



RESOLUTION 2009-01

WHEREAS, Miss Emily Althoff and Miss Sara Owen for the past two years have been instrumental in increasing public awareness of Lake Maumelle and its water quality through the Girl Scouts of America Troop #6345's local observance of World Water Monitoring Day; and

WHEREAS, Miss Althoff and Miss Owen in 2008 spearheaded the local Water Awareness Through Education and Research (WATER) project, a World Water Monitoring Day water quality monitoring program that focuses on Lake Maumelle, the primary drinking water supply of Central Arkansas Water (CAW); and

WHEREAS, they are coordinating the 2009 observance at Lake Maumelle and seeking to expand the project through sustaining partnerships with CAW and natural resources agencies; and

WHEREAS, World Water Monitoring Day is an international education and outreach program that builds public awareness and involvement in protecting water resources around the world by engaging citizens in conducting basic monitoring of their local water bodies; and

WHEREAS, the WATER project, which includes the collection and analysis of water quality samples from Lake Maumelle for a national data base study, complements CAW's Watershed Management Program; and

WHEREAS, Miss Althoff and Miss Owen are undertaking this community service project toward earning the prestigious Girl Scouts of America Gold Award, with the objective of establishing a continuing educational program that focuses on Lake Maumelle and the importance of protecting the lake's water quality, and with the objective of creating an opportunity for students, parents, and the public to effect a lasting positive change locally and globally.

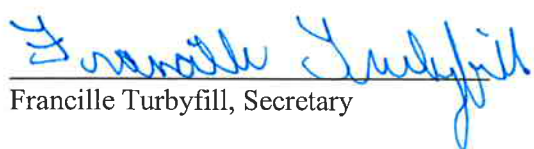
NOW, THEREFORE, BE IT RESOLVED THAT the Board of Commissioners, Central Arkansas Water, hereby does express appreciation to Miss Althoff and Miss Owen for this commendable and unique community service initiative and commit the utility's support to the project by becoming a sustaining partner of the World Water Monitoring Day WATER project.

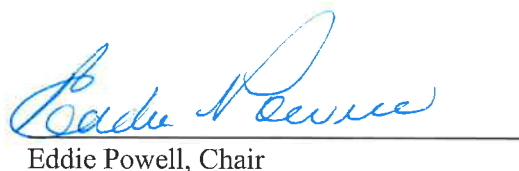
FURTHER, IT IS DIRECTED THAT a copy of this resolution be included in the official Minutes of the Board of Commissioners and a copy be presented to Miss Althoff and Miss Owen.

ADOPTED: April 8, 2009

ATTEST:

APPROVED:


Francille Turbyfill, Secretary


Eddie Powell, Chair

RESOLUTION 2009- 02

RESOLUTION APPROVING AMENDMENT AND RESTATEMENT OF THE CENTRAL ARKANSAS WATER EMPLOYEE SAVINGS PLAN TO COMPLY WITH CERTAIN REQUIRED PROVISIONS UNDER THE INTERNAL REVENUE CODE AND THE ECONOMIC GROWTH AND TAX RELIEF RECONCILIATION ACT OF 2001

WHEREAS, Central Arkansas Water maintains the Central Arkansas Water Employee Savings Plan (the "Plan") for the benefit of its employees; and

WHEREAS, Central Arkansas Water desires to amend the Plan to comply with the required provisions enacted by the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA") and subsequent legislation;

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF CENTRAL ARKANSAS WATER THAT:

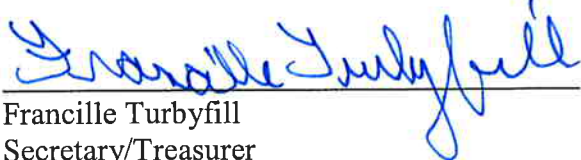
1. Central Arkansas Water amends and restates its Central Arkansas Employee Savings Plan, for the purpose of making technical amendments to the Plan to assure the Plan's continued compliance with the required provisions under the Internal Revenue Code and EGTRRA, all as set forth in the Central Arkansas Water Employee Savings Plan attached as Exhibit A hereto; and


2. The Chief Executive Officer and the Director of Human Resources are authorized and directed to execute all documents, instruments and certificates required or necessary to carry out the foregoing resolution and take all other actions necessary or desirable in connection with the foregoing resolution.

The foregoing resolutions have been duly adopted by the Board of Commissioners of Central Arkansas Water at a meeting of the Board of Commissioners of Central Arkansas Water held on May 14, 2009.

Attest:

APPROVED:


Francille Turbyfill
Secretary/Treasurer


Eddie Powell
Chair

RESOLUTION 2009-03

A RESOLUTION RE-APPOINTING MR. JAY HARTMAN TO THE BOARD OF COMMISSIONERS, CENTRAL ARKANSAS WATER, AND FOR OTHER PURPOSES

WHEREAS, the term of Mr. Jay Hartman, a member of the Board of Commissioners, Central Arkansas Water ("CAW Board"), expired on June 30, 2009; and

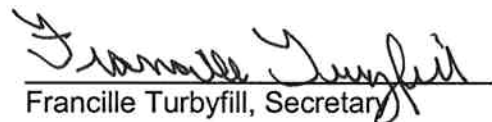
WHEREAS, by law it is the duty of the remaining commissioners to nominate and appoint a commissioner when a vacancy occurs on the CAW Board, subject to confirmation by the Board of Directors of the City of Little Rock, Arkansas, and the City Council of the City of North Little Rock, Arkansas.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS, CENTRAL ARKANSAS WATER, THAT the remaining commissioners do hereby appoint Mr. Hartman to a seven-year term, subject to confirmation by the duly elected and qualified members of the Board of Directors of the City of Little Rock and the City Council of the City of North Little Rock, and that his term of office shall be through June 30, 2016.

BE IT FURTHER RESOLVED THAT the Board of Directors of the City of Little Rock and the City Council of the City of North Little Rock be requested to confirm this appointment.

CERTIFICATE

I, Francille Turbyfill, Secretary of the Board of Commissioners, Central Arkansas Water, certify that, as such Secretary, I have custody of the Minutes and documents of Central Arkansas Water, and that the above and foregoing is a correct copy of a resolution adopted by said Board of Commissioners at a meeting held June 11, 2009.


Francille Turbyfill, Secretary

RESOLUTION 2009-04

**A RESOLUTION APPROVING AN AGREEMENT BETWEEN
CENTRAL ARKANSAS WATER AND THE MID-ARKANSAS
WATER ALLIANCE AND AUTHORIZING THE SIGNATURE
THEREOF, AND PROSCRIBING OTHER MATTERS
RELATED THERETO.**


WHEREAS, Central Arkansas Water, an Arkansas public body politic and corporate created under the Consolidated Waterworks Authorization Act, Act 982 of the 83rd General Assembly of the State of Arkansas ("CAW"), operates the state's largest water treatment and distribution system which serves, directly or indirectly, citizens in portions of Pulaski, Saline, and Lonoke counties; and

WHEREAS, it has been determined that it is in the best interest of CAW that CAW enter into an Agreement by and between Mid-Arkansas Water Alliance ("MAWA") and various water providers within central Arkansas whereby CAW will purchase an undivided interest in one million two hundred thousand gallons of water per day (1.2 mgd) in the joint-storage space reserved by the United States Corps of Engineers for MAWA in Greers Ferry Lake.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS, CENTRAL ARKANSAS WATER, THAT:

1. The Agreement, in substantially the form presented at the meeting at which this Resolution is addressed, is hereby approved, and the Chair of the Board of Commissioners of CAW (the "Chair") is authorized to execute the Agreement on behalf of CAW, with such changes as may be approved by the Chair consistent with the Agreement presented and the terms of this Resolution.
2. In addition, the Chair is authorized to execute such other writings and take such other actions as may be appropriate to carry out the terms of this Resolution.

ADOPTED this 10th day of September, 2009.



Jay Hartman, Chair

RESOLUTION 2009-05

A RESOLUTION APPROVING TRANSFER OF LAND BELOW THE LAKE MAUMELLE DAM TO THE CITY OF LITTLE ROCK FOR A CITY PARK, AND AUTHORIZING THE EXECUTION OF A DEED TRANSFERRING SUCH LAND TO THE CITY OF LITTLE ROCK, AND PROSCRIBING OTHER MATTERS RELATED THERETO.

WHEREAS, Central Arkansas Water, an Arkansas public body politic and corporate created under the Consolidated Waterworks Authorization Act, Act 982 of the 83rd General Assembly of the State of Arkansas ("CAW"), owns the land between the Lake Maumelle dam and Hwy 300 (the "Property"); and

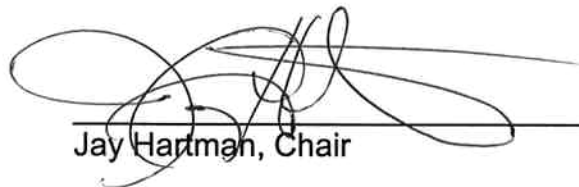
WHEREAS, the City of Little Rock (the City") desires to acquire the Property for construction and operation of a city park.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS, CENTRAL ARKANSAS WATER, THAT:

1. The Deed, in substantially the form presented at the meeting at which this Resolution is addressed, is hereby approved, and the Chair of the Board of Commissioners of CAW (the "Chair") is authorized to execute the Deed on behalf of CAW, with such changes as may be approved by the Chair consistent with the Agreement presented and the terms of this Resolution.

2. In addition, the Chair is authorized to execute such other writings and take such other actions as may be appropriate to carry out the terms of this Resolution.

ADOPTED this 10TH day of September, 2009.



Jay Hartman, Chair

CERTIFICATE

I, Francille Turbyfill, Secretary of the Board of Commissioners, Central Arkansas Water, certify that the foregoing pages is a correct copy of Resolution 2009-04 adopted by said Board of Commissioners at a meeting held on the 10th day of September, 2009.

GIVEN under my hand and seal on this 10th day of September, 2009.


Secretary

RESOLUTION NO. 2009-06

A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF WATER REVENUE BONDS FOR THE PURPOSE OF FINANCING THE COSTS OF DESIGNING, CONSTRUCTING AND EQUIPPING CAPITAL IMPROVEMENTS TO THE WATER COLLECTION, TREATMENT AND DISTRIBUTION SYSTEM OF CENTRAL ARKANSAS WATER; PROVIDING FOR THE PAYMENT OF THE PRINCIPAL AND INTEREST ON THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE AND A BOND PURCHASE AGREEMENT; AND PRESCRIBING OTHER MATTERS RELATING THERETO.

WHEREAS, Central Arkansas Water, a body politic and corporate, (the "Issuer") created pursuant to the Consolidated Waterworks Authorization Act, Act No. 982 of the Acts of Arkansas of 2001, as amended (the "Act"), and pursuant to a Consolidation Agreement entered into by and between the cities of Little Rock and North Little Rock, Arkansas dated as of March 5, 2001, as amended by a First Amendment to Consolidation Agreement dated as of June 30, 2001 (collectively, the "Agreement") is being operated, managed, and maintained by the Central Arkansas Water Board of Commissioners (the "Commission"); and

WHEREAS, the Commission has determined that in order for it to continue to provide quality water service to the Issuer's customers, that it is necessary to undertake a program of capital improvements to its water treatment and distribution system (the "System") more particularly described as (i) new sodium hypochlorite storage and feed systems at the Ozark Point Treatment Plant ("Ozark") and the Jack H. Wilson Treatment Plant ("Wilson") to discontinue use of gaseous chlorine and support the increased capacity rating at Wilson; (ii) additional feed system improvements at both plants to replace older equipment, provide needed hydro fluorosilicic acid storage, and support increased Wilson capacity; (iii) new maintenance facility at Wilson to provide office/shop space and inventory management; (iv) two finished water tanks in West Little Rock addressing storage deficiencies in the Highland Ridge and West Markham Pressure Plains; and (v) the costs of related engineering and other services (collectively, the "Improvements"); and

WHEREAS, the Commission has further determined that the cost of accomplishing the Improvements shall be paid from a combination of the following sources: (1) the proceeds of water revenue bonds issued pursuant to the Act in the approximate aggregate principal amount of \$13,400,000; and (2) funds derived from the operating revenues of the Water System; and

WHEREAS, the Issuer previously issued \$22,000,000 of its Water Revenue Bonds, Series 2002, dated October 1, 2002 (the "Series 2002 Bonds"), pursuant to a Master Trust Indenture dated as of October 1, 2002 (the "Master Trust Indenture"), as

supplemented and amended by a Supplemental Trust Indenture dated as of October 1, 2002 (the "Series 2002 Supplemental Indenture"); and

WHEREAS, the Issuer previously issued \$22,000,000 of its Water Revenue Bonds, Series 2004, dated November 15, 2004 (the "Series 2004 Bonds"), pursuant to the Master Trust Indenture dated as of October 1, 2002 (the "Master Trust Indenture"), as supplemented and amended by a Supplemental Trust Indenture dated as of November 15, 2004 (the "Series 2004 Supplemental Indenture"); and

WHEREAS, the Issuer previously issued \$17,625,000 of its Water Revenue Bonds, Series 2007, dated July 15, 2007 (the "Series 2007 Bonds"), pursuant to the Master Trust Indenture dated as of October 1, 2002 (the "Master Trust Indenture"), as supplemented and amended by a Supplemental Trust Indenture dated as of July 15, 2007 (the "Series 2007 Supplemental Indenture"); and

WHEREAS, pursuant to the Agreement, the Issuer, by letter of its Chief Operating Officer dated June 8, 2009, notified the cities of Little Rock and North Little Rock of its intention to issue the Series 2009 Bonds (identified hereinafter) and neither City as of the date of this resolution has voted its disapproval of the Series 2009 Bonds; and

WHEREAS, pursuant to the Agreement and the Revenue Bond Act of 1987 (Act 852), the Issuer caused to be published on July 31, 2009, a notice of public hearing on the question of issuing the Series 2009 Bonds and thereafter, on August 13, 2009, held a public hearing, as advertised, at which comments from the public and customers of the Water System were heard; and

WHEREAS, the Issuer desires to issue water revenue bonds in the principal amount of \$13,400,000 (the "Series 2009 Bonds") to the Arkansas Natural Resource Commission (the "Purchaser") in accordance with the terms and conditions of this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Central Arkansas Water:

Section 1. Under the authority of the Constitution and laws of the State of Arkansas, including particularly the Act and the Agreement, the sale of the Central Arkansas Water, Water Revenue Bonds, Series 2009 (the "Series 2009 Bonds") to the Purchaser is hereby in all respects approved, and the issuance of the Series 2009 Bonds in the aggregate principal amount of \$13,400,000.00 is hereby authorized, and the Chair and Secretary-Treasurer of the Board of Commissioners are hereby authorized to execute, by manual or facsimile signature, and deliver the Series 2009 Bonds to the Arkansas Natural Resources Commission (the "Purchaser"). The Bonds shall be issued in the form and denominations, shall be dated, shall be numbered, shall mature on October 15, 2032, shall be subject to mandatory sinking fund redemption on April 15, 2013 and on each October 15 and April 15 thereafter to and including October

15, 2032, the final maturity of the Series 2009 Bonds, in the amounts, shall bear interest at the rate of 2.00% per annum, and shall be subject to optional redemption prior to maturity, all upon the terms and conditions set forth in the Bond Purchase Agreement and Series 2009 Supplemental Indenture, which are identified and authorized below. The Series 2009 Bonds shall be not general obligations of the Issuer, but shall be special obligations payable solely from revenues of the water system and certain other funds more specifically identified in a Master Trust Indenture, as supplemented and amended by the Series 2002 Supplemental Indenture, the Series 2004 Supplement Indenture, the Series 2007 Supplemental Indenture, and the Series 2009 Supplemental Indenture.

Section 2. The Bonds shall be sold pursuant to the specific terms and conditions set forth in the Term Sheet for ANRC Revolving Loan Fund Programs referencing ANRC Loan No. 00657-DWSRF-L attached hereto as Exhibit A, the Series 2009 Supplemental Indenture, and the Bond Purchase Agreement presented to the Commission at this meeting, for the purchase price of 100% of the principal amount thereof.

Section 3. The Bond Purchase Agreement is hereby approved in substantially the form submitted at this meeting, and the Chair is hereby authorized, upon the advice of bond counsel, to execute the Bond Purchase Agreement with such modifications as shall be approved by the Chair, with his execution to constitute conclusive evidence of such approval. An executed copy of the Bond Purchase Agreement shall be filed in the permanent records of CAW and kept by the Secretary.

Section 4. To prescribe the terms and conditions upon which the Bonds are to be executed, authenticated, delivered, issued, accepted, held, and secured, the Chair is hereby authorized and directed to execute a Series 2009 Supplemental Indenture, to be dated as of the date of closing, by and between the Issuer and Metropolitan National Bank, as Trustee, and to cause the Series 2009 Supplemental Indenture to be accepted, executed, and acknowledged by the Trustee. The Series 2009 Supplemental Indenture is hereby approved in substantially the form submitted at this meeting, and the Chair is hereby authorized, upon the advice of bond counsel, to execute the Series 2009 Supplemental Indenture with such modifications as shall be approved by the Chair, with his execution to constitute conclusive evidence of such approval.

Section 5. The Chair, the Secretary, the Chief Executive Officer, the Chief Operating Officer, and the Chief Financial Officer, for and on behalf of the Issuer, are hereby authorized and directed to do any and all things necessary to effect the execution and delivery of the Series 2009 Bonds, the Series 2009 Supplemental Indenture, and the Bond Purchase Agreement; the execution and delivery of such other papers and documents necessary to effect the issuance of the Series 2009 Bonds; and the performance of all acts of whatever nature necessary to effect and carry out the authority conferred by this Resolution. The Chair, the Secretary, the Chief Executive Officer, the Chief Operating Officer, and the Chief Financial Officer are hereby further authorized and directed, for and on behalf of the Issuer, to execute all papers, documents, certificates, and other instruments that may be required for the carrying out of such authority or to evidence the exercise thereof.

Section 6. The Issuer by resolution of the Commission effective, August 14, 2008, rates and charges sufficient to provide for the payment of the principal of, premium, if any, interest on and Trustees' and paying agents' fees in connection with the Bonds and to provide for the operation and maintenance of CAW's Water System. The revenues derived from the collection of the rates and charges are hereby pledged to the payment of the Series 2009 Bonds and the operation and maintenance of the Water System as provided in the Series 2009 Supplemental Indenture. The rates as previously approved are hereby reaffirmed and ratified and the Issuer covenants with the Purchaser that it shall faithfully and diligently levy and collect such rates and charges and, furthermore, that so long as the Series 2009 Bonds are outstanding, that CAW shall not reduce such rates and charges except in accordance with the Series 2009 Supplemental Indenture. The Commission further covenants that it shall from time to time as necessary to provide for the payment of the Series 2009 Bonds and the operation and maintenance of the Water System, increase such rates and charges as necessary or as requested by the Purchaser.

Section 7. The selections of Wright, Lindsey & Jennings LLP as bond counsel and the appointment of Metropolitan National Bank, Little Rock, Arkansas, to serve as Trustee are hereby ratified and approved.

Section 8. The Secretary shall maintain, as a part of the minutes of the meeting at which this Resolution is adopted, and in the permanent records of the Issuer, for inspection by any interested person, a copy of the Series 2009 Supplemental Indenture and the Bond Purchase Agreement.

Section 9. It is hereby ascertained and declared that the Improvements must be accomplished as soon as possible in order to alleviate immediate hazards to the health, safety, and welfare of the Issuer, its customers, and their property, and that the Improvements can be accomplished only by the issuance of the Series 2009 Bonds. It is, therefore, declared that an emergency exists and this Resolution, being necessary for the immediate preservation of the public peace, health, and safety, shall take effect and be enforced from and after its passage.

Section 10. All actions heretofore taken by the Commission and officers of the Issuer in connection with the offering of the Series 2009 Bonds, including the preparation of this Resolution, are hereby in all respects ratified and approved.

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CERTIFICATE

STATE OF ARKANSAS)

COUNTY OF PULASKI)

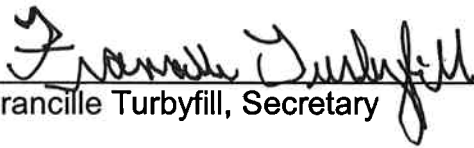
I, Francille Turbyfill, Secretary of the Board of Commissioners of Central Arkansas Water, do hereby certify that the foregoing is a true and correct copy of Resolution No. 2009-06 of the Resolutions of Central Arkansas Water, entitled: **A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF WATER REVENUE BONDS FOR THE PURPOSE OF FINANCING THE COSTS OF DESIGNING, CONSTRUCTING AND EQUIPPING CAPITAL IMPROVEMENTS TO THE WATER COLLECTION, TREATMENT AND DISTRIBUTION SYSTEM OF CENTRAL ARKANSAS WATER; PROVIDING FOR THE PAYMENT OF THE PRINCIPAL AND INTEREST ON THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE AND A BOND PURCHASE AGREEMENT; AND PRESCRIBING OTHER MATTERS RELATING THERETO** passed by the Commission on September 10, 2009, said Resolution now appearing of record in this office.


IN WITNESS WHEREOF, I have hereunto set my hand and seal of office on this 10th day of September, 2009.


Francille Turbyfill, Secretary

ADOPTED: September 10, 2009

ATTEST:


Francille Turbyfill, Secretary


Jay Hartman, Chair