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Mary L. Clark
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ORDINANCE NO. 13-02

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF WESTFIELD, INDIANA, AUTHORIZING THE ISSUANCE AND SALE OF ADDITIONAL TAXABLE REVENUE BONDS TO PROVIDE FUNDS FOR THE PAYMENT OF THE COSTS RELATED TO THE DISPOSITION OF THE CITY'S WATERWORKS UTILITY, THE ISSUANCE AND SALE OF BOND ANTICIPATION NOTES IN ANTICIPATION OF THE SALE OF THE BONDS, AND THE COLLECTION, SEGREGATION AND DISTRIBUTION OF THE REVENUES OF SUCH WATERWORKS AND OTHER RELATED MATTERS

WHEREAS, the City of Westfield, Indiana (the "City"), has heretofore established and constructed and currently owns and operates a waterworks furnishing the public water supply to the City and its inhabitants (the "Waterworks"), pursuant to the provisions of IND. CODE § 8-1.5, as amended; and

WHEREAS, the Common Council of the City (the "Common Council") adopted Resolution No. 12-110 on September 10, 2012, setting forth its desire to, among other things, initiate the proceedings to provide for the disposition of the Waterworks and the City's sewage works utility to pay for necessary upgrades to the City's basic utilities infrastructure, while maintaining the City's competitive cost structure relative to its peer cities in central Indiana and mitigating future utility rate increases for the City's utility customers; and

WHEREAS, this Common Council further finds that the costs related to the disposition of the Waterworks, including the costs of issuance of bonds and, if necessary, bond anticipation notes (the "BANs") on account of the financing of all or a portion thereof (the "Disposition Costs"), will be in the estimated amount of Six Hundred Seventy Thousand Dollars ($670,000); and

WHEREAS, the Common Council finds that funds of the Waterworks are insufficient to pay the Disposition Costs and the Common Council desires to pay all or a portion of the Disposition Costs with the issuance of taxable revenue bonds of the waterworks in an aggregate principal amount not to exceed Six Hundred Seventy Thousand Dollars ($670,000) and BANs in anticipation of such bonds; and

WHEREAS, the City has heretofore issued certain "Waterworks Revenue Bonds of 1998," dated July 1, 1998 ("1998 Bonds"), originally issued in the amount of $2,400,000 and now outstanding in the amount of $1,025,000 and maturing annually over a period ending July 15, 2018, which 1998 Bonds constitute a first charge upon the Net Revenues (as hereinafter defined) of the Waterworks; and

WHEREAS, the City has heretofore issued certain "Waterworks Revenue Bonds, of 2002" dated May 22, 2002 ("2002 Bonds" and, together with the 1998 Bonds, the "Outstanding Bonds"), originally issued in the amount of $9,345,000 and now outstanding in the amount of $6,055,000 and maturing annually over a period ending July 15, 2023, which 2002 Bonds constitute a first charge upon the Net Revenues (as hereinafter defined) of the waterworks, on a parity with the 1998 Bonds; and

WHEREAS, the City has heretofore entered into that certain "Guaranteed Energy Savings Contract," dated December 20, 2005, by and between the City and Bowen Engineering Corporation ("Bowen"), in the total principal amount of $3,369,967, $867,282 of which was allocated to the Waterworks, together with interest thereon, including other certain documents, agreements and instruments related thereto, including, without limitation, that certain Installment Payment Contract dated December 20, 2005, by and between the City and Bowen ("GES Contract"), which GES Contract relates in part to the Waterworks and is now outstanding in such part in the amount of $407,767.41 and maturing annually over a period ending August 1, 2016, which GES Contract is subordinate to the Outstanding Bonds and, as set forth herein, the Bonds; and

WHEREAS, the ordinances authorizing the issuance of the Outstanding Bonds (hereinafter collectively referred to as the "Prior Ordinances"), permit the issuance of additional bonds ranking on a parity with the Outstanding Bonds provided certain conditions can be met, and the City finds that the finances of said waterworks will enable the City to meet the conditions for the issuance of additional parity bonds and that, accordingly, the Bonds issued hereunder shall rank on a parity with the Outstanding Bonds; and

WHEREAS, the City desires to authorize the issuance of BANs hereunder, if necessary, payable from the net revenues of the Waterworks and from proceeds of Waterworks revenue bonds issued to finance a portion of the Disposition Costs, and to authorize the refunding of said BANs, if issued; the payment of the BANs from the net revenues shall be junior and subordinate to the (i) payment of the Outstanding Bonds and (ii) the Bonds issued hereunder; and

WHEREAS, the Common Council now finds that all conditions precedent to the adoption of an ordinance, authorizing the issuance of bonds to provide the necessary funds to be applied to the Disposition Costs and the authorized costs relating thereto, have been complied with in accordance with the Act; and

WHEREAS, the Common Council now finds that the Disposition Costs should be financed by the issuance of revenue bonds and bond anticipation notes; and

WHEREAS, the Common Council consequently seeks to authorize the issuance of revenue bonds and bond anticipation notes to finance all or a portion of the Disposition Costs pursuant to the Act and the sale of such revenue bonds and bond anticipation notes pursuant to the provisions of the Act and Indiana Code 5-1-14-5, subject to and dependent upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF WESTFIELD, INDIANA, AS FOLLOWS:

Section 1. The Bonds. In accordance with the Act and for the purpose of providing funds with which to pay a portion of the Disposition Costs, together with authorized expenses relating thereto including the costs of issuance of the Bonds, as hereinafter defined, on account thereof, and refunding the BANs described below, if any, the City shall issue and sell its Waterworks revenue bonds in one (1) or more series in an aggregate principal amount not to exceed Six Hundred Seventy Thousand Dollars ($670,000). The principal of, redemption premium, if any, and interest on the Bonds shall be payable, on a parity with the Outstanding Bonds and senior to the GES Contract, solely out of the Waterworks Sinking Fund referred to below.

The Bonds shall be designated as the "City of Westfield, Indiana, Waterworks Revenue Taxable Bonds of 201__" (with the blank to be filled in with the year in which such bonds are issued) (the "Bonds"). The Bonds shall be issued as fully registered bonds in denominations of Five Thousand Dollars ($5,000) and any integral multiple thereof not exceeding the aggregate principal amount of such Bonds maturing in any one year, shall be numbered consecutively from ___R-1 (with the blank to be completed with the last two (2) digits of the year in which the bonds are issued) upward and shall bear interest at a rate or rates not exceeding six percent (6%) per annum or such lower rates for such maturities as may be determined by the Mayor as set forth in a certificate of the City, executed by the Mayor, establishing certain provisions and details relating to the issuance of the Bonds (the "Issuer's Certificate"), provided, that the terms and conditions of the Issuer's Certificate shall be in all cases governed by and consistent with the provisions of this Ordinance (the exact rate or rates of interest to be determined by bidding).

Interest on the Bonds shall be calculated on the basis of twelve (12) thirty (30)-day months for a three hundred and sixty (360)-day year and shall be payable semiannually on January 15 and July 15 in each year (each an "Interest Payment Date"), commencing on the January 15 or July 15 immediately following the date of issuance of the Bonds or as otherwise set forth in the Issuer's Certificate, until the principal of the Bonds is fully paid. The principal of the Bonds shall mature serially on July 15 over a period beginning not earlier than the next July 15 following the date of issuance and ending not later than twelve (12) years thereafter, in such years and in such annual principal amounts as may be determined by the Mayor as set forth in the Issuer's Certificate.

The Bonds shall bear an original issue date which shall be the date of issuance of the Bonds, and each Bond shall also bear the date of its authentication. Any Bond authenticated on or before the December 31 or the June 30 preceding the first interest payment date, shall pay interest from its original issue date. Any Bond authenticated thereafter shall pay interest from the Interest Payment Date next preceding the date of authentication of such Bond to which interest thereon has been paid or duly provided for, unless such Bond is authenticated after the last day of the month immediately preceding an Interest Payment Date and on or before such Interest Payment Date, in which case interest thereon shall be paid from such Interest Payment Date.

The Bonds or BANs may, in compliance with all applicable laws, be issued and held in book-entry form on the books of the central depository system, The Depository Trust Company, its successors, or any successor central depository system appointed by the City from time to time (the "Clearing Agency"). The City and the Registrar and Paying Agent (as hereinafter defined) may, in connection therewith, do or perform or cause to be done or performed any acts or things not adverse to the rights of the holders of the Bonds or BANs, as are necessary or appropriate to accomplish or recognize such book-entry form Bonds or BANs.

During any time that the Bonds or BANs are held in book-entry form on the books of a Clearing Agency (1) any such Bond or BAN may be registered upon the books kept by the Registrar and Paying Agent in the name of such Clearing Agency, or any nominee thereof, including CEDE & Co., as nominee of The Depository Trust Company; (2) the Clearing Agency in whose name such Bond or BAN is so registered shall be, and the City and the Registrar and Paying Agent may deem and treat such Clearing Agency as, the absolute owner and holder of such Bond or BAN for all purposes of this Ordinance, including, without limitation, the receiving of payment of the principal of and interest on such Bond or BAN, the receiving of notice, and the giving of consent; (3) neither the City nor the Registrar and Paying Agent shall have any responsibility or obligation hereunder to any direct or indirect participant, within the meaning of Section 17A of the Securities Exchange Act of 1934, as amended, of such Clearing Agency, or any person on behalf of which, or otherwise in respect of which, any such participant holds any interest in any Bond or BAN, including, without limitation, any responsibility or obligation hereunder to maintain accurate records of any interest in any Bond or BAN or any responsibility or obligation hereunder with respect to the receiving of payment of principal, premium, if any, or interest on any Bond or BAN, the receiving of notice, or the giving of consent; (4) the Clearing Agency is not required to present any Bond or BAN called for partial redemption prior to receiving payment so long as the Registrar and Paying Agent and the Clearing Agency have agreed to the method for noting such partial redemption; and (5) payment of the principal of and interest on the Bonds or BANs may be made by wire transfer or other method acceptable to the Clearing Agency.

If either (i) the City receives notice from the Clearing Agency which is currently the registered owner of the Bonds or BANs to the effect that such Clearing Agency is unable or unwilling to discharge its responsibility as a Clearing Agency for the Bonds or BANs or (ii) the City elects to discontinue its use of such Clearing Agency as a Clearing Agency for the Bonds or BANs, then the City and the Registrar and Paying Agent each shall do or perform or cause to be done or performed all acts or things, not adverse to the rights of the holders of the Bonds or BANs, as are necessary or appropriate to discontinue use of such Clearing Agency as a Clearing Agency for the Bonds or BANs and to transfer the ownership of each of the Bonds or BANs to such person or persons, including any other Clearing Agency, as the holder of the Bonds or BANs may direct in accordance with this Ordinance. Any expenses of such discontinuance and transfer, including expenses of printing new certificates to evidence the Bonds or BANs, shall be paid by the City.

During any time that the Bonds or BANs are held in book-entry form on the books of a Clearing Agency, the Registrar and Paying Agent shall be entitled to request and rely upon a certificate or other written representation from the Clearing Agency or any participant or indirect participant with respect to the identity of any beneficial owners of the Bonds or BANs as

of a record date selected by the Registrar and Paying Agent. For purposes of determining whether the consent, advice, direction or demand of a Registered Owner of the Bonds or BANs has been obtained, the Registrar and Paying Agent shall be entitled to treat the beneficial owners of the Bonds or BANs as the holders of the Bonds or BANs.

During any time that the Bonds or BANs are held in book-entry form on the books of a Clearing Agency, the Clerk-Treasurer or the Mayor is each authorized to enter into a Blanket Letter of Representations agreement with the Clearing Agency, and the provisions of any such Letter of Representations or any successor agreement shall control on the matters set forth herein.

A registrar and a paying agent for the Bonds (the "Registrar" and the "Paying Agent" and, in both such capacities, the "Registrar and Paying Agent") shall be appointed by the Clerk-Treasurer. The Registrar and Paying Agent shall be charged with and shall by appropriate agreement undertake the performance of all of the duties and responsibilities customarily associated with each such position, including without limitation the authentication of the Bonds. The Mayor and Clerk-Treasurer are further authorized and directed to enter into such agreements and understandings with the Registrar and Paying Agent as will enable and facilitate the performance of its duties and responsibilities, and are authorized and directed to pay such fees as the Registrar and Paying Agent may reasonably charge for its services in such capacity, and such fees may be paid from the Bond and Interest Account of the Waterworks Sinking Fund created by this Ordinance.

With respect to the BANs, the Clerk-Treasurer shall be designated as the Registrar and Paying Agent and will be charged with the performance of all duties and responsibilities of the Registrar and Paying Agent unless the Clerk Treasurer determines to appoint a Registrar and Paying Agent for the BANs.

The Registrar and Paying Agent may at any time resign as Registrar and Paying Agent upon giving thirty (30) days' notice in writing to the City and by first-class mail to each registered owner of the Bonds then outstanding, and such resignation will take effect at the end of such thirty (30) days or upon the earlier appointment of a successor Registrar and Paying Agent by the City. Any such notice to the City may be served personally or sent by registered mail. The Registrar and Paying Agent may also be removed at any time as Registrar and Paying Agent by the City, in which event the City may appoint a successor Registrar and Paying Agent. The City shall notify each registered owner of Bonds then outstanding by first-class mail of the removal of the Registrar and Paying Agent. Notices to registered owners of the Bonds shall be deemed to be given when mailed by first-class mail to the addresses of such registered owners as they appear on the registration books kept by the Registrar. Any predecessor Registrar and Paying Agent shall deliver all of the Bonds and cash in its possession with respect thereto, together with the registration books, to the successor Registrar and Paying Agent. The Clerk-Treasurer is hereby authorized to act on behalf of the City with regard to any of the aforementioned actions of the City relating to the resignation or removal of the Registrar and Paying Agent and appointment of a successor Registrar and Paying Agent.

Principal of and any redemption premium on the Bonds and the principal and interest on the BANs shall be payable at the principal corporate trust office of the Paying Agent.

Interest on the Bonds shall be paid by check or draft mailed or delivered by the Paying Agent to the registered owner thereof at the address as it appears on the registration books kept by the Registrar as of the fifteenth (15th) day of the month immediately preceding the Interest Payment Date or at such other address as may be provided to the Paying Agent in writing by such registered owner. So long as the Clearing Agency or its nominee is the registered owner of the Bonds, interest on, together with the principal of, the Bonds will be paid directly to the Clearing Agency by wire transfer in same day funds by the Registrar and Paying Agent. All payments on the Bonds and the BANs shall be made in any coin or currency of the United States of America which, on the dates of such payments, shall be legal tender for the payment of public or private debt.

Each Bond shall be transferable or exchangeable only on the books of the City maintained for such purpose at the principal corporate trust office of the Registrar, by the registered owner thereof in person, or by his or her attorney duly authorized in writing, upon surrender of such Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or his or her attorney duly authorized in writing, and thereupon a new fully registered Bond or Bonds in the same aggregate principal amount and of the same maturity shall be executed and delivered in the name of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. Each Bond may be transferred or exchanged without cost to the registered owner, except for any tax or other governmental charge which may be required to be paid with respect to such transfer or exchange. The Registrar shall not be obligated to make any transfer or exchange of any Bond (i) during the period from the fifteenth (15th) day of any calendar month immediately preceding an Interest Payment Date to such Interest Payment Date or (ii) after the mailing of notice calling such Bond for redemption. The City, the Registrar and the Paying Agent may treat and consider the person in whose name any Bond is registered as the absolute owner thereof for all purposes including the purpose of receiving payment of, or on account of, the principal thereof, and redemption premium, if any, and interest thereon.

In the event any Bond is mutilated, lost, stolen or destroyed, the City may cause to be executed and the Registrar may authenticate a new Bond of like date, maturity and denomination as the mutilated, lost, stolen or destroyed Bond, which new Bond shall be marked in a manner to distinguish it from the Bond for which it was issued; provided, that in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Registrar, and in the case of any lost, stolen or destroyed Bond there shall be first furnished to the Registrar evidence of such loss, theft or destruction satisfactory to the City and the Registrar, together with indemnity satisfactory to them. In the event that any such mutilated, lost, stolen or destroyed Bond shall have matured or been called for redemption, instead of causing to be issued a duplicate Bond, the Registrar and Paying Agent may pay the same upon surrender of the mutilated Bond or upon satisfactory indemnity and proof of loss, theft or destruction in the case of a lost, stolen or destroyed Bond. The City and the Registrar and Paying Agent may charge the owner of any such Bond with their reasonable fees and expenses in connection with the above. Every substitute Bond issued by reason of any Bond being lost, stolen or destroyed shall, with respect to such Bond, constitute a substitute contractual obligation of the City pursuant to this Ordinance, whether or not the lost, stolen or destroyed Bond shall be found at any time, and shall be entitled to all the benefits of this Ordinance, equally and proportionately with any and all other Bonds duly issued hereunder.

In the event that any Bond is not presented for payment or redemption on the date established therefor, the City may deposit in trust with the Paying Agent an amount sufficient to pay such Bond or the redemption price thereof, as appropriate, and thereafter the owner of such Bond shall look only to the funds so deposited in trust with the Paying Agent for payment and the City shall have no further obligation or liability with respect thereto.

Section 2. The BANs. In anticipation of the issuance and sale of the Bonds authorized herein, and to provide interim financing to apply to a portion of the Disposition Costs, the City is hereby authorized to have prepared and to issue and sell negotiable BANs of the City, in one (1) or more series, in an amount not to exceed Six Hundred Seventy Thousand Dollars ($670,000), to be designated "City of Westfield, Indiana, Waterworks Revenue Taxable Bond Anticipation Notes of 20__" (with the blank to be completed with the last two (2) digits of the year in which the BANs are issued). The BANs shall be issued in fully registered form, shall be numbered consecutively from __R-1 (with the blank to be completed with the last two (2) digits of the year in which the BANs are issued) upwards, shall be issued in denominations of One Hundred Thousand and 00/100 Dollars ($100,000.00) or integral multiples thereof, shall be dated as of the date of issuance of the BANs, and shall bear interest at a rate not exceeding four percent (4.0%) per annum (the exact rate of interest to be determined by negotiations with a financial institution pursuant to Indiana Code 5-1-14-5), payable on maturity of the BANs. Interest on the BANs shall be calculated on the basis of an actual 365-day year. The BANs may be sold at a price not less than ninety-eight percent (98.0%) of the par amount thereof. The initial BANs delivered shall have a principal maturity not in excess of eighteen months from the date of their issuance. Each subsequent BAN delivered will bear the same maturity date as the initial BANs. The BANs shall be subject to renewal or extension, subject to the limitations set forth below, at an interest rate not to exceed four percent (4.0%), with the exact rate to be negotiated with a financial institution. The term of the BANs and all renewal BANs may not exceed five (5) years from the date of delivery of the initial BANs.

The BANs shall be issued pursuant to the provisions of Indiana Code 5-1-14-5, and the principal thereof shall be refunded and retired out of the proceeds from the issuance and sale hereunder of the Bonds. The principal of the BANs, and the principal and interest of BANs prepaid in accordance with Section 3 herein shall be refunded by the issuance of the Bonds pursuant to, and in the manner prescribed by the Act. The interest on the BANs shall be payable from the net revenues of the Waterworks, subject to the prior lien thereon of the Outstanding Bonds and GES Contract, and from capitalized interest.

Section 3. Optional Prepayment of BANs. The BANs are prepayable by the City, in whole or in part, not earlier than twelve (12) months after the date of issuance upon thirty (30) days' notice to the owner of the BANs without any premium, plus accrued interest to the date of prepayment. In the case of prepayment, the principal and accrued interest due on the BANs shall be paid only from proceeds of the Bonds and other funds available to the City.

Section 4. Registrar and Paying Agent. The Clerk-Treasurer is hereby authorized to solicit proposals for and appoint a Registrar and Paying Agent for the Bonds (the "Registrar" and the "Paying Agent" and, in both such capacities, the "Registrar and Paying Agent"). The Registrar and Paying Agent shall be charged with and shall undertake the performance of all of the duties and responsibilities customarily associated with each such position, including without

limitation the authentication of the Bonds. The Clerk-Treasurer is further authorized to enter into such agreements and understandings with the Registrar and Paying Agent as will enable and facilitate the performance of its duties and responsibilities and is authorized and directed to pay such fees as the Registrar and Paying Agent may reasonably charge for its services in such capacity, with such fees to be paid from the Waterworks Sinking Fund as described herein.

The Registrar and Paying Agent may at any time resign as Registrar and Paying Agent upon giving thirty (30) days' notice in writing to the City and by first-class mail to each registered owner of the Bonds then outstanding, and such resignation will take effect at the end of such thirty (30) days or upon the earlier appointment of a successor Registrar and Paying Agent by the City. Any such notice to the City may be served personally or sent by registered mail. The Registrar and Paying Agent may also be removed at any time as Registrar and Paying Agent by the City, in which event the City may appoint a successor Registrar and Paying Agent. The City shall notify each registered owner of Bonds then outstanding by first-class mail of the removal of the Registrar and Paying Agent. Notices to registered owners of the Bonds shall be deemed to be given when mailed by first-class mail to the addresses of such registered owners as they appear on the registration books kept by the Registrar. Any predecessor Registrar and Paying Agent shall deliver all of the Bonds and cash in its possession with respect thereto, together with the registration books, to the successor Registrar and Paying Agent. The Clerk-Treasurer is hereby authorized to act on behalf of the City with regard to any of the aforementioned actions of the City relating to the resignation or removal of the Registrar and Paying Agent and appointment of a successor Registrar and Paying Agent.

Section 5. Redemption of the Bonds.

(a) Optional Redemption. The Bonds shall be subject to redemption at the option of the City, in whole or in part, upon thirty (30) days written notice, to the registered owner or owners of the Bonds to be redeemed, on such date or dates as may be set forth in the Issuer's Certificate, at a redemption price and in amounts and maturities and in order of maturities determined by the Mayor and the Clerk-Treasurer upon the advice of City's Financial Advisor which shall be set forth in the Issuer's Certificate.

Official notice of such prepayment shall be mailed by the Registrar and Paying Agent by certified or registered mail at least thirty (30) days and not more than sixty (60) days prior to the scheduled redemption date to each of the registered owners of the Bonds called for redemption (unless waived by any such registered owner) at the address shown on the registration books of the Registrar and Paying Agent, or at such other address as is furnished in writing by such registered owner to the Registrar; provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any Bond shall not affect the validity of the proceedings for the redemption of any other Bond. The notice shall specify the redemption price, the date and place of redemption, and the registration numbers (and, in case of partial redemption, the respective principal amounts) of the Bonds called for redemption. The place of redemption may be at the office of the Registrar and Paying Agent or as otherwise determined by the City. Interest on the Bonds (or portions thereof) so called for redemption shall cease to accrue on the redemption date fixed in such notice, if sufficient funds are available at the place of redemption to pay the redemption price on the redemption date and when such Bonds (or

portions thereof) are presented for payment. Any Bond redeemed in part may be exchanged for a Bond or Bonds of the same maturity in authorized denominations equal to the remaining principal amount thereof. At the time of payment of the principal of, premium, if any, and interest on any Bonds called for redemption, such Bonds shall be surrendered for cancellation.

In addition to the foregoing notice, the City may also direct that further notice of redemption of the Bonds be given, including without limitation and at the option of the City, notice described in paragraph (1) below given by the Registrar and Paying Agent to the parties described in paragraphs (2) and (3) below. No defect in any such further notice and no failure to give all or any portion of any such further notice shall in any manner defeat the effectiveness of any call for redemption of Bonds so long as notice thereof is mailed as prescribed above.

(1) If so directed by the City, each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (A) the CUSIP numbers of all Bonds being redeemed; (B) the date of issue of the Bonds as originally issued; (C) the rate of interest borne by each Bond being redeemed; (D) the maturity date of each Bond being redeemed; and (E) any other descriptive information needed to identify accurately the Bonds being redeemed.

(2) If so directed by the City, each further notice of redemption shall be sent at least thirty-five (35) days before the redemption date by registered or certified mail or overnight delivery service to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds and to one or more national information services that disseminate notices of redemption of obligations such as the Bonds.

(3) If so directed by the City, each such further notice shall be published one time in The Bond Buyer of New York, New York or, if the Registrar believes such publication is impractical or unlikely to reach a substantial number of the holders of the Bonds, in some other financial newspaper or journal which regularly carries notices of redemption of other obligations similar to the Bonds, such publication to be made at least thirty (30) days prior to the date fixed for redemption.

Upon the payment of the redemption price of the Bonds (or portions thereof) being redeemed and if so directed by the City, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Bonds (or portions thereof) being redeemed with the proceeds of such check or other transfer.

(b) Mandatory Sinking Fund Redemption. At the option of the successful bidder for the Bonds, all or a portion of the Bonds may be aggregated into one or more term bonds payable from mandatory sinking fund redemption payments (the "Term Bonds") required to be made as set forth below. The Term Bonds shall have a

stated maturity or maturities on July 15 of the years set forth in the Issuer's Certificate as determined by the successful bidder.

In the event that the successful bidder opts to aggregate certain Bonds into Term Bonds, such Term Bonds shall be subject to mandatory sinking fund redemption prior to maturity at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date, but without premium, on July 15 of each year and in the principal amount corresponding to and consistent with the maturity schedule for the Bonds set forth in the Issuer's Certificate.

The Registrar and Paying Agent shall credit against the current mandatory sinking fund requirement for a Term Bond of a particular maturity, any Bonds of such maturity delivered to the Registrar and Paying Agent for cancellation or purchased for cancellation by the Registrar and Paying Agent and cancelled by the Registrar and Paying Agent and not theretofore applied as a credit against any mandatory sinking fund requirement. Each Bond so delivered or purchased shall be credited by the Registrar and Paying Agent at 100% of the principal amount thereof against the current mandatory sinking fund requirements for the applicable Term Bond, and the principal amount of such Term Bond to be redeemed on such mandatory sinking fund redemption dates by operation of the mandatory sinking fund requirements shall be reduced accordingly; provided, however, the Registrar and Paying Agent shall only credit Bonds against the mandatory sinking fund requirements to the extent such Bonds are received on or before 45 days preceding the applicable mandatory sinking fund redemption date.

Notice of any such mandatory sinking fund redemption shall be given in the same manner as notice of optional redemption is required to be given pursuant to this Section 5 of this Ordinance. If Bonds are to be redeemed by optional redemption and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the Bonds for optional redemption before selecting the Bonds by lot for the mandatory sinking fund redemption.

In the event any of the Bonds are issued as Term Bonds, the form of the Bond set forth in Appendix A of this Ordinance shall be modified accordingly.

Any reference to payment of principal on the Bonds shall include payment of scheduled mandatory sinking fund redemption payments described in this Section 5(b).

Section 6. Execution and Authentication of the Bonds and BANs. The Bonds and the BANs shall be executed in the name of the City by the manual or facsimile signature of the Mayor, and attested by the manual or facsimile signature of the Clerk-Treasurer, who shall cause the seal of the City or a facsimile thereof to be affixed to each of the Bonds and BANs. The Bonds and BANs shall be authenticated by the manual signature of the Registrar, and no Bond or BAN shall be valid or become obligatory for any purpose until the certificate of authentication thereon has been so executed. In case any official whose signature appears on any Bond or BAN shall cease to be such official before the delivery of such Bond or BAN, the signature of such official shall nevertheless be valid and sufficient for all purposes, the same as if such official had been in office at the time of such delivery. Subject to the provisions of this

Ordinance regarding the registration of the Bonds and the BANs, the Bonds and the BANs shall be fully negotiable instruments under the laws of the State of Indiana.

Section 7. Form of the Bonds. The form and tenor of the Bonds shall be substantially as set forth in Appendix A, attached hereto and incorporated herein as if set forth at this place (with all blanks to be properly completed prior to the preparation of the Bonds).

Section 8. Issuance, Sale and Delivery of the Bonds and the BANs. The Clerk-Treasurer is hereby authorized and directed to have the Bonds and the BANs prepared, and the Mayor and the Clerk-Treasurer are each hereby authorized and directed to execute the Bonds and the BANs in the form and manner herein provided. The Clerk-Treasurer is hereby authorized and directed to deliver the Bonds and the BANs to the purchaser or purchasers thereof after sale made in accordance with the provisions of the Act and this Ordinance, provided that at the time of said delivery the Clerk-Treasurer shall collect the full amount which the purchaser or purchasers have agreed to pay therefor, which, in the case of the Bond, shall be not less than ninety-eight percent (98.0%) of the par amount of the Bonds, plus accrued interest thereon to the date of delivery and, in the case of the BANs, shall be not less than ninety-eight percent (98.0%) of the par amount of the BANs. The proceeds derived from the sale of the Bonds (or, instead, the BANs, if such BANs are issued) shall be and are hereby set aside to provide for the payment of a portion of the Disposition Costs, together with the expenses necessarily incurred in connection therewith including the expenses incurred in the issuance of such series of Bonds. The authorized officers of the City are hereby authorized and directed to draw all proper and necessary warrants and to do whatever other acts and things that may be necessary or appropriate to carry out the provisions of this Ordinance.

The Bonds shall be offered and sold pursuant to an Official Statement with respect to the Bonds (the "Official Statement"), to be made available and distributed in such manner, at such times, for such periods and in such number of copies as may be required pursuant to Rule 15c2-12 promulgated by the United States Securities and Exchange Commission (the "Rule"). The Common Council hereby authorizes the Mayor and/or the Clerk-Treasurer (a) on behalf of the City, to designate the Official Statement a "Final Official Statement" for purposes of the Rule, and (b) to enter into such agreements or arrangements as may be necessary or advisable in order to provide for the distribution of a sufficient number of copies of the Official Statement under the Rule, all on such terms as may be mutually acceptable to the parties.

Prior to the public sale of the Bonds, the Clerk-Treasurer shall cause to be published a notice of intent to sell such bonds two (2) times at least one week apart in the Noblesville Times, the Indianapolis Star and the Court and Commercial Record, each published in Indianapolis, Indiana. Such notice, or a summary thereof, may also be published in The Bond Buyer, a financial journal published in the City of New York, New York, or in any other publications deemed appropriate in the discretion of the Clerk-Treasurer. The notice shall state that any person interested in submitting a bid for the Bonds may furnish in writing, at the address set forth in the notice, the person's name, address and telephone number, and that any such person may also furnish a telex number. The notice must also state the time within which the name, address and telephone number must be furnished, which must not be less than seven (7) days after the last publication of the notice. Each person so registered shall be notified of the

date and time bids will be received not less than twenty-four (24) hours before the date and time of sale and shall receive the final maturity schedule for the Bonds referred to hereinbelow. The notification shall be made by telephone at the number furnished by the person, and also by telex if the person furnishes a telex number. The notice of intent to sell bonds shall further state the purpose for which the Bonds are being issued, the estimated total amount, approximate maturities and denominations thereof, the maximum rate of interest thereon and any limitations as to the number of interest rates and the setting of such rates, the terms and conditions upon which bids will be received and the sale made, and such other information as the Clerk-Treasurer and the attorneys and financial advisors employed by the City shall deem necessary or advisable. The final maturity schedule shall be made available to bidders not less than twenty-four (24) hours before the date and time of the sale of the Bonds. Such notice shall provide, among other things, that the successful bidder must provide an amount equal to one percent (1%) of the principal amount of the Bonds to guarantee performance on the part of the bidder by a certified or cashier's check or by wire transfer on the next business day following the award and that in the event the successful bidder shall fail or refuse to accept delivery of and pay for the Bonds as soon as the Bonds are ready for delivery, or at the time fixed in the notice, then said amount shall become the property of the City and shall be considered as the City's liquidated damages on account of such default.

All bids for the Bonds shall be sealed and shall be presented to the Clerk-Treasurer at the office of the Clerk-Treasurer. The notice may also provide that bids may be submitted electronically in a manner as set forth in the notice. Bidders for the Bonds shall be required to name the rate or rates of interest which the Bonds are to bear, not exceeding the maximum per annum interest rate hereinbefore fixed. Such interest rate or rates shall be in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1.00%). Bids specifying more than one (1) interest rate shall also specify the amount and maturities of the Bonds bearing each rate. All Bonds maturing on the same date shall bear the same interest rate, and the interest rate bid on any maturity of Bonds shall be equal to or greater than the interest rate bid on any and all prior maturities of the Bonds. The Bonds shall be awarded by the Clerk-Treasurer to the best bidder who has submitted a bid in accordance with the terms of this Ordinance and the notice of sale. The best bidder will be the one who offers the lowest net interest cost to the City, to be determined by computing the total interest on the Bonds from the date thereof to their respective maturities and deducting therefrom the premium bid, if any, or adding thereto the amount of any discount, if any. No bid for less than all of the Bonds or for less than ninety-nine percent (99.0%) of the par value of the Bonds, plus accrued interest to the date of delivery, shall be considered. The City shall have the right to reject any and all bids. In the event an acceptable bid is not received on the date fixed in the notice, the Clerk-Treasurer shall be authorized to continue the sale from day to day for a period of not to exceed thirty (30) days without readvertising, during which time no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time of the advertised sale will be considered.

The City, having satisfied all the statutory requirements for the issuance of the Bonds, may elect to issue its BAN or BANs to an eligible purchaser under Ind. Code 5-1-14-5, pursuant to a Bond Anticipation Note Purchase Agreement (the "Purchase Agreement"), to be entered into between the City and such purchaser. The Common Council hereby authorizes the issuance and execution of the BAN or BANs in lieu of initially issuing Bonds to provide interim financing for the Disposition Costs until permanent financing becomes available. It shall not be

necessary for the City to repeat the procedures for the issuance of its Bonds, as the procedures followed before the issuance of the BAN or BANs are for all purposes sufficient to authorize the issuance of the Bonds and the use of the proceeds to repay the BAN or BANs. The Mayor and the Clerk-Treasurer are hereby authorized and directed to execute a Purchase Agreement in such form or substance as they shall approve acting upon the advice of counsel. The Mayor and the Clerk-Treasurer may also take such other actions or deliver such other certificates as are necessary or desirable in connection with the issuance of the BANs or the Bonds and the other documents needed for the financing as they deem necessary or desirable in connection therewith.

Prior to the delivery of the Bonds and the BANs, the Clerk-Treasurer, (i) shall, subject to the direction of the Common Council, be authorized to investigate, negotiate and obtain bond insurance, other forms of credit enhancement and/or credit ratings on the Bonds and (ii) shall obtain a legal opinion as to the validity of the Bonds from Faegre Baker Daniels LLP, bond counsel for the City, with such opinion to be furnished to the purchasers of the Bonds at the expense of the City. The costs of obtaining any such insurance, other credit enhancement and/or credit ratings, together with bond counsel's fee in preparing and delivering such opinion and in the performance of related services in connection with the issuance, sale and delivery of the Bonds, shall be considered as a part of the cost of the Disposition and shall be paid out of the proceeds of the Bonds.

Section 9. Security and Sources of Payment for the Bonds. The Bonds, when fully paid for and delivered to the purchaser or purchasers thereof, as to both principal and interest and any bonds hereafter issued on equal parity with the Outstanding Bonds, shall be the valid and binding special revenue obligations of the City, payable from and secured by an irrevocable pledge of and constituting a charge upon all of the Net Revenues of the Waterworks including all extensions, additions and improvements thereto, and replacements thereof made pursuant to this Ordinance, or subsequently.

Section 10. Disposition of Proceeds of the Bonds and the BANs; Waterworks Disposition Costs Account. The proceeds from the sale of the Bonds shall be deposited and applied as follows:

(a) The accrued interest and any premium received at the time of the delivery of the Bonds or BANs or any unused discount shall be deposited in the Waterworks Sinking Fund continued by this Ordinance.

(b) An amount equal to the Reserve Requirement (defined herein) shall be deposited in the Debt Service Reserve Account (defined herein) if the Reserve Requirement is to be funded from the proceeds of the Bonds as set forth herein.

(c) The remaining proceeds from the sale of the Bonds and the BANs shall be deposited in a bank or banks which are legally qualified depositories for the funds of the City, in the special account to be designated as "City of Westfield Waterworks Disposition Costs Account" (the "Disposition Costs Account"). Amounts in the Disposition Costs Account shall be expended only for the purpose of paying the Disposition Costs, as described herein and in the Act, together with the incidental expenses incurred in connection therewith and the costs of issuance of the Bonds and the

BANs, and as otherwise permitted or required by the Act. Any balance or balances remaining unexpended in the Disposition Costs Account after completion of the Disposition Costs, which are not required to meet unpaid obligations incurred in connection with the Disposition Costs, shall be used solely for one or more of the purposes permitted under the provisions of Indiana Code 5-1-13, as amended. Pursuant to the Act, the owners of the Bonds and the BANs shall be entitled to a lien on the proceeds of the Bonds and the BANs, respectively, until such proceeds are applied as required by this Ordinance and by Indiana law.

Notwithstanding subsection (c) above, if BANs are issued, then the proceeds of the Bonds relating thereto shall be used to refund the BANs and are hereby pledged for such purpose, and any proceeds of the Bonds remaining after the BANs have been paid in full shall be deposited in the Waterworks Sinking Fund referred to below.

Section 11. Segregation and Application of Revenues; Accounts of Waterworks. The income and revenues of the Waterworks, together with the income and revenues of all extensions, additions, improvements thereto, and replacements thereof made pursuant to this Ordinance, or subsequently, shall be set aside into separate and special funds and accounts created and established by this Ordinance, to be used and applied in the maintenance and operation thereof, in establishing an improvement fund, and payment of the principal of all bonds which by their terms are payable from the Net Revenues of the Waterworks, together with the interest thereon.

(a) Revenue Fund. All income and revenues of the Waterworks shall be paid into the Revenue Fund established hereby, which fund shall be maintained separate and apart from all other bank accounts of the City.

(b) Operation and Maintenance Fund. There shall be credited on the last day of each calendar month a sufficient amount of the revenues of the Waterworks so that the balance in the Operation and Maintenance Fund (the "Operation and Maintenance Fund") established hereby shall be sufficient to pay the expenses of operation, repair and maintenance for the then next succeeding two (2) calendar months. The moneys credited to the Operation and Maintenance Fund shall be used for the payment of the reasonable and proper operation, repair and maintenance expenses of the Waterworks on a day-to-day basis, but none of the moneys in such Operation and Maintenance Fund shall be used for depreciation, replacements, improvements, extensions or additions. Any balance in said Operation and Maintenance Fund in excess of the expected expenses of operation, repair and maintenance for the next succeeding month may be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of or interest on the outstanding bonds of the Waterworks.

(c) Waterworks Sinking Fund. There shall be set aside and deposited in the Waterworks Sinking Fund established hereby for the payment of the principal of and interest on revenue bonds which by their terms are payable from the Net Revenues of the Waterworks, and for the payment of any fiscal agency charges in connection with the payment of bonds and interest (the "Sinking Fund"), as available, and as hereinafter provided, a sufficient amount of the Net Revenues of said Waterworks to meet the

requirements of the Bond and Interest Account and of the Debt Service Reserve Account created and hereby continued in said Sinking Fund. Such payments shall continue until the balance in the Bond and Interest Account, plus the balance in the Debt Service Reserve Account hereinafter described, equals the amount needed to redeem all of the then outstanding bonds.

(1) Bond and Interest Account. There shall be transferred, on the last day of each calendar month, from the Revenue Fund and credited to the Bond and Interest Account (the "Bond and Interest Account") an amount of the Net Revenues equal to the sum of one-sixth (1/6) of the interest on all then outstanding bonds of the Waterworks payable on the then next succeeding Interest Payment Date, and one-twelfth (1/12) of the amount of principal payable on the next principal payment date on all then outstanding bonds of the Waterworks which will be payable on the then next succeeding principal payment date, until the amount of interest and principal payable on the next succeeding respective principal and interest payment dates shall have been so credited; provided that such fractional amount shall be appropriately increased to provide for the first interest and first principal payments. There shall similarly be credited to the account any amount necessary to pay the bank fiscal agency charges for paying principal and interest on the bonds as the same become payable. The City shall, from the sums deposited in the Sinking Fund and credited to the Bond and Interest Account, remit promptly to the registered owner or to the bank fiscal agency sufficient moneys to pay the principal and interest on the due dates thereof together with the amount of bank fiscal agency charges.

(2) Debt Service Reserve Account. The City shall deposit, if necessary, as a reserve for all bonds which by their terms are payable from the Net Revenues of the Waterworks into the Debt Service Reserve Account (the "Debt Service Reserve Account") revenues of the Waterworks on a monthly basis so that the amount on deposit therein equals the following with respect to the Bonds and any bonds subsequently issued by the City payable from the Net Revenues: the lesser of 10% of the proceeds thereof, the maximum annual principal and interest requirements thereon, or 125% of the average annual principal and interest requirements thereon (the "Reserve Requirement"). The City may fund the Reserve Requirement as of the date of issuance of the Bonds from available funds of the Waterworks or following the issuance of the Bonds, by monthly deposits. If the City deposits revenues into the Debt Service Reserve Account on a monthly basis, the amount of the monthly deposit shall be sufficient to accumulate the Reserve Requirement within five (5) years from the date of delivery of the Bonds. The Debt Service Reserve Account shall constitute the margin for safety and as protection against default in the payment of principal of and interest on all bonds which by their terms are payable from the Net Revenues of the Waterworks, and the moneys in the Reserve Account shall be used to pay current principal and interest on all bonds which by their terms are payable from the Net Revenues of the Waterworks to the extent that moneys in the Bond and Interest Account are insufficient for that purpose. Any deficiency in balance maintained in the Debt Service Reserve Account shall be promptly made up from

the next available Net Revenues remaining after credits into the Bond and Interest Account. In the event moneys in the Debt Service Reserve Account are transferred to the Bond and Interest Account to pay principal and interest on bonds which by their terms are payable from the Net Revenues of the Waterworks, then such depletion of the balance in the Debt Service Reserve Account shall be made up from the next available Net Revenues after the credits into the Bond and Interest Account. Any moneys in the Debt Service Reserve Account in excess of the Reserve Requirement may be used for the prepayment of installments of principal on the then outstanding bonds which are then callable or prepayable, or for the purchase of outstanding bonds or installments of principal of fully registered bonds which by their terms are payable from the Net Revenues of the Waterworks at a price not exceeding par and accrued interest, or may be transferred to the Waterworks Improvement Fund as provided above.

(d) Waterworks Improvement Fund. After meeting the requirements of the Operation and Maintenance Fund, and the Sinking Fund, any excess revenues may be transferred or credited to the Waterworks Improvement Fund heretofore established and hereby continued (the "Waterworks Improvement Fund"), and said Fund shall be used for improvements, replacements, additions and extensions of the Waterworks. Moneys in the Waterworks Improvement Fund shall be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal and interest on the then outstanding bonds or, if necessary, to eliminate any deficiencies in credits to or minimum balance in the Debt Service Reserve Account of the Sinking Fund or may be transferred to the Operation and Maintenance Fund to meet unforeseen contingencies in the operation and maintenance of the Waterworks.

(e) Investment of Funds. The Sinking Fund shall be deposited in and maintained as a separate bank account or accounts from all other bank accounts of the City. The Operation and Maintenance Fund and the Waterworks Improvement Fund may be maintained in a single bank account, or accounts, but such bank account, or accounts, shall likewise be maintained separate and apart from all other bank accounts of the City and apart from the Sinking Fund bank account or accounts. All moneys deposited in the bank accounts shall be deposited, held and secured as public funds in accordance with the public depository laws of the State of Indiana; provided that moneys therein may be invested in obligations in accordance with the applicable laws, including particularly Indiana Code, Title 5, Article 13, Chapter 9, as amended or supplemented, and in the event of such investment the income therefrom shall become a part of the funds invested and shall be used only as provided in this ordinance.

Section 12. Proper Books of Records and Accounts. The City shall keep proper books of records and accounts, separate from all of its other records and accounts, in which complete and correct entries shall be made showing all revenues collected from the Waterworks and deposited in the special accounts established or continued pursuant to this Ordinance and all disbursements made therefrom and all transactions relating to the Waterworks. There shall be prepared and furnished, upon written request, to any owner of the Bonds at the time then outstanding, not more than ninety (90) days after the close of each fiscal year of the Waterworks, complete operating and income statements of the Waterworks, in reasonable detail covering such

fiscal year, which statements shall be certified by the Clerk-Treasurer or a certified public accountant retained for the purpose of making an accounting study of the records of the Waterworks. Copies of all such statements and reports shall at all times be kept on file and available for inspection in the office of the Common Council. Any owner of at least five percent (5%) in aggregate principal amount of the then-outstanding Bonds shall have the right at all reasonable times to inspect the Waterworks and the records, accounts and data of the City relating thereto.

Section 13. Covenant With Respect to Rates and Charges. The City, by and through the Common Council and to the fullest extent permitted by law, shall establish, fix, maintain and collect reasonable and just rates and charges for the use of and the services rendered by the Waterworks so that such rates and charges shall produce revenues at least sufficient in each year to (a) pay all the legal and other necessary expenses incident to the operation of the Waterworks, including maintenance costs, operating charges, upkeep, repairs, and interest charges on bonds or other obligations, including leases; (b) provide a sinking fund for the liquidation of bonds or other obligations, including leases; (c) provide a debt service reserve on bonds or other obligations, including leases, as required by the terms of such obligations; (d) provide adequate money for working capital; (e) provide adequate money for making extensions and replacements; and (f) provide money for the payment of any taxes that may be assessed against the Waterworks.

So long as any of the Bonds are outstanding, none of the facilities and services afforded by the Waterworks shall be furnished without a reasonable and just charge being made therefor. The reasonable cost and value of any facility or service rendered to the City, or to any department, agency, or instrumentality thereof by the Waterworks by furnishing water for public purposes or by maintaining hydrants and other facilities for fire protection shall be (i) charged against the City; and (ii) paid for in monthly installments as the service accrues, out of the current revenues of the City, collected or in the process of collection, and the tax levy of the City made by it to raise money to meet its necessary current expenses. The revenue so received shall be deemed to be revenue derived from the operation of the Waterworks and shall be used and accounted for in the same manner as other revenues derived from the operation of the Waterworks.

Section 14. Additional Bonds and BANs. The City reserves the right to authorize and issue additional BANs at any time ranking on a parity with the BANs so long as the interest is payable only on July 15 and the principal is payable solely from the Bond proceeds. The City reserves the right to authorize and issue additional bonds, payable out of the net revenues of its Waterworks, ranking on a parity with the Bonds authorized by this Ordinance and the Outstanding Bonds, for the purpose of financing the cost of future additions, extensions and improvements to the Waterworks, subject to the following conditions:

(a) The principal of and interest on all bonds payable from the revenues of the Waterworks shall have been paid to date in accordance with their respective terms, and all required payments into the Waterworks Sinking Fund shall have been made in accordance with the provisions of this Ordinance.

(b) The amount of the net revenues of the Waterworks in the fiscal year immediately preceding the issuance of any bonds ranking on a parity with the Bonds and the Outstanding Bonds shall be not less than one hundred twenty-five percent (125%) of the maximum annual principal and interest requirements of all of the then-outstanding bonds and obligations payable from the revenues of the Waterworks and the additional parity bonds proposed to be issued; or, prior to the issuance of such additional parity bonds, the sewage rates and charges shall be increased sufficiently so that such increased rates and charges, if realized and when applied to the previous fiscal year's operations, would have produced net revenues for such year equal to not less than one hundred twenty-five percent (125%) of the maximum annual principal and interest requirements of all then-outstanding bonds and obligations payable from the revenues of the Waterworks and the additional parity bonds proposed to be issued. For purposes of this subsection, the records of the Waterworks shall be analyzed and all showings shall be prepared by an independent certified public accountant employed by the City for that purpose, who shall certify that he or she has no pecuniary interest in such additions, extensions or improvements, or the financing thereof, other than to analyze such records and prepare such showings, and who shall certify the satisfaction of the foregoing conditions for the issuance of such additional parity bonds.

(c) The interest on the additional parity bonds shall be payable semiannually on January 15 and July 15 and the principal of such additional parity bonds shall be payable annually on July 15 in the years in which such principal and interest are payable.

Section 15. Additional Covenants of the City. For purposes of further safeguarding the interests of the owners of the Bonds and BANs herein authorized, the City additionally covenants, represents and agrees as follows:

(a) The City, through the Board, shall at all times maintain the Waterworks in good condition and operate the Waterworks in an efficient manner and at a reasonable cost.

(b) So long as any of the Bonds or BANs are outstanding, the City, through the Common Council, shall maintain insurance on the insurable parts of the Waterworks of a kind and in an amount such as is customarily carried by private companies engaged in a similar type of business. All insurance shall be placed with responsible insurance companies qualified to do business in the State of Indiana. Any insurance proceeds collected shall be used in replacing or repairing the property destroyed or damaged; or if not used for such purpose, shall be treated and applied as Net Revenues of the Waterworks.

(c) Except as provided in Section 14 of this Ordinance, so long as any of the Bonds or BANs are outstanding, no additional bonds or other obligations pledging any portion of the revenues of the Waterworks shall be authorized, executed or issued by the City except as shall be made subordinate and junior in all respects to the Bonds and BANs or unless the Bonds or BANs are defeased, redeemed and retired coincidentally with the delivery of such additional bonds or other obligations or, as provided in

Section 14 hereof, funds sufficient to effect such redemption are available and set aside for such purpose at the time of issuance of such additional bonds or obligations.

(d) So long as any of the Bonds or BANs are outstanding, the City and the Common Council shall not mortgage, pledge or otherwise encumber the Waterworks or any part thereof, except as authorized by the laws pursuant to which the Bonds are issued, and shall not sell, lease or otherwise dispose of any portion thereof except such equipment which may become worn out or obsolete, and which shall be replaced.

(e) The provisions of this Ordinance shall be construed to create a trust in the proceeds of the sale of the Bonds and BANs herein authorized for the uses and purposes herein set forth and, so long as any of the Bonds or BANs are outstanding, the provisions of this Ordinance shall also be construed to create a trust in the Net Revenues of the Waterworks herein directed to be set apart and paid into the Sinking Fund for the uses and purposes of such Fund as set forth in this Ordinance.

(f) The provisions of this Ordinance shall constitute a contract by and between the City and the owners of the Bonds and BANs, all of the terms of which shall be enforceable at law or in equity, and after the issuance of the Bonds and BANs this Ordinance shall not be repealed or amended in any respect which would adversely affect the rights and interests of the owners of the Bonds and BANs, and the Common Council and the Common Council shall not adopt any law, ordinance or resolution which in any way would adversely affect the rights of such owners so long as any of the principal of or interest on the Bonds and BANs remains unpaid; provided, that the City shall have the right to amend this Ordinance, under certain circumstances, without notice to or approval by any owners of the Bonds and BANs in accordance with Section 17 of this Ordinance. The owners of the Bonds and BANs shall have all of the rights, remedies and privileges provided in the Act and under Indiana law, including without limitation the making and collection of reasonable and sufficient rates lawfully established for the use of the services and facilities of the Waterworks, the segregation of the revenues of the Waterworks and the application of funds as provided in this Ordinance.

Section 16. Defeasance of the Bonds and BANs. If, when the Bonds or BANs or a portion thereof shall have become due and payable in accordance with their terms, or shall have been duly called for redemption, or irrevocable instructions to call the Bonds or BANs or a portion or portions thereof for redemption shall have been given, and the whole amount of the principal of, redemption premium, if any, on and the interest due and payable on all of the Bonds and BANs then outstanding shall be paid; or (i) sufficient moneys, or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, or (iii) time certificates of deposit fully secured as to both principal and interest by obligations of the kind described in clause (ii) above of a bank or banks, the principal of and interest on which when due will provide sufficient moneys for such purpose, shall be held in trust, and provision shall also be made for paying all fees and expenses for the redemption, then and in such event the Bonds and BANs shall no longer be deemed outstanding or entitled to the pledge of the revenues of the Waterworks.

Section 17. Supplemental Ordinances. Without notice to or consent of the owners of the Bonds and BANs herein authorized, the City may, from time to time and at any time, adopt an ordinance or ordinances supplemental hereto (which supplemental ordinance or ordinances shall thereafter form a part hereof) for any of the following purposes:

(a) To cure any ambiguity or formal defect or omission in this Ordinance or in any supplemental ordinance or to make any other change authorized herein;

(b) To grant to or confer upon the owners of the Bonds and BANs herein authorized and any other bonds ranking on a parity with such bonds any additional benefits, rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the owners of the Bonds and BANs herein authorized or to make any change which, in the judgment of the City, is not to the prejudice of the owners of the Bonds and BANs herein authorized;

(c) To modify, amend or supplement this Ordinance to permit the qualification of the bonds herein authorized for sale under the securities laws of the United States of America or of any of the states of the United States of America or to obtain or maintain bond insurance or other credit enhancement with respect to payments of principal of and interest on bonds herein authorized;

(d) To provide for the refunding or advance refunding of the bonds herein authorized;

(e) To procure a rating on the bonds herein authorized from a nationally recognized securities rating agency or agencies designated in such supplemental ordinance if such supplemental ordinance will not adversely affect the owners of the bonds herein authorized or any other bonds ranking on a parity with such bonds;

(f) To accomplish any other purpose which, in the judgment of the City, does not adversely affect the interests of the owners of the Bonds or any other bonds ranking on a parity with such bonds.

The owners of not less than a majority of the aggregate principal amount of the Bonds then outstanding shall have the right, from time to time, anything contained in this Ordinance to the contrary notwithstanding, to consent to and approve the adoption by the City of such ordinance or ordinances supplemental hereto as shall be deemed necessary or desirable by the City for the purpose of modifying, altering, amending, adding to or rescinding in any particular any of the terms or provisions contained in this Ordinance, or in any supplemental ordinance; provided, however, that nothing herein contained shall permit or be construed as permitting:

(a) An extension of the maturity of the principal of or interest on any Bond; or

(b) A reduction in the principal amount of any Bond or the redemption premium or the rate of interest thereon; or

(c) The creation of a lien upon or a pledge of the net revenues of the Waterworks ranking prior to the pledge thereof created by this Ordinance; or

(d) A preference or priority of any Bond or Bonds over any other Bond or Bonds; or

(e) A reduction in the aggregate principal amount of the Bonds required for consent to such supplemental ordinance; or

(f) A reduction in the Reserve Requirement; or

(g) The extension of mandatory sinking fund redemption dates, if any.

The owners of not less than a majority of the aggregate principal amount of the Bonds outstanding at the time of adoption of such supplemental ordinance shall have consented to and approved the adoption thereof by written instrument to be maintained on file in the office of the Clerk-Treasurer of the City. No owner of any Bond shall have any right to object to the adoption of such supplemental ordinance or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the City or its officers from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the adoption of any supplemental ordinance pursuant to the provisions of this Section, this Ordinance shall be, and shall be deemed, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the City and all owners of Bonds then outstanding, shall thereafter be determined, exercised and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments. Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the City and of the owners of the Bonds and the terms and provisions of the Bonds and this Ordinance, or any supplemental ordinance, may be modified or altered in any respect with the consent of the City and the consent of the owners of all the Bonds then outstanding.

Section 18. Repeal of Conflicting Ordinances. All ordinances and parts of ordinances in conflict herewith are hereby repealed.

Section 19. Rates and Charges. The rates and charges which will be needed and charged to the general classes of users or property to be served by the Waterworks in order to provide sufficient moneys to make payments of principal of and interest on the Bonds and other revenue bonds secured by the net revenues of the Waterworks, as described herein, along with the other payments identified in this Ordinance, is set forth in Ordinance No. 12-01 adopted by this Common Council on March 12, 2012, which Ordinance is incorporated herein by reference.

Section 20. Payments on Holidays. If the date of making any payment or the last date for performance of any act or the exercising of any right, as provided in this Ordinance, shall be a legal holiday or a day on which banking institutions in the City or the city in which the Registrar and Paying Agent is located are typically closed, such payment may be made or act

performed or right exercised on the next succeeding day not a legal holiday or a day on which such banking institutions are typically closed, with the same force and effect as if done on the actual date established in this Ordinance, and no interest shall accrue for the period after such nominal date.

Section 21. Captions. The captions in this Ordinance are inserted only as a matter of convenience and reference, and such captions are not intended and shall not be construed to define, limit, establish, interpret or describe the scope, intent or effect of any provision of this Ordinance.

Section 22. Effective Date. This Ordinance shall be in full force and effect from and after its passage and upon compliance with the procedures required by law.

* * * * *

ALL OF WHICH IS ORDAINED THIS 14 DAY OF January, 2013.

WESTFIELD COMMON COUNCIL

Voting For	**Voting Against**	**Abstain**
Jim Ake	Jim Ake	Jim Ake
John Dippel	John Dippel	John Dippel
Steven Hoover	Steven Hoover	Steven Hoover
Robert L. Horkay	Robert L. Horkay	Robert L. Horkay
Robert J. Smith	Robert J. Smith	Robert J. Smith
Cindy L. Spoljaric	Cindy L. Spoljaric	Cindy L. Spoljaric
Robert W. Stokes	Robert W. Stokes	Robert W. Stokes

ATTEST:

Cindy J. Gossard, Clerk Treasurer

"I affirm, under the penalties of perjury, that I have taken reasonable care to redact each Social Security Number in this document, unless required by law"

Signed

DMS_US 39510228v4

I hereby certify that ORDINANCE NO. 13-02 was delivered to the Mayor of Westfield on the 16th day of January, 2013, at 9:00 a. m.

Cindy J. Gossard

Cindy J. Gossard, Clerk Treasurer

I hereby APPROVE Ordinance No. 13-02

this 17th day of January, 2013.

J. Andrew Cook, Mayor

I hereby VETO Ordinance No. 13-02

this _____ day of _____, 2013.

J. Andrew Cook, Mayor

ATTEST:

Cindy J. Gossard

Cindy J. Gossard, Clerk Treasurer

PREPARED BY: FAEGRE
BAKER DANIELS, LLP
REGINA SHARROW
RICHARD HILL

APPENDIX A

UNITED STATES OF AMERICA
STATE OF INDIANA, COUNTY OF HAMILTON

CITY OF WESTFIELD, INDIANA,
WATERWORKS REVENUE TAXABLE BONDS OF 20__

No. __R-__ $_____

Interest Rate	Maturity Date	Original Date	Authentication Date	CUSIP
_____%	_____, 20__	_____, 20__	_____, 20__	_____

Registered Owner: _____

Principal Amount: _____ Dollars

The City of Westfield (the "City"), in Hamilton County, State of Indiana, for value received, hereby promises to pay to the Registered Owner specified above, or registered assigns, upon surrender hereof, solely out of the special revenue fund hereinafter referred to, the Principal Amount stated above, on the Maturity Date stated above (unless this bond be subject to and shall have been called for redemption prior to maturity as hereinafter provided), and to pay interest on said Principal Amount until the City's obligation with respect to the payment of said Principal Amount shall be discharged, at the Interest Rate per annum stated above from the interest payment date immediately preceding the Authentication Date of this bond, unless this bond is authenticated after the last day of the calendar month immediately preceding an interest payment date and on or before such interest payment date, in which case it shall bear interest from such interest payment date, or unless this bond is authenticated on or before _____, 20__, in which case the interest shall be paid from the Original Date stated above. Interest on this bond shall be payable semiannually on January 15 and July 15 of each year, commencing _____ 15, 20__, and shall be calculated on the basis of twelve (12) thirty (30)-day months for a three hundred sixty (360)-day year.

The principal of and premium, if any, on this bond are payable at the principal office of the _____, or of any successor registrar and paying agent appointed by the City pursuant to the ordinance hereinafter mentioned (the "Registrar and Paying Agent "). All payments of interest hereon shall be paid by check or draft mailed or delivered by the Paying Agent to the Registered Owner hereof at the address as it appears on the registration books of the Registrar as of the last day of the calendar month immediately preceding the applicable interest payment date or at such other address as is furnished to the Registrar and Paying Agent in writing by such Registered Owner. Interest on, together with the principal of, this Bond will be paid directly to The Depository Trust Company, New York, New York ("DTC"), by wire transfer in same day funds by the Paying Agent so long as DTC or its nominee is the registered owner of the Bond. All payments on this bond shall be made in any coin or currency of the United States of America which, on the dates of such payments, shall be legal tender for the payment of public and private debts.

This bond and the other bonds of this issue, together with the interest payable hereon and thereon, are payable solely from and secured by an irrevocable pledge of and constitute a first charge upon all of the Net Revenues (herein defined as the gross revenues of the waterworks of the City remaining after the payment of the reasonable expenses of operation, repair and maintenance), derived from the waterworks of the City, including the existing works, the improvements and extensions acquired or constructed out of the proceeds of this bond and the issue of which it is a part, and all additions and improvements thereto subsequently acquired or constructed; and rank on parity with: the (i) "Waterworks Revenue Bonds of 1998," dated July 1, 1998 ("1998 Bonds"), originally issued in the amount of $2,400,000 and now outstanding in the amount of $1,025,000 and maturing annually over a period ending July 15, 2018; and (ii) "Waterworks Revenue Bonds, of 2002" dated May 22, 2002 ("2002 Bonds" and, together with the 1998 Bonds, the "Outstanding Bonds"), originally issued in the amount of $9,345,000 and now outstanding in the amount of $6,055,000 and maturing annually over a period ending July 15, 2023. The City shall not be obligated to pay the principal of or interest on this bond except from the special fund, entitled the "Waterworks Sinking Fund" (created by the Ordinance, as hereinafter defined), provided from the Net Revenues of such waterworks, and neither this bond nor any of the bonds of the issue of which this bond is a part shall constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State of Indiana.

This bond is one of an authorized issue of bonds of the City of like tenor and effect, except as to numbering, interest rate and date of maturity, in the aggregate principal amount of _____ Dollars ($_____) numbered from __R-1 upward, issued for the purpose of providing funds to pay the cost of certain improvements and extensions to the waterworks of the City (the "Waterworks"), and all expenses necessarily incurred in connection with the issuance of such bonds, as authorized by Ordinance No. _____, adopted by the Common Council of the City on the _____ day of _____, 2013, entitled "An Ordinance of the Common Council of the City of Westfield, Indiana, Authorizing the Issuance and Sale of Additional Revenue Bonds to Provide Funds for the Payment of the Costs Related to the Disposition of the City's Waterworks Utility, the Issuance and Sale of Bond Anticipation Notes in Anticipation of the Sale of the Bonds, and the Collection, Segregation and Distribution of the Revenues of Such Waterworks and Other Related Matters" (the "Ordinance"), and in strict compliance with the provisions of Indiana Code, Title 8, Article 1.5, and the laws amendatory thereof and supplemental thereto (the "Act").

Reference is hereby made to the Ordinance for a description of the nature and extent of the rights, duties and obligations of the owner of the bonds and the City and the terms on which this bond is issued, and to all the provisions of the Ordinance to which the owner hereof by the acceptance of this bond assents.

The City reserves the right pursuant to the terms and conditions of the Ordinance to authorize and issue additional bonds hereafter payable out of the Net Revenues of the Waterworks, ranking on a parity herewith or junior hereto for the purpose of financing future extensions and improvements to the Waterworks.

This bond is issuable only in fully registered form in the denomination of Five Thousand Dollars ($5,000) or any integral multiple thereof not exceeding the aggregate principal amount of the bonds of this issue maturing in any one year.

Pursuant to the provisions of the Act and the Ordinance, the principal of and interest on this bond and all other bonds of this issue, together with any bonds hereafter issued on a parity herewith and therewith, are secured by and are payable solely from the Waterworks Sinking Fund created by the Ordinance, to be provided from the Net Revenues derived from the Waterworks, including the existing works, the improvements and extensions acquired or constructed out of the proceeds of this bond and the

issue of which it is a part, and all additions and improvements thereto and replacements thereof subsequently constructed and acquired. This Bond shall rank on a parity with the Prior Obligations and the other Bonds issued pursuant to the Ordinance as provided therein. This Bond does not and shall not constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State of Indiana, and the City is not and shall not be obligated to pay this bond or the interest thereon except from such special fund provided from such Net Revenues.

The City irrevocably pledges the entire Net Revenues of the Waterworks, to the extent necessary for such purposes, to the prompt payment of the principal of and interest on the bonds of this issue authorized pursuant to the Ordinance, including this bond, and any bonds hereafter issued on a parity herewith and therewith. The City covenants that it will to the fullest extent permitted by law cause to be fixed, maintained and collected such rates and charges for services rendered by such works as are sufficient in each year for the payment of the proper and reasonable expenses of operation and maintenance of said works and for the payment of the sums required to be paid into said Sinking Fund under the provisions of said Act and said Ordinance. In the event the City, or the proper officers thereof, shall fail or refuse to so fix, maintain and collect such rates or charges, or if there be a default in the payment of the principal of or interest on this bond, the Registered Owner of this bond shall have all of the rights and remedies provided for under Indiana law.

The City further covenants that it will set aside and pay into its Waterworks Sinking Fund a sufficient amount of the Net Revenues of the Waterworks to meet (a) the interest on all bonds payable from the revenues of the Waterworks, as such interest shall fall due, (b) the necessary fiscal agency charges for paying all bonds and interest, (c) the principal of all bonds payable from the revenues of the Waterworks, and (d) an additional amount as a margin of safety to create the reserve required by the Ordinance.

The bonds of this issue maturing on or after _____, 20__, are subject to redemption prior to maturity, at the option of the City, in whole or in part (and if in part, only in authorized denominations and in order of maturity determined by the City and by lot within any such maturity or maturities in such manner as may be designated by the Registrar), on any date on or after _____, 20__, at a redemption price equal to one hundred percent (100%) of the principal amount of the bonds to be redeemed, plus accrued and unpaid interest on the bonds so redeemed to the redemption date, and without premium.

Notice of any such redemption shall be sent by registered or certified mail to the Registered Owner of this bond at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption, unless such notice is waived by the Registered Owner. The notice shall specify the redemption price, the date and place of redemption, and the registration numbers (and in case of partial redemption, the respective principal amounts) of the bonds called for redemption. Interest on bonds so called for redemption shall cease to accrue on the redemption date fixed in such notice, so long as sufficient funds are available at the place of redemption to pay the redemption price on the redemption date or when presented for payment.

Prior to the date fixed for redemption, funds shall be deposited with the Paying Agent to pay, and the Paying Agent is hereby authorized and directed to apply such funds to the payment of the bonds or portions thereof called, together with accrued interest thereon to the redemption date and any required premium. No payment shall be made by the Paying Agent upon any bond or portion thereof called for redemption until such bond shall have been delivered for payment or cancellation or the Registrar shall have received the items required by the Ordinance with respect to any mutilated, lost, stolen or destroyed bond.

If this bond or a portion hereof shall have become due and payable in accordance with its terms or this bond or a portion hereof shall have been duly called for redemption or irrevocable instructions to call this bond or a portion hereof for redemption shall be given and the whole amount of the principal and the premium, if any, and interest, so due and payable upon this bond or such portion hereof shall be paid, or (i) sufficient moneys, or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, or (iii) time certificates of deposit of a bank or banks, fully secured as to both principal and interest by obligations of the kind described in clause (ii) above, the principal of and interest on which when due will provide sufficient moneys for such purpose, shall be held in trust for such purpose, and provision shall also be made for paying all fees and expenses for the redemption, then and in that case this bond or such portion hereof shall no longer be deemed outstanding, entitled to the pledge of the Net Revenues of the Waterworks or an obligation of the City.

If this bond shall not be presented for payment or redemption on the date fixed therefor, the City may deposit in trust with the Paying Agent an amount sufficient to pay such bond or the redemption price, as appropriate, and thereafter the Registered Owner shall look only to the funds so deposited in trust with the Paying Agent for payment, and the City shall have no further obligation or liability with respect thereto.

Subject to the provisions of the Ordinance regarding the registration of such bonds, this bond and all other bonds of the issue of which this bond is a part are fully negotiable instruments under the laws of the State of Indiana. This bond is transferable or exchangeable only on the books of the City maintained for such purpose at the principal office of the Registrar, by the Registered Owner hereof in person, or by his attorney duly authorized in writing, upon surrender of this bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the Registered Owner or his attorney duly authorized in writing, and thereupon a new fully registered bond or bonds in the same aggregate principal amount and of the same maturity shall be executed and delivered in the name of the transferee or transferees or the Registered Owner, as the case may be, in exchange therefor. This bond may be transferred or exchanged without cost to the Registered Owner or his attorney duly authorized in writing, except for any tax or other governmental charge which may be required to be paid with respect to such transfer or exchange. The Registrar shall not be obligated to make any exchange or transfer of this bond (i) during the fifteen (15) days immediately preceding an interest payment date on this bond, (ii) during the fifteen (15) days immediately preceding the mailing of a notice calling this bond for redemption, or (iii) after the mailing of any notice calling this bond for redemption. The City, the Registrar and any Paying Agent for this bond may treat and consider the person in whose name this bond is registered as the absolute owner hereof for all purposes including for the purpose of receiving payment of, or on account of, the principal hereof and the redemption premium, if any, and interest due hereon.

In the event this bond is mutilated, lost, stolen or destroyed, the City may cause to be executed and the Registrar may authenticate a new bond of like date, maturity and denomination as this bond, which new bond shall be marked in a manner to distinguish it from this bond; provided, that in the case of this bond being mutilated, this bond shall first be surrendered to the Registrar, and in the case of this bond being lost, stolen or destroyed, there shall first be furnished to the Registrar evidence of such loss, theft or destruction satisfactory to the City and to the Registrar, together with indemnity satisfactory to them. In the event that this bond, being mutilated, lost, stolen or destroyed, shall have matured or been called for redemption, instead of causing to be issued a duplicate bond the Registrar may pay this bond upon surrender of this mutilated bond or upon satisfactory indemnity and proof of loss, theft or destruction in the event this bond is lost, stolen or destroyed. In such event, the City and the Registrar may charge the owner of this bond with their reasonable fees and expenses in connection with the above. Every substitute bond issued by reason of this bond being lost, stolen or destroyed shall, with respect to this bond, constitute a substitute contractual obligation of the City, whether or not this bond, being lost, stolen

or destroyed, shall be found at any time, and shall be entitled to all the benefits of the Ordinance, equally and proportionately with any and all other bonds duly issued thereunder.

In the manner provided in the Ordinance, the Ordinance and the rights and obligations of the City and the owners of the bonds of this issue authorized thereunder, including this bond, may (with certain exceptions as stated in the Ordinance) be modified or amended with the consent of the owners of at least a majority of the aggregate principal amount of such bonds exclusive of any such bonds which may be owned by the City.

The Registered Owner of this bond, by the acceptance hereof, hereby agrees to all the terms and provisions contained in the Ordinance.

The City, the Registrar and the Paying Agent may deem and treat the Registered Owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and the interest due hereon and for all other purposes, and none of the City, the Registrar or the Paying Agent shall be affected by any notice to the contrary.

This bond shall not be valid or become obligatory for any purpose or entitled to any security or benefit under the Ordinance herein described unless and until the certificate of authentication hereon shall have been executed by a duly authorized representative of the Registrar.

The City hereby certifies, recites and declares that all acts, conditions and things required to be done precedent to and in the preparation, execution, issuance and delivery of this bond have been done and performed in regular and due form as required by law.

* * * * *

IN WITNESS WHEREOF, the City of Westfield, in Hamilton County, State of Indiana, has caused this bond to be executed in its corporate name and on its behalf by the manual or facsimile signature of its Mayor and its corporate seal to be hereunto affixed or impressed by any means and attested by the manual or facsimile signature of its Clerk-Treasurer.

CITY OF WESTFIELD, INDIANA

By: _____
Mayor

(Seal of the City)

ATTEST:

_____
Clerk Treasurer

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This bond is one of the City of Westfield, Indiana, Taxable Waterworks Revenue Bonds of 20__, issued and delivered pursuant to the provisions of the within-mentioned Ordinance.

_____,
as Registrar

By:_____
Authorized Representative

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

_____
(insert name and address)

the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to transfer the within bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____

_____
NOTICE: The signature to this assignment must correspond with the name as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guarantee:

_____
NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution participating in a Security Transfer Association recognized signature guarantee program.