

Presented and Adopted: December 4, 2008
SUBJECT: Approval of Contract No. DCFA #418-WSA
Metcalf & Eddy Management, P.C.

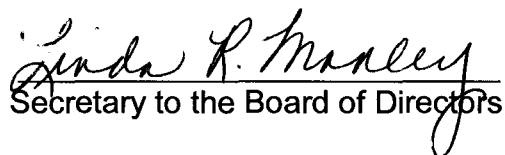
#08-101
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Contract No. DCFA #418-WSA, Metcalf & Eddy Management, P.C.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA #418-WSA, Metcalf & Eddy Management, P.C. The purpose of the contract is to provide professional engineering, management and technical services to develop, plan and manage projects within the Blue Plains total Nitrogen Removal Program; Liquid Processing; and Plant wide Projects Program, to ensure compliance with current and future NPDES permit limits. The contract amount is not-to-exceed \$17,000,000. In addition, WASA will work to try to ensure that the cost shares are grant fundable for all users.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: December 4, 2008
SUBJECT: Approval of Contract No. DCFA #421
Jacobs Associates

#08-102
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Contract No. DCFA #421, Jacobs Associates.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. DCFA #421, Jacobs Associates. The purpose of the contract is to provide general consulting services for tunnels and geotechnical engineering, and related services to implement the Long Term Control Plan and the Blue Plains Tunnel portion of the BPAWTP Total Nitrogen/Wet Weather Plan. The contract amount is not-to-exceed \$40,000,000.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: December 4, 2008
SUBJECT: Approval of Contract No. 060090
Ulliman Schutte Construction, LLC

#08-103
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Contract No. 060090, Ulliman Schutte Construction, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 060090, Ulliman Schutte Construction, LLC. The purpose of the contract is to rehabilitate existing dissolved air flotation thickeners and replace deteriorated and outmoded equipment. The contract amount is \$32,920,000.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: December 4, 2008
SUBJECT: Approval of Option Year Four of Contract No. WAS-04-053-AA-
MB, J. Givoo Consultants, Inc.

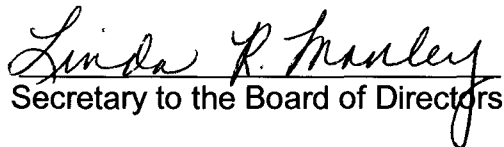
#08-104
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Option Year Four of Contract No. WAS-04-053-AA-MB, J. Givoo Consultants, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Four of Contract No. WAS-04-053-AA-MB, J. Givoo Consultants, Inc. The purpose of the option is to service, repair, test and calibrate instrumentation, telemetry, process control and supervisory control and data acquisition (SCADA) systems related equipment. The option amount is \$1,283,132.

This resolution is effective immediately.


Secretary to the Board of Directors

PRESENTED AND ADOPTED: December 4, 2008
SUBJECT: REVISED Authority to Obtain a Letter of Credit for the
Series 2003 Bonds – Subordinate Debt Service Reserve Account

#08-105
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors (“Board”) of the District of Columbia Water and Sewer Authority (the “Authority”), at the Board meeting held on December 4, 2008, upon consideration of a joint-use matter, decided by a vote of eleven (11) in favor and none (0) opposed to approve the following action.

WHEREAS, the Board at its meeting September 4, 2008 approved Resolution #08-73 granting authority to obtain a letter of credit from TD Bank, N.A. under terms outlined in the Attachment is hereby superseded; and

WHEREAS, in connection with the Authority’s original issuance in August 2003 of its Public Utility Subordinated Lien Revenue Bonds, Series 2003 (the “Series 2003 Bonds”), the Authority determined to fund its Series 2003 Subordinate Debt Service Reserve Requirement by depositing in the Series 2003 Subordinate Debt Service Reserve Account a municipal bond debt service reserve fund policy (“Surety Policy”) issued by Financial Guaranty Insurance Company (“FGIC”); and

WHEREAS, at the time the Series 2003 Bonds were issued, FGIC had a “AAA” credit rating, and thus the Surety Policy satisfied the requirements for a “Qualified Reserve Credit Facility” specified in the Fourth Supplemental Indenture of Trust, dated as of August 12, 2003, relating to the issuance of the Series 2003 Bonds; and

WHEREAS, FGIC has been downgraded by all three rating agencies to below investment grade; and

WHEREAS, to address FGIC’s downgrade, the Authority has determined to obtain for Series 2003 Subordinate Debt Service Reserve Account a substitute credit facility and thereby enhance the security for the Series 2003 Bonds and, in so doing, clarify the funding requirements for that Account under the Indenture, as defined below; and

WHEREAS, the Authority has obtained a revised proposal dated November 14, 2008 and attached to this Resolution as Revised Exhibit A (the "Proposal") from TD Bank, N.A. (the trade name of Commerce Bank, hereinafter referred to as the "Bank") to provide a direct pay letter of credit (the "Letter of Credit") for the Series 2003 Subordinate Debt Service Reserve Account that would provide for payment by the Bank of any amount that FGIC is obligated to make under the Surety Policy but fails to make; and

WHEREAS, in connection with the Authority's proposed obtaining of the Letter of Credit, there has been presented at this meeting a draft of the Ninth Supplemental Indenture of Trust (the "Ninth Supplemental Indenture") between the Authority and Wells Fargo Bank, N.A. , as Trustee (the "Trustee"), amending and supplementing the Master Indenture of Trust, dated as of April 1, 1998 (the "Master Indenture") as previously amended and supplemented (the "Indenture"), between the Authority and the Trustee to reflect the Authority's obtaining of the Letter of Credit for the Series 2003 Subordinate Debt Service Reserve Account and to provide for draws thereon and reimbursement of the Bank for draws thereon; and

WHEREAS, the Board has determined that the Authority's obtaining the Letter of Credit on the revised terms on which the Bank has agreed to provide it in the Proposal serves the Authority's best interests;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Authority is authorized to obtain the Letter of Credit with a five-year Facility Term from the Bank for the Series 2003 Subordinate Debt Service Reserve Account on the revised terms on which the Bank has proposed to provide the Letter of Credit in the Proposal.
2. The Chairman and Vice Chairman of the Board and the General Manager and Acting Chief Financial Officer of the Authority (collectively, the "Authorized Officials") are, and each of them is, authorized in connection with the obtaining of the Letter of Credit to execute, acknowledge and deliver in the name and on behalf of the Authority, the Ninth Supplemental Indenture in the form thereof presented at this meeting, but with such changes therein that are consistent with the Indenture and with this Resolution as may be approved by the Authorized Officer or Officers executing the document on behalf of the Authority, and the approval of any such changes shall be conclusively evidenced by the execution of the document by an Authorized Official. The Authorized Officials are, and each of them is, hereby further authorized in connection with the obtaining of the Letter of Credit to execute, acknowledge and deliver in the name and on behalf of the Authority a Reimbursement Agreement between the Authority and the Bank that is consistent with the Indenture, this Resolution and the Proposal as may be approved by the Authorized Officer or Officers executing the document on behalf of the Authority, whose approval thereof shall be conclusively

evidenced by the execution of the document by an Authorized Official, and to execute, acknowledge and deliver in the name and on behalf of the Authority such other agreements, certifications and documents and to take such other actions as they determine to be necessary and appropriate for the purpose of giving effect to this Resolution.

3. This resolution shall take effect immediately.


Secretary to the Board of Directors

PRESENTED AND ADOPTED: December 4, 2008

**SUBJECT: Approving the Final Form of Certain Documents,
Authorizing the Sale and Setting Terms and Details of the Series
2009A Subordinated Bonds**

**#08-106
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 ("Authority"), at its meeting on December 4, 2008, decided by a vote of eleven (11) in favor and none (0) opposed to approve the following:

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

WHEREAS, in accordance with the WASA Act, the Authority and Wells Fargo Bank, N.A., as 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 defined in the Master Indenture); and

WHEREAS, under authority granted or confirmed in Resolutions 98-10, 98-16 and 98-23 of this Board and pursuant to the First Supplemental Indenture of Trust, dated as of April 1, 1998 (the "First Supplemental Indenture"), between the Authority and the Trustee, the Authority issued its \$266,120,000 Public Utility Revenue Bonds, Series 1998, dated as of April 1, 1998 (the "Series 1998 Senior Lien Bonds"), to finance Costs of the System (as defined in the Master Indenture) and to refund then outstanding debt of the Authority; and

WHEREAS, the Master Indenture permits the Authority, for certain purposes and subject to certain conditions, to issue Other System Indebtedness (as defined therein) secured on a parity with the Series 1998 Senior Lien Bonds and referred to collectively with the Series 1998 Senior Lien Bonds as "Senior Debt," and also permits the Authority to issue Subordinate Debt (as defined therein), which has pledged to its payment Net Revenues as a subordinate lien pledge after the pledge of Net Revenues to Senior Debt; and

WHEREAS, pursuant to the Second Supplemental Indenture of Trust, dated as of November 1, 2001 (the "Second Supplemental Indenture"), between the Authority and the Trustee, the Authority amended and supplemented the Master Indenture in accordance with its terms to clarify provisions thereof related to certain forms of Indebtedness (as defined in the Master Indenture (i.e., Senior Debt and Subordinate Debt)) and thereby facilitate the issuance of such forms of Indebtedness; and

WHEREAS, pursuant to the Third Supplemental Indenture of Trust, dated as of November 1, 2001 (the "Third Supplemental Indenture"), between the Authority and the Trustee, the Authority (i) issued its Commercial Paper Notes defined therein as the Series A-B Notes, (ii) designated the Series A-B Notes as Subordinate Debt for purposes of the Indenture, and (iii) made provision for the securing of the Series A-B Notes and of the Reimbursement Obligations to the Bank that provided the Letters of Credit (all as defined therein) that secure the Series A-B Notes; and

WHEREAS, pursuant to the Fourth Supplemental Indenture of Trust, dated August 12, 2003 (the "Fourth Supplemental Indenture"), between the Authority and the Trustee, the Authority (i) issued its Public Utility Subordinated Lien Revenue Bonds, Series 2003, dated August 12, 2003 (the "Series 2003 Subordinated Bonds"), in the aggregate principal amount of \$176,220,000 to finance certain Costs of the System and retire Series A-B Notes, (ii) designated the Series 2003 Subordinated Bonds as Subordinate Debt for purposes of the Indenture, and (iii) secured the Series 2003 Subordinated 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, pursuant to the Fifth Supplemental Indenture of Trust, dated August 3, 2004 (the "Fifth Supplemental Indenture"), between the Authority and the Trustee, the Authority (i) issued its Public Utility Subordinated Lien Revenue Bonds, Series 2004, as Subseries 2004A-1, Subseries 2004A-2, Subseries, 2004B-1 and Subseries B-2 (collectively, the "Series 2004 Subordinated Bonds") in the aggregate principal amount of \$295,000,000 to finance certain Costs of the System, (ii) designated the Series 2004 Subordinated Bonds as Subordinate Debt for purposes of the Indenture, and (iii) secured the Series 2004 Subordinated 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, pursuant to the Sixth Supplemental Indenture of Trust, dated June 6, 2007 (the "Sixth Supplemental Indenture"), between the Authority and the Trustee, the Authority (i) issued its Public Utility Subordinated Lien Revenue Bonds, Series 2007A (the "Series 2007A Subordinated Bonds"), in the aggregate principal amount of \$218,715,000 to finance certain Costs of the System and retire Series A-B Notes, (ii) designated the Series 2007A Subordinated Bonds as Subordinate Debt for purposes of the Indenture, and (iii) secured the Series 2007A Subordinated 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, pursuant to the Seventh Supplemental Indenture of Trust, dated June 6, 2007 (the "Seventh Supplemental Indenture"), between the Authority and the Trustee, the Authority (i) issued its Public Utility Subordinated Lien Taxable Revenue Bonds, Series 2007B (the "Series 2007B Subordinated Bonds"), in the aggregate principal amount of \$59,000,000 to finance certain Costs of the System, (ii) designated the Series 2007B Subordinated Bonds as Subordinate Debt for purposes of the Indenture, and (iii) secured the Series 2007B Subordinated 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, pursuant to the Eighth Supplemental Indenture of Trust, dated April 24, 2008 (the "Eighth Supplemental Indenture"), between the Authority and the Trustee, the Authority (i) issued its Public Utility Subordinated Lien Revenue Refunding Bonds, Series 2008 (the "Series 2008 Subordinated Bonds"), in the aggregate principal amount of \$290,375,000 to (a) currently refund all of the outstanding Series 2004 Subordinated Bonds and a portion of the Series 2007B Subordinated Bonds, and (b) pay issuance costs of the Series 2008 Subordinated Bonds, (ii) designated the Series 2008 Subordinated Bonds as Subordinate Debt for purposes of the Indenture, and (iii) secured the Series 2008 Subordinated 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 Authority now intends (i) to issue tax-exempt Public Utility Senior Lien Revenue Bonds, Series 2009A (the "Series 2009A Senior Lien Bonds") to finance certain Costs of the System and retire a portion of the Series A-B Notes, (ii) to designate the Series 2009A Senior Lien Bonds as Senior Debt for purposes of the Indenture, (iii) to secure the Series 2009A Senior Lien Bonds by a pledge of Net Revenues on a parity with the pledge of Net Revenues that secures the 1998 Senior Lien

Bonds and other Senior Debt, including, without limitation, other Senior 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 Tenth Supplemental Indenture, the form of the Series 2009A Senior Lien Bond (attached as an Exhibit to the Tenth Supplemental Indenture); the Bond Purchase Agreement, the Official Statement and the Continuing Disclosure Agreement; and

WHEREAS, the General Manager, the Acting Chief Financial Officer, the Chief Engineer and the General Counsel of the Authority have informed the Board that their offices have established "due diligence" procedures for reviewing the documents referred to in the preceding paragraph with the Authority's bond counsel, financial advisors, and other consultants and advisors, and have conducted those procedures and advised the Board that the documents are in form and substance suitable for the Board to consider and approve; and

WHEREAS, the Finance and Budget Committee met on November 17, 2008 to review the issuance of the Series 2009A Senior Lien Bonds and recommended that this Resolution be submitted to the Board for approval.

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 Tenth 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 General Manager and Acting Chief Financial Officer of the Authority, provided that any official other than the Chairman shall be designated by the Chairman as his designee for the purpose of executing and delivering any document authorized hereunder.

"Bond Purchase Agreement" means the Bond Purchase Agreement between the Authority and the Series 2009A 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 2009A Senior Lien Bonds to the Series 2009A Original Purchasers and specifying terms of the Series 2009A Senior Lien Bonds, as provided for in Section 4 of this Resolution.

"Continuing Disclosure Agreement" means the Continuing Disclosure Agreement executed by the Authority and the Trustee, dated as of the same date as the

date of issuance and delivery of the Series 2009A Senior Lien Bonds, as originally executed and as it may be amended from time to time in accordance with its terms.

“Financial Advisor” means Public Financial Management and P.G. Corbin & Company, Inc.

“Interest Payment Dates” for the Series 2009A Senior Lien Bonds means 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 2009A Senior Lien Bonds are outstanding.

“Series 2009A Original Purchasers” for the Series 2009A Senior Lien Bonds means the purchasers identified as such in the Bond Purchase Agreement for the Series 2009A Senior Lien Bonds, represented by Morgan Stanley & Co. Incorporated.

“Series 2009A Debt Service Reserve Requirement” means a required fund balance, if any, in the Series 2009A Debt Service Reserve Account established under the Tenth Supplemental Indenture, the amount of which shall be specified in the Certificate of Award, but which shall not exceed either (i) the maximum Annual Debt Service on all Series 2009A Senior Lien Bonds outstanding, or (ii) 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 existence of a balance in the Series 2009A Debt Service Reserve Account greater than such maximum amount will not cause the interest on any Series 2009A Senior Lien Bonds that had been excluded from gross income for federal income tax purposes to cease to be so.

“Tenth Supplemental Indenture” means the Tenth Supplemental Indenture of Trust, dated as of the same date as and relating to the Series 2009A Senior Lien Bonds, by and between the Authority and the Trustee.

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 2009A Senior Lien Bonds. The Authority is authorized to issue, sell and deliver, as provided in this Resolution and the Certificate of Award, not to exceed Three Hundred Twenty-Five Million Dollars (\$325,000,000) principal amount of bonds of the Authority, which shall be designated “Public Utility Revenue Bonds, Series 2009A”, and constituting Senior Debt for purposes of the Indenture, for the purpose of (i) financing certain Costs of the System, including, without limitation, interest on the Series 2009A Senior Lien Bonds for a period to be specified in the Certificate of Award; (ii) retiring a portion of the Series A-B Notes

specified in the Certificate of Award; (iii) funding a Series 2009A Debt Service Reserve Requirement, if any, and (iv) paying issuance costs of the Series 2009A Senior Lien Bonds. For those purposes the proceeds from the sale of the Series 2009A Senior Lien Bonds shall be allocated and deposited as provided in the Tenth Supplemental Indenture.

Section 3. Terms and Provisions Applicable to Series 2009A Senior Lien Bonds.

(a) Form, Numbering, Transfer and Exchange. The Series 2009A Senior Lien Bonds shall be issued, unless otherwise subsequently provided pursuant to the Tenth Supplemental Indenture, only in fully registered form and substantially in the form attached as Exhibit A to the Tenth Supplemental Indenture. The Series 2009A Senior Lien Bonds shall be issued only to a Depository for holding in a book entry system and (i) the Series 2009A Senior Lien Bonds shall be registered in the name of the Depository or its nominee, as Holder, and immobilized in the custody of the Depository and (ii) the Series 2009A Senior Lien Bonds shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository as referenced in the Tenth Supplemental Indenture.

(b) Denominations and Dates. The Series 2009A Senior Lien Bonds shall be dated as of the date of issuance and delivery but in no event later than September 30, 2009, and there shall be a single Series 2009A Senior Lien Bond representing each interest rate for each maturity of the Series 2009A Senior Lien Bonds provided for in subsection (c) of this Section 3. Each Series 2009A Senior Lien Bond shall have only one principal maturity.

(c) Principal Maturities and Interest Rates. The Series 2009A Senior Lien 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 2009A Senior Lien Bonds shall not exceed seven and one half percent (7.50%) per annum. The principal of the Series 2009A Senior Lien 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, 2039.

(d) Optional and Mandatory Redemption. The Series 2009A Senior Lien 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 December 31, 2019) are not subject to prior optional redemption. The Series 2009A Senior Lien Bonds maturing after the Earliest Optional Redemption Date are 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 2009A Senior Lien Bonds to be redeemed. The Series 2009A Senior Lien Bonds may be designated in the Certificate of Award as Term Bonds and be subject to mandatory sinking fund redemption by lot on specified principal retirement dates at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption.

(e) Redemption Provisions. Redemption of Series 2009A Senior Lien Bonds shall be effected in accordance with Article IV of the Master Indenture, provided, however, that notices of redemption of Series 2009A Senior Lien Bonds sent pursuant to Section 402 of the Master Indenture may specify that the redemption is conditional upon the Authority's obtaining the funds needed to effect that redemption prior to the specified redemption date.

(f) Places and Manner of Payment, and Paying Agents. The principal of and the interest and any redemption premium on the Series 2009A Senior Lien Bonds shall be payable as specified in the Tenth Supplemental Indenture.

(g) Execution. The Authorized Officials are, and each of them is, authorized and directed to execute the Series 2009A Senior Lien Bonds, and the Secretary of the Board is authorized and directed to affix the seal of the Authority to the Series 2009A Senior Lien Bonds and to deliver them to the Trustee for authentication in accordance with the Indenture.

Section 4. Sale of Series 2009A Senior Lien Bonds.

(a) General. The Series 2009A Senior Lien Bonds shall be awarded and sold to the Series 2009A 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 2009A Senior Lien Bond times the percentage of such principal amount at which such Series 2009A Senior Lien 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 2009A Senior Lien 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 2009A 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 2009A Senior Lien Bonds and

the sale thereof, all as provided in this Resolution, the Bond Purchase Agreement, the Certificate of Award, and the Tenth 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 2009A Senior Lien Bonds approved in the Certificate of Award shall be incorporated into the Tenth Supplemental Indenture. The Certificate of Award, subject to the restrictions set forth herein, shall (i) state, with respect to the Series 2009A Senior Lien Bonds, the aggregate principal amount, the purchase price, the Interest Payment Dates, the interest rates, the principal retirement dates, the mandatory sinking fund requirements (if any), the redemption dates, and the optional 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 2009A Senior Lien Bonds and, if so, from whom and on what terms; (iii) specify the amount, if any, of the Series 2009A 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 Tenth 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.

(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 2009A Senior Lien 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 2009A 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 2009A Senior Lien 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 General Manager and Acting Chief Financial Officer of the Authority are authorized and directed in their official capacities, and only in those capacities, to execute and deliver to the Series 2009A 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 2009A Original Purchasers to establish the date, location, procedure and conditions for the delivery of the Series 2009A Senior Lien Bonds to the Series 2009A 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 2009A Senior Lien Bonds and the execution, authentication and delivery of the Series 2009A Senior Lien Bonds to DTC for the accounts of the Series 2009A 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 2009A Senior Lien Bonds; Tax Covenants.

(a) Allocation of Proceeds of the Series 2009A Senior Lien Bonds. The proceeds from the sale of the Series 2009A Senior Lien Bonds, including any accrued interest, shall be allocated, deposited and credited for the purposes approved in this Resolution and as specified in the Tenth 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 interest on the Series 2009A Senior Lien Bonds.

Section 6. Tenth Supplemental Indenture and Other Documents. The Authorized Officials are, and each of them is, authorized in connection with the issuance of the Series 2009A Senior Lien Bonds, to execute, acknowledge and deliver in the name of and on behalf of the Authority, the Tenth 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 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 2009A Senior Lien 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 Tenth 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 2009A Senior Lien 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 2009A Senior Lien 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 2009A Original Purchasers for distribution to prospective purchasers of the Series 2009A Senior Lien 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 2009A 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 2009A Original Purchasers to sell book entry interests in the Series 2009A Senior Lien Bonds, and will provide copies as appropriate to designated nationally recognized municipal securities information repositories.

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 2009A Original Purchasers as may be reasonably requested to qualify the Series 2009A Senior Lien 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 2009A 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 Series 2009A Original Purchasers are hereby authorized to supplement such Official Statement by affixing thereto or inserting therein a statement identifying such Series 2009A Original Purchasers, setting forth the interest rates of the Series 2009A Senior Lien Bonds, the price of the Series 2009A Senior Lien Bonds to the general public, any credit enhancement provisions with respect to the Series 2009A Senior Lien Bonds, and any change in ratings of the Series 2009A Senior Lien Bonds as a result of such credit enhancement, and making such other changes as are, in the

judgment of an Authorized Official and the Series 2009A Original Purchasers necessary in order to make the statements therein contained not materially misleading, all in compliance with applicable securities laws.

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 2009A Senior Lien Bonds may, and the Trustee may (and, at the request of the Holders of at least 25% in aggregate principal amount of Outstanding Series 2009A Senior Lien 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 2009A Original Purchasers of the Series 2009A Senior Lien Bonds a true and certified transcript of all proceedings relating to the authorization and issuance of the Series 2009A Senior Lien Bonds along with other information as is necessary or proper with respect to the Series 2009A Senior Lien Bonds.

Section 9. Effective Date. This Resolution shall take effect immediately.


Secretary to the Board of Directors

Presented and Adopted: December 4, 2008

SUBJECT: Approval of Option Year Two (2) Contract No. WAS-06-020-AA-MB, CIGNA HealthCare

#08-107
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008, upon consideration of a joint-use matter decided by a vote of eleven (11) in favor and none (0) opposed, to approve Option Year Two (2) Contract No. WAS-06-020-AA-MB, CIGNA HealthCare.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Two (2) of Contract No. WAS-06-020-AA-MB, CIGNA HealthCare. The purpose of this contract is to provide DCWASA employees two (2) medical plans; Health Maintenance Organization (HMO) as well as Preferred Provider Organization (PPO). The option amount is not-to-exceed \$4,957,273.68.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: December 4, 2008
SUBJECT: Approval of Annual and Sick Leave Provisions for
Non-Union Employees

#08-108
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008, 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 with respect to annual and sick leave use, accrual and carryover provisions.

WHEREAS, the Board is required to adopt annual and sick leave use, accrual and carryover requirements by resolution; and

WHEREAS, annual and sick leave requirements for union employees are specified in the collective bargaining agreement which is adopted by resolution; and

WHEREAS, it is necessary for the Board to adopt annual and sick leave use, accrual and carryover requirements for non-union employees;

NOW THEREFORE BE IT RESOLVED THAT:

The following provisions are hereby adopted to govern Annual Leave:

- (a) Regular Employees will earn Annual Leave at the following rates:
 - (1) Four (4) hours per two-week pay period from the first full pay period of employment through the end of the third year of employment.
 - (2) 6.1538 hours per two-week pay period beginning with the fourth year and continuing through the end of the fourteenth year of employment.
 - (3) Eight (8) hours per two-week pay period beginning at the fifteenth year of employment.

- (4) Unused accrued annual leave will be paid out at separation.
- (b) "At-Will" employees will earn Annual Leave at the following rates:
 - (1) Four (4) hours per two-week pay period from the full pay period of employment through the end of the second year of employment.
 - (2) 6.1538 hours per two-week pay period beginning with the third year and continuing through the end of the sixth year.
 - (3) Eight (8) hours per two-week pay period beginning with the seventh year of employment.
 - (4) Unused accrued annual leave will be paid out at separation.
- (c) Executive employees will accrue 8 hours per pay period beginning with the first full pay period upon assuming an executive position.
- (d) Annual Leave may be carried over from one leave year to the next until reaching an accrued number of hours as follows:

Regular Employees

1-3 years of service	240 Hours
4-14 years of service	320 Hours
15 years or more	360 Hours

"At-Will" Employees

1-2 years of service	240 Hours
3-6 years of service	320 Hours
7 years or more	360 Hours

Executive Employees 360 Hours

- (e) Post-1987 non-union employees may convert "use or lose" annual leave into sick leave on an hour-for-hour basis.

NOW THEREFORE BE IT FURTHER RESOLVED THAT:

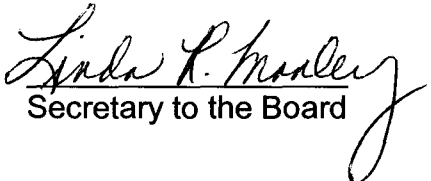
The following provisions are hereby adopted to govern Sick Leave:

- (a) All employees will earn Sick Leave at the rate of four (4) hours per two-week pay period beginning the first full pay period of employment.
- (b) Sick Leave will accrue beginning the first full pay period and may be used by the employee thereafter.
- (c) Unused accrued sick leave is not paid out at separation, except as provided under the retirement health savings plan for Post-1987 non-union employees.
- (d) Sick leave may be requested when the employee is incapacitated due to illness or injury, for medical and/or dental appointments. Sick leave may also be used in conjunction with leave granted under the Federal or D.C. Family and Medical Leave Act (FMLA) to care for eligible family members who are incapacitated due to illness or injury. Additionally, sick leave may be used in accordance with the D.C. Accrued Sick and Safe Leave Act (ASSLA) for absences associated with stalking, domestic violence or sexual abuse.

Sick leave taken due to the employee's illness or injury in excess of three consecutive days will require medical verification of illness prior to approval for pay.

- (e) In cases of emergency, advanced Sick Leave may be granted, at the discretion of the Authority, to full-time employees in an amount not to exceed 240 hours or 30 work days.

This resolution is effective immediately.


Secretary to the Board

Presented and Adopted: December 4, 2008
SUBJECT: Approval of Contract No. 080040
Insituform Technologies, Inc.

#08-109
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008, 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. 080040, Insituform Technologies, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 080040, Insituform Technologies, Inc. The purpose of the contract is to repair and line existing sewers. The contract amount is \$1,426,571.50.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: December 4, 2008

SUBJECT: Approval of Option Year Four of Contract No. WAS-04-047-AA-DW, Rodger Brothers Custodial Services, Inc.

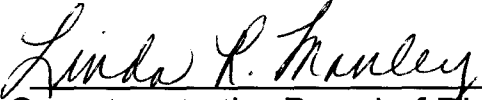
#08-110
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008, upon consideration of a non-joint-use matter decided by a vote of six (6) in favor and none (0) opposed, to approve Option Year Four of Contract No. WAS-04-047-AA-DW, Rodger Brothers Custodial Services, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Four (4) of Contract No. WAS-04-047-AA-DW, Rodger Brothers Custodial Services, Inc. The option amount is \$400,000.

This resolution is effective immediately.


Secretary to the Board of Directors

Presented and Adopted: December 4, 2008
SUBJECT: Approval of Contract No. 7507000445AD
Criswell Chevrolet, Inc.

#08-111
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on December 4, 2008 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. 7507000445AD, Criswell Chevrolet, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. 7507000445AD, Criswell Chevrolet, Inc. The purpose of the contract is to purchase new and replacement vehicles and equipment for the DCWASA fleet. The contract amount is \$2,000,000.

This resolution is effective immediately.


Secretary to the Board of Directors