

ORDINANCE NO. 26-12

An Ordinance concerning the construction of additions and improvements to the sewage works of the City of West Lafayette, the issuance of revenue bonds in one or more series to provide the cost thereof, the collection, segregation and distribution of the revenues of said works, the safeguarding of the interests of the owners of said revenue bonds, other matters connected therewith, including the issuance of notes in anticipation of bonds, and repealing ordinances inconsistent herewith

WHEREAS, the City of West Lafayette (the "City") has heretofore established, constructed and financed its sewage works, and now owns and operates said sewage works pursuant to IC 36-9-23, as in effect on the issue date of the bonds authorized herein (the "Act") and other applicable laws; and

WHEREAS, the Common Council finds that certain improvements and extensions to said works are necessary; that plans, specifications and estimates have been or will be prepared and filed by the engineers employed by the City for the construction of said improvements and extensions (as more fully set forth in summary fashion in Exhibit A attached hereto and made a part hereof) ("Project"), which plans and specifications have been or will be submitted to all governmental authorities having jurisdiction and have been or will be approved by the aforesaid governmental authorities and are incorporated herein by reference and are open for inspection at the office of the Clerk-Treasurer as required by law; and

WHEREAS, bids for the Project shall be advertised for and received; said bids will be subject to the City's determination to construct the Project and subject to the City obtaining funds to pay for the Project; that on the basis of engineer's estimates, the cost of the Project, as defined in IC 36-9-1-8 and IC 36-9-23-11, including estimated incidental expenses, is in the estimated amount of Four Million Four Hundred Thousand Dollars (\$4,400,000); and

WHEREAS, the Common Council finds that because of the need to construct the Project and future improvements to the sewage works that it is necessary to finance the entire costs of the Project by the issuance of sewage works revenue bonds in one or more series in an aggregate amount not to exceed Four Million Four Hundred Thousand Dollars (\$4,400,000) and, if necessary, bond anticipation notes (the "BANs"); and

WHEREAS, the Common Council finds that there are outstanding bonds payable out of the Net Revenues (as hereinafter defined) of the City's sewage works designated "Sewage Works Revenue Bonds of 1994," dated April 15, 1994 (the "1994 Bonds"), now outstanding in the amount of \$4,985,000 and maturing annually over a period ending July 1, 2016, which 1994 Bonds constitute a first charge upon the Net Revenues of the sewage works; and

WHEREAS, the Common Council finds that there are outstanding bonds payable out of the Net Revenues of the City's sewage works designated "Sewage Works Revenue Bonds of 1998," dated December 29, 1998 (the "1998 Bonds"), now outstanding in the amount of \$4,305,000 and maturing annually over a period ending July 1, 2020, which 1998 Bonds constitute a first charge upon the Net Revenues of the sewage works, on a parity with the 1994 Bonds; and

WHEREAS, the Common Council find that there are outstanding bonds payable out of the Net Revenues of the City's sewage works designated "Sewage Works Revenue Bonds of 2001," dated April 2, 2001 (the "2001 Bonds"), now outstanding in the amount of \$4,000,000 and maturing annually over a period ending July 1, 2022, which 2001 Bonds constitute a first charge upon the Net Revenues of the sewage works, on a parity with the 1994 Bonds and the 1998 Bonds; and

WHEREAS, the Common Council find that there are outstanding bonds payable out of the Net Revenues of the City's sewage works designated "Sewage Works Revenue Bonds of 2004 Series A," dated December 29, 2004 (the "2004 Bonds"), now outstanding in the amount of \$12,350,000 and maturing annually over a period ending July 1, 2026, which 2004 Bonds constitute a first charge upon the Net Revenues of the sewage works, on a parity with the 1994 Bonds, the 1998 Bonds and the 2001 Bonds; and

WHEREAS, the Common Council find that there are outstanding bonds payable out of the Net Revenues of the City's sewage works designated "Sewage Works Revenue Bonds of 2006 Series B," dated June 30, 2006 (the "2006 Bonds"), now outstanding in the amount of \$8,300,000 and maturing annually over a period ending July 1, 2028, which 2006 Bonds constitute a first charge upon the Net Revenues of the sewage works, on a parity with the 1994 Bonds, the 1998 Bonds, the 2001 Bonds and the 2004 Bonds; and

WHEREAS, the ordinances authorizing the issuance of the 1994 Bonds, the 1998 Bonds, the 2001 Bonds, the 2004 Bonds and the 2006 Bonds (collectively, the "Outstanding Bonds") permit the issuance of additional revenue bonds ranking on a parity with said Outstanding Bonds provided certain conditions can be met, and the City finds that the finances of said sewage works will enable the City to meet the conditions for the issuance of additional parity bonds and that, accordingly, the revenue bonds authorized herein shall rank on a parity with said Outstanding Bonds; and

WHEREAS, the revenue bonds to be issued pursuant to this ordinance will constitute a first charge against the Net Revenues of the sewage works on a parity with the Outstanding Bonds and are to be issued subject to the provisions of the laws of the Act, and the terms and restrictions of this ordinance; and

WHEREAS, the City desires to authorize the issuance of BANs hereunder, if necessary, payable solely from the proceeds of sewage works revenue bonds issued hereunder and to authorize the refunding of the BANs, if issued; and

WHEREAS, the Common Council consequently seeks to authorize the issuance of revenue bonds, in one (1) or more series, and BANs, if necessary, to finance the acquisition, construction, installation and equipping of the Project pursuant to the Act and IC 5-1-14-5, as applicable, and the sale of such revenue bonds to the Indiana Finance Authority (the "Authority") as part of its wastewater loan program established and existing pursuant to IC 4-4-11 and IC 13-18-13 ("SRF Program"), or at a public sale pursuant to the provisions of the Act and IC 5-1-11, and the sale of any such BANs pursuant to the provisions of the Act and IC 5-1-14-5, subject to and dependent upon the terms and conditions hereinafter set forth; and

WHEREAS, if the revenue bonds, in one (1) or more series, or the BANs are sold to the Authority as part of its SRF Program, the City expects to enter into a Financial Assistance Agreement, substantially similar in character to the one (1) attached hereto as Exhibit B, between the City and the Authority, pertaining to the Project and the financing thereof (the "Financial Assistance Agreement");

WHEREAS, the City may accept other forms of financial assistance, as and if available, from the SRF Program; and

WHEREAS, the Common Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of the revenue bonds and BANs have been complied with in accordance with the provisions of the Act; now, therefore,

BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF WEST LAFAYETTE, INDIANA, THAT:

Sec. 1. Authorization of Project. The City proceed with the construction of the Project in accordance with the plans and specifications heretofore prepared or to be prepared and filed by the consulting engineers employed by the City, which plans and specifications are now on file or will be subsequently placed on file in the office of the Clerk-Treasurer of the City, and are hereby adopted and approved, and by reference made a part of this ordinance as fully as if the same were attached hereto and incorporated herein. Two copies of the additional final plans and specifications and the cost estimates will be placed on file in the office of the Clerk-Treasurer of the City and be open for public inspection pursuant to IC 36-1-5-4. The cost of the Project shall not exceed the sum of \$4,400,000, plus investment earnings on the BAN and bond proceeds, without further authorization from the Common Council. The terms "sewage works," "sewage works system," "works," "system," and words of like import where used in this ordinance shall be construed to mean the Treatment Works, as defined in the Financial Assistance Agreement and includes the existing sewage works system and all real estate and equipment used in connection therewith and appurtenances thereto, and all extensions, additions and improvements thereto and replacements thereof now or at any time hereafter constructed or acquired in accordance with the Act. The Project shall be constructed in accordance with the plans and specifications heretofore mentioned, which Project is hereby approved. The Project shall be constructed and the BANs and bonds herein authorized shall be issued pursuant to and in accordance with the Act.

Sec. 2. Issuance of BANs and Bonds. (a) The City shall issue, if necessary, its BANs for the purpose of procuring interim financing to apply on the cost of the Project and to pay costs

of issuance. The City may issue its BANs in an aggregate amount not to exceed Four Million Four Hundred Thousand Dollars (\$4,400,000) to be designated "Sewage Works Bond Anticipation Notes." The BANs shall be sold at not less than 99% of their par value, shall be numbered consecutively from 1 upward, shall be in denominations of One Dollar (\$1) if sold to the Authority as part of the SRF Program and in denominations of One Thousand Dollars (\$1,000) or integral multiples thereof if sold to another purchaser, as set forth in the purchase agreement for the BANs, shall be dated as of the date of delivery thereof, and shall bear interest at a rate not to exceed 4% per annum (the exact rate or rates to be determined through negotiation) payable either upon maturity or redemption. The BANs will mature no later than five (5) years after their date of delivery. The BANs are subject to renewal or extension at an interest rate or rates not to exceed 4% per annum (the exact rate or rates to be negotiated) without further action by this Common Council. 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 registered in the name of the purchasers thereof.

The BANs shall be issued pursuant to IC 4-4-11 and IC 13-18-13 if sold to the Authority or pursuant to IC 5-1-14-5 if sold to a financial institution or any other purchaser. The City shall pledge to the payment of the principal of and interest on the BANs the proceeds from the issuance of revenue bonds pursuant to and in the manner prescribed by the Act. The revenue bonds will be payable solely out of and constitute a first charge against the Net Revenues (herein defined as gross revenues after deduction only for the payment of the reasonable expenses of operation, repair and maintenance) of the sewage works of the City, on a parity with the payment of the Outstanding Bonds.

(b) The City shall issue its sewage works revenue bonds in one or more series, in the aggregate amount not to exceed Four Million Four Hundred Thousand Dollars (\$4,400,000), to be designated "Sewage Works Revenue Bonds of 201_, Series ____" (the "Bonds"), to be completed with the year in which the Bonds are issued and appropriate (if any) series designation, for the purpose of procuring funds to apply on the costs of the Project, refunding the BANs, if issued, funding capitalized interest, a reserve account and issuance costs. The Bonds shall be issued and sold at a price not less than par value if sold to the Authority as part of its SRF Program or not less than 98% of par value thereof if sold to another purchaser. The Bonds shall be issued in fully registered form in denominations of One Dollar (\$1) or integral multiples thereof if sold to the Authority as part of its SRF Program, or in denominations of One Thousand Dollars (\$1,000) or integral multiples thereof if sold to another purchaser, numbered consecutively from 1 upward, originally dated as of the first day of the month in which they are sold, or the date of delivery if sold to the Authority as part of its SRF Program, and shall bear interest at a rate or rates not exceeding 5% per annum (the exact rate or rates to be determined by bidding or through negotiation). Interest on the Bonds is payable semiannually on January 1 and July 1 in each year, commencing either on the January 1 or July 1 next following the date of issuance as determined by the Clerk-Treasurer with the advice of the City's financial advisor.

Principal shall be payable in lawful money of the United States of America, at the principal office of the Paying Agent (as hereinafter defined) and such Bonds shall mature annually on July 1 or be subject to mandatory sinking fund redemption on July 1 over a period ending no later than twenty (20) years after the substantial completion of the Project (as determined under the Financial Assistance Agreement), and in such amounts that will allow the City to meet the coverage and/or amortization requirements of the SRF Program. Such debt

service schedule shall be finalized and set forth in the Financial Assistance Agreement. The final principal amortization schedule for the Bonds shall be certified by the Clerk-Treasurer, based on the advice of the Financial Advisor to effectuate annual debt service as level as practicable when considering required minimum denominations and either based solely on the Bonds or the combined debt service of the Bonds and the Prior Bonds (or for any Bonds sold to the Authority as part of the SRF Program, in such amount as may meet the requirements of the SRF Program as provided by the maturities set forth in the Financial Assistance Agreement), and to be set forth in the Clerk-Treasurer's Certificate prior to the sale of the Bonds.

Interest on the Bonds and BANs shall be calculated according to a 360-day calendar year containing twelve 30-day months.

(c) The Clerk-Treasurer is authorized to select and appoint a qualified financial institution to serve as Registrar and Paying Agent for the Bonds and the BANs, which Registrar is hereby charged with the responsibility of authenticating the Bonds ("Registrar" or "Paying Agent"). The Clerk-Treasurer is hereby authorized to enter into such agreements or understandings with such institution as will enable the institution to perform the services required of a Registrar and Paying Agent. The Clerk-Treasurer is authorized to pay such fees as the institution may charge for the services it provides as Registrar and Paying Agent, and such fees may be paid from the Sewage Works Sinking Fund established to pay the principal of and interest on the Bonds and fiscal agency charges.

(d) As to the BANS and as to the Bonds, if sold to the Authority as part of its SRF Program or any other purchaser that does not object to such designation, the Clerk-Treasurer may serve as Registrar and Paying Agent and, in that case, is hereby charged with the duties of a Registrar and Paying Agent.

(e) If the Bonds or BANs are sold to the Authority as part of its SRF program, the principal of and interest thereon shall be paid by wire transfer to such financial institution if and as directed by the Authority on the due date of such payment or, if such due date is a day when financial institutions are not open for business, on the business day immediately after such due date. So long as the Authority as part of its SRF Program is the owner of the Bonds or BANs, such Bonds or BANs shall be presented for payment as directed by the Authority.

If the Bonds are not sold to the Authority as part of its SRF Program, or wire transfer payment is not required, the principal of the Bonds and the principal and interest on the BANs shall be payable at the principal corporate trust office of the Paying Agent. All payments of interest on the Bonds shall be paid by check mailed one business day prior to the interest payment date to the registered owners thereof, as of the fifteenth day of the month preceding each interest payment date ("Record Date"), at the addresses as they appear on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by such registered owner on or before such Record Date. If payment of principal or interest is made to a depository, payment shall be made by wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall be instructed to wire transfer payments by 1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time).

All payments on the BANs and Bonds shall be made in any coin or currency of the United States of America, which on the date of such payment, shall be legal tender for the payment of public and private debts.

(f) Each Bond shall be transferable or exchangeable only upon the books of the City kept for that purpose at the principal office of the Registrar, by the registered owner thereof in person, or by its 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 its 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. The costs of such transfer or exchange shall be borne by the City. The City and the Registrar and Paying Agent for the Bonds may treat and consider the person in whose name such Bonds are registered as the absolute owner thereof for all purposes including for the purpose of receiving payment of, or on account of, the principal thereof and interest due thereon.

(g) The Registrar and Paying Agent may at any time resign as Registrar and Paying Agent upon giving 30 days' notice in writing to the City and by first class mail to each registered owners of the Bonds then outstanding, and such resignation will take effect at the end of such 30 day period or upon the earlier appointment or 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 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 the Bonds then outstanding by first class mail of the removal of the Registrar and Paying Agent. Notices to the 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.

Upon the appointment of any successor registrar and paying agent of the City, the Clerk-Treasurer is authorized and directed to enter into such agreements and understandings with such successor registrar and paying agent as will enable the institution to perform the services required of a registrar and paying agent for the Bonds. The Clerk-Treasurer is further authorized to pay such fees as the successor registrar and paying agent may charge for the services it provides as registrar and paying agent and such fees may be paid from the Sewage Works Sinking Fund continued in Section 14 hereof. Any predecessor registrar and paying agent shall deliver all of the Bonds and any cash or investments in its possession with respect thereto, together with the registration books, to the successor registrar and paying agent.

(h) Interest on Bonds sold to the Authority as part of its SRF Program shall be payable from the date or dates of payments made by the Authority as part of its purchase of the Bonds pursuant to the Financial Assistance Agreement. Interest on all other Bonds which are authenticated on or before the Record Date which precedes the first interest payment date shall be payable from their original date. Interest on Bonds authenticated subsequent to the Record Date which precedes the first interest payment date thereon shall be payable from the interest payment date to which interest has been paid as of the date on which such Bonds are authenticated, unless a Bond is authenticated between the Record Date and the interest payment date in which case the interest shall be payable from such interest payment date.

Sec. 3. Redemption of BANs and Bonds. (a) Effective 90 days after their date of issuance, the BANs may be prepayable by the City, in whole or in part, on any date, upon 20 days' notice to the owner of the BANs, without any premium.

(b) The Bonds are redeemable at the option of the City, but no sooner than ten years after their date of delivery, or any date thereafter, on sixty (60) days' notice, if sold to the

Authority as part of its SRF Program, and on thirty (30) days' notice if sold to another purchaser, in whole or in part, in inverse order of maturity if sold to the Authority as part of its SRF Program, or in the order of maturity as determined by the City if sold to any other purchaser, and by lot within a maturity, at face value together with a premium no greater than 2%, plus accrued interest to the date fixed for redemption. The exact redemption dates and premiums shall be established by the Clerk-Treasurer, with the advice of the City's financial advisor, prior to the sale of the Bonds.

If any Bond is issued as a term bond, the Paying Agent shall credit against the mandatory sinking fund requirement for the Bonds maturing as term bonds, and corresponding mandatory redemption obligation, in the order determined by the City, any Bonds maturing as term bonds which have previously been redeemed (otherwise than as a result of a previous mandatory redemption requirement) or delivered to the Registrar for cancellation or purchased for cancellation by the Paying Agent and not theretofore applied as a credit against any redemption obligation. Each Bond maturing as a term bond so delivered or canceled shall be credited by the Paying Agent at 100% of the principal amount thereof against the mandatory sinking fund obligation on such mandatory sinking fund date, and any excess of such amount shall be credited on future redemption obligations, and the principal amount of the Bonds to be redeemed by operation of the mandatory sinking fund requirement shall be accordingly reduced; provided, however, the Paying Agent shall credit only such Bonds maturing as term bonds to the extent received on or before forty-five (45) days preceding the applicable mandatory redemption date.

Each authorized denomination amount of Bonds shall be considered a separate bond for purposes of optional and mandatory redemption. If less than an entire maturity is called for redemption at one time, the Bonds to be redeemed shall be selected by lot within a maturity by

the Registrar. If some 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.

(c) Notice of redemption shall be given not less than sixty (60) days, if the Bonds are sold to the Authority as part of its SRF Program, and thirty (30) days if the Bonds are sold to another purchaser, prior to the date fixed for redemption unless such redemption notice is waived by the owner of the Bond or Bonds redeemed. Such notice shall be mailed to the address of the registered owner as shown on the registration record of the City as of the date which is sixty-five (65) days if the Bonds are sold to the Authority as part of its SRF Program, and forty-five (45) days if the Bonds are sold to another purchaser, prior to such redemption date. The notice shall specify the date and place of redemption and sufficient identification of the Bonds called for redemption. The place of redemption may be determined by the City. Interest on the Bonds so called for redemption shall cease 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 date so named.

Sec. 4. Execution of Bonds and BANs; Pledge of Net Revenues to Bonds. The BANs and Bonds shall be signed in the name of the City by the manual or facsimile signature of the Mayor and attested by the manual or facsimile signature of its Clerk-Treasurer, who shall affix the seal of the City to each of the Bonds and BANs manually or shall have the seal imprinted or impressed thereon by facsimile. These officials, by the signing of a Signature and No Litigation Certificate, shall adopt as and for their own proper signatures their facsimile signatures appearing on the Bonds and BANs. The Bonds must be authenticated by an authorized officer of the Registrar.

semi-annually on the first day of January and July of each year, beginning _____ 1, 20___. Interest shall be calculated according to a three hundred sixty (360)-day calendar year containing twelve (12) thirty (30)-day months.

The principal sum of this bond is payable at the principal office of The Bank of New York Mellon Trust Company, N.A., (the "Registrar" or "Paying Agent"), in Indianapolis, Indiana. All payments of interest on this bond shall be paid by check or draft mailed or delivered one (1) business day prior to the interest payment date to the Registered Owner hereof at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the Registered Owner. Notwithstanding the foregoing to the contrary, if payment of this Bond is made to the Indiana Finance Authority under the terms of the Financial Assistance Agreement, all payments of principal and interest hereon shall be made by wire transfer for deposit to a financial institution as directed by the Indiana Finance Authority as of the due date or, if such due date is a day when financial institutions are not open for business, on the business day immediately after such due date to the registered owner hereof at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the registered owner. All payments on the bond shall be made in coin or currency of the United States of America, which on the dates of such payment shall be legal tender for the payment of public and private debts.]

[As follows if not sold pursuant to a Financial Assistance Agreement:

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Original Date</u>	<u>Authentication Date</u>	<u>CUSIP</u>
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Registered Owner:

Principal Sum:

The City of West Lafayette, Indiana, in Tippecanoe County, State of Indiana (the "City"), for value received, hereby promises to pay to the Registered Owner set forth above (or registered assigns), solely out of the special fund hereinafter referred to, the Principal Sum set forth above on the Maturity Date set forth above (unless this bond be subject to and be called for redemption prior to maturity as hereinafter provided), and to pay interest thereon from the date hereof until the Principal Sum is paid at the rate per annum specified above from the interest payment date to which interest has been paid next preceding the Authentication Date of this bond unless this bond is authenticated after the fifteenth day of the month next 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 _____ 15, 20__, in which case it shall bear interest from the Original Date, which interest is payable semi-annually on the first day of January and July of each year, beginning _____ 1, 20___. Interest shall be calculated according to a three hundred sixty (360)-day calendar year containing twelve (12) thirty (30)-day months.

The principal sum of this bond is payable at the principal office of _____ (the "Registrar" or "Paying Agent"), in _____, _____. All payments of interest on this bond shall be paid by check or draft mailed or delivered one business day prior to the interest payment date to the Registered Owner hereof at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the Registered Owner. All payments on the bond shall be made in coin or currency of the United States of America, which on the dates of such payment shall be legal tender for the payment of public and private debts.]

THIS BOND 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 SHALL NOT BE OBLIGATED TO PAY THIS BOND OR THE INTEREST THEREON EXCEPT FROM THE SPECIAL FUND PROVIDED FROM THE NET REVENUES DESCRIBED HEREIN.

This bond is one (1) of an authorized issue of bonds of the City, of like date, tenor and effect, except as to numbering, interest rates and dates of maturity, in the total amount of \$_____, numbered from R-1 up, issued for the purpose of providing funds to be pay the costs of improving the City's municipal sewage works utility, and to pay incident expenses[, including] [a premium for a municipal bond insurance policy][, funding a debt service reserve] [and] [a debt service reserve surety premium], as authorized by an ordinance adopted by the governing body of the City on the ____ day of _____, 2012, entitled "An Ordinance concerning the construction of additions and improvements to the sewage works of the City of West Lafayette, the issuance of revenue bonds in one or more series to provide the costs thereof, the collection, segregation and distribution of said works, the safeguarding of the interests of the owners of said revenue bonds, other matters connected therewith, including the issuance of notes in anticipation of bonds, and repealing ordinances inconsistent herewith" (the "Ordinance"), and in strict compliance with the provisions of Indiana Code 5-1, Indiana Code 36-9-23 and other applicable laws relating to the issuance of revenue bonds, as amended (collectively, the "Act").

Pursuant to the provisions of the Act and the Ordinance, the principal and interest on this bond and all other bonds of the issue and any bonds hereafter issued on a parity basis therewith, are payable solely from the Sinking Fund (continued by the Ordinance) to be provided from the Net Revenues (hereinafter defined as the gross revenues remaining after the payment of the reasonable expenses of operation, repair and maintenance) of the utility, including the utility financed by the use of the proceeds of this bond and all additions and improvements thereto and replacements thereof subsequently constructed or acquired.

[As follows if sold pursuant to a Financial Assistance Agreement:

Reference is hereby made to the Financial Assistance Agreement (the "Financial Assistance Agreement") between the City and the Indiana Finance Authority as to certain terms and covenants pertaining to the sewage works project and this Bond.

The City irrevocably pledges the entire Net Revenues of the utility to the prompt payment of the principal of and interest on the bonds authorized by the

Ordinance, of which this is one (1), and any bonds ranking on a parity basis therewith (including the Prior Bonds as described in the Ordinance), and covenants that it will cause to be fixed, maintained and collected such rates and charges for services rendered by the sewage works as are sufficient in each year for the payment of proper and reasonable expenses of Operation and Maintenance (as defined in the Financial Assistance Agreement) of the sewage works and for the payment of the sums required to be paid into the Sinking Fund under the provisions of the Act and the Ordinance. In the event the City or the proper officers or officials thereof shall fail or refuse to so fix, maintain or collect such rates or charges, or if there be a default in payment of the interest on or principal of this bond, the owner of this bond shall have all of the rights and remedies provided for in the Act, including the right to have a receiver appointed to administer the sewage works and to charge and collect rates sufficient to provide for the payment of this bond and the interest hereon.]

[As follows if not sold pursuant to a Financial Assistance Agreement:

The City irrevocably pledges the entire Net Revenues of the sewage works to the prompt payment of the principal of and interest on the bonds authorized by the Ordinance, of which this is one (1), and any bonds ranking on a parity basis therewith (including the Prior Bonds as described in the Ordinance), and covenants that it will cause to be fixed, maintained and collected such rates and charges for services rendered by the sewage works as are sufficient in each year for the payment of proper and reasonable expenses of operation, repair and maintenance of the sewage works and for the payment of the sums required to be paid into the Sinking Fund under the provisions of the Act and the Ordinance. In the event the City or the proper officers or officials thereof shall fail or refuse to so fix, maintain or collect such rates or charges, or if there be a default in payment of the interest on or principal of this bond, the owner of this bond shall have all of the rights and remedies provided for in the Act, including the right to have a receiver appointed to administer the sewage works and to charge and collect rates sufficient to provide for the payment of this bond and the interest hereon.]

The City further covenants that it will set aside and pay into its Sinking Fund a sufficient amount of the Net Revenues of the sewage works to meet (a) the interest on all bonds payable from the revenues of the sewage works (including, without limitation, the bonds authorized by the Ordinance and the Prior Bonds), 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 sewage works (including, without limitation the bonds authorized by the Ordinance), as such principal shall fall due, and (d) an additional amount as a margin of safety to create the reserve required by the Ordinance. Such required payments shall constitute a first charge upon all the Net Revenues of the utility, all as more particularly described in the Ordinance.

[As follows if sold pursuant to a Financial Assistance Agreement:

The bonds of this issue maturing on January 1, 20__, or thereafter, are redeemable at the option of the City on _____ 1, 20__, or any date thereafter, on not less than [sixty (60) days'] notice, in whole or in part, in inverse order of maturity and by lot within a maturity, at face value together with the following premiums (expressed in percentage of face value):

___% if redeemed on _____ 1, 20__ or thereafter before _____ 1, 20__;

___% if redeemed on _____ 1, 20__ or thereafter before _____ 1, 20__;

0% if redeemed on _____ 1, 20__ or thereafter;

plus in each case accrued interest to the date fixed for redemption.]

[As follows if not sold pursuant to a Financial Assistance Agreement:

The bonds of this issue maturing on January 1, 20__, or thereafter, are redeemable at the option of the City on _____, or any date thereafter, on not less than [thirty (30) days] notice, in whole or in part, in order of maturity as determined by the City and by lot within a maturity, at face value together with the following premiums (expressed in percentage of face value):

___% if redeemed on _____ or thereafter before _____;

___% if redeemed on _____ or thereafter before _____;

0% if redeemed on _____ or thereafter;

plus in each case accrued interest to the date fixed for redemption.]

[As follows if sold subject to mandatory sinking fund redemption:

The Bonds maturing on January 1, 20__ are subject to mandatory sinking fund redemption prior to maturity, at a redemption price equal to the principal amount thereof plus accrued interest, on the dates and in the amounts set forth below:

<u>Date</u>	<u>Amount</u>
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*Final Maturity

If some 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.]

Notice of such redemption shall be mailed to the address of the Registered Owner as shown on the registration record of the City not less than [thirty (30) days] prior to the date fixed for redemption unless such redemption notice is waived by the owners of the bond or bonds redeemed. The notice shall specify the date and place of redemption and sufficient identification of the bonds called for redemption. The place of redemption may be determined by the City. Interest on the bonds so called for redemption shall cease 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 date so named and when the bonds shall be presented for redemption.

If this bond shall not be presented for payment [or redemption] on the date fixed therefor, the City may deposit in trust with its depository bank an amount sufficient to pay such bond [or the redemption price, as the case may be,] and thereafter the registered owner shall look only to the funds so deposited in trust with the bank for payment and the City shall have no further obligation or liability in respect thereto.

This bond is subject to defeasance prior to redemption or payment as provided in the Ordinance and the owner of this bond, by the acceptance hereof, hereby agrees to all the terms and provisions contained in the Ordinance.

This bond is transferable or exchangeable only upon the books of the City kept for that purpose at the office of the Registrar, or its successor, by the Registered Owner hereof in person, or by such owner's 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 such owner's 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 to the registered owner, as the case may be, in exchange therefor. 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 interest due hereon.

[As follows if sold pursuant to a Financial Assistance Agreement:

The bonds maturing in any one (1) year are issuable only in fully registered form in the denomination of One Dollar (\$1.00) or any integral multiple thereof not exceeding the aggregate principal amount of the bonds maturing in such year.]

[As follows if not sold pursuant to a Financial Assistance Agreement:

The bonds maturing in any one (1) year are issuable only in fully registered form in the denomination of One Thousand Dollars (\$1,000) or any integral multiple thereof not exceeding the aggregate principal amount of the bonds maturing in such year.]

The City has designated this bond as a Qualified Tax-Exempt Obligation as defined in Section 265(b)(3)(B)(i) of the Internal Revenue Code of 1986, as in effect on the Original Date.

It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the preparation and complete execution, issuance and delivery of this bond have been done and performed in regular and due form as provided by law.

This bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been executed by an authorized representative of the Registrar.

IN WITNESS WHEREOF, the City has caused this bond to be executed in its corporate name by the manual or facsimile signature of the Mayor of the Common Council, its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by its Controller.

CITY OF WEST LAFAYETTE, INDIANA

By: _____
Mayor

Attest:

Clerk-Treasurer

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

It is hereby certified that this bond is one (1) of the bonds described in the within-mentioned Ordinance duly authenticated by the Registrar.

_____, as Registrar

By:

Authorized Representative

The following abbreviations, when used in the inscription of the face of the within Bond, shall be construed as though they were written out in full according to the applicable laws or regulations.

TEN COM. as tenants in common
TEN ENT. as tenants by the entireties
JT TEN. as joint tenants with right of survivorship and
not as tenants in common

UNIF TRANSFERS MIN ACT. ___ Custodian
(Cust) (Minor)

under Uniform Transfers to Minors Act

(State)

Additional abbreviations may also be used though not in the list above.

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto

_____.

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF TRANSFEREE

(Please Print or Typewrite
Name and Address of Transferee)

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

Dated:

Signature Guaranteed:

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

Registered Owner
(NOTE: The signature above must correspond with the name of the Registered Owner as it appears on the front of this bond in every particular without alteration or enlargement or any change whatsoever.)

[As follows if sold pursuant to a Financial Assistance Agreement:

EXHIBIT B

<u>Date*</u>	<u>Amount</u>	<u>Date*</u>	<u>Amount</u>
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* Pursuant to the Financial Assistance Agreement, the final maturity of this bond may occur prior to those set forth above in order that the final maturity of this bond not exceed twenty (20) years from Substantial Completion of Construction (as defined in the Financial Assistance Agreement).]

Sec. 6. Preparation and Sale of BANs and Bonds. The Clerk-Treasurer is hereby authorized and directed to have the BANs and Bonds prepared, and the Mayor and Clerk-Treasurer are hereby authorized and directed to execute the BANs and Bonds in the form and manner herein provided. The Clerk-Treasurer is hereby authorized and directed to deliver the BANs and Bonds to the respective purchasers thereof after sale made in accordance with the provisions of this ordinance, provided that at the time of said delivery the Clerk-Treasurer shall collect the full amount which the respective purchasers have agreed to pay therefor, which amount shall not be less than 99% of the par value of the BANs, not less than 100% of the par value of the Bonds if sold to the Authority as part of its SRF Program, and not less than 98% of the par value of the Bonds if sold to another purchaser, as the case may be. The City may receive payment for the Bonds and BANs in installments. The Bonds herein authorized, as and to the extent paid for and delivered to the purchaser, shall be the binding special revenue obligations of the City, payable out of the Net Revenues of the City's sewage works to be set aside into the Sinking Fund as herein provided. The proceeds derived from the sale of the Bonds shall be and are hereby set aside for application on the cost of the Project hereinbefore referred to, the refunding of the BANs, if issued, and the expenses necessarily incurred in connection with the BANs and Bonds. The proper officers of the City are hereby directed to draw all proper and necessary warrants, and to do whatever acts and things which may be necessary to carry out the provisions of this ordinance.

Sec. 7. Bond Sale. The Clerk-Treasurer may negotiate the sale of the Bonds to the Authority as part of its SRF program. The Mayor and the Clerk-Treasurer are hereby authorized to (i) submit an application to the SRF Program, (ii) execute a Financial Assistance Agreement with the Authority with terms conforming to this ordinance, and (iii) sell such Bonds upon such terms as are acceptable to the Mayor and the Clerk-Treasurer consistent with the terms of this ordinance. The Financial Assistance Agreement for the Bonds and the Project shall be executed by the City and the Authority if the Bonds are sold to the Authority as part of its SRF Program. The substantially final form of Financial Assistance Agreement attached hereto and incorporated herein by reference is hereby approved by the Common Council, and the Mayor and Clerk-Treasurer are hereby authorized to execute and deliver the same, and to approve any changes in form or substance to the Financial Assistance Agreement, which are consistent with the terms of this ordinance, such changes to be conclusively evidenced by its execution.

Notwithstanding anything contained herein, the City may accept any other forms of financial assistance, as and if available, from the SRF Program (including without limitation any forgivable loans, grants or other assistance whether available as an alternative to any Bond or BAN related provision otherwise provided for herein or as a supplement or addition thereto. If required by the SRF Program to be eligible for such financial assistance, one or more of the series of the Bonds issued hereunder may be issued on a basis such that the payment of the principal of or interest on (or both) such series of Bonds is junior

and subordinate to the payment of the principal of and interest on other series of Bonds issued hereunder (and/or any other revenue bonds secured by a pledge of Net Revenues, whether now outstanding or hereafter issued), all as provided by the terms of such series of Bonds as modified pursuant to this authorization. Such financial assistance, if any, shall be provided in the Financial Assistance Agreement and the Bonds of each series of Bonds issued hereunder (including any modification made pursuant to the authorization in this paragraph to the form of Bonds otherwise contained herein).

If the Bonds are not sold to the Authority as part of its SRF Program, the Bonds will be sold at a competitive sale, the Clerk-Treasurer shall cause to be published either (i) a notice of such sale in the Lafayette Journal & Courier two times, at least one week apart, the first publication made at least fifteen (15) days before the date of the sale and the second publication being made at least three (3) days before the date of the sale, or (ii) a notice of intent to sell in the Lafayette Journal & Courier, and the Court & Commercial Record, all in accordance with IC 5-1-11 and IC 5-3-1. The notice shall also be posted at the City Hall. A notice of sale may also be published one time in the Court & Commercial Record, and a notice or summary notice may also be published in The Bond Buyer in New York, New York. The notice shall state the character and amount of the Bonds, the maximum rate of interest thereon, 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 employed by the City shall deem advisable and any summary notice may contain any information deemed so advisable. The notice

may provide, among other things, that each bid shall be accompanied by a certified or cashier's check (or provide for submission of a surety bid bond in a form acceptable to the Clerk-Treasurer with the advice of the City's financial advisor) in an amount equal to 1% of the principal amount of the Bonds described in the notice and that in the event the successful bidder shall fail or refuse to accept delivery of the Bonds and pay for the same as soon as the Bonds are ready for delivery, or at the time fixed in the notice of sale, then said check and the proceeds thereof (or the above described surety bid bond) shall be the property of the City and shall be considered as its liquidated damages on account of such default; that bidders for said Bonds will be required to name the rate or rates of interest which the Bonds are to bear, not exceeding the maximum rate hereinbefore fixed, and that such interest rate or rates shall be in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%). The rate bid on a maturity shall be equal to or greater than the rate bid on the immediately preceding maturity. No conditional bid or bid for less than 98% of the face amount of the Bonds will be considered. The opinion of Bingham Greenebaum Doll LLP, bond counsel of Indianapolis, Indiana, approving the legality of said Bonds, will be furnished to the purchaser at the expense of the City.

The Bonds shall be awarded by the Clerk-Treasurer to the best bidder who has submitted his bid in accordance with the terms of this ordinance, IC 5-1-11 and the notice. 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 all of the Bonds to their maturities, adding thereto the discount bid, if any, and deducting

the premium bid, if any. The right to reject any and all bids shall be reserved. If an acceptable bid is not received on the date of sale, the sale may be continued from day to day thereafter without further advertisement for a period of thirty (30) days, during which time no bid which provides a higher net interest cost to the City than the best bid received at the time of the advertised sale will be considered.

Sec. 8. Use of Proceeds and Costs of Issuance. The accrued interest received at the time of the delivery of the Bonds and premium, if any, shall be deposited in the Sewage Works Sinking Fund (the "Sinking Fund"). The remaining proceeds from the sale of the Bonds, to the extent not used to refund any BANs or fund capitalized interest on the Bonds, and BAN proceeds shall be deposited in a bank or banks which are legally designated depositories for the funds of the City, in a special account or accounts to be designated as "City of West Lafayette, Sewage Works Construction Account" (the "Construction Account"). All funds deposited to the credit of said Sinking Fund or Construction Account shall be deposited, held, secured or invested in accordance with the laws of the State of Indiana relating to the depositing, holding, securing or investing of public funds, including particularly IC 5-13, and the acts amendatory thereof and supplemental thereto.

The funds in the Construction Account shall be expended only for the purpose of paying the cost of the Project, refunding any BANs, or as otherwise required by the Act or for the expenses of issuance of the Bonds or BANs. The cost of obtaining the legal services of Bingham Greenebaum Doll LLP, shall be

considered as a part of the cost of the Project on account of which the BANs and Bonds are issued. Any balance or balances remaining unexpended in such special account or accounts after completion of the Project, which are not required to meet unpaid obligations incurred in connection with such Project, shall either (1) be paid into the Sinking Fund and used solely for the purposes of said Sinking Fund or (2) be used for the same purpose or type of project for which the Bonds were originally issued, all in accordance with IC 5-1-13, IC 4-4-11 and IC 13-18-13, as amended and supplemented.

With respect to any Bonds sold to the Authority as part of its SRF Program, to the extent that (a) the total principal amount of the Bonds is not paid by the purchaser or drawn down by the City or (b) proceeds remain in the Construction Account and are not applied to the Project (or any modifications or additions thereto approved by the Authority), the City shall reduce the principal amount of the Bond maturities to effect such reduction in a manner that will still achieve as the annual debt service as described in Section 2 subject to and upon the terms sets forth in the Financial Assistance Agreement.

Sec. 9. Revenues. All income and revenues derived from the operation of the sewage works and from the collection of sewer rates and charges shall be deposited in the Revenue Fund, hereby continued, and segregated and deposited as set forth in this ordinance. Of these revenues, the proper and reasonable expenses of operation, repair and maintenance of the works shall be paid, the principal and interest of all bonds and fiscal agency charges of registrars or paying agents shall be paid, the hereinafter described Reserve Account shall be

funded, and the costs of replacements, extensions, additions and improvements shall be paid.

Sec. 10. Operation and Maintenance Fund. The Operation and Maintenance Fund is hereby continued. On the last day of each calendar month, revenues of the sewage works shall be transferred from the Revenue Fund to the Operation and Maintenance Fund so that the balance maintained in this Fund 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 this Fund shall be used for the payment of the reasonable and proper operation, repair and maintenance expenses of the sewage works on a day-to-day basis. Any monies in said Fund may be transferred to the Sewage Works Sinking Fund if necessary to prevent a default in the payment of principal or interest on the outstanding bonds of the sewage works.

Sec. 11. Sewage Works Sinking Fund. (a) There is hereby continued a sinking fund for the payment of the principal of and interest on revenue bonds which by their terms are payable from the Net Revenues of the sewage works, and the payment of any fiscal agency charges in connection with the payment of bonds and interest, which fund shall be designated the Sewage Works Sinking Fund (the "Sinking Fund"). There shall be set aside and deposited in the Sinking Fund, as available, and as provided below, a sufficient amount of the Net Revenues of the sewage works to meet the requirements of the Bond and Interest Account and of the Reserve Account hereby continued in the Sinking Fund. Such payments shall continue until the balance in the Bond and Interest Account and

the balance in the Reserve Account equals the principal of and interest on all of the then outstanding bonds of the sewage works to the final maturity thereof.

(b) Bond and Interest Account. There is hereby continued, within the Sinking Fund, the Bond and Interest Account. There shall be credited on the last day of each calendar month from the Revenue Fund to the Bond and Interest Account an amount of the Net Revenues equal to at least one-twelfth (1/12) of the principal of and at least one-sixth (1/6) of the interest on all then outstanding bonds payable on the then next succeeding principal and interest payment dates until the amount of interest and principal payable on the then next succeeding principal and interest payment date shall have been so credited. There shall similarly be credited to the account any amount necessary to pay the bank fiscal agency charges for paying principal and interest on outstanding 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.

(c) Reserve Account. There is hereby continued, within the Sinking Fund, the Reserve Account. On the date of delivery of the Bonds, the City may deposit funds on hand into the Reserve Account. The balance to be maintained in the Reserve Account shall equal but not exceed the least of (i) the maximum annual debt service on the Outstanding Bonds, the Bonds and any parity bonds issued in the future by the City which are payable from the Net Revenues of the

sewage works ("Parity Bonds"), (ii) 125% of average annual debt service on the Outstanding Bonds, the Bonds and any Parity Bonds or (iii) 10% of the proceeds of the Outstanding Bonds, the Bonds and any Parity Bonds (the "Reserve Requirement"); provided that if the Bonds are sold to the Authority as part of its SRF Program, the Reserve Requirement shall equal the maximum annual debt service on the Bonds, the Outstanding Bonds and any Parity Bonds. If the initial deposit into the Reserve Account does not cause the balance therein to equal the Reserve Requirement or if no deposit is made, an amount of Net Revenues shall be credited to the Reserve Account on the last day of each calendar month until the balance therein equals the Reserve Requirement. The monthly deposits shall be equal in amount and sufficient to accumulate the Reserve Requirement within five years of the date of delivery of the Bonds. The City may fund all or part of the Reserve Account with a debt service reserve surety bond. The surety bond must be issued by an insurance company rated in the highest rating category by Standard & Poor's Corporation and Moody's Investors Service. If the Bonds are sold to the Authority as part of its SRF Program, the City shall obtain the consent of the Authority for the use of a surety bond to fund all or a part of the Reserve Account.

The Reserve Account shall constitute the margin for safety and as protection against default in the payment of principal of and interest on the Outstanding Bonds, the Bonds and any Parity Bonds, and moneys in the Reserve Account shall be used to pay current principal and interest on the Outstanding Bonds, the Bonds and any Parity Bonds, to the extent that moneys in the Bond

and Interest Account are insufficient for that purpose. Any deficiency in the balance maintained in the Reserve Account shall be promptly made up from the next available Net Revenues remaining after credits into the Bond and Interest Account. Any moneys in the Reserve Account in excess of the Reserve Requirement shall either be transferred to the Sewage Works Improvement Fund or be used for the purchase of outstanding bonds or installments of principal of fully registered bonds.

(d) The Sinking Fund, containing the Bond and Interest Account and the Reserve Account, and the Construction Account, may be held by a financial institution acceptable to the Authority as part of its SRF Program, pursuant to terms acceptable to the Authority. If the Sinking Fund and the accounts therein are held in trust, the City shall transfer the monthly required amounts of Net Revenues to the Bond and Interest Account and the Reserve Account in accordance with this Section 14, and the financial institution holding such funds in trust shall be instructed to pay the required payments in accordance with the payment scheduled for the City's outstanding bonds. The Mayor and the Clerk-Treasurer are hereby authorized to execute and deliver an agreement with a financial institution to reflect this trust arrangement for the Sinking Fund and the Construction Account. The financial institution selected to serve in this role may also serve as the Registrar and the Paying Agent for any outstanding bonds of the City. If the Construction Account is so held in trust, the City shall deposit the proceeds of the Bonds therein until such proceeds are applied consistent with this ordinance and the Financial Assistance Agreement. The Mayor and the Clerk-

Treasurer are hereby authorized to execute and deliver an agreement with a financial institution to reflect this trust arrangement for all or a part of the Sinking Fund and the Construction Account in the form of trust agreement as approved by the Mayor and the Clerk-Treasurer, consistent with the terms and provisions of this ordinance.

Sec. 12. Sewage Works 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 a fund designated the "Sewage Works Improvement Fund," and said Fund shall be used for improvements, replacements, additions and extensions of the sewage works. Moneys in the Sewage Works 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 Reserve Account of the Sinking Fund or may be transferred to the Operation and Maintenance Fund to meet unforeseen contingencies in the operation, repair and maintenance of the sewage works.

Sec. 13. Maintenance of Accounts; Investments. The Sinking Fund shall be deposited in and maintained as a separate account or accounts from all other accounts of the City. The Operation and Maintenance Fund and the Sewage Works Improvement Fund may be maintained in a single account, or accounts, but such account, or accounts, shall likewise be maintained separate and apart from all other accounts of the City and apart from the Sinking Fund account or accounts. All moneys deposited in the 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, Indiana Code, Title 4, Article 4, Chapter 11 and Indiana Code, Title 13, Article 18, Chapter 13, as amended and 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.

Sec. 14. Maintenance of Books and Records. (a) 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 said works and all disbursements made on account of the works, also all transactions relating to said works. There shall be furnished, upon written request, to any owner of the Bonds, the most recent audit report of the sewage works prepared by the State Board of Accounts. Copies of all such statements and reports shall be kept on file in the office of the sewage works utility. Any owner of the Bonds then outstanding shall have the right at all reasonable times to inspect the works and all records, accounts, statements, audits, reports and data of the City relating to the sewage works. Such inspections may be made by representatives duly authorized by written instrument. If the Bonds are subject to Rule 15c2-12 of the Securities and Exchange Commission ("Rule"), the Mayor and the Clerk-Treasurer are hereby authorized to execute and deliver a continuing disclosure agreement in satisfaction of the Rule.

(b) If the Bonds or BANs are sold to the Authority as part of its SRF Program, the City shall establish and maintain the books and other financial records of the Project (including the establishment of a separate account or subaccount for the Project) and the sewage works in accordance with (i) generally accepted governmental accounting standards for utilities, on an accrual basis, as promulgated by the Government Accounting Standards Board and (ii) the rules, regulations and guidance of the State Board of Accounts.

Sec. 15. Rate Covenant. The City covenants and agrees that it will establish and maintain just and equitable rates and charges for the use of and the service rendered by the sewage works, to be paid by the owner of each and every lot, parcel of real estate or building that is connected with and uses the sewage works, or that in any way uses or is served by the sewage works, at a level adequate to produce and maintain sufficient revenue (including user and other charges, fees, income or revenues available to the City) to provide for the proper Operation and Maintenance (as defined in the Financial Assistance Agreement) of the sewage works, to comply with and satisfy all covenants contained in this ordinance and the Financial Assistance Agreement and to pay all obligations of the sewage works and of the City with respect to the sewage works. Such rates and charges shall, if necessary, be changed and readjusted from time to time so that the revenues therefrom shall always be sufficient to meet the expenses of Operation and Maintenance of the sewage works and the requirements of the Sinking Fund. The rates and charges so established shall apply to any and all use

of such works by and service rendered to the City, and shall be paid by the City as the charges accrue.

Sec. 16. Defeasance of Bonds. If, when any of the Bonds issued hereunder 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 any portion thereof for redemption shall have been given, and the whole amount of the principal and the interest and the premium, if any, so due and payable upon all of the Bonds or any portion thereof shall be paid; or (i) sufficient moneys, or (ii) direct obligations of (including obligations issued or held in book entry form on the books of) the Department of the Treasury of the United States of America, the principal of and the interest on which when due will provide sufficient moneys, 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 the Bonds issued hereunder or any designated portion thereof shall no longer be deemed outstanding or entitled to the pledge of the Net Revenues of the City's sewage works.

Sec. 17. Additional Bond Provisions. The City reserves the right to authorize and issue additional BANs at any time ranking on a parity with the BANs. The City reserves the right to authorize and issue additional Parity Bonds, payable out of the Net Revenues of its sewage works, ranking on a parity with the Bonds, for the purpose of financing the cost of future additions, extensions and improvements to the sewage works, or to refund obligations, subject to the following conditions:

(a) All required payments into the Sinking Fund shall have been made in accordance with the provisions of this ordinance, and the interest on and principal of all bonds payable from the Net Revenues of the sewage works shall have been paid in accordance with their terms. The Reserve Requirement shall be satisfied for the additional Parity Bonds either at the time of delivery of the additional Parity Bonds or over a five year or shorter period, in a manner which is commensurate with the requirements established in Section 11(c) of this ordinance.

(b) The Net Revenues of the sewage works in the fiscal year immediately preceding the issuance of any such Parity Bonds shall be not less than one hundred twenty-five percent (125%) of the maximum annual interest and principal requirements of the then outstanding bonds and the additional Parity Bonds proposed to be issued; or, prior to the issuance of said Parity Bonds, the sewage rates and charges shall be increased sufficiently so that said increased rates and charges applied to the previous fiscal year's operations would have produced Net Revenues for said year equal to not less than one hundred twenty-five percent (125%) of the maximum annual interest and principal requirements of the then outstanding bonds and the additional Parity Bonds proposed to be issued.

For purposes of this subsection all showings shall be prepared by a certified public accountant retained by the City for that purpose.

(c) The interest on the additional Parity Bonds shall be payable semiannually on the first days of January and July and the principal on, or

mandatory sinking fund redemption dates for, the additional Parity Bonds shall be payable annually on July 1.

(d) So long as the Bonds are outstanding and owned by the Authority as part of its SRF Program, (i) the City obtains the consent of the Authority, (ii) the City has faithfully performed and is in compliance with each of its obligations, agreements and covenants contained in the Financial Assistance Agreement and this ordinance, and (iii) the City is in compliance with its National Pollutant Discharge Elimination System permits, except for non-compliance for which purpose the Parity Bonds are issued, including refunding bonds issued prior to, but part of the overall plan to eliminate such non-compliance.

Sec. 18. Further Covenants. For the purpose of further safeguarding the interests of the holders of the BANs and Bonds, it is specifically provided as follows:

(a) All contracts let by the City in connection with the construction of the Project shall be let after due advertisement as required by the laws of the State of Indiana, and all contractors shall be required to furnish surety bonds in an amount equal to one hundred percent (100%) of the amount of such contracts, to insure the completion of said contracts in accordance with their terms, and such contractors shall also be required to carry such employer's liability and public liability insurance as are required under the laws of the State of Indiana in the case of public contracts, and shall be governed in all respects by the laws of the State of Indiana relating to public contracts.

(b) The Project shall be constructed under the supervision and subject to the approval of such competent engineer as shall be designated by the City. All estimates for work done or material furnished shall first be checked by the engineer and approved by the City.

(c) So long as any of the Bonds or BANs are outstanding, the City shall at all times maintain its sewage works in good condition and operate the same in an efficient manner and at a reasonable cost.

(d) So long as any of the BANs or Bonds herein authorized are outstanding, the City shall acquire and maintain insurance coverage acceptable to the Authority, including fidelity bonds, to protect the sewage works and its operations, and which insurance coverage shall be acceptable to the Authority. All insurance shall be placed with responsible insurance companies qualified to do business under the laws of the State of Indiana. Insurance proceeds and condemnation awards shall be used to replace or repair the sewage works, unless, if the Bonds are sold to the Authority as part of its SRF Program, the Authority consents to a different use of such proceeds or awards.

(e) So long as any of the BANs or Bonds are outstanding, the City shall not sell, transfer, lease or otherwise encumber the sewage works, or any portion thereof, or any interest therein without the prior written consent of the Authority if such BANs or Bonds are sold to the Authority as part of its SRF Program.

(f) For so long as the BANs or Bonds are outstanding and owned by the Authority as part of its SRF Program, the City shall not borrow any money,

enter into any contract or agreement or incur any other liabilities in connection with the sewage works, other than for normal operating expenditures, without the prior written consent of the Authority if such undertaking would involve, commit or use the revenues of the sewage works.

(g) Except as hereinbefore provided in Section 17 hereof, so long as any of the Bonds herein authorized are outstanding, no additional Bonds or other obligations pledging any portion of the revenues of said sewage works shall be authorized, executed, or issued by the City except such as shall be made subordinate and junior in all respects to the Bonds herein authorized, unless all of the Bonds herein authorized are redeemed, retired or defeased pursuant to Section 16 hereof coincidentally with the delivery of such additional bonds or other obligations.

(h) The City shall take all action or proceedings necessary and proper, to the extent permitted by law, to require connection of all property where liquid, solid waste and sewage is produced with available sanitary sewers. The City shall, insofar as possible, and to the extent permitted by law, cause all such sanitary sewers to be connected with said sewage works.

(i) The provisions of this ordinance shall constitute a contract by and between the City and the owners of the Bonds and BANs herein authorized, and after the issuance of the Bonds or BANs, this ordinance shall not be repealed or amended in any respect which will adversely affect the rights of the owners of the Bonds or BANs nor shall the Common Council adopt any law, ordinance or resolution which in any way adversely affects the rights of such owners so long as

any of the Bonds, BANs or the interest thereon remain unpaid. Except for the changes set forth in Section 21(a)-(g), this ordinance may be amended, however, without the consent of BAN or Bond owners, if the Common Council determines, in its sole discretion, that such amendment would not adversely affect the owners of the BANs or Bonds; provided, however, that if the Bonds or BANs are sold to the Authority as part of its SRF Program, the City shall obtain the prior written consent of the Authority.

(j) 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 the owners of the Bonds and BANs shall retain a lien on such proceeds until the same are applied in accordance with the provisions of this ordinance and of said governing Act. The provisions of this ordinance shall also be construed to create a trust in the portion of the Net Revenues herein directed to be set apart and paid into the Sinking Fund for the uses and purposes of said fund as in this ordinance set forth. The owners of the Bonds shall have all of the rights, remedies and privileges set forth in the provisions of the governing Act hereinbefore referred to, including the right to have a receiver appointed to administer said sewage works, in the event the City shall fail or refuse to fix and collect sufficient rates and charges, or shall fail or refuse to operate and maintain said system and to apply the revenues derived from the operation thereof, or there be a default in the payment of the principal of or interest on any of the Bonds herein authorized or in the event of default in respect to any of the provisions of this ordinance or the governing Act.

Sec. 19. Investment of Funds. (a) The Clerk-Treasurer is hereby authorized to invest moneys pursuant to IC 5-1-14-3 and the provisions of this ordinance (subject to applicable requirements of federal law to insure such yield is the then current market rate) to the extent necessary or advisable to preserve the exclusion from gross income of interest on the Bonds and BANs under federal law.

(b) The Clerk-Treasurer shall keep full and accurate records of investment earnings and income from moneys held in the funds and accounts continued or referenced herein. In order to comply with the provisions of the ordinance, the Board of Public Works and Safety is hereby authorized and directed to employ consultants or attorneys from time to time to advise the City as to requirements of federal law to preserve the tax exclusion. The Board of Public Works and Safety may pay any fees as operation expenses of the sewage works.

Sec. 20. Tax Covenants. In order to preserve the exclusion of interest on the Bonds and BANs from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as existing on the date of issuance of the Bonds or BANs, as the case may be (the "Code") and as an inducement to purchasers of the Bonds and BANs, the City represents, covenants and agrees that:

(a) The sewage works will be available for use by members of the general public. Use by a member of the general public means use by natural persons not engaged in a trade or business. No person or entity other than the City or another state or local governmental unit will use more than 10% of the

proceeds of the Bonds or BANs or property financed by the Bond or BAN proceeds other than as a member of the general public. No person or entity other than the City or another state or local governmental unit will own property financed by Bond or BAN proceeds or will have any actual or beneficial use of such property pursuant to a lease, a management or incentive payment contract, arrangements such as take-or-pay or output contracts or any other type of arrangement that conveys other special legal entitlements and differentiates that person's or entity's use of such property from use by the general public, unless such uses in the aggregate relate to no more than 10% of the proceeds of the Bonds or BANs, as the case may be. If the City enters into a management contract for the sewage works, the terms of the contract will comply with IRS Revenue Procedure 97-13, as it may be amended, supplemented or superseded for time to time, so that the contract will not give rise to private business use under the Code and the Regulations, unless such use in aggregate relates to no more than 10% of the proceeds of the Bonds or BANs, as the case may be.

(b) No more than 10% of the principal of or interest on the Bonds or BANs is (under the terms of the Bonds or BANs, this ordinance or any underlying arrangement), directly or indirectly, secured by an interest in property used or to be used for any private business use or payments in respect of any private business use or payments in respect of such property or to be derived from payments (whether or not to the City) in respect of such property or borrowed money used or to be used for a private business use.

(c) No more than 5% of the Bond or BAN proceeds will be loaned to any person or entity other than another state or local governmental unit. No more than 5% of the Bond or BAN proceeds will be transferred, directly or indirectly, or deemed transferred to a nongovernmental person in any manner that would in substance constitute a loan of the Bond or BAN proceeds.

(d) The City reasonably expects, as of the date hereof, that the Bonds and BANs will not meet either the private business use test described in paragraphs (a) and (b) above or the private loan test described in paragraph (c) above during the entire term of the Bonds or BANs, as the case may be.

(e) No more than 5% of the proceeds of the Bonds or BANs will be attributable to private business use as described in (a) and private security or payments described in (b) attributable to unrelated or disproportionate private business use. For this purpose, the private business use test is applied by taking into account only use that is not related to any government use of proceeds of the issue (Unrelated Use) and use that is related but disproportionate to any governmental use of those proceeds (Disproportionate Use).

(f) The City will not take any action nor fail to take any action with respect to the Bonds or BANs that would result in the loss of the exclusion from gross income for federal tax purposes on the Bonds or BANs pursuant to Section 103 of the Code, nor will the City act in any other manner which would adversely affect such exclusion. The City covenants and agrees not to enter into any contracts or arrangements which would cause the Bonds or BANs to be treated as private activity bonds under Section 141 of the Code.

(g) It shall be not an event of default under this ordinance if the interest on any Bond or BAN is not excludable from gross income for federal tax purposes or otherwise pursuant to any provision of the Code which is not currently in effect and in existence on the date of issuance of the Bonds or BANs, as the case may be.

(h) These covenants are based solely on current law in effect and in existence on the date of delivery of such Bonds or BANs, as the case may be.

(i) The City represents that it will rebate any arbitrage profits to the United States, to the extent required by the Code.

Sec. 21. Amendments with Consent of Bondholders. Subject to the terms and provisions contained in this Section and Section 18(i), and not otherwise, the owners of not less than sixty-six and two-thirds percent (66 2/3%) in aggregate principal amount of the Bonds issued pursuant to this ordinance and 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 if the Bonds or BANs are sold to the Authority as part of its SRF Program, the City shall obtain the prior written consent of the Authority; and provided, further, 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 issued pursuant to this ordinance; 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 revenues of the sewage works ranking prior to the pledge thereof created by this ordinance; or

(d) A preference or priority of any Bond or Bonds issued pursuant to this ordinance over any other Bond or Bonds issued pursuant to the provisions of this ordinance; 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.

If the owners of not less than sixty-six and two-thirds percent (66 2/3%) in 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 issued pursuant to this ordinance 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 issued pursuant to the provisions of this ordinance 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 authorized by this ordinance, 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 issued pursuant to this ordinance then outstanding.

Sec. 22. Issuance of BANs. (a) The City, having satisfied all the statutory requirements for the issuance of its Bonds, may elect to issue its BAN or BANs pursuant to a Bond Anticipation Note Purchase Agreement (the "Bond Anticipation Note Agreement") to be entered into between the City and the purchaser of the BAN or BANs. If the BANs are sold to the Authority as part of its SRF Program, the Financial Assistance Agreement shall serve as the Bond Anticipation Note Agreement. 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 Project 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.

(b) The Mayor and the Clerk-Treasurer are hereby authorized and directed to execute a Bond Anticipation Note Agreement or Financial Assistance Agreement (and any amendments made from time to time) 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.

Sec. 23. Rate Ordinance. The estimates of the rates and charges of the sewage works are set forth in the West Lafayette City Code, Section 30.09. Such code section is incorporated herein by reference.

Sec. 24. Designation of Bonds as "Qualified Tax-Exempt Obligations." The Bonds and BANs are hereby designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code, and any or all officials, officers, members, employees and agents of the City are hereby authorized to execute on behalf of the City any documents necessary or appropriate to evidence further such designation. The reasonably anticipated amount of "tax-exempt obligations" (as defined in Section 265(b) of the Code) (other than obligations described in Section 265(b)(3)(C)(ii) of the Code) which will be issued by or on behalf of the City and all subordinate entities thereof during the calendar year 2012 and the year of issuance of the Bonds does not exceed Ten Million Dollars (\$10,000,000).

The designation set forth in this Section 24 may be revoked by the Clerk-Treasurer in the Clerk-Treasurer's Certificate.

Sec. 25. Tax Exemption. Notwithstanding any other provisions of this ordinance, the covenants and authorizations contained in this ordinance ("Tax Sections") which are designed to preserve the exclusion of interest on the BANs and Bonds from gross income under federal law ("Tax Exemption") need not be complied with if the City receives an opinion of nationally recognized bond counsel that any Tax Section is unnecessary to preserve the Tax Exemption.

Sec. 26. Conflicting Ordinances. All ordinances and parts of ordinances in conflict herewith are hereby repealed; provided, however, that this ordinance shall not be construed as modifying, amending or repealing the ordinance authorizing the Outstanding Bonds or as adversely affecting the rights of the holders of the aforementioned Outstanding Bonds.

Sec. 27. Effective Date. This ordinance shall be in full force and effect from and after its passage and execution by the Mayor.

EXHIBIT A

Project Description

The Proposed project consists of a lift station with standby generator and dual force mains to convey wastewater from the Purdue Research Foundation Business Park and surrounding undeveloped areas within the City limits to the City of West Lafayette's sanitary sewer system.

The lift station wet well will have space for three pumps so that it can be expanded and serve as a regional lift station. The wet well will include an interior wall with sluice gate to isolate the wet well for cleaning and will improve operation during the initial development (207 acres) years when lower flows are expected. Two submersible pumps, each with a capacity of 1.1 mgd, will be provided to serve initial development. As flow rates increase over time, the pumping equipment and standby generator can be upgraded as necessary to meet the ultimate development (786 acres) peak flow rate estimated to be 2.9 mgd. The project will also include dual force mains to meet initial and future flow requirements, while maintaining minimum velocities in the force mains above 2.5 feet per second. There will be approximately 6,000 feet of 8-inch force main pipe and 4,000 feet of 12-inch force main pipe.

The proposed project will also include a combination sewer cleaner truck for sewer and lift station maintenance as well as for maintenance of pervious gravel pavers at the lift station site. A street sweeper will also be included to control the amount of sediment, salt and debris from reaching the City's storm sewer.

EXHIBIT B

Form of Financial Assistance Agreement

(See Attached)