

Presented and Adopted: September 5, 2019

Subject: Approval of Amendments to the By-Laws of the District Columbia Water and Sewer Authority to Establish an Executive Committee and Reconfigure the Officers of the Board and other Conforming Revisions

**#19-47
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("the Board") of the District of Columbia Water and Sewer Authority ("the Authority") at the Board meeting held on September 5, 2019 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to take the following action to amend the By-Laws of the Authority's Board of Directors to establish an Executive Committee and Reconfigure the Officers of the Board and other Conforming Revisions.

WHEREAS, during the April 4, 2019 Board meeting, the Chairperson of the Board presented the Draft Committee Assignments, which included a proposal for an Executive Committee, with committee recommendations: Tommy Wells as Chair, Krystal Brumfield, 1st Vice Chair, Major Riddick; Vice-Chair Prince Georges County, MD; Adam Ortiz, Vice-Chair Montgomery County, MD; and Randy Bartlett, Vice-Chair, Fairfax County, VA; and

WHEREAS, on July 17, 2019, the Governance Committee met to consider the revisions to the Board's By-Laws to establish an Executive Committee, composed of the Officers of the Board, which includes the Board Chairperson, First Vice-Chairperson, Second Vice-Chairperson, and Vice-Chairperson and make other conforming revisions as proposed by the Chairperson of the Board; and

WHEREAS, the Governance Committee, at its July 17, 2019 meeting, evaluated the merits of the proposed amendments to the Board's By-Laws and recommended their approval to the Board for adoption; and

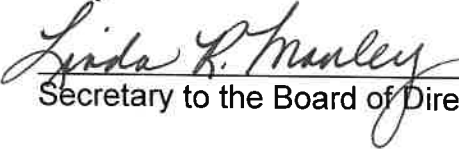
WHEREAS, the Board of Directors, having reviewed the matter, concluded that the amendments are appropriate.

NOW THEREFORE BE IT RESOLVED THAT:

1. The By-Laws of the Authority's Board of Directors are hereby amended as set forth in Attachment 1 (Redlined Version) and Attachment 2 (Clean Version) of this Resolution.

3. The General Manager is authorized to take all steps necessary to implement the intentions expressed in this Resolution.

This Resolution shall be effective immediately.


Secretary to the Board of Directors

Presented and Approved: September 5, 2019
SUBJECT: Approval to Execute Change Order No. 04 of Contract No. 130090, E.E. Cruz & Company, Inc.


#19-48
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 September 5, 2019 upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed to approve Change Order No. 04 of Contract No. 130090, E.E. Cruz & Company, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Change Order No. 04 of Contract No. 130090. The purpose of the change order is to provide final compensation to E.E. Cruz & Company, Inc. in settlement of certain disputed claims for unexecuted changes as set forth in the Memorandum of Understanding, dated June 6, 2019. The agreed settlement amount is \$4,375,785.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: September 5, 2019
Subject: Authorizing the Sale and Setting Terms and Details
of the Series 2019A and Series 2019B Subordinate Bonds

#19-49
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The members of the Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“Authority”), at the Board meeting held on September 5, 2019, upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed, to authorize and approve the sale of the Authority’s Public Utility Subordinate Lien Revenue Bonds, Series 2019A (Green Bonds) (the “Series 2019A Subordinate Bonds”) and Public Utility Subordinate Lien Revenue Bonds, Series 2019B (the “Series 2019B Subordinate Bonds” and, together with the Series 2019A Subordinate Bonds, the “Series 2019A/B Subordinate Bonds”) on the following terms and details.

WHEREAS, the Authority is authorized pursuant to the *Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996*, as amended, D.C. Code Section 34-2201.01 et seq. (the “WASA Act”), and the *District of Columbia Water and Sewer Authority Act of 1996*, Public Law 104-184; 110 Stat. 1696, to issue revenue bonds for undertakings authorized by the WASA Act, including to finance or refinance any cost, as defined in the WASA Act, D.C. Code Section 34-2202.01(2); and

WHEREAS, in accordance with the WASA Act, the Authority and Wells Fargo Bank, National Association, as trustee (the “Trustee”) (its predecessors in that capacity having been Norwest Bank Minnesota, N.A. and Wells Fargo Bank Minnesota, N.A.), entered into the Master Indenture of Trust, dated as of April 1, 1998 (the “Master Indenture” and, as supplemented and amended, the “Indenture”), to provide for financing or refinancing the acquisition, construction, operation, maintenance and extension of the System (as defined in the Master Indenture) by the issuance of bonds, notes and other obligations payable solely from Net Revenues (as such terms are defined in the Master Indenture); and

WHEREAS, the Authority has heretofore entered into twenty-three (23) supplemental indentures of trust with the Trustee in connection with the issuance of Senior Debt and Subordinate Debt (both as defined in the Indenture) or to amend and clarify the Master Indenture; and

WHEREAS, the Authority now intends (i) to issue the “Series 2019A Subordinate Bonds to (a) finance a portion of the costs of the Authority’s DC Clean Rivers Project (as defined

in the preliminary Official Statement, dated September [____], 2019, for the Series 2019A/B Subordinate Bonds); (b) fund a Series 2019A Debt Service Reserve Requirement (as defined herein), if determined necessary; and (c) pay certain costs of issuance; (ii) to issue the Series 2019B Subordinate Bonds to (a) finance certain Costs of the System; (b) fund a Series 2019B Debt Service Reserve Requirement, (as defined herein), if determined necessary; and (c) pay certain costs of issuance; (iii) to designate the Series 2019A/B Subordinate Bonds as Subordinate Debt for purposes of the Indenture; and (iv) to secure the Series 2019A/B Subordinate 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 and Procurement, Executive Vice President Operations and Engineering, the Senior Vice President and Chief Engineer and the Interim 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 July 25, 2019, to review the issuance of the Series 2019A/B Subordinate Bonds and has recommended approval of this Resolution by the Board.

NOW, THEREFORE BE IT RESOLVED THAT:

Section 1. Definitions and Interpretations. Unless otherwise defined herein and unless the context indicates otherwise, the terms used herein and defined in the Indenture (including the Twenty-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, Chief Financial Officer and Executive Vice President, Finance and Procurement, Controller, Budget Director, Finance Director and Rates and Revenue Director 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 between the Authority and the Series 2019A/B Original Purchasers, dated as of the same date as the Certificate of Award.

“Certificate of Award” means the certificate of an Authorized Official awarding the Series 2019A/B Subordinate Bonds to the Series 2019A/B Original Purchasers and specifying terms of the Series 2019A/B Subordinate Bonds, as provided for in Section 4 of this Resolution.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement executed by the Authority, dated as of the same date as the date of issuance and delivery of the Series 2019A/B Subordinate Bonds, as originally executed and as it may be amended from time to time in accordance with its terms.

“Financial Advisor” means PFM Financial Advisors LLC.

“Interest Payment Dates” means for the Series 2019A/B Subordinate 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 2019A/B Subordinate Bonds are Outstanding.

“Series 2019A Debt Service Reserve Requirement” means, if determined in the Certificate of Award to be necessary, a required fund balance in the Series 2019A Debt Service Reserve Account or Accounts established under the Twenty-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 2019A Debt Service Reserve Account in the amount of the specified required fund balance will not cause the interest on any Series 2019A Subordinate Bonds intended to be excluded from gross income for federal income tax purposes not to be so excluded.

“Series 2019A/B Original Purchasers” for the Series 2019A/B Subordinate Bonds means the purchasers identified as such in the Bond Purchase Agreement.

“Series 2019B Debt Service Reserve Requirement” means, if determined in the Certificate of Award to be necessary, a required fund balance in the Series 2019B Debt Service Reserve Account or Accounts established under the Twenty-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 2019B Debt Service Reserve Account in the amount of the specified required fund balance will not cause the interest on any Series 2019B Subordinate Bonds intended to be excluded from gross income for federal income tax purposes not to be so excluded.

“Twenty-Fourth Supplemental Indenture” means the Twenty-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 2019A/B Subordinate 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 2019A/B Subordinate 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) Two Hundred Fifty Million Dollars (\$250,000,000) aggregate principal amount of Series 2019A/B Subordinate Bonds which aggregate amount shall be allocated between the Series 2019A Subordinate Bonds and the Series 2019B Subordinate Bonds in the Certificate of Award. The Series 2019A Subordinate Bonds shall be designated “Public Utility Subordinate Lien Revenue Bonds, Series 2019A (Green Bonds)” and shall constitute Subordinate Debt for purposes of the Indenture, for the purpose of: (a) financing a portion of the costs of the Authority’s DC Clean Rivers Project, (b) funding a Series 2019A Debt Service Reserve Requirement, if determined necessary in the Certificate of Award; and (c) paying issuance costs of the Series 2019A Subordinate Bonds. The Series 2019B Subordinate Bonds shall be designated “Public Utility Subordinate Lien Revenue Bonds, Series 2019B” and shall constitute Subordinate Debt for purposes of the Indenture, for the purpose of: (a) financing certain Costs of the System; (b) funding a Series 2019B Debt Service Reserve Requirement, if determined necessary in the Certificate of Award; and (c) paying issuance costs of the Series 2019B Subordinate Bonds. For those purposes the proceeds from the sale of the Series 2019A/B Subordinate Bonds shall be allocated and deposited, as provided in the Twenty-Fourth Supplemental Indenture. If and to the extent that any Series 2019A/B Subordinate Bonds are issued for the purpose of funding a Series 2019A Debt Service Reserve Requirement and/or a Series 2019B Debt Service Reserve Requirement, then the aggregate principal amount of Series 2019A/B Subordinate Bonds hereby authorized may exceed \$250,000,000 by the aggregate principal amount of the Series 2019A/B Subordinate 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 2019A/B Subordinate Bonds.

(a) **Form, Transfer and Exchange.** The Series 2019A/B Subordinate Bonds: (i) shall initially be issued only in fully registered form and substantially in the forms attached as Exhibits to the Twenty-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 Twenty-Fourth Supplemental Indenture.

(b) Denominations and Dates. The Series 2019A/B Subordinate Bonds shall be dated as of the date of issuance and delivery, but in no event later than December 31, 2019, and there shall be a single Series 2019A/B Subordinate Bond representing each interest rate for each maturity of the Series 2019A/B Subordinate Bonds bearing the same series or subseries designation.

(c) Principal Maturities. The principal of the Series 2019A/B Subordinate 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, 2059.

(d) Interest Rates and Interest Rate Periods for the Series 2019A/B Subordinate Bonds. The Series 2019A/B Subordinate 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 2019A/B Subordinate Bonds shall not exceed five and one half percent (5.50%) per annum.

(e) Optional and Mandatory Redemption.

(i) *Optional* - The Series 2019A/B Subordinate Bonds maturing on or before any date specified in the Certificate of Award as the Earliest Optional Redemption Date (which shall be no later than the outside date permitted by law) are not subject to prior optional redemption. Any Series 2019A/B Subordinate Bond maturing after the Earliest Optional Redemption Date shall be subject to redemption at the option of the Authority, prior to their stated maturities on or after the Earliest Optional Redemption Date in whole or in part (in whole multiples of \$5,000) on any date, at redemption prices specified in the Certificate of Award, provided that no such redemption price (not including accrued interest) shall exceed 102% of the principal amount of the Series 2019A/B Subordinate Bonds to be redeemed.

(ii) *Mandatory Sinking Fund Redemption* - Any Series 2019A/B Subordinate 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.

(iii) *Make Whole* - If so designated in the Certificate of Award, the Series 2019A/B Subordinate Bonds shall also be subject to redemption at the option of the Authority prior to their stated maturities at any time in whole or in part (in whole multiples of \$5,000) on any date, at a redemption price which will make the holders of such Series 2019A/B Subordinate Bonds whole through the Earliest Optional

Redemption Date for the early redemption. The Certificate of Award shall specify the method by which the “make whole” redemption price shall be determined, provided that the redemption price shall not exceed 110% of the principal amount of the Series 2019A/B Subordinate Bonds then redeemed, without further action by this Board on or before the date of redemption.

(f) Redemption Provisions. Redemption of Series 2019A/B Subordinate Bonds shall be effected in accordance with Article IV of the Master Indenture; provided, however, that notices of redemption of the Series 2019A/B Subordinate 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 2019A/B Subordinate Bonds shall be payable at the places and in the manner specified in the Twenty-Fourth Supplemental Indenture.

(h) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2019A/B Subordinate Bonds, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2019A/B Subordinate Bonds and to deliver them to the Trustee for authentication in accordance with the Indenture.

Section 4. Sale of Series 2019A/B Subordinate Bonds.

(a) General. The Series 2019A/B Subordinate Bonds shall be awarded and sold to the Series 2019A/B Original Purchasers in accordance with the Bond Purchase Agreement and the Certificate of Award, at a purchase price of not less than ninety-five percent (95%) of the aggregate of the products from multiplying the principal amount of each Series 2019A/B Subordinate Bonds times the percentage of such principal amount at which such Series 2019A/B Subordinate 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 2019A/B Subordinate Bonds.

(b) Bond Purchase Agreement. The Authorized Officials are, and each of them is, authorized and directed to execute and deliver the Bond Purchase Agreement between the Authority and the Series 2019A/B Original Purchasers, substantially in the form presented to this Authority, but with such changes not inconsistent with the Indenture and this Resolution and not substantially adverse to the Authority as may be approved by the Authorized Official executing the same on behalf of the Authority. The approval of any such changes by such Authorized Official and the determination by such Authorized Official that no such change is substantially adverse to the Authority shall be conclusively evidenced by the execution of the applicable Bond Purchase Agreement by such Authorized Official. The price for and terms of the Series 2019A/B Subordinate Bonds and the sale thereof, all as provided in this Resolution, the Bond Purchase Agreement, the Certificate of Award and the Twenty-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 2019A/B Subordinate Bonds approved in the Certificate of Award shall be incorporated into the Twenty-Fourth 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 2019A/B Subordinate 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 2019A/B Subordinate Bonds and, if so, from whom and on what terms; (iii) specify the amount, if any, of the Series 2019A Debt Service Reserve Requirement and the Series 2019B Debt Service Reserve Requirement and determine whether it shall be met entirely with (A) cash and Permitted Investments (as defined in the Indenture); (B) a Qualified Reserve Credit Facility (as defined in the Indenture); or (C) a specified combination of (A) and (B); and (iv) include any additional information that may be required or permitted to be stated therein by the terms of this Resolution and the Bond Purchase Agreement.

(d) Authorization of Bond Insurance and Qualified Reserve Credit Facilities. The submission of any applications to: (i) recognized providers of municipal bond insurance requesting the issuance of one or more municipal bond insurance policies to insure the Authority's obligation to make payments of principal of and interest on any of the Series 2019A/B Subordinate 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 2019A 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 2019A Subordinate Bonds. There is hereby authorized to be paid from the moneys deposited in the Series 2019B 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 2019B Subordinate Bonds. The Authorized Officials are, and each of them is, hereby further authorized to enter into a reimbursement agreement with the provider of any Qualified Reserve Credit Facility to provide for the Authority's reimbursement of the provider for any amounts drawn under the Qualified Reserve Credit Facility in a manner consistent with the Indenture. Any determination of the Authorized Officials under this paragraph shall be based on the written advice of the Financial Advisor.

(e) Certificates. The Authorized Officials are, and each of them is, authorized and directed, in their official capacities, to execute and deliver to the Series 2019A/B Original Purchasers the certificates required by the Bond Purchase Agreement to be executed on behalf of the Authority.

(f) Delivery of Bonds. The Authorized Officials are, and each of them is, authorized and directed to make the necessary arrangements with the Series 2019A/B Original Purchasers to establish the date, location, procedure and conditions for the delivery of the Series 2019A/B Subordinate Bonds to the Series 2019A/B Original Purchasers. The Authorized Officials are, and each of them is, further authorized and directed to make the necessary arrangements for the printing of the Series 2019A/B Subordinate Bonds, and the execution, authentication and delivery of the Series 2019A/B Subordinate Bonds to DTC for the accounts of the Series 2019A/B Original Purchasers, in accordance with this Resolution and the Indenture, and upon the receipt of payment of the purchase price, to cause such amount to be applied in accordance with the terms and provisions of this Resolution and the Indenture.

Section 5. Allocation of Proceeds of the Series 2019A/B Subordinate Bonds; Tax Covenants.

(a) Allocation of Proceeds of the Series 2019A/B Subordinate Bonds. The proceeds from the sale of the Series 2019A/B Subordinate Bonds shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Twenty-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 2019A/B Subordinate Bonds.

Section 6. Twenty-Fourth Supplemental Indenture and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2019A/B Subordinate Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Twenty-Fourth Supplemental Indenture, substantially in the form thereof submitted to the Authority at or prior to this meeting, but with such changes therein as may be permitted by the Indenture and this Resolution and approved by the Authorized Officer executing the document on behalf of the Authority. The approval of those changes shall be conclusively evidenced by the execution of the document by an Authorized Official.

The Authorized Officials and any other member, officer or employee of the Authority are each authorized to execute and deliver, on behalf of the Authority, such other certificates, documents and instruments related to the Series 2019A/B Subordinate Bonds as are necessary in connection with the transactions authorized in this Resolution, and to do all other things required of them or the Authority pursuant to the Indenture, the Twenty-Fourth Supplemental Indenture, the Bond Purchase Agreement and this Resolution.

No covenant, agreement or obligation contained herein shall be deemed to be a covenant, agreement or obligation of any present or future member of the Board or officer, employee or agent of the Authority in his or her individual capacity, and neither the members of the Board nor any officer of the Authority executing the Series 2019A/B Subordinate 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 2019A/B Subordinate Bonds. The Authorized Officials are, and each of them is, authorized to execute the Official Statement on behalf of the Authority, which shall be in substantially the form of the Official Statement submitted to the Authority at this meeting, with such changes as the Authorized Official who executes it may approve, the execution thereof on behalf of the Authority by an Authorized Official to be conclusive evidence of such authorization and approval (including approval of any such changes), and copies thereof are hereby authorized to be prepared and furnished to the Series 2019A/B Original Purchasers for distribution to prospective purchasers of the Series 2019A/B Subordinate 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 Series 2019A/B 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 Series 2019A/B Original Purchasers to sell book entry interests in the Series 2019A/B Subordinate 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.

The Authorized Officials are each hereby authorized to furnish such information, to execute such instruments and to take such other action in cooperation with the Series 2019A/B Original Purchasers as may be reasonably requested to qualify the Series 2019A/B Subordinate Bonds for offer and sale under the Blue Sky or other securities laws and regulations and to determine their eligibility for investment under the laws and regulations of such states and other jurisdictions of the United States of America as may be designated by the Series 2019A/B Original Purchasers; provided, however, that the Authority shall not be required to register as a dealer or broker in any such state or jurisdiction or become subject to the service of process in any jurisdiction in which the Authority is not now subject to such service.

The Authorized Officials are each hereby further authorized: (i) to supplement and complete the "deemed substantially final" preliminary Official Statement by affixing thereto or inserting therein information to identify the Series 2019A/B Original Purchasers and to specify the final principal amount, interest rates and redemption provisions of the

Series 2019A/B Subordinate Bonds, the price of the Series 2019A/B Subordinate Bonds to the general public, any credit enhancement provisions with respect to the Series 2019A/B Subordinate Bonds and any change in ratings of the Series 2019A/B Subordinate 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 2019A/B Subordinate 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 2019A/B Subordinate Bonds may, and the Trustee may (and, at the request of the Holders of at least 25% in aggregate principal amount of Outstanding Series 2019A/B Subordinate Bonds, shall) take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Authority to comply with its obligations under this paragraph. The Authorized Officials are, and each of them is, hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement in substantially the form submitted to the Authority at or prior to this meeting with such changes therein as may be approved by the officer executing the Continuing Disclosure Agreement. The approval of those changes shall be conclusively evidenced by the execution of the Continuing Disclosure Agreement by an Authorized Official.

Section 8. General. The appropriate officers and employees of the Authority will do all things necessary and proper to implement and carry out the orders and agreements set forth or approved in this Resolution for the proper fulfillment of the purposes thereof. The Authority shall furnish to the Series 2019A/B Original Purchasers of the Series 2019A/B Subordinate Bonds a true and certified transcript of all proceedings relating to the authorization and issuance of the Series 2019A/B Subordinate Bonds along with other information as is necessary or proper with respect to the Series 2019A/B Subordinate Bonds.

Section 9. Multiple Series. Notwithstanding anything herein to the contrary, each of the Series 2019A Subordinate Bonds and the Series 2019B Subordinate Bonds may be issued in one or more separate series or subseries, each bearing a distinctive designation, provided that the Series 2019A/B Subordinate 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 2019A/B Subordinate Bonds may be issued at the same or different times and so may have different dates of issuance. The Series 2019A/B Subordinate Bonds of each series and subseries shall be designated as provided in the applicable Certificate of Award. A separate Certificate of Award may be

delivered for each series or subseries, and each reference in this Resolution to the Certificate of Award shall refer to each and all such Certificates of Award. A separate Supplemental Trust Indenture may be entered into for each series or subseries, and each reference in this Resolution to the Twenty-Fourth Supplemental Indenture shall refer to each and all such Supplemental Trust Indentures, but any Supplemental Trust Indenture subsequent to the Twenty-Fourth 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: September 5, 2019
Subject: Authorizing the Sale and Setting Terms and Details of the
Series 2019C Subordinate Bonds

#19-50
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The members of the Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("Authority"), at the Board meeting held on September 5, 2019, upon consideration of a joint use matter, decided by a vote of eleven (11) in favor and none (0) opposed, to authorize and approve the sale of the Authority's Public Utility Subordinate Lien Multimodal Revenue Bonds, Series 2019C (the "Series 2019C Subordinate Bonds") on the following terms and details.

WHEREAS, the Authority is authorized pursuant to the *Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996*, as amended, D.C. Code Section 34-2201.01 et seq. (the "WASA Act"), and the *District of Columbia Water and Sewer Authority Act of 1996*, Public Law 104-184; 110 Stat. 1696, to issue revenue bonds for undertakings authorized by the WASA Act, including to finance or refinance any cost, as defined in the WASA Act, D.C. Code Section 34-2202.01(2); and

WHEREAS, in accordance with the WASA Act, the Authority and Wells Fargo Bank, National Association, as trustee (the "Trustee") (its predecessors in that capacity having been Norwest Bank Minnesota, N.A. and Wells Fargo Bank Minnesota, N.A.), entered into the Master Indenture of Trust, dated as of April 1, 1998 (the "Master Indenture" and, as supplemented and amended, the "Indenture"), to provide for financing or refinancing the acquisition, construction, operation, maintenance and extension of the System (as defined in the Master Indenture) by the issuance of bonds, notes and other obligations payable solely from Net Revenues (as such terms are defined in the Master Indenture); and

WHEREAS, the Authority has heretofore entered into twenty-three (23) 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 or clarify provisions of the Master Indenture; and

WHEREAS, the Authority now intends (i) to issue Public Utility Subordinate Lien Multimodal Revenue Bonds, Series 2019C (the "Series 2019C Subordinate Bonds") to finance certain Costs of the System, fund a Series 2019C Debt Service Reserve Requirement (as defined herein), if determined necessary, and pay certain costs of

issuance, (ii) to designate the Series 2019C Subordinate Bonds as Subordinate Debt for purposes of the Indenture, and (iii) to secure the Series 2019C Subordinate 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, there have been presented at this meeting drafts of the following documents, all as hereinafter defined: the Twenty-Fifth Supplemental Indenture, the form of the Series 2019C Subordinate Bond (attached as an Exhibit to the Twenty-Fifth Supplemental Indenture); the Bond Purchase Agreement, the Remarketing Agreement with the initial Remarketing Agent, the Official Statement and the Continuing Disclosure Agreement; and

WHEREAS, the CEO and General Manager, the Chief Financial Officer and Executive Vice President, Finance and Procurement, Executive Vice President Operations and Engineering, the Senior Vice President and Chief Engineer and the Interim 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 July 25, 2019, to review the issuance of the Series 2019C Subordinate Bonds and has recommended approval of this Resolution by the Board.

NOW THEREFORE BE IT RESOLVED THAT:

Section 1. Definitions and Interpretations. Unless otherwise defined herein and unless the context indicates otherwise, the terms used herein and defined in the Indenture (including the Twenty-Fifth 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 ascribed to them in this Section:

“Authorized Officials” means the Chairman and Vice Chairman of the Board and the CEO and General Manager, Chief Financial Officer and Executive Vice President, Finance and Procurement, Controller, Budget Director, Finance Director and Rates and Revenue Director 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 between the Series 2019C Original Purchasers and the Authority dated as of the same date as the Certificate of Award.

“Certificate of Award” means the certificate of an Authorized Official awarding the Series 2019C Subordinate Bonds to the Series 2019C Original Purchasers and specifying terms of the Series 2019C Subordinate Bonds, as provided for in Section 4 of this Resolution.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement executed by the Authority, dated as of the same date as the date of issuance and delivery of the Series 2019C Subordinate Bonds, as originally executed and as it may be amended from time to time in accordance with its terms.

“Financial Advisor” means PFM Financial Advisors LLC.

“Interest Payment Dates” means the “Interest Payment Date” as defined for the Series 2019C Subordinate Bonds in the Twenty-Fifth Supplemental Indenture.

“Remarketing Agent” means any Remarketing Agent designated for the Series 2019C Subordinate Bonds under the Twenty-Fifth Supplemental Indenture. J.P. Morgan Securities is the initial Remarketing Agent.

“Remarketing Agreement” means any Remarketing Agreement entered into for the Series 2019C Subordinate Bonds under the Twenty-Fifth Supplemental Indenture.

“Series 2019C Debt Service Reserve Requirement” means a required fund balance, if determined necessary, in the Series 2019C Debt Service Reserve Account or Accounts established under the Twenty-Fifth 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 Section 1.148-2(f)(2) of 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 the opinion of nationally recognized bond counsel to the effect that the required balance in the Series 2019C Debt Service Reserve Account does not exceed the amount that qualifies as a “reasonably required reserve or replacement fund” within the meaning of Section 148(d) of the Code and the Treasury Regulations thereunder and that the existence of a balance in the Series 2019C Debt Service Reserve Account in the amount of the required fund balance will not cause the interest on any Series 2019C Subordinate Bonds that had been excluded from gross income for federal income tax purposes to cease to be so.

“Series 2019C Original Purchasers” for the Series 2019C Subordinate Bonds means the purchasers identified as such in the Bond Purchase Agreement for the Series 2019C Subordinate Bonds.

“Tender Agent” means any Tender Agent designated for the Series 2019C Subordinate Bonds under the Twenty-Fifth Supplemental Indenture. The Trustee is the initial Tender Agent.

“Twenty-Fifth Supplemental Indenture” means the Twenty-Fifth Supplemental Indenture of Trust by and between the Authority and the Trustee, dated as of the same date as and relating to the Series 2019C Subordinate 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 which succeed to their functions, duties or responsibilities by operation of law and also those who at the time may legally act in their place.

Section 2. Authorization, Designation and Purposes of Series 2019C Subordinate 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 Million Dollars (\$100,000,000) principal amount of bonds of the Authority, which shall be designated “Public Utility Subordinate Lien Multimodal Revenue Bonds, Series 2019C” and constituting Subordinate Debt for purposes of the Indenture, for the purpose of: (i) financing certain Costs of the System,; (ii) funding a Series 2019C Debt Service Reserve Requirement, if determined necessary; and (iii) paying issuance costs of the Series 2019C Subordinate Bonds. For those purposes the proceeds from the sale of the Series 2019C Subordinate Bonds shall be allocated and deposited, as provided in the Twenty-Fifth Supplemental Indenture. If and to the extent that any Series 2019C Subordinate Bonds are issued for the purpose of funding a Series 2019C Debt Service Reserve Requirement, then the aggregate principal amount of Series 2019C Subordinate Bonds hereby authorized may exceed \$100,000,000 by the aggregate principal amount of the Series 2019C Subordinate Bonds to be issued for that purpose.

Section 3. Terms and Provisions Applicable to Series 2019C Subordinate Bonds.

(a) Form, Numbering, Transfer and Exchange. The Series 2019C Subordinate Bonds: (i) shall initially be issued only in fully registered form and substantially in the form attached as Exhibit A to the Twenty-Fifth 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 Twenty-Fifth Supplemental Indenture.

(b) Denominations and Dates. The Series 2019C Subordinate Bonds shall be dated as of the date of issuance and delivery, but in no event later than December 31, 2019, and there shall be a single Series 2019C Subordinate Bond for each maturity of the Series 2019C Subordinate Bonds bearing the same series or subseries designation as provided in the Twenty-Fifth Supplemental Indenture.

(c) Maturities. The principal of the Series 2019C Subordinate Bonds shall be payable 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, 2059.

(d) Interest Rates and Interest Rate Periods for the Series 2019C Subordinate Bonds. The Series 2019C Subordinate Bonds shall initially be issued as Long-Term Rate Bonds. The initial interest rate for the Series 2019C Subordinate Bonds will be the rate that the Series 2019C Original Purchasers determine is necessary to sell the Series 2019C Subordinate Bonds at a minimum price of ninety-eight percent (98%) of the principal amount of the Series 2019C Subordinate Bonds and subject to the Maximum Rate. The Series 2019C Subordinate Bonds initially may be issued in multiple subseries, as determined in the Certificate of Award. The provisions of Section 403 of the Twenty-Fifth Supplemental Indenture shall govern the interest rates per annum and payment terms of the Series 2019C Subordinate Bonds. After the Initial Period, the Series 2019C Subordinate Bonds may bear interest at Daily Rates, Weekly Rates, Short-Term Rates, Index Rates or Fixed Rates, or may continue to bear interest at Long-Term Rates, all determined in accordance with the Twenty-Fifth 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 Twenty-Fifth Supplemental Indenture relating to the tender, purchase and remarketing of the Series 2019C Subordinate Bonds, the Authority shall appoint or engage the Tender Agent and Remarketing Agent at the times, in the manner, and subject to the conditions set forth in the Twenty-Fifth Supplemental Indenture. The Series 2019C Subordinate Bonds shall be subject to redemption prior to stated maturity as and to the extent provided in the Twenty-Fifth Supplemental Indenture and shall be subject from time to time to optional and mandatory tender for purchase as provided in the Twenty-Fifth Supplemental Indenture.

(f) Places and Manner of Payment, and Paying Agents. The principal and tender price of and the interest and any redemption premium on the Series 2019C Subordinate Bonds shall be payable as specified in the Twenty-Fifth Supplemental Indenture.

(g) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2019C Subordinate Bonds, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2019C Subordinate Bonds and to deliver them to the Trustee for authentication in accordance with the Indenture.

Section 4. Sale of Series 2019C Subordinate Bonds.

(a) General. The Series 2019C Subordinate Bonds shall be awarded and sold to the Series 2019C 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 2019C Subordinate Bond times the percentage of such principal amount at which such Series 2019C Subordinate Bond shall be initially offered to the public.

(b) Bond Purchase Agreement. The Authorized Officials are, and each of them is, authorized and directed to execute and deliver the Bond Purchase Agreement between the Authority and the Series 2019C 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 2019C Subordinate Bonds and the sale thereof, all as provided in this Resolution, the Bond Purchase Agreement, the Certificate of Award, and the Twenty-Fifth 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 2019C Subordinate Bonds approved in the Certificate of Award shall be incorporated into the Twenty-Fifth Supplemental Indenture. The Certificate of Award, subject to the restrictions set forth herein, shall: (i) state, with respect to the Series 2019C Subordinate Bonds, the aggregate principal amount, the purchase price, the 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 the Series 2019C Subordinate Bonds and, if so, from whom and on what terms; (iii) specify the amount, if determined necessary, of the Series 2019C Debt Service Reserve Requirement and determine whether it shall be met entirely with (X) cash and Permitted Investments; (Y) a Qualified Reserve Credit Facility (as defined in the Twenty-Fifth Supplemental Indenture); or (Z) a specified combination of (X) and (Y); 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 2019C Subordinate 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, and Continuing Disclosure Agreement may be entered into for each subseries of the Series 2019C Subordinate Bonds, 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.

(d) Authorization of Bond Insurance and Qualified Reserve Credit Facilities. The submission of applications to: (i) recognized providers of municipal bond insurance requesting the issuance of one or more municipal bond insurance policies to insure the Authority's obligation to make payments of principal of and interest on the Series 2019C Subordinate 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 2019C 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 2019C Subordinate 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, and only in those capacities, to execute and deliver to the Series 2019C Original Purchasers the certificates required by the Bond Purchase Agreement to be executed on behalf of the Authority.

(f) Delivery of Bonds. The Authorized Officials are, and each of them is, authorized and directed to make the necessary arrangements with the Series 2019C Original Purchasers to establish the date, location, procedure and conditions for the delivery of the Series 2019C Subordinate Bonds to the Series 2019C 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 2019C Subordinate Bonds, and the execution, authentication and delivery of the Series 2019C Subordinate Bonds to DTC for the accounts of the Series 2019C 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 2019C Subordinate Bonds; Tax Covenants.

(a) Allocation of Proceeds of the Series 2019C Subordinate Bonds. The proceeds from the sale of the Series 2019C Subordinate Bonds, including any accrued interest, shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Twenty-Fifth 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 2019C Subordinate Bonds.

Section 6. Twenty-Fifth Supplemental Indenture and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2019C Subordinate Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Twenty-Fifth Supplemental Indenture and the Remarketing Agreement with the initial Remarketing Agent, substantially in the respective forms thereof submitted to the Authority at or prior to this meeting, but with such changes therein as may be permitted by the Indenture and approved by the

Authorized Officer executing the document on behalf of the Authority. The approval of those changes shall be conclusively evidenced by the execution of the document by an Authorized Official.

The Authorized Officials and any other member, officer or employee of the Authority are each authorized to execute and deliver, on behalf of the Authority, such other certificates, documents and instruments related to the Series 2019C Subordinate Bonds as are necessary in connection with the transactions authorized in this Resolution, and to do all other things required of them or the Authority pursuant to the Indenture, the Twenty-Fifth Supplemental Indenture, the Bond Purchase Agreement and this Resolution.

Following the issuance of the Series 2019C Subordinate 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 2019C Subordinate 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 2019C Subordinate Bonds. The Authorized Officials are, and each of them is, authorized to execute the Official Statement on behalf of the Authority, which shall be in substantially the form of the Official Statement submitted to the Authority at this meeting, with such changes as the Authorized Official who executes it may approve, the execution thereof on behalf of the Authority by an Authorized Official to be conclusive evidence of such authorization and approval (including approval of any such changes), and copies thereof are hereby authorized to be prepared and furnished to the Series 2019C Original Purchasers for distribution to prospective purchasers of the Series 2019C Subordinate 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 Series 2019C 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 Series 2019C Original Purchasers to sell book-entry interests in the Series 2019C Subordinate Bonds, and will provide copies as appropriate to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access.

The Authorized Officials are each hereby authorized to furnish such information, to execute such instruments and to take such other action in cooperation with the Series 2019C Original Purchasers as may be reasonably requested to qualify the Series 2019C Subordinate Bonds for offer and sale under the Blue Sky or other securities laws and regulations and to determine their eligibility for investment under the laws and regulations of such states and other jurisdictions of the United States of America as may be designated by the Series 2019C Original Purchasers; provided, however, that the Authority shall not be required to register as a dealer or broker in any such state or jurisdiction or become subject to the service of process in any jurisdiction in which the Authority is not now subject to such service.

The Authorized Officials are each hereby further authorized: (i) to supplement and complete the "deemed substantially final" preliminary Official Statement by affixing thereto or inserting therein information to identify the Series 2019C Original Purchasers, and to specify the final principal amount, interest rates and redemption provisions of the Series 2019C Subordinate Bonds, the price of the Series 2019C Subordinate Bonds to the general public and such other information as is necessary to supplement and complete the Official Statement with the approved and agreed upon terms of Series 2019C Subordinate 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 2019C Subordinate Bonds may, and the Trustee may (and, at the request of the Holders of at least 25% in aggregate principal amount of Outstanding Series 2019C Subordinate Bonds, shall) take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Authority to comply with its obligations under this paragraph. The Authorized Officials are, and each of them is, hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement in substantially the form submitted to the Authority

at or prior to this meeting with such changes therein as may be approved by the officer executing the Continuing Disclosure Agreement. The approval of those changes shall be conclusively evidenced by the execution of the Continuing Disclosure Agreement by an Authorized Official.

Section 8. General. The appropriate officers and employees of the Authority will do all things necessary and proper to implement and carry out the orders and agreements set forth or approved in this Resolution for the proper fulfillment of the purposes thereof. The Authority shall furnish to the Series 2019C Original Purchasers a true and certified transcript of all proceedings relating to the authorization and issuance of the Series 2019C Subordinate Bonds along with other information as is necessary or proper with respect to the Series 2019C Subordinate Bonds.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Approved: September 5, 2019
SUBJECT: Approval to Execute Contract No. 190020
Anchor Construction Corporation

#19-51
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on September 5, 2019 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to approve Contract No. 190020, Anchor Construction Corporation.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 190020, Anchor Construction Corporation. The purpose of the contract is to provide Indefinite Delivery and Indefinite Quantity emergency and scheduled repairs to the sewer lateral system on an as-needed basis during normal work hours, after-hours, weekends, and holidays. The contract not-to-exceed amount is \$9,971,935.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Approved: September 5, 2019
SUBJECT: Approval to Execute Contract No. 190030
Anchor Construction Corporation

#19-52
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on September 5, 2019 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and zero (0) opposed to approve Contract No. 190030, Anchor Construction Corporation.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 190030, Anchor Construction Corporation. The purpose of the contract is to provide Indefinite Delivery and Indefinite Quantity of lead service line replacements and temporary pavement restoration at various locations within the District of Columbia. The contract will also consist of providing private property side agreements and documentation. The contract not-to-exceed amount is \$7,289,400.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Approved: September 5, 2019
**SUBJECT: Approval to Execute Contract No. 190050, Fort Myer
Construction Corp.**

**#19-53
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on September 5, 2019 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to approve Contract No. 190050, Fort Myer Construction Corp.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 190050, Fort Myer Construction Corp. The purpose of the contract is to provide Indefinite Delivery and Indefinite Quantity emergency water main repair and replacement of water service line in public and private space at various locations in Washington, D.C. The contract not-to-exceed amount is \$19,276,080.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Approved: September 5, 2019
SUBJECT: Approval to Execute Contract No. 170130, American Contracting & Environmental Services, Inc.

#19-54
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
D.C. WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority ("the Authority") at its meeting on September 5, 2019 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed to approve Contract No. 170130, American Contracting & Environmental Services, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 170130, American Contracting & Environmental Services, Inc. The purpose of the contract is to rehabilitate Soldiers' Home Reservoir based on inspection report recommendations and US Environmental Protection Agency Sanitary Survey noted significant deficiencies. The contract not-to-exceed amount is \$5,401,000.

This Resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: September 5, 2019

SUBJECT: Approval to Publish Notice of Final Rulemaking to Amend Regulations to Extend the Customer Assistance Program (CAP) to FY 2020, Effective October 1, 2019

**#19-55
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The District members of the Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on September 5, 2019 upon consideration of a non-joint use matter decided by a vote of six (6) in favor and none (0) opposed to Publish Notice of Final Rulemaking to Amend Regulations to Extend the Customer Assistance Program (CAP) to FY 2020, effective October 1, 2019.

WHEREAS, on July 5, 2018, the Board adopted Resolution #18-57, authorizing the General Manager to transfer \$6 Million from the Rate Stabilization Fund in the Fiscal Year 2019 budget to fund the expansion of the Customer Assistance Program to provide benefits to customers with household incomes up to 80% of the area median income for not more than one fiscal year beginning October 1, 2018 to September 30, 2019; and

WHEREAS, pursuant to Resolution #18-80, dated December 6, 2018, DC Water published the Notice of Final Rulemaking (NOFR) in the *D.C. Register* on December 28, 2018 at 65 DCR 13956, to establish the rules to implement the District funded CRIAC Nonprofit Relief Programs and DC Water's CAP and CAP2 Programs, effective on January 1, 2019; and

WHEREAS, the Board originally intended that the benefits provided under the CAP2 program would be provided only for the period October 1, 2018 through September 30, 2019; and

WHEREAS, in April 2019, the District informed DC Water that they would carry over the CAP2 unexpended District funds of \$1.2 million to FY 2020; and

WHEREAS, on May 28, 2019, the DC Retail Water and Sewer Rates Committee met to discuss the status of the CAP2 benefits provided to DC Water customers and were informed that approximately \$5.46 Million of the \$6 Million authorized by the Board would be unexpended in FY 2019; and

WHEREAS, on May 28, 2019, the DC Retail Water and Sewer Rates Committee met to discuss and consider the General Manager's recommendation to amend CAP2

regulations to continue the CAP2 program in FY 2020 to provide CAP2 benefits to applicants that submit a complete CAP2 application to the Department of Energy and Environment (DOEE) before November 1, 2019 for Fiscal year 2020 retroactive from October 1, 2019 and terminate on September 30, 2020 and provide CAP2 benefits to CAP2 applicants that submit a complete CAP2 application to DOEE on or after November 1, 2019 for FY 2020 from the date of submittal and terminate on September 30, 2020; and

WHEREAS, on May 28, 2019, the DC Retail Water and Sewer Rates Committee, after considering the General Manager's recommendation, recommended amending CAP2 regulations as proposed by the General Manager to extend the CAP2 program for FY 2020 providing eligible CAP2 customers 3 Ccfs off of their water and sewer service charges and 50% off of their monthly billed CRIAC charges, effective October 1, 2019; and

WHEREAS, on June 6, 2019, the Board through Resolution #19-37, approved the publication of the Notice of Proposed Rulemaking to receive comments during the public comment period and at a public hearing on the proposal to amend the regulations extending the CAP2 program through FY 2020, effective October 1, 2019; and

WHEREAS, on June 21, 2019, DC Water published the Notice of Proposed Rulemaking (NOPR) in the *D.C. Register* at 66 DCR 7460; and

WHEREAS, on June 21, 2019, DC Water also published a Notice of Public Hearing (NOPH) in the *D.C. Register* at 66 DCR 7385, for a public hearing on August 14, 2019; and

WHEREAS, pursuant to Resolution #19-44, dated July 11, 2019, the Board authorized the carryover of unexpended funds from the \$6 Million, authorized by the Board in Resolution #18-57, to the fiscal year 2020 budget to continue to provide benefits to low income customers with household incomes above 60% of the state median income limits and below 80% of the area median income, not capped by the U.S. median low-income limits, considering size of household; and

WHEREAS, on August 14, 2019, the DC Retail Water and Sewer Rates Committee held a public hearing to receive comments on the proposal to extend the CAP2 program through FY 2020; and

WHEREAS, on August 27, 2019, DC Retail Water and Sewer Rates Committee met to consider the comments received during the public comment period and during the public hearing and the recommendation of the General Manager on the proposal to extend the CAP2 program through FY 2020; and

WHEREAS, on August 27, 2019, DC Retail Water and Sewer Committee, after having evaluated the funding and enrollment to date of the CAP2 program and the projected unexpended balance, public comments, and the recommendation of the General

Manager, recommended that the Board take final action to adopt for final rulemaking the extension for the CAP2 program through FY 2020; and

WHEREAS, after consideration of the recommendations of the DC Retail Water and Sewer Rates Committee and the recommendation of the General Manager, the District members of the Board of Directors, upon further consideration and discussion, agreed to approve for final rulemaking the amendment of the CAP2 regulations as proposed by the General Manager.

NOW THEREFORE, BE IT RESOLVED THAT:

1. The District members of the Board authorize the General Manager to amend the CAP2 regulations extending DC Water's CAP2 benefits to FY 2020 for eligible CAP2 customers (households and tenants) of 3 Ccfs off of their water and sewer service charges and 50% off of their monthly billed CRIAC charges, effective October 1, 2019 as stated in Attachment A.
2. The General Manager is authorized to take all steps necessary in his judgment and as otherwise required, to publish the Notice of Final Rulemaking as provided in Attachment A in accordance with the District of Columbia's Administrative Procedure Act.

This Resolution is effective immediately.


Secretary to the Board of Directors

Attachment A

Extending DC Water's CAP2 Program - Final Rulemaking Effective October 1, 2019

The amendment shall read as follows:

Chapter 41, RETAIL WATER AND SEWER RATES AND CHARGES, of Title 21 DCMR, WATER AND SANITATION, is amended as follows:

Section 4102, CUSTOMER ASSISTANCE PROGRAMS, is amended as follows:

Paragraphs 4102.2(c), (d), and (e) of Subsection 4102.2, CUSTOMER ASSISTANCE PROGRAM II (CAP2), are amended to read as follows:

4102.2 CUSTOMER ASSISTANCE PROGRAM II (CAP2)

...

- (c) Upon DC Water's receipt of notice from DOEE that the CAP2 customer meets the financial eligibility requirements, DC Water shall provide the CAP2 benefits for not more than the entire Fiscal Year 2020, beginning October 1, 2019 and terminating on September 30, 2020, subject to the availability of budgeted funds.
 - (1) CAP2 customers that submit a complete application to DOEE before November 1, 2019, shall receive CAP2 benefits retroactive to October 1, 2019 and terminating on September 30, 2020.
 - (2) CAP2 customers that submit a complete application on or after November 1, 2019, shall receive CAP2 benefits as of the date of submittal and terminating on September 30, 2020.
- (d) If DC Water determines that the remaining budgeted funds are insufficient to provide CAP2 benefits, DC Water may:
 - (1) Suspend the process for accepting CAP2 applicants; or
 - (2) Suspend or adjust providing CAP2 benefits to CAP2 recipients.
- (e) The CAP2 Program shall terminate on September 30, 2020.

Presented and Adopted: September 5, 2019
SUBJECT: Approval to Publish Notice of Final Rulemaking to Amend
Retail Groundwater Sewer Service Rate

#19-56
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The District members of the Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (“the Authority” or “DC Water”) at the Board meeting held on September 5, 2019 upon consideration of a non-joint use matter, decided by a vote of six (6) in favor and none (0) opposed, to take the following action to adopt and publish Notice of Final Rulemaking to amend the Retail Groundwater Sewer Service Rate.

WHEREAS, sections 203(11) and 216 of the Water and Sewer Authority Establishment and Department of Public Works Reorganization Act of 1996, effective April 18, 1996 (D.C. Law 11-111, §§ 203(11) and 216; D.C. Code § 34-2202.03(11) and 34-2202.16) (the “Enabling Legislation”) authorizes DC Water to establish, adjust and collect charges for services, facilities, or commodities furnished or supplied by DC Water and to adjust the retail rates for the services; and

WHEREAS, groundwater from unimproved real properties under construction or a property under groundwater remediation, cooling water, or non-potable water sources that discharge into the District’s wastewater sewer system and conveyed to and treated at the Blue Plains Advanced Waste Water Treatment Plant (WWTP), incur collection, transmission and treatment costs subject to recovery by DC Water; and

WHEREAS, section 207(a)(3) of the District of Columbia Public Works Act of 1954, effective May 18, 1954 (68 Stat. 101; D.C. Official Code § 34-2107 *et seq.*) (“Public Works Act”), as amended, further authorizes DC Water to charge for the discharge of groundwater from improved real properties under construction, cooling water, and water from a source or sources other than the District water supply system (non-potable water source) into the District’s wastewater sewer system; and

WHEREAS, the Public Works Act does not address or prohibit DC Water from charging for the discharge of groundwater from a property under groundwater remediation; and

WHEREAS, DC Water establishes rates, fees and charges in accordance with its Rate Setting Policy (Board Resolution #11-10), including the recovery of current costs to provide service; and

WHEREAS, the DC Retail Water and Sewer Rates Committee met on October 23, 2018 to consider the recommendations from the General Manager to adjust the retail sanitary

sewer service rate for discharges of groundwater from improved real properties, properties under construction and properties under groundwater remediation and to make a recommendation to the Board regarding the proposed adjustments to be effective January 18, 2019; and

WHEREAS, the DC Retail Water and Sewer Rates Committee recommended that the Board approve the publication of proposed fees and charges for public comment; and

WHEREAS, on November 1, 2018, the Board, through Resolution#18-73, approved the publication of the proposed rulemaking to receive comments during the public comment period and at a public hearing on the proposal to amend the Retail Groundwater Sewer Service Rate, effective October 1, 2019; and

WHEREAS, on November 16, 2018, DC Water published Notice of Proposed Rulemaking (NOPR) for the amended Retail Groundwater Sewer Service Rates in the D.C. Register (DCR) at 65 DCR 12831, which if adopted, would implement the amended Retail Groundwater Sewer Service Rate, effective October 1, 2019; and

WHEREAS, one comment was received during the public comment period from November 16, 2018 through December 17, 2018, which included the groundwater fees in two case studies calculations; and

WHEREAS, on June 21, 2019, DC Water published a Notice of Public Hearing (NOPH) in the *D.C. Register* at 66 DCR 7385, for a public hearing on August 14, 2019; and

WHEREAS, a notice of the public hearing on the proposed amended Retail Groundwater Sewer Service Rate was also published on DC Water's website; and

WHEREAS, on August 14, 2019, a public hearing was held to receive comments on the proposal to amend the Retail Groundwater Sewer Service Rate; and

WHEREAS, no public comments on the amend the Retail Groundwater Sewer Service Rate were provided during the public hearing; and

WHEREAS, on August 27, 2019, DC Retail Water and Sewer Rates Committee met to consider the comments received during the public comment period and at the public hearing on the proposed amended Retail Groundwater Sewer Service Rate; and

WHEREAS, after discussion and consideration of the public comments and the recommendation of the General Manager, the DC Retail Water and Sewer Rates Committee recommended that the Board take final action to adopt for final rulemaking the amendment of the Retail Groundwater Sewer Service Rate regulations, increasing it \$0.50 per Ccf (\$0.67 per 1,000 gallons) from \$2.33 per Ccf (\$3.11 per 1,000 gallons) to \$2.83 per Ccf (\$3.78 per 1,000 gallons), effective October 1, 2019; and

WHEREAS, after consideration of the recommendation of the DC Retail Water and Sewer Rates Committee and the recommendation of the General Manager, the District members

of the Board of Directors, upon further consideration and discussion, agreed to approve the amendment of the Retail Groundwater Sewer Service Rate, effective October 1, 2019; and

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board directs the General Manager to publish a Notice of Final Rulemaking in the *D.C. Register* to adjust the Retail Groundwater Sewer Rate as summarized and provided below, effective October 1, 2019:

a.) Adjusted Retail Groundwater Sewer Charge

Per Unit	Existing		Adopted	
	CCF	1000 GAL	CCF	1000 GAL
Ground Sewer Charge	\$2.33	\$3.11	\$2.83	\$3.78

Chapter 41, RETAIL WATER AND SEWER RATES AND CHARGES, of Title 21 DCMR, WATER AND SANITATION, is amended to read as follows:

21 DCMR 4101.2 The retail rates for sanitary sewer service for the discharge of groundwater, cooling water, and non-potable water sources shall be:

- (a) The retail groundwater sewer charge for an unimproved real property, property under construction or under groundwater remediation shall be two dollars and eighty-three cents (\$2.83) per Ccf (\$3.78 per 1,000 gallons) for groundwater discharged into the District's wastewater sewer system.
- (b) The retail cooling water sewer charge shall be the retail sanitary sewer service rate as provided in section 4101.1(a) for cooling water discharged into the District's wastewater sewer system.
- (c) The retail non-potable water source sewer charge shall be the retail sanitary sewer service rate as provided in section 4101.1(a) for non-potable water discharged into the District's wastewater sewer system.

2. The General Manager is authorized to take all steps necessary in his judgment and as otherwise required, to publish the Notice of Final Rulemaking in the *D.C. Register* in accordance with the District of Columbia's Administrative Procedure Act.

This resolution is effective immediately.


Secretary to the Board of Directors