

METROPOLITAN WATER DISTRICT OF SALT LAKE & SANDY

AMENDATORY RESOLUTION

Amending
Supplemental Resolution
Authorizing the Issuance and Sale of
\$135,400,000 Water Revenue Refunding Bonds, Series 2008B-3,
adopted May 19, 2008

ADOPTED SEPTEMBER 21, 2009

AMENDATORY RESOLUTION

RESOLUTION AMENDING SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$135,400,000 WATER REVENUE REFUNDING BONDS, SERIES 2008B-3, AND PROVIDING FOR RELATED MATTERS.

WHEREAS, on April 29, 2002, the Board of Trustees (the “*Board*”) of the Metropolitan Water District of Salt Lake & Sandy (the “*Issuer*”), adopted a resolution entitled “Master Resolution Providing for the Issuance of Water Revenue Bonds” (as amended and supplemented, the “*Master Resolution*”);

WHEREAS, on May 19, 2008, the Board adopted a Supplemental Resolution (the “*Supplemental Resolution*” and, collectively with the Master Resolution, the “*Resolution*”) authorizing the issuance of \$135,400,000 Water Revenue Refunding Bonds, Series 2008B-3 (the “*District Bonds*”), corresponding to the \$135,400,000 Program Revenue Bonds, Series B-3 (the “*Agency Bonds*”) of the Utah Water Finance Agency (the “*Agency*”);

WHEREAS, the Board deems it advisable and in the interests of the Issuer to issue its Water Revenue Refunding Bonds, Series 2009A (the “*Series 2009A Bonds*”) in order to refund a portion of the District Bonds (the “*Refunded Bonds*”);

WHEREAS, in connection with the issuance of the Series 2009A Bonds and the redemption of the Refunded Bonds, the Board desires to amend the Supplemental Resolution to reduce the size of the debt service reserve requirement with respect to the District Bonds to remain outstanding so that the Issuer may utilize a portion of the amount on deposit in the Series 2008B-3 Debt Service Reserve Subaccount established under the Supplemental Resolution to fund a debt service reserve with respect to the Series 2009A Bonds;

WHEREAS, pursuant to Section 8.01(a) of the Master Resolution; Section 5.06(b) of the Trust Indenture, dated as of June 1, 2008, between the Agency and Zions First National Bank, as trustee (the “*Trustee*”), authorizing the issuance of the Agency Bonds; Sections 7.01(e) and 7.02(f) of the Standby Bond Purchase Agreement, dated as of June 1, 2008, among the Agency, the Issuer, the Trustee and JPMorgan Chase Bank, National Association (the “*JPMorgan*”); Section 7.03 of the Supplemental Resolution; and Section 4(g)(2) of the interest rate swap agreements relating to the Agency Bonds, the Issuer has obtained the written consents of (i) the Trustee, as registered owner of the District Bonds, (ii) the Agency, as beneficial owner of the District Bonds, (iii) the owners of the Agency Bonds, (iv) JPMorgan, as liquidity provider with respect to the Agency Bonds, and (v) Deutsche Bank AG, New York Branch, as swap provider with respect to the Agency Bonds, as evidenced by the written consents attached hereto as *Exhibit A*;

NOW THEREFORE, Be It Resolved by the Board of Trustees of the Metropolitan Water District of Salt Lake & Sandy, as follows:

ARTICLE I

DEFINITIONS

All defined terms contained in the Supplemental Resolution, when used in this resolution (the “*Amendatory Resolution*”) shall have the same meanings as set forth in the Resolution.

ARTICLE II

AMENDMENT OF SUPPLEMENTAL RESOLUTION

The definition of “*Series 2008B-3 Debt Service Reserve Requirement*” in Article I of the Supplemental Resolution is hereby amended to read as follows:

“*Series 2008B-3 Debt Service Reserve Requirement*” means:

(i) prior to the first date on which a portion of the Series 2008B-3 Bonds are refunded and deemed to be no longer Outstanding pursuant to Section 11.01 of the Resolution, \$10,730,864.28, which is, as of the date of issuance of the Series 2008B-3 Bonds, equal to the lesser of 10% of the principal amount of the Series 2008B-3 Bonds, the maximum debt service on the Series 2008B-3 Bonds, and 125% of the average debt service on the Series 2008B-3 Bonds, calculated based on an assumed interest rate of 3.6% per annum; and

(ii) on or after each date, from time to time, on which a portion of the Series 2008B-3 Bonds are refunded and deemed to be no longer Outstanding pursuant to Section 11.01 of the Resolution, an amount equal to the lesser of 10% of the principal amount of the Series 2008B-3 Bonds to remain outstanding upon the refunding date, the maximum debt service on the Series 2008B-3 Bonds to remain outstanding upon the refunding date, and 125% of the average debt service on the Series 2008B-3 Bonds to remain outstanding upon the refunding date, calculated, in each case, as of any such refunding date and based on assumed interest rates equal to (A) with respect to the Series 2008B-3 Bonds that are subject to an Interest Rate Swap, the fixed rate payable by the District under the related Interest Rate Swap, and (B) with respect to the Series 2008B-3 Bonds that are not subject to an Interest Rate Swap, 3.6% per annum.

ARTICLE III

MISCELLANEOUS

Section 301. Confirmation of Resolution. Except as supplemented and amended by this Amendatory Resolution, all of the provisions of the Resolution shall remain in full force and effect.

Section 302. Severability. The provisions of this Amendatory Resolution are hereby declared to be severable, and if any section, paragraph, clause or provision of this Amendatory Resolution shall be ruled by any court of competent jurisdiction to be invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the remaining provisions hereof.

Section 303. Captions and Headings. The captions or headings of this Amendatory Resolution are for convenience only and in no way define, limit or describe the scope or intent of any provision hereof.

Section 304. Effective Date. This Amendatory Resolution shall become effective immediately.

ADOPTED AND APPROVED this 21st day of September, 2009.

METROPOLITAN WATER DISTRICT OF SALT
LAKE & SANDY

By _____
Chair

ATTEST:

Clerk

[SEAL]

BOARD MEMBER	VOTE
Leland J. Myers	_____
John S. Kirkham	_____
Lee Kapaloski	_____
David L. Buhler	_____
Tom Godfrey	_____
Kathy W. Loveless	_____
Donald Y. Milne	_____

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

I, the duly chosen, qualified and acting Clerk of the Metropolitan Water District of Salt Lake & Sandy (the “*Issuer*”) do hereby certify that the foregoing resolution was duly adopted by the Board of Trustees at a regular meeting held at the regular meeting place of the Board of Trustees on September 21, 2009, that such resolution has been compared by me with the original thereof, recorded in the official books of the Issuer, that such resolution is a correct transcript of the whole thereof, and that such resolution has not been altered, amended or repealed, except as permitted by the terms of such resolution as approved by the Board of Trustees on such date, but is in full force and effect.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Metropolitan Water District of Salt Lake & Sandy on this 21st day of September, 2009.

METROPOLITAN WATER DISTRICT OF SALT LAKE
& SANDY

By _____
Clerk

[SEAL]

EXHIBIT A

CONSENT OF UTAH WATER FINANCE AGENCY

Pursuant to Section 8.01(a) of the Master Resolution Providing for the Issuance of Water Revenue Bonds, adopted April 29, 2002 by the Board of Trustees of the Metropolitan Water District of Salt Lake & Sandy (the “*District*”), the Utah Water Finance Agency, as beneficial owner of the District’s Water Revenue Refunding Bonds, Series 2008B-3 (the “*District Bonds*”), hereby consents to the amendment of the Supplemental Resolution adopted May 19, 2008, authorizing the issuance of the District Bonds, as provided in the form of Amendatory Resolution to which this consent is attached.

Dated _____, 2009.

UTAH WATER FINANCE AGENCY

By _____
Chairman, Board of Directors

CONSENT OF ZIONS FIRST NATIONAL BANK

In satisfaction of Section 8.01(a) of the Master Resolution Providing for the Issuance of Water Revenue Bonds, adopted April 29, 2002 by the Board of Trustees of the Metropolitan Water District of Salt Lake & Sandy (the “*District*”), Zions First National Bank, as registered owner of the District’s Water Revenue Refunding Bonds, Series 2008B-3 (the “*District Bonds*”) in its capacity as Trustee with respect to the corresponding Program Revenue Bonds, Series B-3 (the “*Agency Bonds*”) of the Utah Water Finance Agency (the “*Agency*”) and pledgee and assignee of the Agency with respect to the District Bonds, hereby consents to the amendment of the Supplemental Resolution adopted May 19, 2008, authorizing the issuance of the District Bonds, as provided in the form of Amendatory Resolution to which this consent is attached.

Dated _____, 2009.

ZIONS FIRST NATIONAL BANK

By _____
Assistant Vice President

CONSENT OF GEORGE K. BAUM & COMPANY

Pursuant to the Trust Indenture, dated as of June 1, 2008 (the “*Indenture*”), between the Utah Water Finance Agency (the “*Agency*”) and Zions First National Bank, as trustee, authorizing the issuance of the Agency’s Program Revenue Bonds, Series B-3 (the “*Agency Bonds*”), corresponding to the Water Revenue Refunding Bonds, Series 2008B-3 (the “*District Bonds*”) of the Metropolitan Water District of Salt Lake & Sandy (the “*District*”), issued pursuant to the Master Resolution Providing for the Issuance of Water Revenue Bonds, adopted April 29, 2002, by the Board of Trustees of the Issuer, as supplemented and amended, including by a Supplemental Resolution adopted May 19, 2008 (the “*Supplemental Resolution*”), authorizing the issuance of the District Bonds, George K. Baum & Company, as beneficial owner of \$_____ of the Agency Bonds, hereby consents to the amendment to the Supplemental Resolution, as provided in the form of Amendatory Resolution to which this consent is attached, and hereby waives Section 5.06(b) of the Indenture solely for the purpose of permitting the Agency to consent to such amendment to the Supplemental Resolution.

Dated _____, 2009.

GEORGE K. BAUM & COMPANY

By _____
Its _____

CONSENT OF JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

Pursuant to Sections 7.01(e) and 7.02(f) of the Standby Bond Purchase Agreement, dated as of June 1, 2008, among the Utah Water Finance Agency (the “Agency”), Metropolitan Water District of Salt Lake & Sandy (the “District”), JPMorgan Chase Bank, National Association, and Zions First National Bank, as trustee, relating to the Agency’s Program Revenue Bonds, Series B-3 (the “Agency Bonds”), corresponding to the District’s Water Revenue Refunding Bonds, Series 2008B-3 (the “District Bonds”), issued pursuant to the Master Resolution Providing for the Issuance of Water Revenue Bonds, adopted April 29, 2002 by the Board of Trustees of the District, as supplemented and amended, including by a Supplemental Resolution adopted May 19, 2008 (the “Supplemental Resolution”), authorizing the issuance of the District Bonds, JPMorgan Chase Bank, National Association hereby consents to the amendment of the Supplemental Resolution, as provided in the form of Amendatory Resolution to which this consent is attached.

Dated _____, 2009.

JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION

By _____
Its _____

CONSENT OF SWAP PROVIDER

Pursuant to Section 703 of the Supplemental Resolution adopted May 19, 2008 (the “*Supplemental Resolution*”) by the Board of Trustees of Metropolitan Water District of Salt Lake & Sandy (the “*District*”), authorizing the issuance of the District’s Water Revenue Refunding Bonds, Series 2008B-3 (the “*District Bonds*”), corresponding to the Utah Water Finance Agency’s (the “*Agency*”) Program Revenue Bonds, Series B-3 (the “*Agency Bonds*”), and pursuant to Section 4(d)(ii)(f)(2) of the interest rate swap agreements relating to the Agency Bonds, between Deutsche Bank AG New York and the Agency, dated August 24, 2009, Deutsche Bank AG New York hereby consents to the amendment of the Supplemental Resolution, as provided in the form of Amendatory Resolution to which this consent is attached.

Dated _____, 2009.

DEUTSCHE BANK AG NEW YORK

By _____
Its _____

By _____
Its _____

CONSENT OF BONDHOLDER

Pursuant to the Trust Indenture, dated as of June 1, 2008 (the “*Indenture*”), between the Utah Water Finance Agency (the “*Agency*”) and Zions First National Bank, as trustee, authorizing the issuance of the Agency’s Program Revenue Bonds, Series B-3 (the “*Agency Bonds*”), corresponding to the Water Revenue Refunding Bonds, Series 2008B-3 (the “*District Bonds*”) of the Metropolitan Water District of Salt Lake & Sandy (the “*District*”), issued pursuant to the Master Resolution Providing for the Issuance of Water Revenue Bonds, adopted April 29, 2002, by the Board of Trustees of the Issuer, as supplemented and amended, including by a Supplemental Resolution adopted May 19, 2008 (the “*Supplemental Resolution*”), authorizing the issuance of the District Bonds, the undersigned, as beneficial owner of \$_____ of the Agency Bonds, hereby consents to the amendment to the Supplemental Resolution, as provided in the form of Amendatory Resolution to which this consent is attached, and hereby waives Section 5.06(b) of the Indenture solely for the purpose of permitting the Agency to consent to such amendment to the Supplemental Resolution.

Dated _____, 2009.

(Bondholder)

By _____
Its _____