1826 Days (5 Years)
No. of Option Years in Contract	2
Anticipated Contract Start Date:	07-01-2024
Anticipated Contract Completion Date:	07-01-2029
Other firms submitting proposals/qualification.	
A. Morton Thomas and Associates	Prime Partners Engineering, LLC
EBA Engineering	Volkert, Inc.
Pennoni Associates Inc.	Whiteman Requardt & Associates

**Purpose of the Contract:**

The purpose of the Linear Design BOA is to address the increase/ramp-up of water and sewer projects. Currently, DC Water is designing 11 miles/year of small diameter water main replacement, which will increase to approximately 17 miles a year throughout the District of Columbia and the surrounding counties of Prince Georg’s, Montgomery, Fairfax, and Loudoun.

**Contract Scope:**

The scope of work will include:

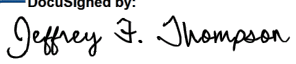
- To provide civil and structural engineering design and survey
- Subsurface utility engineering (SUE).
- Conduct geotechnical and/or geophysical investigations.
- Design corrosion control measures
- Environmental design & permitting.
- Providing engineering services during bidding and construction.
- Provide Other engineering services as required.

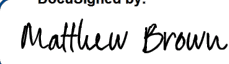
PROCUREMENT INFORMATION			
<b>Contract Type:</b>	Lump Sum & Cost-Plus Fix Fee	<b>Award Based On:</b>	Highest Ranking Score
<b>Commodity:</b>	Engineering Design Services	<b>Contract Number:</b>	DCFA 546,547,548, 549
<b>Contractor Market:</b>	Open Market		

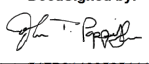
BUDGET INFORMATION			
<b>Funding:</b>	Capital	<b>Department:</b>	Engineering and Technical Services
<b>Service Area:</b>	Water, Sanitary Sewer, Stormwater	<b>Department Head:</b>	William Elledge
<b>Project:</b>	QT,K7,RG,IL,RX, OS, LZ, RE,QQ,RD,VJ,QU,MQ,G5,JZ,W1,HI,IM		


*ESTIMATED USER SHARE INFORMATION		
User	Share %	Dollar Amount
District of Columbia	100.00%	\$60,000,000.00
Federal Funds	0.00%	\$
Washington Suburban Sanitary Commission	0.00%	\$
Fairfax County	0.00%	\$
Loudoun County & Potomac Interceptor	0.00%	\$
<b>Total Estimated Dollar Amount</b>	<b>100.00%</b>	<b>\$60,000,000.00</b>

\*Work under this contract will be assigned as needed under specific task orders. It is anticipated that Joint Use work may be assigned during the contract period. As tasks are developed for work associated with specific facilities and costs are developed, the individual users will be notified and billed according to agreed cost-sharing.

DocuSigned by:  
  
 Jeffrey F. Thompson  
 Chief Operating Officer and EVP  
 Date: 5/3/2024

DocuSigned by:  
  
 Matthew T. Brown  
 Chief Financial Officer and EVP  
 Finance, Procurement and Compliance  
 Date: 5/6/2024

DocuSigned by:  
  
 Dan Bae  
 VP and Chief Procurement Officer  
 Date: 5/4/2024

  
 David L. Gadis  
 Chief Executive Officer and General Manager  
 Date: 5/29/2024

LINEAR DESIGN, BASIC ORDERING AGREEMENT (BOA)  
ATTACHEMENT A – SUBCONTRACTOR LISTING

PARTICIPATION AMOUNT

PRIME	SUBS	DBE/WBE	PARTICIPATION
<b>DCFA-546 Dewberry</b>	Interagency, Inc. Washington, D.C	DBE	15%
	AB Consultants Lanham, MD	DBE	15%
	PEER Washington, D.C	WBE	10%
Total DBE Participation = 30% Total WBE Participation = 10%			

PRIME	SUBS	DBE/WBE	PARTICIPATION
<b>DCFA-548 GHD, Inc.</b>	AB Consultants, Inc Lanham, MD	DBE	11%
	CCJM, P.C. Washington, D.C.	DBE	11%
	CV, INC. Gaithersburg, MD	DBE	6%
	Wave Civil, LLC Alexandria VA	DBE	2%
	CEM Bel Air, MD	WBE	3%
	SZ PM Consultants, Inc. Washington, D.C.	WBE	2%
	TFE Resources Hatfield, PA	WBE	3%
	Albrecht Engineering, Inc. Baltimore, MD	WBE	2%
	Total DBE Participation = 30% Total WBE Participation = 10%		

PRIME	SUBS	DBE/WBE	PARTICIPATION	
<b>DCFA-547 RK&amp;K</b>	CCJM, P.C. Washington, D.C.	DBE	8%	
	AB Consultants, Inc Lanham, MD	DBE	6%	
	Wave Civil, LLC Alexandria VA	DBE	4%	
	Mercado Consultants, Inc. Ashton, MD	DBE	4%	
	Dacco SCI, Inc. Columbia, MD	DBE	3%	
	Accurate Infrastructure Data, Inc. Baltimore, MD	DBE	3%	
	EPCM, Inc. Burke, VA	DBE	2%	
	Ecotech Hydro Excavation, LLC Severn, MD	WBE	4%	
	Straughan Environmental, Inc. Columbia, MD	WBE	3%	
	Albrecht Engineering, Inc. Baltimore, MD	WBE	3%	
	Total DBE Participation = 30% Total WBE Participation = 10%			

PRIME	SUBS	DBE/WBE	PARTICIPATION	
<b>DCFA-549 Greeley &amp; Hansen</b>	CCJM, P.C. Washington, D.C.	DBE	6%	
	PEER Consultants Washington, D.C.	DBE	6%	
	Straughan Environmental Columbia, MD	DBE	5%	
	Interagency, Inc. Washington, D.C.	DBE	3%	
	SaLUT-TLB, A Division of Soil and Land Use Technology Washington, D.C.	DBE	3%	
	Wave Civil, LLC Alexandria VA	DBE	3%	
	Coastal Management Solutions Virginia Beach, VA	DBE	2%	
	Essential Corrosion Protection Columbia, MD	DBE	2%	
	Phoenix Engineering Parkton, MD	WBE	2%	
	Precision Measurements Washington, D.C.	WBE	4%	
	EHT Tracerics Washington, D.C.	WBE	2%	
	Albrecht Engineering, Inc. Baltimore, MD	WBE	2%	
	Total DBE Participation = 30% Total WBE Participation = 10%			

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Execute Contract No. 200090, Headworks Influent and Effluent Structures Rehabilitation, Ulliman Schutte Construction, LLC**

**#24-31  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve the execution of Contract No. 200090, Ulliman Schutte Construction, LLC.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the approval of Contract No. 200090, Ulliman Schutte Construction LLC. The purpose of this contract is to provide resurfacing and rehabilitation of the east and west headworks structures located at Blue Plains which are aged and nearing the end of their service life. The amount of this contract is not-to-exceed \$29,006,950.00.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**CONSTRUCTION CONTRACT:**

**Headworks Influent and Effluent Structures Rehabilitation  
(Joint Use)**

Approval to execute a construction contract for \$29,006,950.00.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b>	<b>SUBS:</b>	<b>PARTICIPATION:</b>
Ulliman Schutte Construction, LLC 14420 Albemarle Point Place Suite 110 Chantilly, VA 20151	Hi-Mark Construction Group Middletown, OH DBE	37.61%
	Com-Bro Contracting, Inc. Elkridge, MD DBE	0.45%
	GE Frisco Woodline Inc. Upper Marlboro, MD DBE	0.34%
	Jernigan Concrete Pumping, Inc. Hanover, MD WBE	1.86%
<u>Headquarters</u> Miamisburg, OH 45342	Acorn Supply & Distributing, Inc. White Marsh, MD WBE	1.08%
	BG Industrial Rock Hill, SC WBE	0.97%
	Robnet, Inc. Baltimore, MD WBE	0.09%

DBE Total Participation = 38.4% & WBE Total Participation 4.0%

Ulliman Schutte Construction, LLC established a Mentor-Protégé relationship with one of its subs, Hi-Mark, in support of the DBE utilization for this project.

**DESCRIPTION AND PURPOSE**

Contract Value, Not-To-Exceed:	\$29,006,950.00
Contract Time:	1,111 Days (3 Years, 0 Months)
Anticipated Contract Start Date (NTP):	07-03-2024
Anticipated Contract Completion Date:	07-19-2027
Bid Opening Date:	01-23-2024
Bids Received:	1

**Purpose of the Contract:**

The concrete channels, chambers, and wet wells at the Blue Plains east and west headworks facilities are subject to a harsh environment from the wastewater. The east headworks structures are nearly 90 years old and the west headworks structures are about 50 years old. The structures are nearing the end of the service life and in need of resurfacing and rehabilitation to extend their service life.

**Contract Scope:**

- The scope includes urgent resurfacing and rehabilitation of concrete conveyance structures essential for processing flows at the Blue Plains Plant. Also included are gate repairs, installation of new gates and access covers, and improvements of septage receiving stations.

**Federal Grant Status:**

- Construction Contract is eligible for Federal grant funding assistance: inclusion in grant is pending availability of grant funds.

**PROCUREMENT INFORMATION**

<b>Contract Type:</b>	Fixed Price	<b>Award Based On:</b>	Lowest responsive, responsible bidder
<b>Commodity:</b>	Construction	<b>Contract Number:</b>	200090
<b>Contractor Market:</b>	Open Market		

**BUDGET INFORMATION**


<b>Funding:</b>	Capital	<b>Department:</b>	Wastewater Engineering
<b>Service Area:</b>	Wastewater Treatment	<b>Department Head:</b>	Ryu Suzuki
<b>Project:</b>	BC		


**\*ESTIMATED USER SHARE INFORMATION**

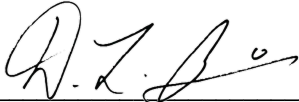
User	Share %	Dollar Amount
District of Columbia	41.22%	\$11,956,664.79
Federal Funds *	0.00%	\$
Washington Suburban Sanitary Commission	45.84%	\$13,296,785.88
Fairfax County	8.38%	\$ 2,430,782.41
Loudoun County & Potomac Interceptor	4.56%	\$ 1,322,716.92
<b>Total Estimated Dollar Amount</b>	<b>100.00%</b>	<b>\$29,006,950.00</b>

\* Eligible for Federal Grant Funding at 50% of the District of Columbia share. Grant funding is insufficient to fund all eligible contracts. Federal Grant Funding may be used if additional funding becomes available or if other eligible projects are postponed.

DocuSigned by:  
  
 Jeffrey F. Thompson / 5/3/2024  
E27CB3133EC640D  
 Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 Dan Bae / 5/4/2024  
517B31488525444  
 Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 Matthew T. Brown / 5/5/2024  
262C5D96CC1C4B3...  
 Date  
 Chief Financial Officer and EVP  
 Finance, Procurement and Compliance

  
 David L. Gadis / 5/28/2024  
 Date  
 Chief Executive Officer and General Manager

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. 10439, Centrifuge Pre-Dewatering Polymer, Polydyne, Inc.**

**#24-32  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve the Award of Contract No. 10439, Polydyne, Inc.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. 10439, Polydyne, Inc. The purpose of this contract is to supply and deliver dry pre-dewatering polymer to DC Water’s Blue Plains Advanced Wastewater Treatment Facility. This polymer conditions biosolids to help remove water in the centrifuge process. The amount of this contract is \$9,716,000.00 for the base year plus two option years.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors



**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD YEAR**

**CENTRIFUGE PRE-DEWATERING POLYMER**

**(Joint Use)**

Approval to award and fund a contract for the Centrifuge pre- Dewatering Polymer in the amount of \$9,716,000.00 for the base and both option years.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> Polydyne, Inc. One Chemical Plant Road Riceboro, GA 31323	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> N/A
--	---------------------	------------------------------

**DESCRIPTION AND PURPOSE**

Base Year Contract Value:	\$3,082,000.00
Base Year Contract Dates:	07-01-2024 – 06-30-2025
Number of Option Years in Contract:	2
Total option Year 1 – 2 Value:	\$6,634,000.00
Option Year 1 – 2 Dates:	07-01-2025 – 06-30-2027

**Purpose of the Contract:**

The purpose of this contract is to supply and deliver dry pre-dewatering polymer to DC Water’s Blue Plains Advanced Wastewater Treatment Facility. This polymer conditions biosolids to help remove water in the centrifuge process.

**Contract Scope:**

DC Water uses a dry cationic polymer at Blue Plains to help reduce water content and increase the solids content of the Class A biosolids generated after digestion. This conditioning improves the performance of the Cambi and digestion processes, leading to exceptional-quality Bloom that can be applied for beneficial use.

**Supplier Selection:**

DC Water periodically re-evaluates its polymers to ensure we use the highest quality products at the optimal dosing rates. Recent industry consolidation has left only two manufacturers for the dry polymers that can meet DC Water’s specification: Polydyne and Solenis. Polydyne is DC Water’s current supplier and has been for approximately the past 15 years. Solenis is completing its merger with BASF and is focused on consolidating BASF’s former product line into their own. They formally communicated to DC Water for their inability to compete with Polydyne for DC Water’s polymer application requirements.

No DBE/WBE or LBE/LSBE participation

**PROCUREMENT INFORMATION**

<b>Contract Type:</b>	Good and Services	<b>Award Based On:</b>	Sole Source
<b>Commodity:</b>	Pre-Dewatering Polymer	<b>Contract Number:</b>	10439
<b>Contractor Market:</b>	Sole Source		

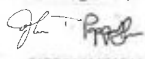
**BUDGET INFORMATION**


<b>Funding:</b>	Operating	<b>Department:</b>	Wastewater Treatment
<b>Project Area:</b>	Blue Plains	<b>Department Head:</b>	Nicholas Passarelli

**ESTIMATED USER SHARE INFORMATION**

User - Operating	Share %	Dollar Amount
District of Columbia	43.08%	\$4,185,652.80
Washington Suburban Sanitary Commission	41.90%	\$4,071,004.00
Fairfax County	9.60%	\$932,736.00
Loudoun Water	4.71%	\$457,623.60
Other (PI)	0.71%	\$68,983.60
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$9,716,000.00</b>

DocuSigned by:  
  
 5/2/2024  
E27CB3133FC849D  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 5/2/2024  
517B31488525444  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 5/3/2024  
2621-5D96CCTC4D3  
 Matthew I. Brown Date  
 CFO and Executive Vice-President  
 of Finance, Procurement and Compliance

  
 5/28/2024  
 David L. Gadis Date  
 CEO and General Manager

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. 10440, Belt Press Pre-Dewatering Polymer, Polydyne, Inc.**

**#24-33  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve the Award of Contract No. 10440, Polydyne, Inc.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. 10440, Polydyne, Inc. The purpose of this contract is to supply and deliver specific belt press dewatering polymer to DC Water’s Blue Plain Advanced Wastewater Treatment Facility. This polymer conditions biosolids to help remove water in the final dewatering facility at Blue Plains. The amount of this contract is \$10,656,000.00 for the base year and two option years.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD YEAR**

**BELT PRESS DEWATERING POLYMER  
(Joint Use)**

Approval to award and fund a contract for the Belt Press Dewatering Polymer in the amount of \$10,656,000.00 for the base and both option years.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> Polydyne, Inc. One Chemical Plant Road Riceboro, GA 31323	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> N/A
--	---------------------	------------------------------

**DESCRIPTION AND PURPOSE**

Base Year Contract Value:	\$3,380,000.00
Base Year Contract Dates:	07-01-2024 – 06-30-2025
Number of Option Years in Contract:	2
Total option Year 1 – 2 Value:	\$7,276,000.00
Option Year 1 – 2 Dates:	07-01-2025 – 06-30-2027

**Purpose of the Contract:**

The purpose of this contract is to supply and deliver the DC Water specific belt press dewatering polymer to DC Water’s Blue Plains Advanced Wastewater Treatment Facility. This polymer conditions biosolids to help remove water in the Final Dewatering Facility at Blue Plains.

**Contract Scope:**

In the belt press dewatering operations, the polymer is used to help remove water from biosolids after the digestion process. Dewatering biosolids (Bloom) improves the quality of this important co-product by removing water to concentrate the solids and reduce their volume, which also reduces the cost to transport biosolids to application sites.

**Supplier Selection:**

DC Water periodically re-evaluates its polymers to ensure we use the highest quality products at the optimal dosing rates. Recent industry consolidation has left only two manufacturers for the dry polymers that can meet DC Water’s specification: Polydyne and Solenis. Polydyne is DC Water’s current supplier and has been for approximately the past 15 years. Solenis is completing its merger with BASF and is focused on consolidating BASF’s former product line into their own. They formally communicated to DC Water for their inability to compete with Polydyne for DC Water’s polymer application requirements.

No DBE/WBE or LBE/LSBE participation

**PROCUREMENT INFORMATION**

<b>Contract Type:</b>	Good and Services	<b>Award Based On:</b>	Sole Source
<b>Commodity:</b>	Dewatering Polymer	<b>Contract Number:</b>	10440
<b>Contractor Market:</b>	Sole Source		

**BUDGET INFORMATION**


<b>Funding:</b>	Operating	<b>Department:</b>	Wastewater Treatment
<b>Project Area:</b>	Blue Plains	<b>Department Head:</b>	Nicholas Passarelli

**ESTIMATED USER SHARE INFORMATION**

User - Operating	Share %	Dollar Amount
District of Columbia	43.08%	\$4,590,604.80
Washington Suburban Sanitary Commission	41.90%	\$4,464,864.00
Fairfax County	9.60%	\$1,022,976.00
Loudoun Water	4.71%	\$501,897.60
Potomac Interceptor	0.71%	\$75,657.60
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$10,656,000.00</b>

DocuSigned by:  
  
 Jeffrey F. Thompson 5/2/2024  
E27CB3133EC640D  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 Dan Bae 5/2/2024  
517B31488525444  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 Matthew T. Brown 5/3/2024  
262C5D96CC1C4D3  
 Matthew T. Brown Date  
 CFO and Executive Vice-President  
 of Finance, Procurement and Compliance

  
 David L. Gadis Date  
 CEO and General Manager

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. 10441, Primary Treatment Polymer, Polydyne, Inc.**

**#24-34  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve the Award of Contract No. 10441, Polydyne, Inc.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. 10441, Polydyne, Inc. The purpose of this contract is to supply and deliver primary clarification polymer to DC Water’s Blue Plain Advanced Wastewater Treatment Facility. This polymer is used to help remove suspended solids from water to comply with DC Water’s environmental permit. The amount of this contract is \$2,585,000.00 for the base year and two option years.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD YEAR**

**PRIMARY TREATMENT POLYMER**

**(Joint Use)**

Approval to award and fund a contract for the Primary Clarification Polymer in the amount of \$2,585,000.00 for the base and both option years.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> Polydyne, Inc. One Chemical Plant Road Riceboro, GA 31323	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> N/A
--	---------------------	------------------------------

**DESCRIPTION AND PURPOSE**

Base Year Contract Value:	\$820,000.00
Base Year Contract Dates:	07-01-2024 – 06-30-2025
Number of Option Years in Contract:	2
Total option Year 1 – 2 Value:	\$1,765,000.00
Option Year 1 – 2 Dates:	07-01-2025 – 06-30-2027

**Purpose of the Contract:**

This contract is to supply and deliver primary clarification polymer to DC Water’s Blue Plains Advanced Wastewater Treatment Facility. This polymer is used to help remove suspended solids from water to comply with DC Water’s environmental permit.

**Contract Scope:**

Wastewater entering Blue Plains contains suspended solids, and the concentration of solids must be reduced to meet DC Water’s EPA permits. Polymers are added to the primary and secondary clarification processes to interact with the solids to help remove them.

**Supplier Selection:**

DC Water periodically re-evaluates its polymers to ensure we use the highest quality products at the optimal dosing rates. Recent industry consolidation has left only two manufacturers for the dry polymers that can meet DC Water’s specification: Polydyne and Solenis. Polydyne is DC Water’s current supplier and has been for approximately the past 15 years. Solenis is completing its merger with BASF and is focused on consolidating BASF’s former product line into their own. They formally communicated to DC Water for their inability to compete with Polydyne for DC Water’s polymer application requirements.

No DBE/WBE or LBE/LSBE participation

**PROCUREMENT INFORMATION**

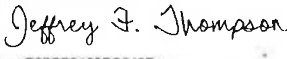
<b>Contract Type:</b>	Good and Services	<b>Award Based On:</b>	Sole Source
<b>Commodity:</b>	Clarification Polymer	<b>Contract Number:</b>	10441
<b>Contractor Market:</b>	Sole Source		

**BUDGET INFORMATION**


<b>Funding:</b>	Operating	<b>Department:</b>	Wastewater Treatment
<b>Project Area:</b>	Blue Plains	<b>Department Head:</b>	Nicholas Passarelli

**ESTIMATED USER SHARE INFORMATION**

User - Operating	Share %	Dollar Amount
District of Columbia	43.08%	\$1,113,618.00
Washington Suburban Sanitary Commission	41.90%	\$1,083,115.00
Fairfax County	9.60%	\$248,160.00
Loudoun Water	4.71%	\$121,753.50
Other (PI)	0.71%	\$18,353.50
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$2,585,000.00</b>

DocuSigned by:  
  
 5/2/2024  
E27CB3133FC640D  
 Jeffrey F. Thompson      Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 5/2/2024  
517B31406525444  
 Dan Bae      Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 5/3/2024  
262C5D96CC1C403  
 Matthew T. Brown      Date  
 CFO and Executive Vice-President  
 of Finance, Procurement and Compliance

  
 5/28/2024  
 David L. Gadis      Date  
 CEO and General Manager



**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. 10442, Secondary Treatment Polymer, Polydyne, Inc.**

**#24-35  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve the Award of Contract No. 10442, Polydyne, Inc.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. 10442, Polydyne, Inc. The purpose of this contract is to supply and deliver secondary clarification polymer to DC Water’s Blue Plain Advanced Wastewater Treatment Facility. This polymer is used to help remove suspended solids from water to comply with DC Water’s environmental permit. The amount of this contract is \$2,239,000.00 for the base year and two option years.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD YEAR**

**SECONDARY TREATMENT POLYMER**

**(Joint Use)**

Approval to award and fund a contract for the Secondary Clarification Polymer in the amount of \$2,239,000.00 for the base and both option years.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> Polydyne, Inc. One Chemical Plant Road Riceboro, GA 31323	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> N/A
--	---------------------	------------------------------

**DESCRIPTION AND PURPOSE**

Base Year Contract Value:	\$710,000.00
Base Year Contract Dates:	07-01-2024 – 06-30-2025
Number of Option Years in Contract:	2
Total option Year 1 – 2 Value:	\$1,529,000.00
Option Year 1 – 2 Dates:	07-01-2025 – 06-30-2027

**Purpose of the Contract:**

This contract is to supply and deliver secondary clarification polymer to DC Water’s Blue Plains Advanced Wastewater Treatment Facility. This polymer is used to help remove suspended solids from water to comply with DC Water’s environmental permit.

**Contract Scope:**

Wastewater entering Blue Plains contains suspended solids, and the concentration of solids must be reduced to meet DC Water’s permits. Polymers are added to the primary and secondary clarification processes to interact with the solids to help remove them.

**Supplier Selection:**

DC Water periodically re-evaluates its polymers to ensure we use the highest quality products at the optimal dosing rates. Recent industry consolidation has left only two manufacturers for the dry polymers that can meet DC Water’s specification: Polydyne and Solenis. Polydyne is DC Water’s current supplier and has been for approximately the past 15 years. Solenis is completing its merger with BASF and is focused on consolidating BASF’s former product line into their own. They formally communicated to DC Water their inability to compete with Polydyne for DC Water’s polymer application requirements.

No DBE/WBE or LBE/LSBE participation

**PROCUREMENT INFORMATION**

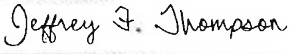
<b>Contract Type:</b>	Good and Services	<b>Award Based On:</b>	Sole Source
<b>Commodity:</b>	Polymer	<b>Contract Number:</b>	10442
<b>Contractor Market:</b>	Sole Source		

**BUDGET INFORMATION**


<b>Funding:</b>	Operating	<b>Department:</b>	Wastewater Treatment
<b>Project Area:</b>	Blue Plains	<b>Department Head:</b>	Nicholas Passarelli

**ESTIMATED USER SHARE INFORMATION**

User - Operating	Share %	Dollar Amount
District of Columbia	43.08%	\$964,561.20
Washington Suburban Sanitary Commission	41.90%	\$938,141.00
Fairfax County	9.60%	\$214,944.00
Loudoun Water	4.71%	\$105,456.90
Other (PI)	0.71%	\$15,896.90
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$2,239,000.00</b>

DocuSigned by:  
  
 5/2/2024  
E27CB3133FC640D  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 5/2/2024  
517B31488525414  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 5/3/2024  
282C5096CC1C4D3  
 Matthew T. Brown Date  
 CFO and Executive Vice-President  
 of Finance, Procurement and Compliance

  
 5/28/2024  
 David L. Gadis Date  
 CEO and General Manager

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Add Funding to Option Year 2 of Contract No. 10084, Sodium Hypochlorite, Kuehne Chemical Co. Inc.**

**#24-36  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve to add funding to Option Year 2 of Contract No. 10084, Kuehne Chemical Co. Inc.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to add additional funding to Option Year 2 of Contract No. 10084, Kuehne Chemical Co. Inc. The purpose of this contract is to supply and deliver sodium hypochlorite which is used for disinfection and odor control. The amount of this modification is \$1,800,000.00.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT OPTION YEAR**

**SODIUM HYPOCHLORITE  
(Joint Use)**

This contract action is to add \$1,800,000.00 in funds to option year 2.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> Kuehne Chemical Co. Inc. 86 N. Hackensack Ave. S. Kearny, NJ 07032	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> N/A
---	---------------------	------------------------------

**DESCRIPTION AND PURPOSE**

<b>Base Year – Option Year 2 Value:</b>	\$17,760,000.00
<b>Base Year – Option Year 2 Dates:</b>	10-01-2021 – 09-30-2024
<b>Option Year 2 Additional Value:</b>	\$1,800,000.00
<b>Option Year 2 Dates:</b>	04-01-2024 – 09-30-2024

**Purpose of the Contract:**

To supply and deliver sodium hypochlorite. The sodium hypochlorite is used for disinfection and odor control.

**Contract Scope:**

DC Water has an on-going need for sodium hypochlorite. At the Blue Plains Advanced Wastewater Treatment Facility, it is primarily used for outfall disinfection, but also to control biological growth on multimedia filters and for odor control in the scrubbers.

DC Water’s Board of Directors approved \$17,760,000 for the Base and two, one-year options. At the beginning of OY1, the Sodium Hypochlorite price was increased and contributed to an accelerated depletion of the approved funds. DC Water requires an additional \$1,800,000 to meet Sodium Hypochlorite needs through the end of the last option year.

DC Water will update its sodium hypochlorite supply strategy, which may include working with other local utilities on the possibility of combining purchase volume.

**Spending Previous Year:**

Cumulative Contract Value:	10-01-2021 to 09-30-2024: \$17,760,000.00
Cumulative Contract Spending:	10-01-2021 to 04-01-2024: \$15,586,876.00

**Contractor’s Past Performance:**

According to the COTR, the Contractor’s quality of products and services, timeliness of deliverables; conformance to DC Water’s policies, procedures and contract terms; and invoicing, all meet expectations and requirements.

**PROCUREMENT INFORMATION**

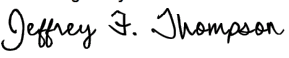
<b>Contract Type:</b>	Goods and Services	<b>Award Based On:</b>	Best Value and Price
<b>Commodity:</b>	Sodium Hypochlorite	<b>Contract Number:</b>	10084
<b>Contractor Market:</b>	Open Market with DBE/WBE		

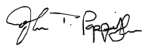
**BUDGET INFORMATION**


<b>Funding:</b>	Operating	<b>Department:</b>	Wastewater Treatment
<b>Project Area:</b>	Blue Plains AWTP	<b>Department Head:</b>	Nicholas Passarelli

**ESTIMATED USER SHARE INFORMATION**

User - Operating	Share %	Dollar Amount
District of Columbia	43.08%	\$775,440.00
Washington Suburban Sanitary Commission	41.90%	\$754,200.00
Fairfax County	9.60%	\$172,800.00
Loudoun Water	4.71%	\$84,780.00
Potomac Interceptor	0.71%	\$12,780.00
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$1,800,000.00</b>

DocuSigned by:  
  
 E27CB3133EC640D... / 5/2/2024  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 517B314B8525444... / 5/2/2024  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 262C5D96CC1C4D3... / 5/3/2024  
 Matthew T. Brown Date  
 CFO and Executive Vice-President  
 of Finance, Procurement and Compliance

  
 / 5/28/2024  
 David L. Gadis Date  
 CEO and General Manager

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. 10444, Potomac  
Interceptor Odor Control Facilities, C&E Services, Inc. of  
Washington**

**#24-37  
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 June 6, 2024 upon consideration of a joint use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed to approve to Award Contract No. 10444, C&E Services, Inc. of Washington.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. 10444, C&E Services, Inc. of Washington. The purpose of this contract is to provide the services that remove and replace the old odor control media, Potassium Permanganate and Carbon in the six Odor Control Facilities (OCF) along the Potomac Interceptor. The amount of this contract is \$1,400,000.00 for three base years plus one option year.

This Resolution is effective immediately.

---

Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD**

**POTOMAC INTERCEPTOR ODOR CONTROL FACILITIES**

**MEDIA REPLACEMENT SERVICES**

**(Joint Use)**

Approval to execute contract award for Potomac Interception Odor Control Media Replacement Services in the amount of \$1,400,000.00 for a four year contract term, (3-base years plus 1 option year).

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> C&E Services, Inc. of Washington 1224 W. Street, SE Washington, DC 20020	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> DBE 100%
---	---------------------	-----------------------------------

**DESCRIPTION AND PURPOSE**

Base Award Contract Value:	\$1,050,000.00
Base Award Contract Dates:	07-01-2024 – 06-30-2027
No. of Option Years in Contract:	1
Option Year 1 Value:	\$350,000.00
Option Year 1 Dates:	07-01-2027 – 06-30-2028

**Purpose of the Contract:**

The contract provides the services that remove and replace the old (spent) odor control media, Potassium Permanganate and Carbon, in the six Odor Control Facilities (OCF) along the Potomac Interceptor.

**Contract Scope:**

The scope of the contract includes providing labor services for the removal and replacement of the old (spent) odor control media and inspection/repair of the screens in the six Odor Control Facilities (OCF) along the Potomac Interceptor. Adjustment of system airflow and cleaning of the mist eliminator at each site are also requirements.

**Spending Previous Year:**

Cumulative Contract Value:	06/19/20 – 06/30/24: \$770,000.00
Cumulative Contract Spending:	06/19/20 – 09/04/24: \$623,215.00

**Contractor's Past Performance:**

According to the COTR on the Electrical & Instrumentation Maintenance contract #10030 separately held by this contractor, the past performance of the contractor's quality of products and services, timeliness of deliverables, adherence to DC Water's policies and contract terms, and invoicing conformance met requirements.



**PROCUREMENT INFORMATION**

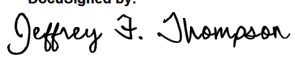
<b>Contract Type:</b>	Goods and Services	<b>Award Based On:</b>	Best value and Price
<b>Commodity:</b>	Media Replacement	<b>Contract Number:</b>	10444
<b>Contractor Market:</b>	Open Market with DBE/WBE		

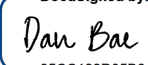
**BUDGET INFORMATION**

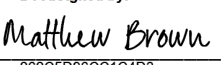
<b>Funding:</b>	Operating	<b>Department:</b>	Pumping & Sewer Operations
<b>Project Area:</b>	Potomac Interception Odor Control Facilities	<b>Department Head:</b>	Kenrick St Louis

**ESTIMATED USER SHARE INFORMATION**

User - Operating	Share %	Dollar Amount
District of Columbia	65.93%	\$923,020.00
Washington Suburban Sanitary Commission	16.22%	\$227,080.00
Fairfax County	10.14%	\$141,960.00
Loudoun Water	6.66%	\$93,240.00
Potomac Interceptor	1.05%	\$14,700.00
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$1,400,000.00</b>

DocuSigned by:  
 5/6/2024  
E27CB3133EC640D  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
 5/6/2024  
05CC199D05B64C0...  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  
 5/6/2024  
262C5D96CC1C4D3  
 Matthew T. Brown Date  
 CFO and EVP of Finance, Procurement and Compliance

 5/28/2024  
 David L. Gadis Date  
 CEO and General Manager

**Presented and Adopted: June 6, 2024**

**SUBJECT: Approval of Funding for Annual Property and Casualty  
Insurance Premium Renewals**

**#24-38  
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, (“DC Water”) at its meeting held on June 6, 2024, upon consideration of a joint-use matter, decided by a vote of \_\_\_\_ ( ) in favor and \_\_\_\_ ( ) opposed, to approve funding for annual property and casualty insurance premium renewals.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute funding for annual property and casualty insurance premium renewals. The purpose of this action is to disburse annual payment for property and casualty insurance premiums through DC Water’s brokers of record or direct writing insurers. The total amount is not-to-exceed \$6,445,251.00.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT MODIFICATION  
Property and Casualty Insurance Premiums  
(Joint Use-Indirect)**

Approval to pay property and casualty insurance premiums through DC Water’s brokers of record or direct writing insurers with a total amount not to exceed \$6,445,251.00.

CONTRACTOR/SUB/VENDOR INFORMATION		
<b>PRIME:</b> Alliant Insurance Services 100 Pine Street, 11 <sup>th</sup> Floor San Francisco, CA 94111	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> N/A
Aon Risk Solutions, Inc., of Washington, DC 1120 20 <sup>th</sup> Street, NW Washington, DC 20036	N/A	N/A
Capitol Insurance Services 1231 B Good Hope Road, SE Washington, DC 20020	N/A	LSBE
Arthur J. Gallagher Risk Management Services, LLC 1667 K Street, NW Suite 1270 Washington, DC 20006	N/A	N/A
FM Global (direct writing insurer) 1200 Atwater Drive, Suite 102 Malvern, PA 19355	N/A	N/A

**DESCRIPTION AND PURPOSE**

Year 1 Premium Values: \$5,870,000.00  
 Year 1 Premium Dates: 07-01-2023 – 06-30-2024  
 Year 2 Premium Values: \$6,445,251.00  
 Year 2 Premium Dates: 07-01-2024 – 06-30-2025

**Purpose of the Contract:**  
DC Water property and casualty insurance premiums.

**Scope of Services:**  
Secure insurance coverages through one of the four contracted commercial insurance brokers working on DC Water’s behalf or direct writing insurers. The coverages include Property, Flood, Cyber, Pollution, Excess Liability, Excess Worker’s Compensation, Employment Practices, Public Officials, Professional Liability, Crime and Fidelity and Fiduciary Insurances. The brokers are assigned markets based on their expressed preferences as well as information supplied in the broker RFP process. This ensures DC Water gets the best premium rates and coverage. Brokers are responsible for marketing DC Water’s programs and seeking insurance carrier proposals. DC Water engages with direct writing insurers where possible. The supplier presenting the best proposal is awarded that coverage placement.

**Spending Previous Year:**  
 Cumulative Premium Values: 07-01-2023 – 06-30-2024: \$5,870,000.00  
 Cumulative Premium Spending: 07-01-2023 – 06-30-2024: \$5,628,460.00

LBE/LSBE participation

**PROCUREMENT INFORMATION**


<b>Contract Type:</b>	Fixed Unit Price	<b>Award Based On:</b>	Highest Ranked Offerors
<b>Commodity:</b>	Services	<b>Contract Numbers:</b>	10186, 10333, 10334, 10335
<b>Contractor Market:</b>	Open Market with Preference for LBE and LSBE Participation		


**BUDGET INFORMATION**


<b>Funding:</b>	Operating	<b>Department:</b>	Finance
<b>Service Area:</b>	DC Water Wide	<b>Department Head:</b>	Ivan Boykin

**ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	71.19%	\$4,588,374.00
Washington Suburban Sanitary Commission	21.21%	\$1,367,038.00
Fairfax County	4.86%	\$313,239.00
Loudoun Water	2.38%	\$153,397.00
Other (PI)	0.36%	\$23,203.00
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$6,445,251.00</b>


  
 Digitally signed by Ivan A. Boykin, VP-Finance  
 DN: cn=Ivan A. Boykin, VP-Finance, o=DC Water and Sewer Authority, ou=Finance, Procurement, and Compliance, email=ivan.boykin@dcwater.com, c=US  
 Date: 2024.04.29 14:25:35 -04'00'  
 \_\_\_\_\_  
 Ivan Boykin Date  
 VP, Finance


  
 Digitally signed by Dan Bae  
 DN: C=US, E=dan.bae@dcwater.com, O=District of Columbia Water and Sewer Authority, OU=VP of Procurement & Compliance, CN=Dan Bae  
 Date: 2024.04.30 09:48:59-04'00'  
 \_\_\_\_\_  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  

  
 \_\_\_\_\_  
 Matthew T. Brown Date  
 CFO and EVP of Finance, Procurement and Compliance


  
 \_\_\_\_\_  
 David L. Gadis Date  
 CEO and General Manager

**Presented and Adopted: June [6], 2024**

**Subject: Approving the Final Form of Certain Documents, Authorizing Tender Offer and the Sale and Setting Terms and Details of the Series 2024A Bonds**

**#24-39  
RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“Authority”), at its meeting on June [6], 2024, by a vote of \_\_\_ ( ) in favor and \_\_\_ ( ) 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 Computershare Trust Company, N.A., as trustee (the “Trustee”) (its predecessors in that capacity having been Norwest Bank Minnesota, N.A., Wells Fargo Bank Minnesota, N.A. and Wells Fargo Bank, 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 thirty-two (32) 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 to (i) issue Public Utility Subordinate Lien Revenue Refunding Bonds, Series 2024A (the “Series 2024A Bonds”), to: (a) finance the purchase pursuant to an invitation to tender for purchase (“Tender Offer”) of a portion of the Authority’s outstanding Senior Debt and Subordinate Debt that are tendered for purchase (the “Tendered Bonds”) by the holders thereof in response to the Authority’s Tender Offer and identified as Tendered Bonds in the Certificate of Award; (b) currently refund or advance refund, as applicable, a portion of the Authority’s outstanding Senior Debt and Subordinate Debt (the “Refunded Bonds”) that are identified as Refunded Bonds in the Certificate of Award; (c) fund a Series 2024A Debt Service Reserve Requirement, (as defined herein), if determined necessary; and (d) pay certain costs of issuance of the Series 2024A Bonds; (ii) designate the Series 2024A Bonds as Subordinate Debt for purposes of the Indenture; and (iii) secure the Series 2024A 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 and Executive Vice President, Finance Procurement and Compliance, the Chief Operations Officer and Executive Vice President, and the Chief Legal Officer and Executive Vice President, Legal Affairs and 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 May 23, 2024, to review the issuance of the Series 2024A 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 Thirty-Third 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, the Chief Financial Officer and Executive Vice President, Finance Procurement and Compliance, Vice President and Controller, Budget Vice President, Finance Vice President, and Rates and Revenue Vice President of the Authority, including any of the foregoing who are in an interim, acting or similar capacity, 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 for the Series 2024A Bonds between the Authority and the 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 2024A Bonds to the Original Purchasers, specifying terms of the Series 2024A Bonds, as provided for in Section 4 of this Resolution and identifying the Tendered Bonds and the Refunded Bonds, if any.

“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 2024A Bonds, as originally executed and as it may be amended from time to time in accordance with its terms.

“Dealer Manager” means Morgan Stanley & Co. LLC

"Dealer Manager Agreement" means the Dealer Manager Agreement between the Authority and the Dealer Manager and the materials attached thereto relating to the Tender Offer.

"Escrow Agent" means the Trustee as Escrow Agent.

"Escrow Agreement" means the Escrow Agreement, dated the same date as the Series 2024A Bonds, between the Authority and the Escrow Agent, providing for the Refunded Bonds to be deemed paid and no longer Outstanding under the Indenture.

"Financial Advisor" means, collectively, PFM Financial Advisors LLC and Sustainable Capital Advisors.

"Interest Payment Dates" means for the Series 2024A 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 2024A Bonds are Outstanding.

"Invitation" means the Invitation to Tender Bonds and other ancillary documents relating to the Authority's offer to purchase the Target Bonds.

"Original Purchasers" for the Series 2024A Bonds means the purchasers identified as such in the Bond Purchase Agreement.

"Refunded Bonds" means any Outstanding Senior Debt and Subordinate Debt to be caused to be deemed paid and no longer Outstanding under the Indenture as the result of the deposit of proceeds of the Series 2024A Bonds and any other funds in escrow under the Escrow Agreement and identified as the Refunded Bonds in the Certificate of Award.

"Savings Threshold" means, as applicable, that: (i) as the result of the tender of the Tendered Bonds and the refunding of the Refunded Bonds (other than any of the Authority's outstanding Public Utility Subordinate Lien Revenue Bonds, Series 2010A (the "Series 2010A Bonds")), the Authority will achieve an aggregate reduction in bond debt service that has a present value at the time of sale of the Series 2024A Bonds equal to at least three percent (3.0%) and will fulfill any other standards that any Authorized Official executing the Certificate of Award deems appropriate or (ii) the Chief Financial Officer and Executive Vice President, Finance Procurement and Compliance, determines, in consultation with the Authority's Financial Advisor, that the refunding of any Series 2010A Bonds included in the Refunded Bonds is in the best interests of the Authority.

"Series 2024A Debt Service Reserve Requirement" means, if determined in the Certificate of Award to be necessary, a required fund balance in the Series 2024A Debt Service Reserve Account or Accounts established under the Thirty-Third 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 2024A Debt Service Reserve Account in the amount of the specified required fund balance will not cause the interest on any Series 2024A Bonds intended to be excluded from gross income for federal income tax purposes not to be so excluded.

“Thirty-Third Supplemental Indenture” means the Thirty-Third Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as and relating to the Series 2024A 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 2024A Bonds. The Authority is authorized to issue, sell and deliver, as provided in this Resolution and the Certificate of Award, the Series 2024A Bonds which shall be designated “Public Utility Subordinate Lien Revenue Refunding Bonds, Series 2024A” and shall constitute Subordinate Debt for purposes of the Indenture. The aggregate principal amount of the Series 2024A Bonds the Authority is authorized to issue, sell and deliver shall not exceed (except as provided below) the amount determined in the Certificate of Award to be sufficient to accomplish the following purposes for which the issuance of the Series 2024A Bonds is authorized: (i) financing the purchase pursuant to the Tender Offer of the Tendered Bonds and causing the Tendered Bonds to be deemed paid and no longer Outstanding for purposes of the Indenture; (ii) refunding the Refunded Bonds and causing the Refunded Bonds to be deemed paid and no longer Outstanding for purposes of the Indenture; (iii) funding a portion of the Series 2024A Debt Service Reserve Requirement, if determined necessary in the Certificate of Award; and (iv) paying a portion of the issuance costs of the Series 2024A Bonds (including fees and costs associated with the Tender Offer, including those of an information agent and a tender agent, as well as the fees and costs of any escrow bidding agent or verification agent engaged pursuant to Section 6); provided, however, that before an Authorized Official executes a Certificate of Award applicable to the Series 2024A Bonds, the Authority's Financial Advisor shall have given the Authority a written certification that identifies the Tendered Bonds and the Refunded Bonds (consistent with this Resolution) and determines that the Authority's issuance and sale of the Series 2024A Bonds on the terms set forth in the Certificate of Award and the application of the proceeds of the Series 2024A Bonds and any other legally available funds to purchase the Tendered Bonds and refund the Refunded Bonds identified in the Financial Advisor's certificate, will meet the Savings Threshold. For those purposes the proceeds from the sale of the Series 2024A Bonds shall be allocated and deposited, as provided in the Thirty-Third Supplemental Indenture. 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 2024A Bonds.

(a) Form, Transfer and Exchange. The Series 2024A Bonds: (i) shall initially be issued only in fully registered form and substantially in the forms attached as Exhibits to the Thirty-Third 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 Thirty-Third Supplemental Indenture.

(b) Denominations and Dates. The Series 2024A Bonds shall be dated as of the date of issuance and delivery, but in no event later than December 31, 2024, and there shall be a single Series 2024A Bond representing each interest rate for each maturity of the Series 2024A Bonds bearing the same series or subseries designation as provided in the Thirty-Third Supplemental Indenture.

(c) Principal Maturities. The principal of the Series 2024A 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, 2064 and the principal retirement schedule shall be consistent with the achievement on an aggregate basis of the Savings Threshold.

(d) Interest Rates and Interest Rate Periods for the Series 2024A Bonds. The Series 2024A 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 2024A Bonds shall not exceed a rate that would cause the Savings Threshold not to be achieved. The principal of the Series 2024A 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 principal retirement schedule shall be consistent with the achievement of the Savings Threshold.

(e) Optional and Mandatory Redemption.

(i) *Optional Redemption* - The Series 2024A Bonds maturing on or before any date specified in the Certificate of Award as the Earliest Optional Redemption Date for the Series 2024A Bonds (which shall be no later than the outside date permitted by law) are not subject to prior optional redemption. Any Series 2024A Bond maturing after the applicable Earliest Optional Redemption Date shall be subject to redemption at the option of the Authority, prior to their stated maturities on or after such 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 applicable Series 2024A Bonds to be redeemed.

(ii) *Mandatory Sinking Fund Redemption* - Any Series 2024A 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.

(f) Redemption Provisions. Redemption of Series 2024A Bonds shall be effected in accordance with Article IV of the Master Indenture; provided, however, that notices of redemption of the Series 2024A 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.

(g) Places and Manner of Payment. The principal of and the interest and any redemption premium on the Series 2024A Bonds shall be payable at the places and in the manner specified in the Thirty-Third Supplemental Indenture.

(h) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2024A Bonds, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2024A Bonds and to deliver them to the Trustee for authentication in accordance with the Indenture.

#### Section 4. Sale of Series 2024A Bonds.

(a) General. The Series 2024A Bonds shall be awarded and sold to the 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 2024A Bonds times the percentage of such principal amount at which such Series 2024A 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 2024A 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 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 2024A Bonds and the sale thereof, all as provided in this Resolution, the Bond Purchase Agreement, the Invitation, the Dealer Manager Agreement, the Certificate of Award, and the Thirty-Third 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 2024A Bonds approved in the Certificate of Award shall be incorporated into the Thirty-Third 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 2024A 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 any of the Series 2024A Bonds and, if so, from whom and on what terms; (iii) specify the amount, if any, of the Series 2024A 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. The Certificate of Award shall identify the Tendered Bonds and the Refunded Bonds, if any.

(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 any of the Series 2024A 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 2024A 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 2024A 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 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 Original Purchasers to establish the date, location, procedure and conditions for the delivery of the Series 2024A Bonds. The Authorized Officials are, and each of them is, further authorized and directed to make the necessary arrangements for the printing of the Series 2024A Bonds, and the execution, authentication and delivery of the applicable Series 2024A Bonds to DTC for the

accounts of the 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 2024A Bonds; Tax Covenants.

(a) Allocation of Proceeds. The proceeds from the sale of the Series 2024A Bonds shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Thirty-Third 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 2024A Bonds.

Section 6. Thirty-Third Supplemental Indenture, Dealer Manager Agreement, Invitation to Tender Bonds, Escrow Agreement and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2024A Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Thirty-Third 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 in connection with the issuance of the Series 2024A Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Dealer Manager Agreement together with the materials attached thereto relating to the Tender Offer, including the proposed form of the Invitation, 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 and directed, in their official capacities, to execute and deliver the certificates required by the Dealer Manager Agreement to be executed on behalf of the Authority.

The Dealer Manager is authorized to conduct the Tender Offer described in the Dealer Manager Agreement on behalf of the Authority, including the distribution of the Invitation.

The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2024A Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Escrow Agreement, 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. If in the Certificate of Award, an Authorized Official determines that it is in the Authority's best interest to authorize the

purchase of open-market securities to effect the current refunding of the Refunded Bonds, the Authorized Official is authorized to engage an agent for the purchase of such securities. With respect to the Escrow Agreement and to the extent any escrow securities are to be purchased thereunder, the Certificate of Award shall designate an independent firm experienced in the preparation of verification reports to verify or certify such escrow securities to be of such maturities and interest payment dates, and to bear such interest, as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient together with any cash deposited with and to be retained in that form by the Escrow Agent, to pay the principal of and interest and any premium on the Refunded Bonds, on their respective maturity or redemption date or dates, as provided in the Escrow Agreement.

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 2024A 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 Thirty-Third Supplemental Indenture, the Bond Purchase Agreement, the Escrow Agreement, the Dealer Manager Agreement, the Invitation 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 2024A 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 2024A 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 Original Purchasers for distribution to prospective purchasers of the Series 2024A Bonds and other interested persons. The preliminary Official Statement, shall be "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 Original Purchasers of the preliminary Official Statement and 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 Original Purchasers to sell book entry interests in the Series 2024A Bonds, and will provide copies as appropriate to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website at [www.emma.msrb.org](http://www.emma.msrb.org).

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 Purchasers as may be reasonably requested to qualify the Series 2024A 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 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 Original Purchasers and to specify the final principal amount, interest rates and redemption provisions of the Series 2024A Bonds, the price of the Series 2024A Bonds to the general public, any credit enhancement provisions with respect to the Series 2024A Bonds and any change in ratings of the Series 2024A 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 2024A 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 2024A Bonds may, and the Trustee may (and, at the request of the Holders of at least 25% in aggregate principal amount of Outstanding Series 2024A 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 Original Purchasers of the Series 2024A Bonds a true and certified transcript of all proceedings relating to the authorization and issuance of the Series 2024A Bonds along with other information as is necessary or proper with respect to the Series 2024A Bonds.

Section 9. Multiple Series. Notwithstanding anything herein to the contrary, if the Chief Financial Officer and Executive Vice President, Finance Procurement and Compliance, determines it to be advantageous to the Authority, the Series 2024A Bonds may be issued in one or more separate series or subseries, each bearing a distinctive designation, provided that the Series 2024A 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 2024A Bonds may be issued at the same or different times and so may have different dates of issuance. The Series 2024A 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 Thirty-Third Supplemental Indenture, as applicable, shall refer to each and all such Supplemental Trust Indentures, but any Supplemental Trust Indenture subsequent to the Thirty-Third 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.

This Resolution is effective immediately.

---

Secretary to the Board of Directors

**Presented and Adopted: June 6, 2024**

**Subject: Approving the Final Form of Certain Documents, Authorizing the Sale and Setting Terms and Details of the Series 2024B Bonds**

**#24-40  
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 June 6, 2024, by a vote of \_\_\_ ( ) in favor and \_\_\_ ( ) 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 Computershare Trust Company, N.A., as trustee (the “Trustee”) (its predecessors in that capacity having been Norwest Bank Minnesota, N.A., Wells Fargo Bank Minnesota, N.A. and Wells Fargo Bank, 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 thirty-two (32) 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 further intends to enter into the Thirty-Third Supplemental Indenture in connection with the issuance of the Public Utility Subordinate Lien Revenue Refunding Bonds, Series 2024A; and

**WHEREAS**, the Authority now also intends: (i) to issue Public Utility Subordinate Lien Multimodal Revenue Refunding Bonds, Series 2024B (the “Series 2024B Bonds”), to: (a) currently refund the Authority’s outstanding Public Utility Subordinate Lien Multimodal Revenue Bonds, Series 2019C (the “Series 2019C Bonds”) that are identified as Refunded Bonds in the Certificate of Award; (b) fund a Series 2024B Debt Service Reserve Requirement, (as defined herein), if determined necessary; and (c) pay certain costs of issuance of the Series 2024B Bonds; (ii) to designate the Series 2024B Bonds



as Subordinate Debt for purposes of the Indenture; and (iii) to secure the Series 2024B 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 and Executive Vice President, Finance Procurement and Compliance, the Chief Operations Officer and Executive Vice President and the Chief Legal Officer and Executive Vice President, Legal Affairs 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 May 23, 2024, to review the issuance of the Series 2024B 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 Thirty-Fourth 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, the Chief Financial Officer and Executive Vice President, Finance Procurement and Compliance, Vice President and Controller, Director Vice President, Finance Vice President, and Rates and Revenue Vice President of the Authority, including any of the foregoing who are in an interim, acting or similar capacity, 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 for the Series 2024B Bonds between the Authority and the 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 2024B Bonds to the Original Purchasers and specifying terms of the Series 2024B Bonds, as provided for in Section 4 of this Resolution and identifying the Refunded Bonds, if any.

“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 2024B Bonds, as originally executed and as it may be amended from time to time in accordance with its terms.

"Escrow Agent" means the Trustee as Escrow Agent.

"Escrow Agreement" means the Escrow Agreement, dated the same date as the Series 2024B Bonds, between the Authority and the Escrow Agent, providing for the Refunded Bonds to be deemed paid and no longer Outstanding under the Indenture.

"Financial Advisor" means, collectively, PFM Financial Advisors LLC and Sustainable Capital Advisors.

"Interest Payment Dates" means the "Interest Payment Date" as defined for the Series 2024B Bonds in the Thirty-Fourth Supplemental Indenture.

"Original Purchasers" for the Series 2024B Bonds means the purchasers identified as such in the Bond Purchase Agreement.

"Refunded Bonds" means the Outstanding Series 2019C Bonds to be caused to be deemed paid and no longer Outstanding under the Indenture as the result of the deposit of proceeds of the Series 2024B Bonds and any other funds in escrow under the Escrow Agreement and identified as the Refunded Bonds in the Certificate of Award.

"Remarketing Agent" means any Remarketing Agent designated for the Series 2024B Bonds under the Thirty-Fourth Supplemental Indenture. BofA Securities, Inc. and Loop Capital Markets LLC are the initial Remarketing Agents as specified in the Thirty-Fourth Supplemental Indenture.

"Remarketing Agreement" means any Remarketing Agreement entered into for the Series 2024B Bonds under the Thirty-Fourth Supplemental Indenture.

"Series 2024B Debt Service Reserve Requirement" means, if determined in the Certificate of Award to be necessary, a required fund balance in the Series 2024B Debt Service Reserve Account or Accounts established under the Thirty-Fourth 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 2024B Debt Service Reserve Account in the amount of the specified required fund balance will not cause the interest on any Series 2024B Bonds intended to be excluded from gross income for federal income tax purposes not to be so excluded.

"Standby Bond Purchase Agreement" means any Standby Bond Purchase Agreement entered into for the Series 2024B Bonds under the Thirty-Fourth Supplemental Indenture.

“Tender Agent” means any Tender Agent designated for the Series 2024B Bonds under the Thirty-Fourth Supplemental Indenture. The Trustee is the initial Tender Agent.

“Thirty-Fourth Supplemental Indenture” means the Thirty-Fourth Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as and relating to the Series 2024B 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 2024B 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) One Hundred and One Million Dollars (\$101,000,000) aggregate principal amount of Series 2024B Bonds. The Series 2024B Bonds shall be designated “Public Utility Subordinate Lien Multimodal Revenue Refunding Bonds, Series 2024B” and shall constitute Subordinate Debt for purposes of the Indenture, for the purpose of: (a) currently refunding the Series 2019C Bonds; (b) funding a Series 2024B Debt Service Reserve Requirement, if determined necessary in the Certificate of Award; and (c) paying issuance costs of the Series 2024B Bonds (including fees and costs of any escrow bidding agent or verification agent engaged pursuant to Section 6). For those purposes the proceeds from the sale of the Series 2024B Bonds shall be allocated and deposited, as provided in the Thirty-Fourth Supplemental Indenture. If and to the extent that any Series 2024B Bonds are issued for the purpose of funding a Series 2024B Debt Service Reserve Requirement, then the aggregate principal amount of Series 2024B Bonds hereby authorized may exceed \$101,000,000 by the aggregate principal amount of the Series 2024B 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 2024B Bonds.

(a) Form, Transfer and Exchange. The Series 2024B Bonds: (i) shall initially be issued only in fully registered form and substantially in the form attached as Exhibit A to the Thirty-Fourth 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 Thirty-Fourth Supplemental Indenture.

(b) Denominations and Dates. The Series 2024B Bonds shall be dated as of the date of issuance and delivery, but in no event later than December 31, 2024, and there shall be a single Series 2024B Bond for each interest rate for each maturity of the Series 2024B Bonds bearing the same series or subseries designation as provided in the Thirty-Fourth Supplemental Indenture.

(c) Principal Maturities. The principal of the Series 2024B 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 Certificates of Award, provided that the final principal retirement date shall be no later than December 31, 2064.

(d) Interest Rates and Interest Rate Periods for the Series 2024B Bonds. The Series 2024B Bonds shall initially be issued as Daily Rate Bonds. The initial interest rate for the Series 2024B Bonds will be the rate that the Original Purchasers determine is necessary to sell the Series 2024B Bonds at a minimum price of ninety-eight percent (98%) of the principal amount of the Series 2024B Bonds and subject to the Maximum Rate. The Series 2024B Bonds initially may be issued in multiple subseries, as determined in the Certificate of Award. The provisions of Section 403 of the Thirty-Fourth Supplemental Indenture shall govern the interest rates per annum and payment terms of the Series 2024B Bonds. After the Initial Period, the Series 2024B Bonds may bear interest at Weekly Rates, Short-Term Rates, Long-Term Rates, Index Rates or Fixed Rates, or may continue to bear interest at Daily Rates, all determined in accordance with the Thirty-Fourth 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 Indenture.

(e) Tender, Purchase, Remarketing and Optional Redemption. For the purpose of effecting the provisions of the Thirty-Fourth Supplemental Indenture relating to the tender, purchase and remarketing of the Series 2024B 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 Thirty-Fourth Supplemental Indenture. The Series 2024B Bonds shall be subject to redemption prior to stated maturity as and to the extent provided in the Thirty-Fourth Supplemental Indenture and shall be subject from time to time to optional and mandatory tender for purchase as provided in the Thirty-Fourth Supplemental Indenture.

(f) Places and Manner of Payment. The principal and tender price of and the interest and any redemption premium on the Series 2024B Bonds shall be payable as specified in the Thirty-Fourth Supplemental Indenture.

(g) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2024B Bonds, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2024B Bonds and to deliver them to the Trustee for authentication in accordance with the Indenture.

Section 4. Sale of Series 2024B Bonds.

(a) General. The Series 2024B Bonds shall be awarded and sold to the 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 2024B Bonds times the percentage of such principal amount at which such Series 2024B 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 2024B 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 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 2024B Bonds and the sale thereof, all as provided in this Resolution, the Bond Purchase Agreement, the Certificate of Award and the Thirty-Fourth 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 2024B Bonds approved in the Certificate of Award shall be incorporated into the Thirty-Fourth Supplemental Indenture. The Certificate of Award, subject to the restrictions set forth herein, shall: (i) state, with respect to the Series 2024B Bonds, the aggregate principal amount, the purchase price, the first Interest Payment Dates, the principal retirement dates, the mandatory sinking fund requirements (if any), the mandatory tender date (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 any of the Series 2024B Bonds and, if so, from whom and on what terms; (iii) specify the amount, if any, of the Series 2024B 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. A separate Certificate of Award may be delivered for each subseries of the Series 2024B Bonds, and each reference in this Resolution to the Certificate of Award shall refer to each and all such Certificates of Award. A separate Bond Purchase Agreement, Remarketing Agreement, Standby Bond Purchase Agreement and Continuing Disclosure Agreement may be entered into for each subseries of the Series 2024B Bonds, and each reference in this Resolution to the Bond Purchase Agreement Remarketing Agreement, Standby Bond Purchase Agreement or to the Continuing Disclosure Agreement shall refer to each and all such Bond Purchase Agreements Remarketing Agreements, Standby Bond Purchase Agreements or Continuing Disclosure Agreements, respectively.

(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 any of

the Series 2024B 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 2024B 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 2024B 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 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 Original Purchasers to establish the date, location, procedure and conditions for the delivery of the Series 2024B Bonds to the 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 2024B Bonds, and the execution, authentication and delivery of the Series 2024B Bonds to DTC for the accounts of the 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 2024B Bonds; Tax Covenants.

(a) Allocation of Proceeds of the Series 2024B Bonds. The proceeds from the sale of the Series 2024B Bonds shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Thirty-Fourth 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 2024B Bonds.

Section 6. Thirty-Fourth Supplemental Indenture, Escrow Agreement and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2024B Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Thirty-Fourth Supplemental Indenture, the Remarketing Agreement with each of the initial Remarketing Agents and the Standby

Bond Purchase Agreement, 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 in connection with the issuance of the Series 2024B Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Escrow Agreement, 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. If in the Certificate of Award, an Authorized Official determines that it is in the Authority's best interest to authorize the purchase of open-market securities to effect the current refunding of the Refunded Bonds, the Authorized Official is authorized to engage an agent for the purchase of such securities. With respect to the Escrow Agreement and to the extent any escrow securities are to be purchased thereunder, the Certificate of Award shall designate an independent firm experienced in the preparation of verification reports to verify or certify such escrow securities to be of such maturities and interest payment dates, and to bear such interest, as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient together with any cash deposited with and to be retained in that form by the Escrow Agent, to pay the principal of and interest and any premium on the Refunded Bonds, on their respective maturity or redemption date or dates, as provided in the Escrow Agreement.

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 2024B 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 Thirty-Fourth Supplemental Indenture, the Bond Purchase Agreement, the Escrow Agreement, the Remarketing Agreement, the Standby Bond Purchase Agreement and this Resolution.

Following the issuance of the Series 2024B Bonds, if a successor Remarketing Agent is appointed by the Authority, the Authorized Officials are, and each of them is, authorized to execute, acknowledge and deliver, in the name of and on behalf of the Authority, the Remarketing Agreement with the successor Remarketing Agent in a form then 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.

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 2024B 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 2024B 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 Original Purchasers for distribution to prospective purchasers of the Series 2024B Bonds and other interested persons.

The distribution by the Authority and by the 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 Original Purchasers to sell book entry interests in the Series 2024B Bonds, and will provide copies as appropriate to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website at [www.emma.msrb.org](http://www.emma.msrb.org).

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 Purchasers as may be reasonably requested to qualify the Series 2024B 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 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 complete the Official Statement with the approved and agreed upon terms of Series 2024B Bonds, and (ii) to make such other changes to the Official Statement as are, in the judgment of an Authorized Official, necessary and appropriate in order to make 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 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 2024B Bonds may, and the Trustee may (and, at the request of the Holders of at least 25% in aggregate principal amount of Outstanding Series 2024B 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 Original Purchasers of the Series 2024B Bonds a true and certified transcript of all proceedings relating to the authorization and issuance of the Series 2024B Bonds along with other information as is necessary or proper with respect to the Series 2024B Bonds.

This Resolution is effective immediately.

---

Secretary to the Board of Directors

**Presented and Adopted: June [6], 2024**

**Subject: Approving the Final Form of Certain Documents, Authorizing the Sale and Setting Terms and Details of the Commercial Paper Notes**

**#24-41  
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 June [6], 2024, by a vote of \_\_\_ ( ) in favor and \_\_\_ ( ) opposed, decided to approve the following:

**WHEREAS**, pursuant to Resolution #10-60, the Authority previously issued its Commercial Paper Notes, Series A (the "Series A Notes"), in an aggregate principal amount not to exceed \$100,000,000 outstanding at any one time, its Commercial Paper Notes, Series B (the "Series B Notes"), in an aggregate principal amount not to exceed \$50,000,000 outstanding at any one time, and its Commercial Paper Notes, Series C (the "Series C Notes" and, together with the Series A Notes and Series B Notes, the "Prior Notes"), in an aggregate principal amount not to exceed \$75,000,000 outstanding at any one time;

**WHEREAS**, pursuant to Resolution #13-41, the Authority, among other things, decreased the authorized maximum aggregate principal amount of the Series A Notes from \$100,000,000 to \$75,000,000; and

**WHEREAS**, pursuant to Resolution #15-42, the Authority authorized (i) the decrease of the authorized maximum aggregate principal amount of the Series A Notes from \$75,000,000 to \$0; (ii) the increase of the authorized maximum aggregate principal amount of the Series B Notes from \$50,000,000 to \$100,000,000; (iii) the decrease of the authorized maximum aggregate principal amount of the Series C Notes from \$75,000,000 to \$50,000,000; and

**WHEREAS**, the Authority intends to authorize and establish a new commercial paper program that will replace the Prior Notes and therefore intends to issue its Commercial Paper Notes, (the "Notes"), in an aggregate principal amount not to exceed \$250,000,000 outstanding at any one time; and

**WHEREAS**, the Authority will use the proceeds from the sale of the Notes: (i) 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 system (collectively, and as further defined in the Master Indenture (as defined herein), the "System"), (ii) to pay the obligations of TD Bank, N.A. (the "Bank") under the Bank Note (as defined below) resulting from draws made under the Letter of Credit (as defined below); (iii) to finance certain costs of issuance of the Notes and (iv) for any other purpose permitted by law under the Indenture that in the opinion of Bond Counsel will not, in and of itself, adversely affect

the exclusion from gross income for federal tax purposes of interest on the Notes issued as tax-exempt obligations (collectively, the "Project"); and

**WHEREAS**, the Notes will be secured by a letter of credit (the "Letter of Credit") to be issued by the Bank; and

**WHEREAS**, in accordance with the WASA Act, the Authority and Computershare Trust Company, N.A., as trustee (the "Trustee") (its predecessors in that capacity having been Norwest Bank Minnesota, N.A., Wells Fargo Bank Minnesota, N.A. and Wells Fargo Bank, 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 thirty-two (32) 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 further intends to enter into the Thirty-Third Supplemental Indenture in connection with the issuance of the Public Utility Subordinate Lien Revenue Refunding Bonds, Series 2024A, and the Thirty-Fourth Supplemental Indenture in connection with the issuance of the Public Utility Subordinate Lien Multimodal Revenue Refunding Bonds, Series 2024B; and

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

(a) a Thirty-Fifth Supplemental Indenture of Trust dated as of August 1, 2024 (the "Thirty-Fifth Supplemental Indenture"), between the Authority and the Trustee;

(b) an Issuing and Paying Agency Agreement (the "Issuing and Paying Agency Agreement") dated as of August 1, 2024, between the Authority and US Bank Trust Company National Association, as Issuing and Paying Agent (the "Issuing and Paying Agent");

(c) the form of the Authority's Commercial Paper Note, attached as an exhibit to the Issuing and Paying Agency Agreement;

(d) the Letter of Credit and Reimbursement Agreement (the "Reimbursement Agreement") dated as of August 1, 2024, between the Authority and TD Bank, N.A., pursuant to which the Letter of Credit will be issued;

(e) the form of the Bank Note (the "Bank Note") attached as an exhibit to the Reimbursement Agreement to bear interest at the Bank Rate or the Default Rate or as otherwise provided in the Reimbursement Agreement;

(f) the form of Dealer Agreement dated as of August 1, 2024 (the "Dealer Agreement"), between the Authority and each of Goldman Sachs & Co. and J.P. Morgan Securities LLC (the "Dealers"), relating to the public offering and sale of the Notes; and

(g) the form of Offering Memorandum dated as of August 1, 2024; and

**WHEREAS**, the Finance and Budget Committee met on May 23, 2024, to review the issuance of the Notes and has recommended approval of this Resolution by the Board;

**NOW, THEREFORE, BE IT RESOLVED**, that:

1. Unless otherwise defined herein and unless the context indicates otherwise, the terms used herein and defined in the Indenture (including the Thirty-Fourth 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, the Chief Financial Officer and Executive Vice President, Finance Procurement and Compliance, Vice President and Controller, Budget Vice President, Finance Vice President, and Rates and Revenue Vice President of the Authority, including any of the foregoing who are in an interim, acting or similar capacity, 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.

"Thirty-Fifth Supplemental Indenture" means the Thirty-Fifth Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as and relating to the Notes.

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.

2. Each of the Dealers is authorized to distribute the Offering Memorandum to prospective purchasers of the Notes.

3. The aggregate principal amount of the Notes shall not exceed \$250,000,000 outstanding at any one time.

4. The Notes shall be issued, from time to time, as taxable and/or tax-exempt obligations as the Authority shall determine, in book-entry form in minimum denominations of \$100,000 and increments of \$1,000 in excess thereof.

5. 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 (as amended and supplemented to the date hereof, the "Master Indenture"), and from the Pledged Funds as described in the Issuing and Paying Agency Agreement.

6. The Authorized Officials are, and each of them is, authorized and directed to execute the Thirty-Fifth Supplemental Indenture, the Issuing and Paying Agency Agreement, the Reimbursement Agreement, the Bank Note, the Dealer Agreements, and the initial Offering Memorandum, and the Secretary is authorized and directed to affix the Seal of the Authority on such documents as required and to attest to the same.

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

8. The Authorized Officials are, and each of them is, 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 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 Notes from time to time. Each Authorized Representative of the Authority or others designated by any Authorized Representative of the Authority shall approve the issuance and award the sale of the Notes to the Dealers or to the purchaser or purchasers obtained by the Dealers pursuant to the Dealer Agreements, provided that the Notes shall be sold at a purchase price equal to 100% of the principal amount thereof, the maturity date of each 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 or one business day prior to the termination date of the Letter of Credit, and the interest rate on any Note shall not exceed twelve percent per annum.

9. The Notes and the Authority's obligations under the Bank Note constitute Subordinate Debt under the Master Indenture payable from Net Revenues on a parity with other Subordinate Debt outstanding thereunder from time to time.

10. The Authorized Officials are hereby individually authorized to approve any changes, modifications or updates of the Offering Memorandum from time to time.

11. The Thirty-Fifth Supplemental Indenture, the Issuing and Paying Agency Agreement, the Reimbursement Agreement, the Dealer Agreement, the Notes, and the Bank Note shall be in substantially the forms submitted to the Board at or prior to this meeting, which hereby are approved, with such completions, omissions, insertions and

changes necessary to reflect the note principal amount and other terms of the Notes and the Bank Note, and 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 completions, omissions, insertions and changes shall be conclusively evidenced by the execution of the document by an Authorized Official.

12. The Authorized Officials are, and each of them is, authorized with respect to the 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 officer 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. The Authorized Officials are, and each of them is, authorized to execute, deliver and file, from time to time, all other certificates and instruments, and any agreement with the provider of any credit facility or liquidity facility for the Notes, including, without limitation, the Banks, and to take all such further actions, from time to time, as they may consider necessary or desirable in connection with the issuance, sale and distribution of the Notes.

14. The Authority is authorized and directed to terminate the commercial paper program for the Prior Notes upon the execution and delivery of the documents authorized by this Resolution regarding the Notes. The Authorized Officials are, and each of them is, authorized to execute, deliver and file, from time to time, such documents to effectuate such termination.

This Resolution is effective immediately.

---

Secretary to the Board of Directors

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. 10112, Chemical Root Control of Sanitary Sewers, Duke's Root Control, Inc.**

**#24-42  
RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on May 2, 2024 upon consideration of a non-joint use matter, decided by a vote of \_\_\_\_ ( ) In favor and \_\_\_\_ ( ) opposed to approve the Award of Contract No. 10112, Duke's Root Control, Inc.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. 10112, Duke's Root Control, Inc. The purpose of this contract is to provide chemical root control services required to treat and prevent root growth in sanitary sewers. The total amount of this contract is \$2,191,194.00 for three base years and two option years.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD  
Chemical Root Control of Sanitary Sewers  
(Non Joint-Use)**

Approval to award a chemical root control service contract in the amount of \$2,191,194.00 for a base term of three years and two option years.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> Duke's Root Control, Inc. 1020 Hiawatha Boulevard West Syracuse, NY 13204	<b>SUBS:</b> Riviera Enterprises, Inc. (DBE) 7600 Penn Belt Drive Forestville, MD 20747	<b>PARTICIPATION:</b> DBE 12%
--	--	----------------------------------

**DESCRIPTION AND PURPOSE**

Base Period Contract Value:	\$1,303,847.00
Base Period Contract Dates:	07-30-2024 – 07-29-2027
No. of Options Years in Contract:	2
Total Option Year 1-2 Value:	\$887,347.00
Option Year 1-2 Dates:	07-30-2027 – 07-29-2029
Number of Proposals:	1

**Purpose of the Contract:**

Provide chemical root control services required to treat and prevent root growth in sanitary sewers.

**Contract Scope:**

Provide labor, equipment and foam application of a chemical root control product designed specifically for use in sewer mains to kill active root growth and inhibit future root growth in sanitary sewers.

Background; By an open market solicitation, Contract 10112 Chemical Root Control of Sanitary Sewers was awarded to Duke's Root Control, Inc. on July 30, 2021 to provide chemical root control service throughout the DC area. Duke's Root Control, Inc. was the only supplier to respond to the RFP.

Current Market research indicates Duke's Root Control, Inc. is the only vendor in the DC area providing chemical root control service. DC Water contacted Metropolitan Washington Council of Governments to see if any members have a chemical root control contract. Of the seven members that responded, only three members require root control service and have existing contracts with Duke's Root Control Inc.

Procurement broadened the search area and contacted the City of Baltimore, City of Wilmington and City of Rockville, all of which have contracts in place with Duke's Root Control, Inc. contract as well.

Additional conversations with Duke's Root Control, Inc. resulted in awarding a new contract versus extending the existing contract.

**Contractor's Past Performance:**

According to the COTR, the Contractor's quality of service, timeliness of deliverables, conformance to DC Water's policies, procedures and contract terms, and invoicing, all meet expectations and requirements.



**PROCUREMENT INFORMATION**

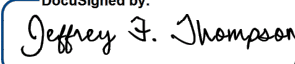
<b>Contract Type:</b>	Firm Fixed Price	<b>Award Based On:</b>	Best Value
<b>Commodity:</b>	Service	<b>Contract Number:</b>	10112
<b>Contractor Market:</b>	Sole Source with Goals for DBE and WBE Participation		

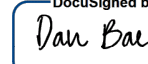
**BUDGET INFORMATION**

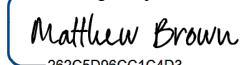
<b>Funding:</b>	Operating	<b>Department:</b>	Pumping and Sewer Operations
<b>Service Area:</b>	Various Locations	<b>Department Head:</b>	Kenrick StLouis

**ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	100.0%	\$2,191,194.00
Washington Suburban Sanitary Commission	0.00%	\$0.00
Fairfax County	0.00%	\$0.00
Loudoun Water	0.00%	\$0.00
Potomac Interceptor	0.00%	\$0.00
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$2,191,194.00</b>

DocuSigned by:  
  
 5/3/2024  
E27CB3133FC640B...  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 5/6/2024  
3154BD60F082417...  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 5/6/2024  
262C5D96CC1C4D3...  
 Matthew T. Brown Date  
 CFO and EVP of Finance, Procurement, and Compliance

  
 5/28/2024  
 David L. Gadis Date  
 CEO and General Manager

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. DCFA #541-WSA,  
Engineering Program Management Consultant 2G, Water  
Smart Alliance (an AtkinsRealis – Stantec Partnership)**

**#24-43  
RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“the Authority”) at its meeting on May 2, 2024 upon consideration of a non-joint use matter, decided by a vote of \_\_\_\_ ( ) In favor and \_\_\_\_ ( ) opposed to approve the Award of Contract No. DCFA #541-WSA, Water Smart Alliance (an AtkinsRealis – Stantec Partnership).

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. DCFA #541-WSA, Water Smart Alliance (an AtkinsRealis - Stantec Partnership). The purpose of this contract is to provide several services for the management, planning and execution of the Capital Improvement Program and other tasks in the Water Services Area. It will also provide an agent to serve as DC Water’s representative for collaborative project delivery. The total amount of this contract is not to exceed \$43,000,000.00 for a contract period of three years plus two option years.

This Resolution is effective immediately.

---

Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**ENGINEERING SERVICES:**

**Engineering Program Management Consultant 2G  
(Non-Joint Use)**

Approval to execute an architectural and engineering services contract not to exceed \$43,000,000 for the contract period of three years plus two renewal periods of one year each. The renewal periods will be approved at DC Water's sole discretion pending acceptable performance.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b>	<b>SUBS:</b>	<b>PARTICIPATION:</b>
Water Smart Alliance (an AtkinsRealis-Stantec Partnership)	Total DBE Participation Total WBE Participation	30.0% 10.0%
AtkinsRealis USA, Inc. 3901 Calverton Boulevard Suite 400 Calverton, MD 20705	See Attachment A for list of DBE/WBE participants.	
Stantec Consulting Services, Inc. 1299 Pennsylvania Ave, NW Suite 405 Washington, DC 20004		

**DESCRIPTION AND PURPOSE**

Contract Value, Not-To-Exceed: \$43,000,000  
 Contract Time: 1825 Days (5 Years, 0 Months)  
 Option Years: 2  
 Anticipated Contract Start Date: 07-01-2024  
 Anticipated Contract Completion Date: 06-30-2029  
 Other firms submitting proposals/qualification statements:

- Mott MacDonald I&E, LLC
- Hazen & Sawyer, PC\*
- Ramboll Engineering, P.C.

\* Asterisk indicates short listed firms.

**Purpose of the Contract:**

Provide program management, owners agent and construction management services required for the planning and executing the Capital Improvement Program (CIP) and non-CIP tasks; provide design services, staff augmentation, and operations support in the Water Service Area and serve as owner's agent for collaborative project delivery.

**Contract Scope:**

Scope includes:

- Provide general program management functions.
- Assist DC Water in the collaborative delivery of the capital improvement program.
- Provide engineering services including:
  - Design and design reviews,
  - Water hydraulic model,

- GIS support, and
- Other as directed.
- Conduct condition assessment of large diameter Water Mains.
- Serve as Owner's Agent for all new collaborative delivery projects executed in the Water Service Area.
- Provide Construction Management Services.
- Augment DC Water staff with experienced & qualified technical resources, project managers and construction managers.
- Support operational departments
  - Provide technical expertise pertaining to existing or proposed assets and facilities.
  - Provide technical support for development of SOPs, Job Plans, O&M Manuals and other guidance documents.

**PROCUREMENT INFORMATION**

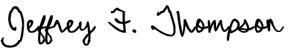
<b>Contract Type:</b>	Lump Sum & Cost-Plus Fixed Fee	<b>Award Based On:</b>	Highest Ranking Score
<b>Commodity:</b>	Engineering Design Services	<b>Contract Number:</b>	DCFA #541-WSA
<b>Contractor Market:</b>	Open Market		


**BUDGET INFORMATION**


<b>Funding:</b>	Capital	<b>Department:</b>	Engineering and Technical Services
<b>Service Area:</b>	Water	<b>Department Head:</b>	Ryu Suzuki
<b>Project:</b>	KV, LB, FT		


**ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	100.00%	\$ 43,000,000.00
Federal Funds	0.00%	\$
Washington Suburban Sanitary Commission	0.00%	\$
Fairfax County	0.00%	\$
Loudoun County & Potomac Interceptor	0.00%	\$
<b>Total Estimated Dollar Amount</b>	<b>100.00%</b>	<b>\$ 43,000,000.00</b>

DocuSigned by:  
  
 \_\_\_\_\_, 5/3/2024  
E27CB931324C640D  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 \_\_\_\_\_, 5/4/2024  
517B31488525444...  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 \_\_\_\_\_, 5/5/2024  
282C5D966C1C4D3...  
 Matthew T. Brown Date  
 Chief Financial Officer and EVP  
 Finance, Procurement and Compliance

  
 \_\_\_\_\_, 5/28/2024  
 David L. Gadis Date  
 Chief Executive Officer and General Manager

ENGINEERING PROGRAM MANAGEMENT CONSULTANT 2G  
ATTACHMENT A – SUBCONTRACTOR LISTING  
PARTICIPATION AMOUNT

<b>DCFA-541</b> <b>Water Smart Alliance</b> <b>(an AtkinsRealis-Stantec Partnership)</b>	FOXXSTEM DC LLC Washington, DC	DBE	5.0%
	Millhouse Engineering and Construction, Inc. Chicago, IL	DBE	5.0%
	DM Enterprises of Baltimore, LLC Baltimore, MD	DBE	3.0%
	SZ PM Consultants, Inc. Washington, DC	DBE	3.0%
	C.C.Johnson & Malhotra, P.C. Rockville, MD	DBE	2.0%
	Delon Hampton & Associates Washington, DC	DBE	2.0%
	Engineering Design Technologies Glen Burnie, MD	DBE	2.0%
	EPC Consultants, Inc. San Francisco, CA	DBE	2.0%
	River to Tap, Inc.(R2T) Philadelphia, PA	DBE	2.0%
	Tejy, Inc. Rockville, MD	DBE	2.0%
	Wave Civil LLC Alexandria, VA	DBE	2.0%
	Aseedo Consulting, LLC Laurel, MD	WBE	5.0%
	Blue Cypress Consulting, LLC Decatur, GA	WBE	3.0%
	Ecotech Hydro Excavation Quarryville, PA	WBE	2.0%
Total DBE Participation = 30% Total WBE Participation = 10%			

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Execute Change Order No. 002 of Contract No. 170070, Small Diameter Water Main Replacement-14C, Fort Myer Construction Corporation**

**#24-44  
RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“the Authority”) at its meeting on May 2, 2024 upon consideration of a non-joint use matter, decided by a vote of \_\_\_\_ ( ) In favor and \_\_\_\_ ( ) opposed to approve the execution of Change Order No. 002 of Contract No. 170070, Fort Myer Construction Corporation.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute Change Order No. 002 of Contract No. 170070, Fort Myer Construction Corporation. The purpose of this contract is to replace small diameter water mains that have experienced failures, or have a history of low water pressure, or water quality issues across the various locations within the District of Columbia. The total amount of this modification is \$1,822,282.25.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**CONSTRUCTION CONTRACT CHANGE ORDER:**

**Small Diameter Water Main Replacement-14C  
(Non-Joint Use)**

Approval to execute a Change Order No. 002 for \$1,822,282.25. The modification exceeds the Chief Executive Officer and General Manager's approval authority.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b>	<b>SUBS:</b>	<b>PARTICIPATION:</b>
Fort Myer Construction Corporation 2237 33rd St NE Washington, DC 20018	Aves Construction Temple Hills, MD DBE	10.0%
	S&J Services Hyattsville, MD DBE	10.0%
	United Construction Upper Marlboro, MD DBE	10.0%

The project is still on pace to meet the overall utilization goals of 32% DBE and 10% WBE.

**DESCRIPTION AND PURPOSE**

Original Contract Value:	\$11,639,133.75
Total of Previous Change Orders:	\$ 8,499,999.98
Current Contract Value:	\$20,139,133.73
Value of this Change Order:	\$ 1,822,282.25
Current Contract Value, including this CO:	\$21,961,415.98
Original Contract Time:	550 Days (1 Year, 6 Months)
Time extension, this CO:	0 Days
Total CO contract time extension:	626 Days (1 Year, 9 Months)
Contract Start Date (NTP):	07-12-2021
Anticipated Contract Completion Date:	09-30-2024
Cumulative CO % of Original Contract:	88.7%
Contract completion %:	70.0%

**Purpose of the Contract:**

Replacement of small diameter water mains that have experienced failures, or have a history of low water pressure, or water quality issues across various locations within the District of Columbia.

**Original Contract Scope:**

- Replace 3.52 miles of small diameter water mains associated valves and appurtenances.
- Replace copper water services two (2) inches in diameter and smaller in public and private space as needed.
- Replacement curb stop / curb stop box, meter box and penetration through building wall and connection to first fitting inside the building including installation of a shut-off valve and pressure reducing valve.
- Provide permanent pavement and surface restoration.

**Previous Change Order Scope:**

To support the start of DC Water’s Lead-Free DC (LFDC) Program which will replace all lead service lines in the District of Columbia. This Change Order provides construction resources for the FY23-24 By-Block lead service line replacements as a component of the LFDC Capital Improvement Program as the transition is made to the Lead-Free Group (LFG) Program and Construction Management (PM/CM) Team. The Scope of this change order includes replacement of lead service lines on both public and private property and associated restoration.

**Current Change Order Scope:**

The Scope of this change order includes proposed quantity modifications required to complete the contract work as quantities estimated during design did not consider the full extent of the work required. Quantity modifications include the following:

- Remove and replace existing lead and galvanized water service lines on private property.
- Install New Fire Hydrants
- Installation of Meters (provided by DC Water), Meter Boxes, Curb Stops, Frames and Covers.
- Permanent street restoration: Asphalt Mill and Overlay of the roadway. Restoration and/or replacement of brick and concrete driveways. Bus Replacement Pads, Curb and Gutter replacement. PCC Base and PCC Pavement.
- Installation of Mainline Fittings
- Installation of new water distribution piping
- Installation of new Gate Valves

**Federal Grant Status:**

This construction contract change is not eligible for Federal grant funding.

**PROCUREMENT INFORMATION**

<b>Contract Type:</b>	Unit Price	<b>Award Based On:</b>	Lowest responsive, responsible bidder
<b>Commodity:</b>	Construction	<b>Contract Number:</b>	170070
<b>Contractor Market:</b>	Open Market		

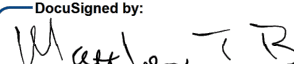
**BUDGET INFORMATION**

<b>Funding:</b>	Capital	<b>Department:</b>	Engineering and Technical Services
<b>Service Area:</b>	Water	<b>Department Head:</b>	William Elledge
<b>Project:</b>	F2, BW		


**ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	100.00%	\$ 1,822,282.25
Federal Funds	0.00%	\$
Washington Suburban Sanitary Commission	0.00%	\$
Fairfax County	0.00%	\$
Loudoun County & Potomac Interceptor	0.00%	\$
<b>Total Estimated Dollar Amount</b>	<b>100.00%</b>	<b>\$ 1,822,282.25</b>

DocuSigned by:  
  
 Jeffrey F. Thompson / 5/3/2024  
E27CB2132FC640D / Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 Matthew T. Brown / 5/6/2024  
262C5D96CC164D3 / Date  
 Chief Financial Officer and EVP  
 Finance, Procurement and Compliance

DocuSigned by:  
  
 Dan Bae / 5/4/2024  
517B31488525444 / Date  
 VP and Chief Procurement Officer

  
 David L. Gadis / 5/28/2024  
 Chief Executive Officer and General Manager



**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Award Contract No. 230200, Normanstone  
Sanitary Sewer Rehabilitation, Spinello Companies**

**#24-45  
RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“the Authority”) at its meeting on June 6, 2024 upon consideration of a non-joint use matter, decided by a vote of \_\_\_\_ ( ) In favor and \_\_\_\_ ( ) opposed to approve the Award of Contract No. 230200, Spinello Companies.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Award of Contract No. 230200, Spinello Companies. The purpose of this contract is to rehabilitate portions of the Normanstone Sewer which will help prolong the life of the sewer/structures. The total amount of this contract is \$3,362,000.00.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**CONSTRUCTION CONTRACT:**

**Normanstone Sanitary Sewer Rehabilitation  
(Non-Joint Use)**

Approval to execute a construction contract for \$ 3,362,000.00.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b>	<b>SUBS:</b>	<b>PARTICIPATION:</b>
Spinello Companies 354 Eisenhower Parkway Livingston, NJ 07039	Shekinah Group, LLC New Brunswick, NJ DBE	25.42%
	P&P Sewer Techs, INC Fort Washington, MD DBE	7.58%
	R & R Contracting Utilities, INC Onley, MD WBE	4.52%
	TFE Resources Ventnor, NJ WBE	1.96%
	Manuel Luis Construction, Co. Inc. Silver Sprin MD WBE	1.52%

DBE Total Participation = 33.0% & WBE Total Participation 8.0%

**DESCRIPTION AND PURPOSE**

Contract Value, Not-To-Exceed:	\$ 3,362,000.00.
Contract Time:	260 Days (0 Years, 9 Months)
Anticipated Contract Start Date (NTP):	08-02-2024
Anticipated Contract Completion Date:	04-19-2025
Bid Opening Date:	03-18-2024
Bids Received:	1

**Purpose of the Contract:**

To rehabilitate portions of the Normanstone Sewer, this project will help prolong the life of the sewer/structures. The work involved in this project will largely be executed by using trenchless methods.

**Contract Scope:**

- Clean and perform CCTV inspection of approximately 6,298 linear feet of sanitary sewer ranging from 10 inch to 30 inches in diameter in support of cured in place lining and manhole rehabilitation.
- Complete contingent external point rehabilitation as needed to complete cured in place lining.
- Rehabilitate approximately 6,298 linear feet of sanitary sewer ranging from 10 inch to 30 inches diameter via cured in place lining (CIPP).
- Provide sanitary sewer bypass pumping as required to maintain continuous sewer service during pre- and post-lining inspections, cleaning, lining and manhole rehabilitation.
- Locate, inspect, and raise to grade two (2) sanitary sewer manholes that are currently buried, paved over or otherwise inaccessible.
- Rehabilitate forty-nine (49) sanitary sewer manholes ranging in depth from 4 feet to 20 feet in depth.

**Federal Grant Status:**

- Construction contract is anticipated to be funded in part from a Water Infrastructure Finance and Innovation Act (WIFIA) loan.

**PROCUREMENT INFORMATION**

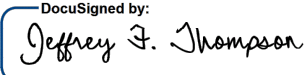
<b>Contract Type:</b>	Fixed Price	<b>Award Based On:</b>	Lowest responsive, responsible bidder
<b>Commodity:</b>	Construction	<b>Contract Number:</b>	230200
<b>Contractor Market:</b>	Open Market		

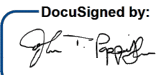
**BUDGET INFORMATION**


<b>Funding:</b>	Capital	<b>Department:</b>	Engineering and Technical Services
<b>Service Area:</b>	Sewer	<b>Department Head:</b>	William Elledge
<b>Project:</b>	G5		

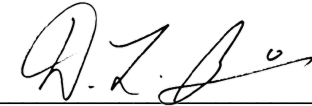
**\*ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	100.00%	\$ 3,362,000.00
Federal Funds	0.00%	\$
Washington Suburban Sanitary Commission	0.00%	\$
Fairfax County	0.00%	\$
Loudoun County & Potomac Interceptor	0.00%	\$
<b>Total Estimated Dollar Amount</b>	<b>100.00%</b>	<b>\$ 3,362,000.00</b>

DocuSigned by:  
  
 \_\_\_\_\_ / 5/3/2024  
E276B3133FC640B...  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 \_\_\_\_\_ / 5/4/2024  
517B31488525444...  
 Dan Bae Date  
 VP and Chief Procurement Officer

DocuSigned by:  
  
 \_\_\_\_\_ / 5/5/2024  
262C5D98CC1C4D3...  
 Matthew T. Brown Date  
 Chief Financial Officer and EVP  
 Finance, Procurement and Compliance

  
 \_\_\_\_\_ / 5/28/2024  
 David L. Gadis Date  
 Chief Executive Officer and General Manager

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval of Amendment to Contract No. 230030, Lead Free DC (LFDC) Lead Service Line Replacement Program FY23-FY30 Block by Block Construction**

**#24-46  
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 June 6, 2024 upon consideration of a non-joint use matter, decided by a vote of \_\_\_\_ ( ) In favor and \_\_\_\_ ( ) opposed to approve the Amendment of Contract No. 230030, Lead Free DC (LFDC) Lead Service Line Replacement Program.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute the Amendment of Contract No. 230030, Lead Free DC (LFDC) Lead Service Line Replacement Program. The purpose of this contract is to support DC Water’s Lead-Free DC (LFDC) Lead Service Line Replacement (LSLR) Program FY23-FY30, which will replace approximately 28,000 lead service lines in the District of Columbia by 2030. The total amount of this modification is not-to-exceed \$250,000,000.00.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**CONSTRUCTION CONTRACT AMENDMENT 2:**

**LEAD FREE DC (LFDC) LEAD SERVICE LINE REPLACEMENT (LSLR) PROGRAM FY23-FY30  
BLOCK BY BLOCK CONSTRUCTION  
(Non-Joint Use)**

Approval of the budget increase amount not-to-exceed \$250,000,000 for the task order-based Lead-Free DC (LFDC) Lead Service Line Replacement (LSLR) Program. The amendment exceeds the Chief Executive Officer and General Manager's approval authority.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> See Attachment A for list of PRIME Qualified Contractor Participation	<b>SUBS:</b> Subs will be identified for each task order awarded.*	<b>PARTICIPATION:</b> See Notes Below**
--	---	--

\* Eight firms were prequalified to participate on the Lead Free DC (LFDC) Lead Service Line Replacement (LSLR) Program. Each of the Eight demonstrated a history of successfully meeting established goals for DBE/WBE utilization. Additionally, the qualified firms agreed to work with DC Water to actively engage the certified business community and meet/exceed DC Water's business diversity, equity, and inclusion goals established for each task order they are awarded. Six additional firms are being added to the list of pre-qualified firms in this amendment.

\*\* The overall utilization goals for the Master Service Agreement are 32% DBE and 6% WBE, respectively.

**DESCRIPTION AND PURPOSE**

<b>Original Program Value, Not-to-Exceed</b>	\$ 130,000,000.00
<b>Value of past Amendments</b>	\$ 70,000,000.00
<b>Value of this Amendment, Not-to-Exceed</b>	\$ 250,000,000.00
<b>Current Program Value, including this Amendment</b>	\$450,000,000.00
<b>Original Program Time:</b>	1,096 Days (3 years)
<b>Time Extension, This Amendment:</b>	1,767 Days (4 years, 10 Months)
<b>Program Start Date (NTP):</b>	02-28-2023
<b>Program Completion Date:</b>	12-31-2030

**Purpose of the Program:**

To support DC Water's Lead-Free DC (LFDC) Lead Service Line Replacement (LSLR) Program, which will replace approximately 28,000 lead service lines in the District of Columbia by 2030. This contract will provide construction resources for FY23-FY30 block-by-block lead service line replacements as a component of the LFDC Capital Improvement Program.

- Qualification Program to identify and engage a pool of multiple contractors who are ready and willing to participate and compete for LFDC LSLR projects/work
- Issuance of master service agreements that will allow early engagement with Suppliers for materials planning and constructability/risk mitigation during project planning phase and the opportunity to efficiently compete for LFDC/LSLR projects as task orders.

**Original Contract Scope:**

- Removal of existing lead, galvanized, and brass water service lines and replacement with new copper service line.
- Installation of Meters (provided by DC Water), Meter Boxes, Frames and Covers. Meter activation will be completed by DC Water staff.
- Installation of Curb Stops and Curb Stop Boxes.
- Private side tie-ins and coordination with homeowners.

- Restoration and/or replacement of asphalt and concrete roadways (i.e., permanent street restoration), brick and concrete sidewalks, landscaped areas, and other miscellaneous repairs that result from block-by-block projects.
- Interior restoration as required.

**Previous Amendment Scope**

- In accordance with DC Water’s June 2023 Lead Free DC Plan, the volume of work needed to complete the LFDC Initiative of replacing all lead service lines for 2030 has recently been more clearly defined. The scope and cost of the program has grown significantly. There is a need to accelerate the work by increasing the number and size of construction contracts to meet the yearly replacement goals.
- The amendment of \$70,000,000 will expand the contract capacity of the Master Service Agreement while maintaining the 3-year timeline.

**Current Amendment Scope**

- In accordance with DC Water’s June 2023 Lead Free DC Plan, the volume of work needed to complete the LFDC Initiative of replacing approximately 28,000 lead service lines for 2030 have recently been more clearly defined and coordinated with the 10-year Capital Improvement Plan. The scope and cost of the program has grown significantly. There is a need to accelerate the work by increasing the number and size of construction contracts to meet the yearly replacement goals.
- The budget increase of \$250,000,000 will expand the contract capacity of the Master Service Agreement and extend the timeline to December 31, 2030.

**Federal Grant Status:**

- This Construction Contract is eligible for Federal grant funding assistance.

**PROCUREMENT INFORMATION**

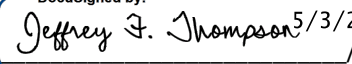
<b>Contract Type:</b>	Unit Price	<b>Award Based On:</b>	Lowest responsive, Responsible Bidder
<b>Commodity:</b>	Construction	<b>Contract Number:</b>	230030
<b>Contractor Market:</b>	Pre-Qualified Contractors		

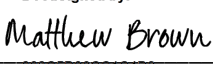
**BUDGET INFORMATION**

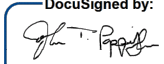
<b>Funding:</b>	Capital	<b>Department:</b>	Engineering and Technical Services
<b>Service Area:</b>	Water	<b>Department Head:</b>	William Elledge
<b>Project:</b>	ST		

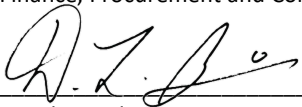
**ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	83.10%	\$207,750,000.00
Federal Funds	16.90%	\$ 42,250,000.00
Washington Suburban Sanitary Commission	0.00%	\$ 0.00
Fairfax County	0.00%	\$ 0.00
Loudoun County & Potomac Interceptor	0.00%	\$ 0.00
<b>Total Estimated Dollar Amount</b>	<b>100.00%</b>	<b>\$ 250,000,000.00</b>

DocuSigned by:  
  
 Jeffrey F. Thompson 5/3/2024  
E27CB3133FC640D...  
 Jeffrey F. Thompson Date  
 Chief Operating Officer and EVP

DocuSigned by:  
  
 Matthew T. Brown 5/6/2024  
262C5D96CC1C4D3...  
 Matthew T. Brown Date  
 Chief Financial Officer and EVP  
 Finance, Procurement and Compliance

DocuSigned by:  
  
 Dan Bae 5/4/2024  
517B31488525444...  
 Dan Bae Date  
 VP and Chief Procurement Officer

  
 David L. Gadis 5/28/2024  
 David L. Gadis Date  
 Chief Executive Officer and General Manager

**CONSTRUCTION CONTRACT AMENDMENT 2:****Lead Free DC (LFDC) Lead Service Line Replacement (LSLR) Program**

<b><u>Original Contractors</u></b>	<b><u>New Contractors (6 Added)</u></b>
<b>Anchor Construction Co Inc. 2254 25<sup>th</sup> Place NE Washington, DC 20018</b>	Allan Myers VA, Inc. 301 Concourse Boulevard, Suite 300 Glen-Allen, VA 23059
<b>Capitol Paving of DC Inc. 2211 Channing Street, N.E. Washington, DC 20018</b>	Capital AECON JV 20 Carlson Court, Suite 105 Toronto, Ontario, Canada M9W 7K6
<b>Capital Premier Construction, LLC (DBE) 650 Massachusetts, NW Washington, DC 20018</b>	Murphy Pipeline Contractors 12235 New Berlin Road Jacksonville, FL 32226
<b>Fort Myer Construction Corporation 2237 33<sup>rd</sup> Street, Northeast Washington, DC 20018</b>	Roman E&G Corp. 14 Ogden Street Newark, NJ 07104
<b>National Services Contractors (DBE) 2007 MLK Jr Ave, SE Washington, DC 20020</b>	Sagres Construction Corp. 3680-Wheeler Avenue Alexandria, VA 22304
<b>North Arrow Inc (DBE) 820 First St, NE, Suite LL 170, Washington, DC 20002</b>	Old Line Construction Inc. 2972 Penwick Lane, Suite 201 Dunkirk, MD 20754
<b>Spiniello Companies 3500 East Biddle Street Baltimore, MD 21213</b>	
<b>The Ford Design Group (DBE) 111 N Orange Avenue, Suite 860 Orlando, FL, 32801</b>	

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Execute Contract No. 10446, Direct Pay Letter of Credit Supporting DC Water's Commercial Paper Program Services, TD Bank, N.A.**

**#24-47  
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 June 6, 2024 upon consideration of a non-joint use matter, decided by a vote of \_\_\_\_ ( ) In favor and \_\_\_\_ ( ) opposed to approve the execution of Contract No. 10446, TD Bank, N.A.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute Contract No. 10446, TD Bank, N.A. The purpose of this contract is to provide an irrevocable, direct-pay Letter of Credit (DPLOC) to support DC Water's Commercial Paper Program. The total amount of this contract is \$3,155,205.00 for a 5-year base period.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors



**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD**

**Direct Pay Letter of Credit Supporting DC Water's Commercial Paper Program Services  
(Non-Joint Use)**

Request to execute a contract for an irrevocable Direct Pay Letter of Credit (DPLOC) supporting DC Water's Commercial Paper Program services in the amount of \$3,155,205.00 for a 5-year base period.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b>	<b>SUBS:</b>	<b>PARTICIPATION:</b>
TD Bank, N.A. 1919 Gallows Road Vienna, VA 11182	N/A	N/A

**DESCRIPTION AND PURPOSE**

Base Period Contract Value:	\$3,155,205.00
Base Contract Period:	5 Years
Anticipated Contract Start Date:	07-30-2024
Anticipated Base Period Completion Date:	07-29-2029
Proposal Closing Date:	04-19-2024
Proposal Price Range:	\$3,155,205.00 - \$8,074,658.00

**Purpose of the Contract:**

Contract to provide irrevocable, direct-pay Letter of Credit (DPLOC) to support DC Water's Commercial Paper Program.

**Contract Scope:**

DC Water will issue up to \$250 million in commercial paper program capacity.

- Bank to provide a direct pay letter of credit in support of DC Water's Commercial Paper Program for a period of up to five (5) years.
- The proceeds from the sale of the Commercial Paper Notes will be used to finance DC Water's costs incurred for the construction of capital improvements to its existing wastewater collection, treatment and disposal system and the water distribution system.

**Supplier Selection:**

Procurement advertised and issued a Request for Proposal for the services. Five firms responded to the solicitation. The award recommendation is based on the overall highest rated offeror that proposed the best terms, options and pricing. TD Bank is currently providing these services. They have proven success and expertise in performing the requirements set forth in the scope of work for over 5 years.

No LBE/LSBE Participation

**PROCUREMENT INFORMATION**

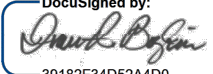
<b>Contract Type:</b>	Fixed Basis Points	<b>Award Based On:</b>	Highest Rated Offeror
<b>Commodity:</b>	Commercial Paper Services	<b>Contract Numbers:</b>	10446
<b>Contractor Market:</b>	Open Market with Preference for LBE and LSBE Participation		

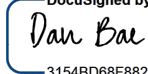
**BUDGET INFORMATION**

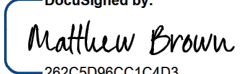
<b>Funding:</b>	Operating	<b>Department:</b>	Finance
<b>Service Area:</b>	DC Water Wide	<b>Department Head:</b>	Ivan Boykin


**ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	100.00%	\$3,115,205.00
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$3,115,205.00</b>

DocuSigned by:  
  
 30482F34D62A4D0...  
 Ivan Boykin  
 VP, Finance  
 5/14/2024  
 Date

DocuSigned by:  
  
 3154BD68E882417...  
 Dan Bae  
 VP and Chief Procurement Officer  
 5/14/2024  
 Date

DocuSigned by:  
  
 262C5D96CC1C4D3...  
 Matthew T. Brown  
 CFO and EVP of Finance, Procurement  
 and Compliance  
 5/14/2024  
 Date

  
 David L. Gadis  
 CEO and General Manager  
 5/28/2024  
 Date

**Presented and Approved: June 6, 2024**

**SUBJECT: Approval to Execute Contract No. 10447, Bank Credit Facility Supporting Series 2024B Bonds, TD Bank, N.A.**

**#24-48  
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 June 6, 2024 upon consideration of a non-joint use matter, decided by a vote of \_\_\_\_ ( ) In favor and \_\_\_\_ ( ) opposed to approve the execution of Contract No. 10447, TD Bank, N.A.

**Be it resolved that:**

The Board of Directors hereby authorizes the General Manager to execute Contract No. 10447, TD Bank, N.A. The purpose of this contract is to secure DC Water’s variable rate demand bonds (VRDB) issued in 2024. The total amount of this contract is \$1,097,006.00 for a 5-year base period.

This Resolution is effective immediately.

\_\_\_\_\_  
Secretary to the Board of Directors

**DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY  
BOARD OF DIRECTORS CONTRACTOR FACT SHEET**

**ACTION REQUESTED**

**GOODS AND SERVICES CONTRACT AWARD  
Bank Credit Facility Supporting Series 2024B Bonds  
(Non-Joint Use)**

Request to execute a contract for a Bank Credit Facility supporting 2024B bonds in the amount of \$1,097,006.00 for a 5-year base period.

**CONTRACTOR/SUB/VENDOR INFORMATION**

<b>PRIME:</b> TD Bank, N.A. 1919 Gallows Road Vienna, VA 11182	<b>SUBS:</b> N/A	<b>PARTICIPATION:</b> N/A
---	---------------------	------------------------------

**DESCRIPTION AND PURPOSE**

Base Period Contract Value:	\$1,097,006.00
Base Contract Period:	5 Years
Anticipated Contract Start Date:	07-30-2024
Anticipated Base Period Completion Date:	07-29-2029
Proposal Closing Date:	04-19-2024
Proposal Price Range:	\$1,097,006.00 - \$3,056,826.00

**Purpose of the Contract:**

Contract to secure DC Water’s variable rate demand bonds (VRDB) issued in 2024.

**Contract Scope:**

DC Water will issue ~\$101 million in variable rate demand bonds (VRDBs), requiring a bank provided credit facility for support.

- The Bank will provide liquidity support and pay investors that tender their bonds in the event DC Water is unable to provide the necessary cash.
- Investors require (and indenture mandates) that a credit facility secure the Series 2024B bonds.

**Supplier Selection:**

Procurement advertised and issued a Request for Proposal for the services. Six firms responded to the solicitation. The award recommendation is based on the overall highest rated offeror that proposed the best terms, options and pricing. TD Bank is currently providing these services. They have proven success and expertise in performing the requirements set forth in the scope of work for over 5 years.

No LBE/LSBE Participation

**PROCUREMENT INFORMATION**


<b>Contract Type:</b>	Fixed Basis Points	<b>Award Based On:</b>	Highest Rated Offeror
<b>Commodity:</b>	Liquidity Services	<b>Contract Numbers:</b>	10447
<b>Contractor Market:</b>	Open Market with Preference for LBE and LSBE Participation		

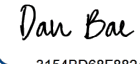
**BUDGET INFORMATION**


<b>Funding:</b>	Operating	<b>Department:</b>	Finance
<b>Service Area:</b>	DC Water Wide	<b>Department Head:</b>	Ivan Boykin

**ESTIMATED USER SHARE INFORMATION**

User	Share %	Dollar Amount
District of Columbia	100.00%	\$1,097,006.00
<b>TOTAL ESTIMATED DOLLAR AMOUNT</b>	<b>100.00%</b>	<b>\$1,097,006.00</b>

DocuSigned by:  
  
 39182F34DE52A4D6...  
 Ivan Boykin  
 VP, Finance  
 5/14/2024  
 Date

DocuSigned by:  
  
 3154BD68F882447...  
 Dan Bae  
 VP and Chief Procurement Officer  
 5/15/2024  
 Date

DocuSigned by:  
  
 262C5D96CC1C4D3...  
 Matthew T. Brown  
 CFO and EVP of Finance, Procurement  
 and Compliance  
 5/15/2024  
 Date

  
 David L. Gadis  
 CEO and General Manager  
 5/28/2024  
 Date