

**Presented and Adopted: May 6, 2010**  
**SUBJECT: Approval to Execute Option Year Three of Contract No.**  
**WAS-07-014-AA-JS, Complete Building Services**

**#10-54**  
**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 May 6, 2010 upon consideration of a joint-use matter decided by a vote of eleven (11) in favor and none (0) oppose to approve Option Year Three of Contract No. WAS-07-014-AA-JS, Complete Building Services.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Three of Contract No. WAS-07-014-AA-JS, Complete Building Services. The purpose of the option is to repair and maintain the HVAC, plumbing, and fire protection systems and equipment throughout the various DCWASA plants and facilities. The option amount is \$245,000.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**

**SUBJECT: Approval to Execute Contract Modification No. 1 of  
Contract No. WAS-09-032-AA-GA, C&E Services, Inc. of  
Washington**

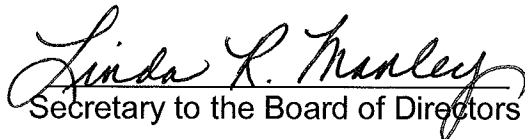
**#10-55  
RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

The Board of Directors ("Board") of the District of Columbia Water and Sewer Authority, ("the Authority"), at the Board meeting held on May 6, 2010 upon consideration of a joint-use matter decided by a vote of eleven (11) in favor and none (0) oppose to approve Contract Modification No. 1 of Contract No. WAS-09-032-AA-GA, C&E Services, Inc. of Washington.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Option Year Three of Contract No. WAS-09-032-AA-GA, C&E Services, Inc. of Washington. The purpose of this modification is to correct a mistake in computation of the amount of the original contract. The modification amount is \$566,200.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**

**SUBJECT: Approval to Execute Supplemental Agreement No. 1  
of Contract No. DCFA #417-WSA, Brown & Caldwell**

**#10-56  
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 May 6, 2010 upon consideration of a joint-use matter decided by a vote of eleven (11) in favor and none (0) oppose to approve Supplemental Agreement No. 1 of Contract No. DCFA #417-WSA, Brown & Caldwell.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Supplemental Agreement No. 1 of Contract No. DCFA #417-WSA, Brown & Caldwell. The purpose of the supplemental agreement is to develop conceptual level reports and preliminary 30% design documents to accompany alternative delivery procurement packages. In addition, to develop bid-ready documents for the BMP Site Preparation construction contract, develop conceptual design reports for the Final Dewatering Facility and to provide assistance with contract language, requirements, and refinement of procurement approaches. The supplemental agreement amount is \$10,660,375.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**

**SUBJECT: Approval to Execute Agreement Phase II of Contract No.  
DCFA #418-WSA, Metcalf & Eddy Management, P.C.**

**#10-57  
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 May 6, 2010 upon consideration of a joint-use matter decided by a vote of eleven (11) in favor and none (0) oppose to approve Agreement Phase II of 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 Agreement Phase II of Contract No. DCFA #418-WSA, Metcalf & Eddy Management, P.C. The purpose of the agreement is to develop and manage the Tunnel Dewatering Pump Station and the Enhanced Clarification Facility project. The agreement amount is \$19,477,713.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**  
**SUBJECT: Approval to Expend Additional Funds for**  
**Douglas & Boykin, LLC.**

**#10-58**  
**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 May 6, 2010 upon consideration of a joint-use matter decided by a vote of eleven (11) in favor and none (0) oppose to approve a contract modification for Douglas & Boykin, LLC.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute a contract modification for Douglas & Boykin, LLC. The purpose of the contract modification is to expend additional funds to complete the remaining Fiscal Year 2010 legal services, and to perform Fiscal Year 2011 legal work. The modification amount is \$1,000,000.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**

**SUBJECT: Approval to Execute Contract No. WAS-10-007-AA-GA, TAI Engineering**

**#10-59  
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 May 6, 2010 upon consideration of a joint-use matter decided by a vote of eleven (11) in favor and none (0) oppose to approve Contract No. WAS-10-007-AA-GA, TAI Engineering.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. WAS-10-007-AA-GA, TAI Engineering. The purpose of the contract is to provide annual maintenance, repair, testing and calibration services for instrumentation, telemetry, process control and Supervisory Control and Data Acquisition (SCADA) systems related equipment. The contract amount is \$1,572,500.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**

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

**#10-60  
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 its meeting on May 6, 2010, upon consideration of a joint-use matter took the following action by a vote of eleven (11) in favor and none (0) opposed.

**WHEREAS**, the Authority intends to issue its Commercial Paper Notes, Series A (the "Series A Notes"), in an aggregate principal amount not to exceed \$100,000,000 outstanding at any one time, its Commercial Paper Notes, Series B (the "Series B Notes"), in an aggregate principal amount not to exceed \$50,000,000 outstanding at any one time, and its Commercial Paper Notes, Series C (the "Series C Notes" and, together with the Series A Notes and Series B Notes, the "Notes"), in an aggregate principal amount not to exceed \$75,000,000 outstanding at any one time,

**WHEREAS**, the Authority will use the proceeds from the sale of the Notes (1) to finance certain costs incurred in connection with the construction of certain capital improvements to its wastewater collection treatment and disposal system and its water system (collectively, and as further defined in the Master Indenture (as defined herein), the "System"), (2) to pay the obligations of J.P. Morgan Chase Bank, National Association ("J.P. Morgan") and U.S. Bank, National Association ("U.S. Bank" and, together with J.P. Morgan, the "Banks") under the Bank Notes (as defined below) resulting from draws made under the Letters of Credit (as defined below) and (3) to finance certain costs of issuance of the Notes (collectively, the "Project");

**WHEREAS**, the Series A Notes, the Series B Notes and the Series C Notes will be secured by separate letters of credit (collectively, the "Letters of Credit") to be issued by the Banks; and

**WHEREAS**, there have been presented at this meeting drafts of the substantially final forms of the following documents that the Authority proposes to execute to carry

out the transactions described above, copies of which documents shall be filed with the records of the Authority:

(a) an Eleventh Supplemental Indenture of Trust dated as of June 1, 2010 (the "Eleventh Supplemental Indenture"), between the Authority and the Trustee;

(b) an Issuing and Paying Agency Agreement (the "Issuing and Paying Agency Agreement") dated as of June 1, 2010, between the Authority and Deutsche Bank Trust Company Americas, as Issuing and Paying Agent (the "Issuing and Paying Agent");

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

(d) the Reimbursement Agreement (the "J.P. Morgan Reimbursement Agreement") dated as of June 1, 2010, between the Authority and J.P. Morgan, pursuant to which two Letters of Credit will be issued;

(e) the Reimbursement Agreement (the "U.S. Bank Reimbursement Agreement") dated as of June 1, 2010, between the Authority and U.S. Bank, pursuant to which one Letter of Credit will be issued;

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

(g) the form of Dealer Agreement dated as of June 1, 2010 (the "Dealer Agreement"), between the Authority and each of J.P. Morgan Securities, Inc. and Barclays Capital (the "Dealers"), relating to the public offering and sale of the Notes; and

**NOW, THEREFORE, BE IT RESOLVED,**

1. That the Dealers are authorized to distribute an Offering Memorandum (the "Offering Memorandum") to prospective purchasers of the Notes, which shall be in substantially the form of the Offering Memorandum used in connection with the issuance of the Authority's Commercial Paper Notes authorized by the Third Supplemental Indenture of Trust dated as of November 1, 2001, between the Authority and the Trustee;

2. That the aggregate principal amount of the Series A Notes shall not exceed \$100,000,000 outstanding at any one time, the aggregate principal amount of the Series B Notes shall not exceed \$50,000,000 outstanding at any one time and the aggregate principal amount of the Series C Notes shall not exceed \$75,000,000 outstanding at any one time.

3. That the Notes shall be issued, from time to time, in book-entry form in minimum denominations of \$100,000 and increments of \$1,000 in excess thereof



pursuant to the Issuing and Paying Agency Agreement and distributed by the Dealers pursuant to the Dealer Agreements, all upon the terms and conditions specified herein;

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

5. That the Chairman of the Board (the "Chairman") or Vice Chairman of the Board (the "Vice Chairman") is authorized and directed to execute the Eleventh Supplemental Indenture, the Issuing and Paying Agency Agreement, the Reimbursement Agreements, the Bank Notes, the Dealer Agreements, and the initial Offering Memorandum, and the Secretary is authorized and directed to affix the Seal of the Authority on such documents as required and to attest to the same;

6. That the Chairman, the Vice Chairman, General Manager, Chief Financial Officer, Director of Finance and Budget and the Controller are authorized and directed to execute, by manual or facsimile signature, the Notes and the Bank Notes, the Secretary is authorized and directed to affix the Seal of the Authority or a facsimile thereof on the Notes and the Bank Notes, and to attest the same, by manual or facsimile signature, and any of such persons is authorized and directed to deliver the Notes to the Issuing and Paying Agent for authentication upon the terms provided in the Issuing and Paying Agency Agreement and to deliver the related Bank Notes to each Bank;

7. That each of the Chairman, the Vice Chairman, the General Manager, the Chief Financial Officer, Director of Finance and Budget and the Controller are hereby appointed as an "Authorized Representative of the Authority" under the Issuing and Paying Agency Agreement and shall determine the date of issuance, principal amount, interest rate and maturity of any Note issued hereunder and under the Issuing and Paying Agency Agreement, all within the parameters and limitations set forth herein and in the Issuing and Paying Agency Agreement, and to take all other actions in the name of and on behalf of the Authority to accomplish the issuance and sale of the Notes from time to time. Each Authorized Representative of the Authority or others designated by any Authorized Representative of the Authority shall approve the issuance and award the sale of the Notes to the Dealers or to the purchaser or purchasers obtained by the Dealers pursuant to the Dealer Agreements, provided that the Notes shall be sold at a purchase price equal to 100% of the principal amount thereof, the maturity date of each Note shall be a date (which shall be a Business Day, as defined in the Issuing and Paying Agency Agreement) not later than 270 days from the date of issuance thereof, and the interest rate on any Note shall not exceed fifteen percent per annum;

8. That each of the Notes and the Authority's obligations under the Bank Notes constitutes Subordinate Debt under the Master Indenture payable from Net

Revenues on a parity with other Subordinate Debt outstanding thereunder from time to time;

9. That the General Manager and Chief Financial Officer are hereby individually authorized to approve any changes, modifications or updates of the Offering Memorandum from time to time;

10. That the Eleventh Supplemental Indenture, the Issuing and Paying Agency Agreement, the Reimbursement Agreements, the Dealer Agreements, the Notes, and the Bank Notes shall be in substantially the forms submitted to the Board at this meeting, which hereby are approved, with such completions, omissions, insertions and changes necessary to reflect the note principal amount and other terms of the Notes and the Bank Notes, and as otherwise may be approved by the persons executing them, their execution to constitute conclusive evidence of their approval of any such completions, omissions, insertions and changes;

11. That the Chairman, the Vice Chairman, the General Manager, Chief Financial Officer, Director of Finance and Budget and the Controller are hereby individually authorized with respect to the Notes to execute, if necessary, a tax certificate on behalf of the Authority in implementation of the covenants and agreements set forth in the Issuing and Paying Agency Agreement, or to make any election permitted by the Internal Revenue Code of 1986, as amended, and determined by such officer to be to the advantage of the Authority; and the representations, agreements, and elections set forth therein shall be deemed the representations, agreements and elections of the Authority, as if the same were set forth in the Issuing and Paying Agency Agreement;

12. That the General Manager, the Chief Financial Officer, the Director of Budget and Finance and the Controller, are individually authorized to execute, deliver and file, from time to time, all other certificates and instruments, and any agreement with the provider of any credit facility or liquidity facility for the Notes, including, without limitation, the Banks, and to take all such further actions, from time to time, as they may consider necessary or desirable in connection with the issuance, sale and distribution of the Notes; and

13. That this resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**  
**SUBJECT: Approval to Execute Contract No. WAS-10-022-AA-GA**  
**J. P. Morgan CHASE BANK National**

**#10-61**  
**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 May 6, 2010 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) oppose to approve Contract No. WAS-10-022-AA-GA, J. P. Morgan CHASE BANK National.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. WAS-10-022-AA-GA, J. P. Morgan CHASE BANK National. The purpose of the contract is to provide a Letter of Credit for the Authority's Commercial Paper Program. The contract amount is \$4,725,000.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**  
**SUBJECT: Approval to Execute Contract No. WAS-10-022-AB-GA**  
**U.S. Bank**

**#10-62**  
**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 May 6, 2010 upon consideration of a joint use matter decided by a vote of eleven (11) in favor and none (0) oppose to approve Contract No. WAS-10-022-AB-GA, U.S. Bank

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract No. WAS-10-022-AB-GA, U.S. Bank. The purpose of the contract is to provide a Letter of Credit for the Authority's Commercial Paper Program. The contract amount is \$1,575,000.

This resolution is effective immediately.

  
Secretary to the Board of Directors

**Presented and Adopted: May 6, 2010**

**SUBJECT: Approval to Execute Contract Modification No. 2  
of Contract No. WAS-09-026-AA-SM, Flippo Construction  
Company, Inc.**

**#10-63  
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 May 6, 2010 upon consideration of a non-joint use matter decided by a vote of six (6) in favor and none (0) oppose to approve Contract Modification No. 2 of Contract No. WAS-09-026-AA-SM, Flippo Construction Company, Inc.

Be it resolved that:

The Board of Directors hereby authorizes the General Manager to execute Contract Modification No. 2 of Contract No. WAS-09-026-AA-SM, Flippo Construction Company, Inc. The purpose of the modification is to extend the contract from June 30, 2010 through September 15, 2010. The modification amount is \$631,260.

This resolution is effective immediately.

  
Secretary to the Board of Directors