

RESOLUTION CLOSING A PORTION OF BRADENTON DRIVE LOCATED ON HOPETON ROAD NEAR WELLSTON DRIVE IN THE CITY OF CHARLOTTE, MECKLENBURG COUNTY, NORTH CAROLINA.

WHEREAS, pursuant to the provisions of Chapter 160-299 of the General Statutes of North Carolina, the City Council has caused to be published a Resolution of Intent to Close a portion of Bradenton Drive which calls for a public hearing on the question; and

WHEREAS, the petitioner sent a copy of the Resolution of Intent to Close a portion of Bradenton Drive by registered or certified mail to all owners of property adjoining the said street (or portion thereof), and the petitioner prominently posted a notice of the closing and public hearing in at least two places along Bradenton Drive, all as required by G. S. 160A-299; and

WHEREAS, the public hearing was held on the 10th day of December, 1979, and City Council determined that the closing of a portion of Bradenton Drive is not contrary to the public interest, and that no individual, firm or corporation owning property in the vicinity thereof will be deprived of reasonable means of ingress and egress to his or its property;

WHEREAS, FURTHERMORE, the petitioner agrees to cause the installation of necessary curbs and gutters across the existing roadway at his own expense.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Charlotte, North Carolina at its regularly assembled meeting of December 10th, 1979, that the Council hereby orders the closing of a portion of Bradenton Drive in the City of Charlotte, Mecklenburg County, North Carolina as described below:

From the southwesterly corner of Lot 5 as shown on Map "B" Quail Hollow Estates as recorded in Map Book 18, Page 15 in the Mecklenburg County Courthouse, being the intersection of the westerly side line of Lot 5 with the right-of-way of Hopeton Road, Thence in a westerly direction along a curve to the left having an arc of 99.88' and radius of 652.96' to the POINT OF BEGINNING. From the POINT OF BEGINNING, being the intersection of the northerly right-of-way of Hopeton Road with the easterly right-of-way of a stubbed street previously named Bradenton Drive, N 14-44-00 W, 51.85', Thence S 67-54-35 W, 50.38', Thence S 14-55-00 E, 39.89', Thence in an easterly direction along a curve to the right with an arc of 50.31 and radius of 652.96' to the POINT OF BEGINNING.

BE IT FURTHER RESOLVED that a certified copy of this Resolution be filed in the Office of the Register of Deeds for Mecklenburg County, North Carolina

CERTIFICATION

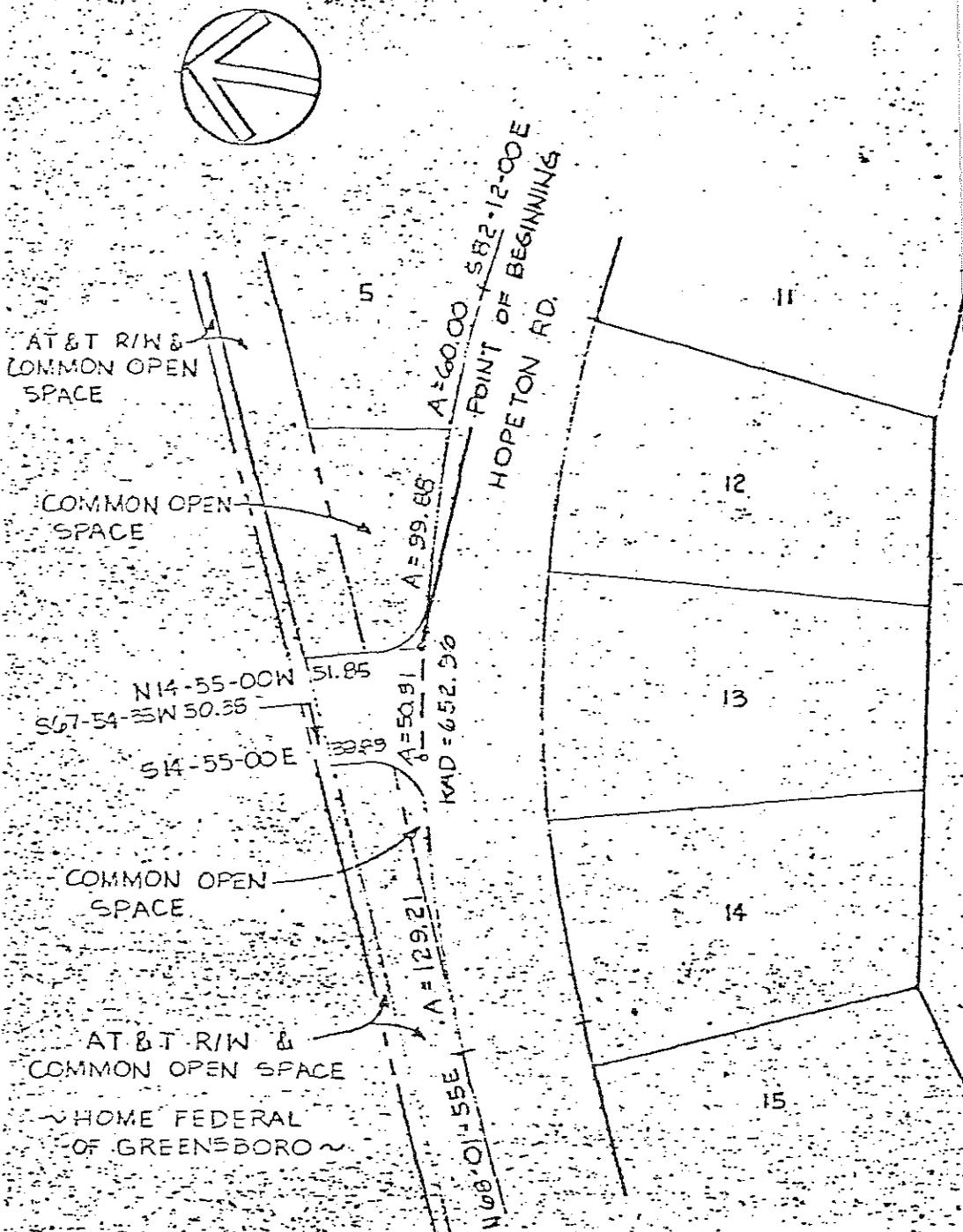
I, Ruth Armstrong, City Clerk of the City of Charlotte, North Carolina do hereby certify that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, Page _____, and recorded in full in Resolution Book 15, Pages 14 - 16.

Ruth Armstrong, City Clerk

EXHIBIT "B"

From the southwesterly corner of Lot 5 as shown on Map "B" Quail Hollow Estates as recorded in Map Book 18 Page 15 in the Mecklenburg County Courthouse, being the intersection of the westerly side line of Lot 5 with the right-of-way of Hopeton Road, Thence in a westerly direction along a curve to the left having an arc of 99.88' and radius of 652.96' to the POINT OF BEGINNING. From the POINT OF BEGINNING, being the intersection of the northerly right-of-way of Hopeton Road with the easterly right-of-way of a stubbed street previously named Bradenton Drive, N 14-55-00 W, 51.85', Thence S 67-54-35 W, 50.38', Thence S 14-55-00 E, 39.89', Thence in an easterly direction along a curve to the right with an arc of 50.31' and radius of 652.96' to the POINT OF BEGINNING.

EXHIBIT C



SURVEY
 OF
 REQUESTED CLOSING OF ERADENTON DR.
 CHARLOTTE, N. C.
 PROPERTY OF
 HOME FEDERAL OF GREENSBORO

SCALE 1" = 50'-0"

DEED RECORDED

MAP RECORDED BK 18, PG 15

RESOLUTION CLOSING CERTAIN PORTIONS OF
ELLIOTT STREET, McNINCH STREET, AND SOUTH CLARKSON STREET IN
THE CITY OF CHARLOTTE, MECKLENBURG COUNTY, NORTH CAROLINA

WHEREAS, a Petition has been filed and received in accordance with the provisions of Chapter 160A, Section 299 of the General Statutes of North Carolina, requesting the closing of certain portions of Elliott Street, McNinch Street, and South Clarkson Street in the City of Charlotte, Mecklenburg County, North Carolina; and

WHEREAS, the City Council has caused to be published a Notice of Public Hearing, all in accordance with said Statute; and

WHEREAS, said public hearing was held on the 10th day of December, 1979; and

WHEREAS, the City of Charlotte owns all of the land adjoining the affected portions of the above-mentioned streets with the exception of portions owned by Motion, Inc. and Family Housing Services, Inc.; and

WHEREAS, no persons, firms, or corporations or parties in interest have appeared in opposition to the closing of said portions of said streets;

THEREFORE, BE IT RESOLVED by the City Council of the City of Charlotte, North Carolina:

That the Council hereby orders the closing of that certain portion of Elliott Street in the City of Charlotte, Mecklenburg County, North Carolina, as same is shown on a plat entitled "Right-of-Way To Be Abandoned Elliott Street", prepared by City of Charlotte, Department of Public Works, Engineering Division, dated February 14, 1979, Revised April 26, 1979, and that certain portion of McNinch Street in the City of Charlotte, Mecklenburg County, North Carolina, as same is shown on a plat entitled "Right-of-Way To Be Abandoned McNinch Street", prepared by City of Charlotte, Department of Public Works, Engineering Division, dated February 14, 1979, Revised April 26, 1979, and that certain portion of South Clarkson Street in the City of Charlotte, Mecklenburg County, North Carolina, as same is shown

on a plat entitled "Right-of-Way To Be Abandoned South Clarkson Street", prepared by City of Charlotte, Department of Public Works, Engineering Division, dated February 14, 1979, Revised April 26, 1979, copies of which are hereto attached and marked Exhibit "A", "B", and "C", and incorporated by this reference, said portions of said streets being more particularly described in Exhibit "D" hereto attached and made a part hereof, it appearing to the satisfaction of the City Council that the closing of those portions of said streets is not contrary to the public interest and that no individual, firm, or corporation owning property in the vicinity thereof will be deprived of reasonable means of ingress and egress to his or its property.

BE IT FURTHER RESOLVED that a certified copy of this Resolution be filed in the Office of the Register of Deeds for Mecklenburg County, North Carolina.

Approved as to form:

Henry W. Underhill Jr.
City Attorney

STATE OF NORTH CAROLINA

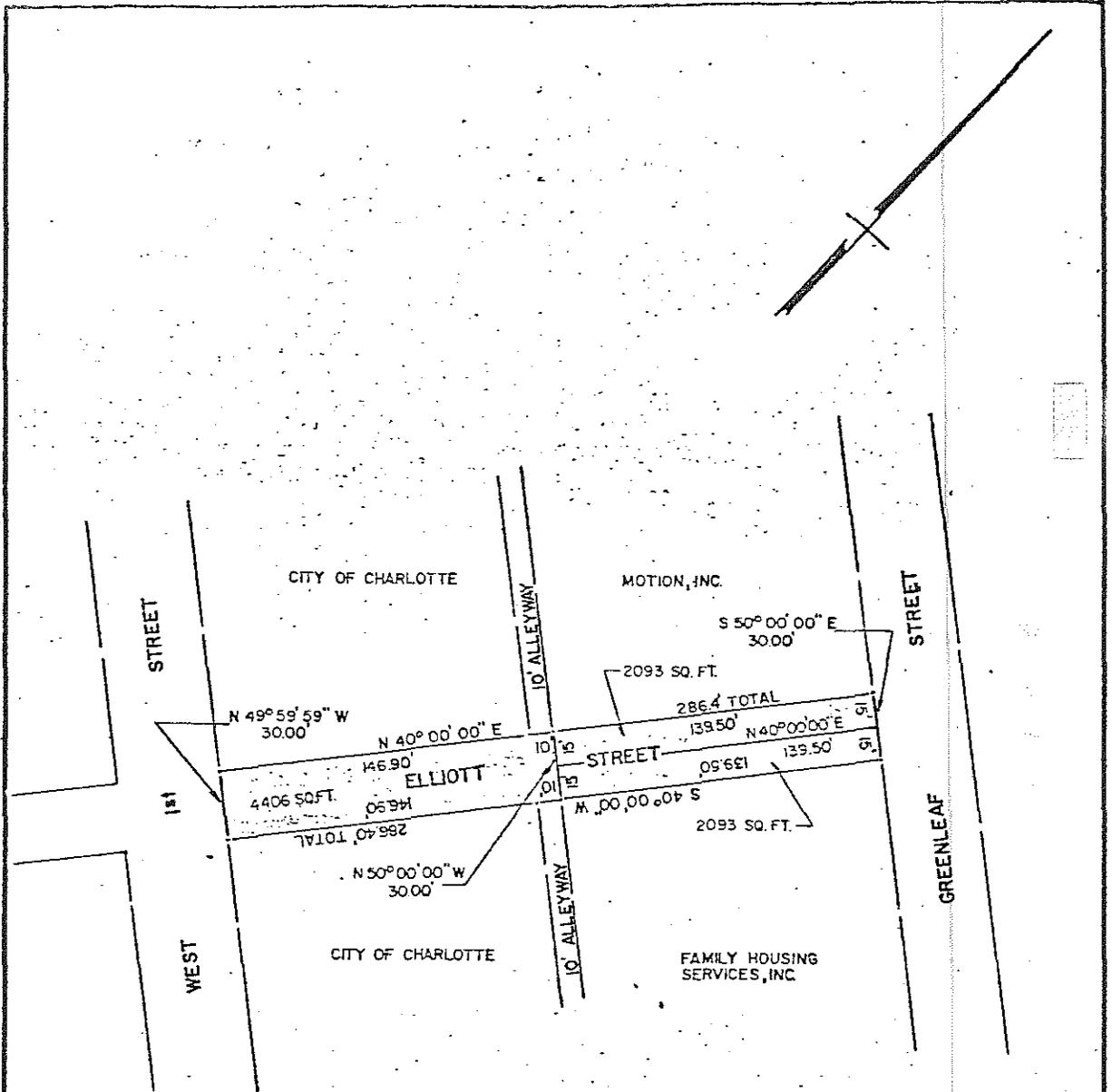
CERTIFICATION

COUNTY OF MECKLENBURG

I, Ruth Armstrong, City Clerk of the City of Charlotte, North Carolina, do hereby certify that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, beginning at Page , ending at Page , and is recorded in full in Resolution Book 15.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 13th day of December, 1979.

City Clerk of the City of
Charlotte



NOTE: Permanent corners shown circled were found by actual survey. All bearings are based on DEED 4125-995

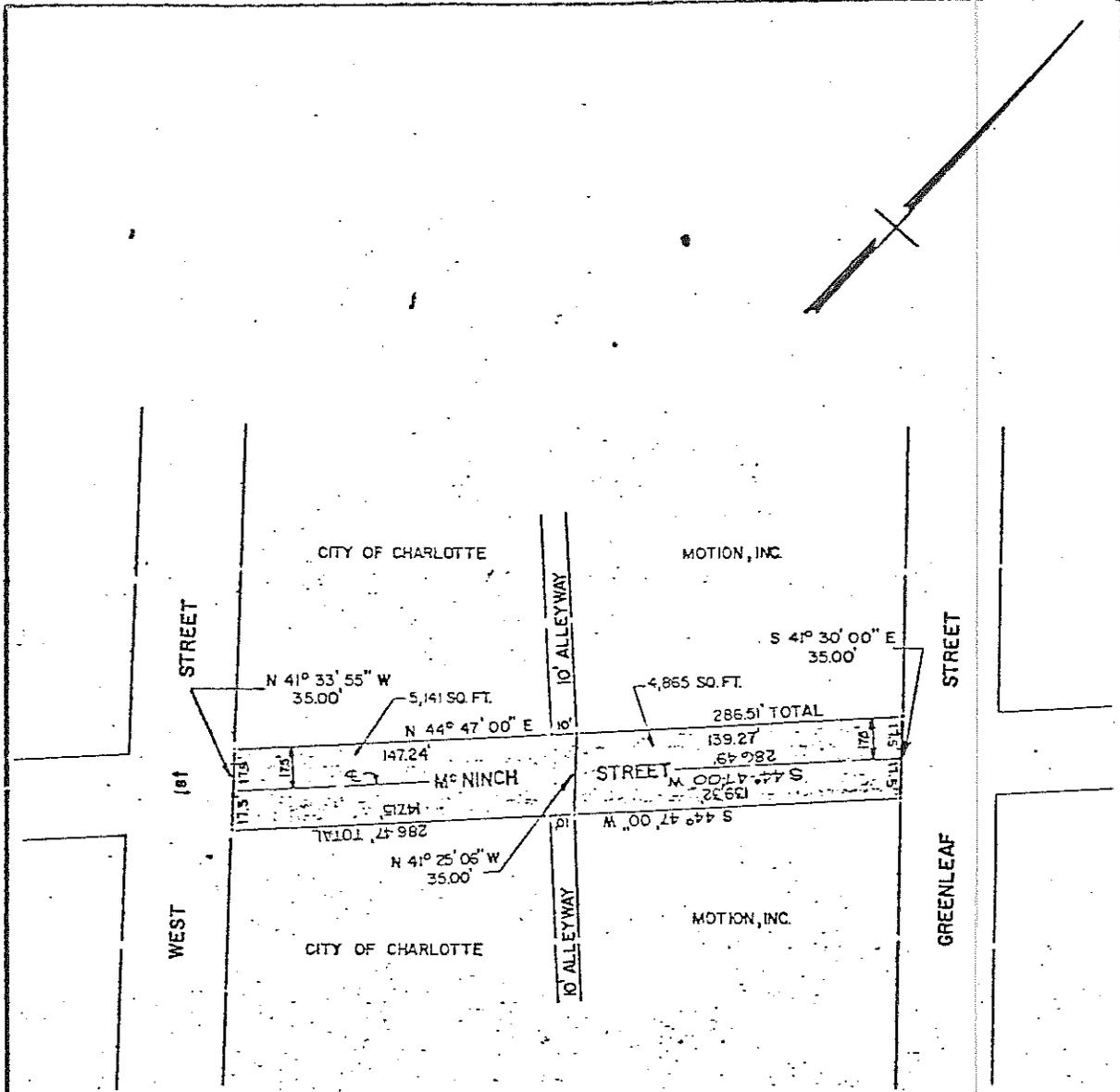
This plat was prepared under my supervision
 N. C. Reg. Surveyor No. _____

This map was prepared for the purpose of right of way or easement acquisition only, and is not intended to be a boundary survey of the property shown.



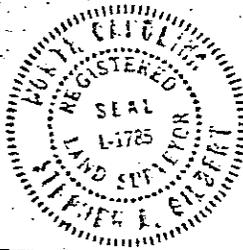
TOTAL AREA OF ABANDONED R/W = 8,592. SQ. FT. = 0.19 AC.

CITY OF CHARLOTTE NORTH CAROLINA DEPARTMENT OF PUBLIC WORKS ENGINEERING DIVISION		
REVISIONS 1. 2/14/79 2. 2/14/79	RIGHT OF WAY TO BE ABANDONED	JOB NO. FILE NO.
DRAWN BY AR CHECKED BY	ELLIOTT STREET	SHEET 1
CITY ENGINEER	DATE 2/14/79 SCALE 1" = 60'	OF



TOTAL AREA OF ABANDONED R/W = 10,006 SQ. FT. = 0.23 AC.

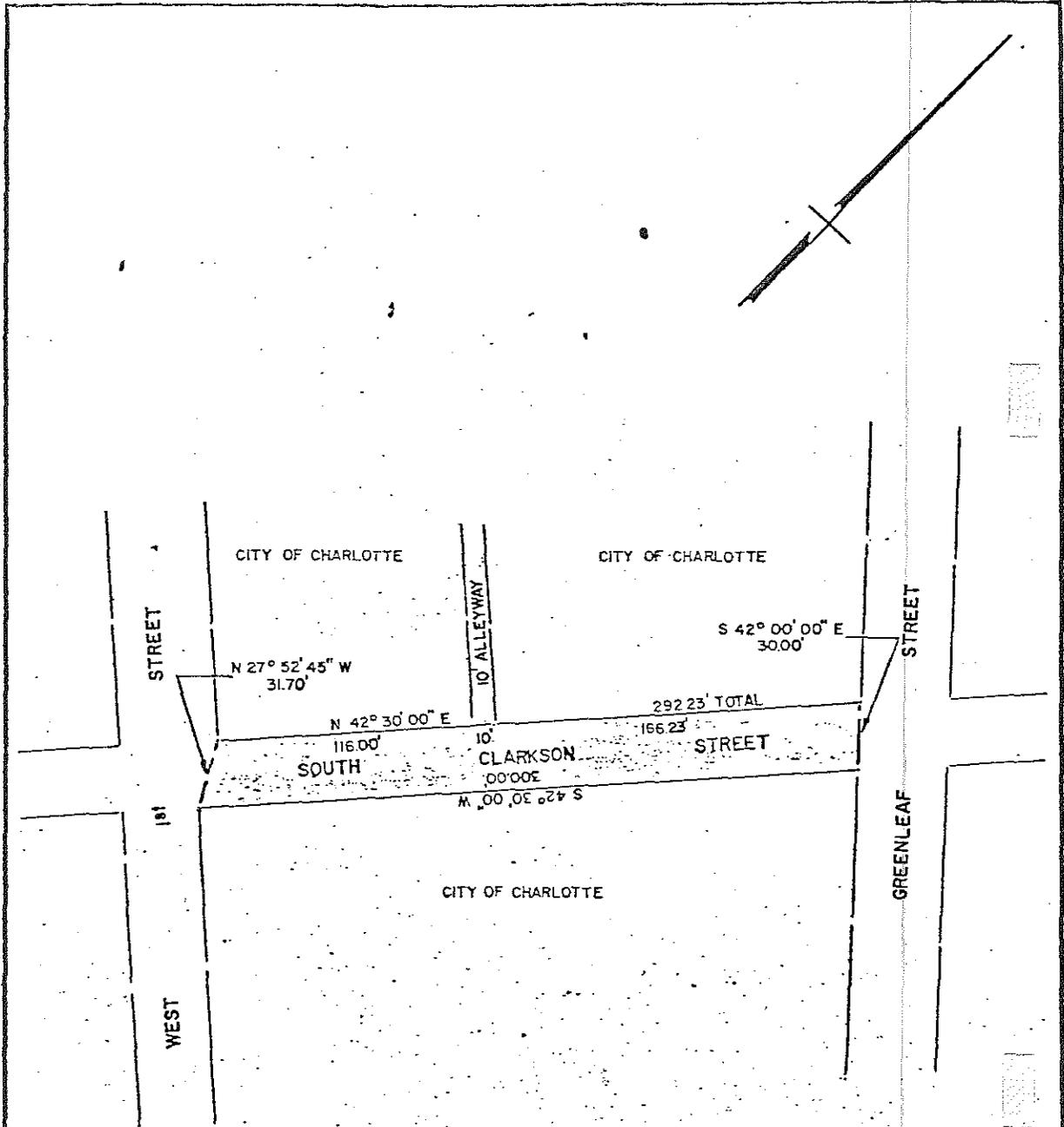
NOTE: Property corners shown circled were located by actual survey. Bearings are based on DEED 2040-38 MAP BOOK 967-571



This plat was prepared under my supervision _____
 N. C. Reg. Surveyor No. _____

This map was prepared for the purpose of right of way or eminent domain only, and is not intended to be a boundary survey of the property shown.

CITY OF CHARLOTTE NORTH CAROLINA DEPARTMENT OF PUBLIC WORKS ENGINEERING DIVISION			
REVISIONS 4/12/79 ← DIST. 5/20/79 ← PLAN CHANGED	RIGHT OF WAY TO BE ABANDONED	JOB NO. 21-79-1	FILE NO.
DRAWN BY AR CHECKED BY [Signature]	McNINCH STREET	SHEET 1	OF 1
CITY ENGINEER	DATE 2/14/79	SCALE 1" = 60'	

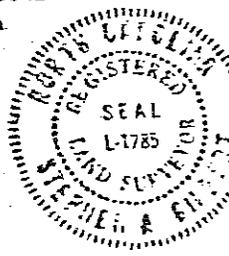


2015. All property boundaries shown on this map were located by actual survey. Bearings are based on DEED 3009-134

This plot was prepared under my supervision _____
 N. C. Reg. Surveyor No. _____

This map was prepared for the purpose of right of way or easement acquisition only, and is not intended to be a boundary survey of the property shown.

TOTAL AREA OF ABANDONED R/W = 8,849 SQ. FT = 0.20 AC



CITY OF CHARLOTTE NORTH CAROLINA DEPARTMENT OF PUBLIC WORKS ENGINEERING DIVISION		
REVISIONS 1. S. CLARKSON STREET FROM ABANDONED	RIGHT OF WAY TO BE ABANDONED	JOB NO. _____
DRAWN BY AR CHECKED BY _____		FILE NO. _____
CITY ENGINEER	DATE 2/14/79	SCALE 1" = 60' SHEET 1 OF _____

Third Ward Neighborhood Strategy Area
Abandonment of Portions of Existing Streets Rights-of-Way

1. That certain portion of Elliott Street in the City of Charlotte, Mecklenburg County, North Carolina, as same is shown on a plat entitled "Right-of-Way To Be Abandoned Elliott Street", prepared by City of Charlotte, Department of Public Works, Engineering Division, dated February 14, 1979, Revised April 26, 1979, being more specifically described as follows:

BEGINNING at a point at the intersection of the northerly right-of-way line of West First Street and the westerly right-of-way line of Elliott Street, and runs thence with said right-of-way line of Elliott Street, N. 40-00-00 E., 146.90 feet to a point, said point lying on the northerly boundary of 10-foot alleyway; thence continuing along said right-of-way line of Elliott Street, N. 40-00-00 E., 139.50 feet to a point, said point being the intersection of the westerly right-of-way line of Elliott Street and the southerly right-of-way line of Greenleaf Street; thence crossing the right-of-way of Elliott Street, S. 50-00-00 E., 30.00 feet to a point, said point being the intersection of the southerly right-of-way line of Greenleaf Street and the easterly right-of-way line of Elliott Street; thence running along easterly right-of-way line of Elliott Street, S. 40-00-00 W., 139.50 feet to a point, said point lying on the southerly boundary of 10-foot alleyway; thence continuing along said right-of-way line of Elliott Street, S. 40-00-00 W., 146.90 feet to a point, said point being the intersection of the easterly right-of-way line of Elliott Street and the northerly right-of-way line of West First Street; thence crossing the right-of-way of Elliott Street, N. 49-59-59 W., 30.00 feet to the point of Beginning and containing 0.19 acres, more or less.

2. That certain portion of McNinch Street in the City of Charlotte, Mecklenburg County, North Carolina, as same is shown on a plat entitled "Right-of-Way To Be Abandoned McNinch Street", prepared by City of Charlotte, Department of Public Works, Engineering Division, dated February 14, 1979, Revised April 12, 1979, and April 26, 1979, being more specifically described as follows:

BEGINNING at a point at the intersection of the northerly right-of-way line of West First Street and the westerly right-of-way line of McNinch Street, and runs thence with said right-of-way line of McNinch Street, N. 44-47-00 E., 147.24 feet to a point, said point lying on the northerly boundary of 10-foot alleyway; thence continuing along said right-of-way line of McNinch Street, N. 44-47-00 E., 139.27 feet to a point, said point being the intersection of the westerly right-of-way line of McNinch Street and the southerly right-of-way line of Greenleaf Street; thence crossing the right-of-way of McNinch Street, S. 41-30-00 E., 35.00 feet to a point, said point being the intersection of the southerly right-of-way line of Greenleaf Street and the easterly right-of-way line of McNinch Street; thence running along the easterly right-of-way line of McNinch Street, S. 44-47-00 W., 139.32 feet to a point, said point lying on the southerly boundary of 10-foot alleyway; thence continuing along said right-of-way line of McNinch Street, S. 44-47-00 W. 147.15 feet to a point, said point being the intersection of the easterly right-of-way line of McNinch Street and the northerly right-of-way line of West First Street; thence crossing the right-of-way of McNinch Street, N. 41-33-55 W., 35.00 feet to the point of Beginning and containing 0.23 acres, more or less.

3. That certain portion of South Clarkson Street in the City of Charlotte, Mecklenburg County, North Carolina, as same is shown on a plat entitled "Right-of-Way To Be Abandoned S. Clarkson Street", prepared by City of Charlotte, Department of Public Works, Engineering Division, dated February 14, 1979, Revised April 26, 1979, being more specifically described as follows:

BEGINNING at a point at the intersection of the northerly right-of-way line of West First Street and the westerly right-of-way line of South Clarkson Street, and runs thence with said right-of-way line of South Clarkson Street, N. 42-30-00 E., 116.00 feet to a point, said point lying on the southerly boundary of 10-foot alleyway; thence continuing along westerly right-of-way line of South Clarkson Street, N. 42-30-00 E., 10 feet to a point, said point lying on the northerly boundary of 10-foot alleyway; thence continuing along said right-of-way line of South Clarkson Street, N. 42-30-00 E., 166.23 feet to a point, said point being the intersection of the westerly right-of-way line of South Clarkson Street and the southerly right-of-way line of Greenleaf Street; thence crossing the right-of-way of South Clarkson Street, S. 42-00-00 E., 30.00 feet to a point, said point is the intersection of the southerly right-of-way line of Greenleaf Street and the easterly right-of-way line of South Clarkson Street; thence running along easterly right-of-way line of South Clarkson Street, S. 42-30-00 W., 300.00 feet to a point, said point being intersection of easterly right-of-way line of South Clarkson Street and the northerly right-of-way line of West First Street; thence crossing the right-of-way of South Clarkson Street, N. 27-52-45 W., 31.70 feet to the point of Beginning and containing 0.20 acres, more or less.

"RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE
APPROVING SALE OF LAND TO CBS REALTY, INC.
IN GREENVILLE REDEVELOPMENT PROJECT NO. N. C. R-78"

WHEREAS, on the 31st day of October, 1979, the City of Charlotte received from CBS Realty, Inc., a proposal to purchase and develop 100 parcels of property as designated on a plat entitled "Property Disposal Map, Greenville Urban Renewal Area, Charlotte, North Carolina, dated September, 1969, Revised September 1979; and

WHEREAS, the proposed developer has submitted a Purchase Contract, Redeveloper's Statement for Public Disclosure and Redeveloper's Statement of Qualifications and Financial Responsibility, and a Good Faith Deposit in the amount of \$15,815.00, representing 10% of the total bid price for the land; and

WHEREAS, Section 160A-514(d) of the North Carolina Urban Redevelopment Law, as amended, requires that the sale of all urban redevelopment land shall be subject to the approval of the Governing Body of the Municipality.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Charlotte does hereby approve the sale to CBS Realty, Inc. of 100 parcels of property in the Greenville Urban Renewal Area, Project No. N.C. R-78, the sales price of which shall be \$158,150.00, to be developed as single-family housing, which is in accordance with the Redevelopment Plan for the Project, dated August 31, 1970, amended June 15, 1971.

Read, approved and adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, and is recorded in full in Resolutions Book 15, at Page 26.

Ruth Armstrong
City Clerk

"RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE
GRANTING \$5,000 TO THE HOUSING AUTHORITY OF THE CITY OF
CHARLOTTE"

WHEREAS, the City of Charlotte and the Housing Authority of the City of Charlotte have or will enter into a Contract for the sale by the City to the Housing Authority of five rehabilitated houses and lots in the First Ward Urban Renewal Project; and

WHEREAS, the Housing Authority has agreed to assist the City in the resale of individual houses to eligible buyers meeting the priority requirements of the Kannon vs. HUD, et al, Summary Judgment and Settlement Agreement; and

WHEREAS, the Housing Authority will incur certain expenses and costs in connection with the proposed purchase and resale of these houses; and

WHEREAS, it appears appropriate that the City reimburse the Housing Authority for its expenses and costs in connection with such purchase and resale.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Charlotte that the City of Charlotte will and hereby does grant to the Housing Authority of the City of Charlotte up to \$5,000, as needed, for reimbursement of these expenses and costs.

Read, approved and adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, and is recorded in full in Resolutions Book 15, at Page 27.

Ruth Armstrong
City Clerk

"RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHARLOTTE
APPROVING SALE OF FIVE HOUSES AND LOTS TO THE HOUSING
AUTHORITY OF THE CITY OF CHARLOTTE IN REDEVELOPMENT PROJECT
NO. N.C. R-79"

WHEREAS, the Housing Authority of the City of Charlotte proposes to purchase by negotiation five parcels of property with five rehabilitated houses located thereon for resale to eligible purchasers who meet the priority requirements of the Kannon vs. HUD, et al, lawsuit settlement agreement. The property is identified as Block No. 32, Parcel Nos. 1, 2, 3, and 4, and Block No. 38, Parcel No. 5, on "Map Showing Property of City of Charlotte, Blocks 37, 38, and portion of Blocks 32, 22, and 14, First Ward Urban Renewal Area, Charlotte, North Carolina" prepared under the supervision of R. Dennis Smith, North Carolina Registered Surveyor; and

WHEREAS, a total fair market value of \$135,500.00 has been established for the five houses and lots, which price has been agreed upon by the City and the Housing Authority of the City of Charlotte; and

WHEREAS, the Housing Authority of the City of Charlotte has submitted a purchase contract; and

WHEREAS, Section 160A-514(d) of the North Carolina Urban Redevelopment Law, as amended, requires that the sale of all Urban Renewal land shall be subject to the approval of the Governing Body of the Municipality.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Charlotte does hereby approve the sale by negotiation of five houses and lots as herein before identified to Housing Authority of the City of Charlotte, at a price of \$135,500.00, in the First Ward Urban Renewal Project all in accordance with the Redevelopment Plan for the Area, dated April, 1973.

Read, approved and adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, and is recorded in full in Resolutions Book 15, at Page 28.

Ruth Armstrong
City Clerk

The City Council of the City of Charlotte, North Carolina, met in regular session at the City Hall in Charlotte, North Carolina at 3:00 P.M., on December 10, 1979.

Present: Mayor H. Edward Knox, presiding, and
Chafin,
Councilmembers Berryhill, Carroll, /Cox, Dannelly, Frech, Leeper, Locke,
Selden, Spaugh and Trosch .

Absent: None

* * * * *

Councilmember Locke introduced the following order which was read:

AN ORDER REPEALING THAT CERTAIN BOND ORDER
ADOPTED BY THE CITY COUNCIL ON JULY 16, 1979

WHEREAS, on July 16, 1979, the City Council of the City of Charlotte duly adopted an order authorizing not exceeding \$12,000,000 Water and Sewer System Revenue Bonds, Series A, of said City, pursuant to The Local Government Revenue Bond Act, as amended, for the purpose of providing funds, with any other available funds, for enlarging and extending the water and sewer system of said City into certain areas proposed for annexation; and

WHEREAS, at a referendum duly called and held on September 25, 1979, the voters of the City of Charlotte approved the issuance of \$8,175,000 Sanitary Sewer Bonds and \$3,825,000 Water Bonds, pursuant to The Local Government Bond

Act, as amended, for the purpose of providing funds, with any other available funds, for paying the cost of said water and sewer system extensions; and

WHEREAS, the approval of said Sanitary Sewer Bonds and Water Bonds at said referendum has removed the necessity of issuing said revenue bonds, and the City Council has determined to repeal said bond order adopted on July 16, 1979; now therefore,

BE IT ORDERED by the City Council of the City of Charlotte that the bond order adopted by the City Council on July 16, 1979, authorizing the issuance of not exceeding \$12,000,000 Water and Sewer System Revenue Bonds, Series A, of the City of Charlotte, is hereby repealed.

Thereupon Councilmember Locke moved the passage of the foregoing order, and Councilmember Chafin seconded the motion and said order was adopted by the following vote:

Ayes: Councilmembers Berryhill, Carroll, Chafin, Cox, Dannelly, Frech, Leeper, Locke, Selden, Spaugh and Trosch.

Noes: None

* * * * *

Thereupon Councilmember Cox introduced the following order authorizing revenue bonds which was read by title:

AN ORDER AUTHORIZING THE IMPLEMENTATION OF IMPROVEMENTS TO THE EXISTING WATER AND SEWER SYSTEM OF THE CITY OF CHARLOTTE; AUTHORIZING THE ISSUANCE, UNDER THE PROVISIONS OF THE LOCAL GOVERNMENT REVENUE BOND ACT, OF \$2,000,000 WATER AND SEWER SYSTEM REVENUE BONDS, SERIES A, OF THE CITY, PAYABLE SOLELY FROM CERTAIN REVENUES, RESERVES AND OTHER MONEYS, TO PROVIDE FUNDS FOR PAYING THE COST OF SUCH IMPLEMENTATION; PROVIDING FOR THE ISSUANCE OF ADDITIONAL BONDS FOR PAYING THE COST OF ADDITIONAL IMPROVEMENTS TO THE WATER AND SEWER SYSTEM, COMPLETING THE IMPROVEMENTS OR ANY ADDITIONAL IMPROVEMENTS AND REFUNDING BONDS OF THE CITY; PROVIDING THAT NEITHER THE FAITH AND CREDIT NOR TAXING POWER OF THE STATE OR ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF SUCH BONDS; PROVIDING FOR THE COLLECTION OF RATES, FEES AND CHARGES FOR THE USE OF THE SERVICES AND FACILITIES OF THE WATER AND SEWER SYSTEM AND FOR THE CREATION OF CERTAIN SPECIAL FUNDS; MAKING AVAILABLE FOR THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON SUCH BONDS AND CERTAIN EXISTING INDEBTEDNESS CERTAIN REVENUES OF THE WATER AND SEWER SYSTEM AND CERTAIN RESERVES AND OTHER MONEYS OF THE CITY; AND SETTING FORTH THE RIGHTS AND REMEDIES OF THE HOLDERS OF SUCH BONDS.

WHEREAS, the City Council of the City of Charlotte, North Carolina (the "City") has determined that it is necessary and desirable to extend water and sewer lines to aid in the development of University Research Park, including the acquisition of any necessary land, rights of way and equipment (collectively the "Improvements"); and

WHEREAS, the Charlotte-Mecklenburg Utility Department, based on studies undertaken by it with respect to the Improvements, estimates that the cost of implementing the Improvements will not exceed \$2,000,000; and

WHEREAS, the City Council has determined that it is necessary to issue revenue bonds of the City for the purpose of providing funds for paying, together with any other available funds, the cost of implementing the Improvements; and

WHEREAS, the City Council has determined that it will be necessary to provide additions or improvements to the Water and Sewer System other than the Improvements heretofore mentioned ("Additional Improvements") and that it is advisable to make provision for the issuance of additional bonds on a parity with the bonds initially issued under the provisions hereof and the Existing Indebtedness (as defined herein) for paying the cost of Additional Improvements and also for completing the Improvements and any Additional Improvements and refunding bonds issued under the provisions hereof (the Existing Facilities (as defined herein) together with the Improvements and any Additional Improvements being collectively called the "Water and Sewer System"); and

WHEREAS, under the Constitution and laws of the State of North Carolina, particularly The Local Government Revenue Bond Act, being Article 5 of Chapter 159 of the General Statutes of North Carolina, as amended, the City is authorized and empowered:

- (i) to acquire, construct, reconstruct, extend, improve, maintain, better and operate revenue bond projects, which include (a) water systems or facilities, including all plants, works, instrumentalities and properties used

or useful in obtaining, conserving, treating and distributing water for domestic or industrial use, irrigation, sanitation, fire protection or any other public or private use, and (b) sewage disposal systems or facilities, including all plants, works, instrumentalities and properties used or useful in the collection, treatment, purification or disposal of sewage;

(ii) to establish, maintain, revise, charge and collect rates, fees, rentals, tolls or other charges for the use, services, facilities and commodities of or furnished by any revenue bond project;

(iii) to borrow money for the purpose of acquiring, constructing, reconstructing, extending, bettering, improving or otherwise paying the cost of revenue bond projects and to issue its revenue bonds or bond anticipation notes therefor;

(iv) to pledge to the payment of such bonds or notes and interest thereon revenues from one or more revenue bond projects, including revenues from improvements, betterments or extensions to such projects thereafter constructed or acquired as well as the revenues from existing systems, plants, works, instrumentalities and properties of the projects to be improved, bettered or extended;

(v) to enter into contracts with any person, firm or corporation, public or private, on such terms as the City may determine, with respect to the acquisition, construction, reconstruction, extension, betterment, improvement, maintenance or operation of revenue bond projects; now, therefore,

BE IT ORDERED by the City Council of the City of Charlotte:

ARTICLE I.

DEFINITIONS.

SECTION 101. Meaning of Words and Terms. In addition to words and terms elsewhere defined in this Order, the following words and terms as used in this Order shall have the following meanings, unless some other meaning is plainly intended:

"Additional Improvements" shall mean any additions or improvements to the Water and Sewer System other than the Improvements initially financed under the provisions of this Order.

"Annual Budget" shall mean the City's budget for the Water and Sewer System for a Fiscal Year adopted pursuant to the provisions of Section 505 of this Order.

"Appropriate Consultant" shall mean one or more independent public accountants or firms or corporations of independent public accountants, or architects or architectural firms or corporations, or engineers or engineering firms or corporations, or professional management consultants or firms or corporations of professional management consultants, or such other independent persons or firms or corporations each of which has a favorable repute for skill and experience in its respective area of work at the time and for which it is employed by the City to perform and carry out the duties imposed on an Appropriate Consultant by this Order.

"Authorized Officer" shall mean the City Manager, the Director of the Utilities Department or any other person authorized by resolution of the City Council to perform the duties imposed on an Authorized Officer by this Order.

"Bond Service Fund" shall mean the City of Charlotte Water and Sewer System Bond Service Fund, a special fund created and designated by the provisions of Section 507 of this Order.

"Bonds" shall mean the bonds issued under this Order.

"City" shall mean the City of Charlotte, North Carolina, a duly incorporated municipal corporation of the State of North Carolina, and the legal successor or successors thereto.

"City Attorney" shall mean the City Attorney of the City or the officer or officers succeeding to his principal duties.

"City Clerk" shall mean the City Clerk of the City or the officer or officers succeeding to his principal duties.

"City Council" shall mean the City Council of the City or the legal successor or successors thereto.

"City Manager" shall mean the City Manager of the City or the officer or officers succeeding to his principal duties.

"Construction Fund" shall mean the City of Charlotte Water and Sewer System Construction Fund, a special fund created and designated by the provisions of Section 401 of this Order.

"Cost", as applied to the Improvements or any Additional Improvements, shall embrace, without intending thereby to limit or restrict any proper definition of such word under the provisions of the Enabling Act or this Order, the cost of acquisition and construction and all obligations and expenses and other items of cost which are set forth in Section 403 of this Order.

"Current Expenses" shall mean the City's reasonable and necessary current expenses of maintenance, repair and operation of the Water and Sewer System and shall include, without limiting the generality of the foregoing, all ordinary and usual expenses of maintenance, repair and operation, which may include expenses not annually recurring, premiums for insurance, all administrative and engineering expenses relating to maintenance, repair and operation, fees and expenses of the Trustee, the Depositories and the Paying Agents, legal expenses, any taxes which may be lawfully imposed on the Water and Sewer System, any reasonable payments to pension or retirement funds, and any other expenses required or permitted to be

paid by the City under the provisions of this Order or by law, but shall not include any allowance for depreciation or any deposits or transfers to the credit of the Bond Service Fund, the Debt Service Reserve Fund, the Maintenance Reserve Fund, the General Fund or the Redemption Fund.

"Daily Newspaper" shall mean a newspaper regularly published in the English language on at least five business days in each calendar week.

"Debt Service Reserve Fund" shall mean the City of Charlotte Water and Sewer System Debt Service Reserve Fund, a special fund created and designated by the provisions of Section 507 of this Order.

"Debt Service Reserve Requirement" shall mean, as of any particular date of calculation, an amount equal to the maximum Principal and Interest Requirements for any single current or future Fiscal Year on account of the Bonds of all Series then Outstanding.

"Depository" shall mean the Trustee and shall also mean one or more other banks or trust companies or other institutions duly authorized under the laws of the United States of America or the State of North Carolina to engage in the banking business or to accept deposits within said State and designated by the City as a depository of moneys under the provisions of this Order.

"Director of Finance" shall mean the Director of Finance of the City or the officer or officers succeeding to his principal duties.

"Director of Utilities Department" shall mean the Director of the Charlotte-Mecklenburg Utilities Department or the officer or officers succeeding to his principal duties.

"Enabling Act" shall mean The Local Government Revenue Bond Act (Article 5, Chapter 159, General Statutes of North Carolina, 1972 Replacement Volume, as amended).

"Existing Facilities" shall mean the existing water and sewer utility facilities of the City.

"Existing Indebtedness" shall mean the outstanding general obligation water and sewer bonds of the City.

"Fiscal Year" shall mean the period commencing on the first day of July of any year and ending on the last day of June of the following year.

"General Fund" shall mean the City of Charlotte Water and Sewer System General Fund, a special fund created and designated by the provisions of Section 507 of this Order.

"Government Obligations" shall mean direct obligations of, or obligations the principal of and the interest on which are unconditionally guaranteed by, the United States Government.

"Holder of Bonds", when used with respect to any Bonds issued under this Order, shall mean the holder or registered owner, as the case may be, of any Bonds then Outstanding.

"Holder of Record" shall mean any owner of one or more registered Bonds without coupons or any Holder of one or more coupon Bonds who shall have filed with the Trustee, within the period of two years immediately prior to any time when such term has application, a request in writing setting forth his name and address and the particular reports, notices and other documents which he desires to receive and which are required to be mailed to him under the provisions of this Order.

"Improvements" shall mean the improvements to be made to the Existing Facilities referred to in the Preamble of this Order, the implementation of which is to be financed under the provisions of Section 209 of this Order.

"Interest Account" shall mean the special account created in the Bond Service Fund and designated by the provisions of Sections 507 of this Order.

"Investment Obligations" shall mean (i) Government Obligations, (ii) obligations maturing not later than eighteen (18) months (unless a longer period shall then be permitted by law) after the date of purchase of the following agencies: Federal Farm Credit System, Federal Intermediate Credit Banks, Federal Home Loan Banks, Federal National Mortgage Association, Banks for Cooperatives and Federal Land Banks, (iii) repurchase agreements

covering obligations described in (i) and (ii) above, (iv) savings certificates, investment certificates, shares of or deposits in any savings and loan association organized under the laws of the State or in any federal savings and loan association having its principal office in the State to the extent that the investment in such certificates, shares or deposits is fully insured by the United States of America or an agency thereof or by any mutual deposit guaranty association authorized to do business in the State, (v) interest bearing time deposits or certificates of deposit or such other forms of deposit as the Local Government Commission may approve in any bank or trust company in the State, or, if permitted by law, in any other state, secured in each case as provided in Section 601 of this Order for City moneys held by a Depository, including the Trustee, and (vi) obligations of the State secured by the full faith and credit and taxing power of the State.

"Local Government Commission shall mean the Local Government Commission established by Section 159-3 of the General Statutes of North Carolina, as amended.

"Maintenance Reserve Fund" shall mean the City of Charlotte Water and Sewer System Maintenance Reserve Fund, a special fund created and designated by the provisions of Section 507 of this Order.

"Manager" shall mean the Manager of the City or the officer or officers succeeding to his principal duties.

"Net Revenues" for any particular period shall mean the amount of the excess of Revenues over Current Expenses for such period.

"Officer's Certificate" shall mean a certificate signed by an Authorized Officer.

"Operation and Maintenance Fund" shall mean the City of Charlotte Water and Sewer System Operation and Maintenance Fund, a special fund created and designated by the provisions of Section 507 of this Order.

"Order" shall mean this Bond Order, together with all orders supplemental hereto as herein permitted.

"Outstanding", when used with reference to Bonds, shall mean, as of a particular date, all Bonds theretofore authenticated and delivered under this Order, except:

(1) Bonds theretofore cancelled by the Trustee or delivered to the Trustee for cancellation;

(2) Bonds no longer deemed to be Outstanding pursuant to Section 1201 of this Order; and

(3) Bonds in exchange for or in lieu of which other Bonds have been authenticated and delivered pursuant to this Order.

When used with reference to Existing Indebtedness, "Outstanding" shall mean, as of a particular date, all Existing Indebtedness, except:

(1) Existing Indebtedness theretofore cancelled by the City; and

(2) Existing Indebtedness for whose payment moneys or Government Obligations, or both, in the necessary amount have theretofore been deposited with the Trustee or the Paying Agents in trust for the Holders of such Existing Indebtedness (whether upon or prior to maturity of such Existing Indebtedness), the principal of and the interest on such Government Obligations, if any, when due, providing sufficient moneys to pay, with such other moneys so deposited with the Trustee or Paying Agents, the principal of and the interest on such Existing Indebtedness being paid.

"Paying Agents" shall mean (i) with respect to the Bonds of each Series the one or more banks or trust companies designated in the Series Resolution for such Series where the coupon Bonds of such Series and coupons appertaining thereto may be presented for payment, (ii) with respect to each series of indebtedness constituting the Existing Indebtedness the one or more banks or trust companies designated in the respective resolution or resolutions providing for the issuance of such series where any coupon bonds of such series and any coupons appertaining thereto may be presented for payment and (iii) any successor or successors of any of such Paying Agents.

"Principal Account" shall mean the special account created in the Bond Service Fund and designated by the provisions of Section 507 of this Order.

"Principal and Interest Requirements" for any Fiscal Year of the City, as applied to the Bonds of any Series issued under the provisions of this Order, shall mean the sum of:

(1) the amount required to pay the interest on the Bonds then Outstanding of such Series which is payable on January 1 of such Fiscal Year and on July 1 of the following Fiscal Year,

(2) the amount required to pay the principal of all Serial Bonds of such Series then Outstanding which is payable on July 1 of the following Fiscal Year, and

(3) the Sinking Fund Requirement for the Term Bonds, if any, of such Series for such Fiscal Year.

The Principal and Interest Requirements for any Fiscal Year of the City, as applied to the Existing Indebtedness, shall mean the sum of:

(1) the amount of the interest to accrue on such Existing Indebtedness then Outstanding during such Fiscal Year, and

(2) the amount required to provide for the payment of the principal of such Existing Indebtedness then Outstanding with respect to such Fiscal Year computed as hereinafter provided. With respect to each month of such Fiscal Year an amount which is equal to one-twelfth (1/12) of the principal of such Existing Indebtedness then Outstanding to become due and payable within the next ensuing twelve (12) months from the first day of such month shall be determined. The amount required to provide for the principal of such Existing Indebtedness then Outstanding with respect to such Fiscal Year shall be the sum of the amounts so determined with respect to each of the twelve (12) months of such Fiscal Year.

The Principal and Interest Requirements shall be determined, as required from time to time, by the Trustee.

"Rate Resolution" shall mean the resolution of the City adopted prior to the issuance of the Series A Bonds determining the rates, fees and charges for the use of and for the services and facilities furnished or to be furnished by the Water and Sewer System.

"Redemption Fund" shall mean the City of Charlotte Water and Sewer System Redemption Fund, a special fund created and designated by the provisions of Section 507 of this Order.

"Redemption Price" shall mean, with respect to a Bond or portion thereof, the principal amount of such Bond or portion plus the applicable premium, if any, payable upon redemption thereof in the manner contemplated in accordance with its terms pursuant to the provisions of this Order.

"Revenue Fund" shall mean the City of Charlotte Water and Sewer System Revenue Fund, a special fund created and designated by the provisions of Section 507 of this Order.

"Revenues" shall mean all payments, proceeds, fees, charges, rents and all other income derived by or for the account of the City from its ownership and operation of the Water and Sewer System, excluding all acreage, connection, front-footage, tap-on, assessment and similar fees and charges derived by the City in connection with the provision of or payment for capital improvements constituting a part of the Water and Sewer System.

"Serial Bonds" shall mean the Bonds of a Series which shall be stated to mature in consecutive annual installments.

"Series" shall mean either (i) the Bonds issued and delivered at any one time under the provisions of Section 209 or 210 of this Order or (ii) the refunding Bonds issued at any one time under the provisions of the second paragraph of Section 211 of this Order. Bonds issued under the first paragraph of Section 211 of this Order to refund Serial Bonds of any Series shall be deemed to constitute a part of the Bonds of such Series.

"Series A Bonds" shall mean the Bonds at the time outstanding issued under the provisions of Section 209 of this Order.

"Series Resolution" shall mean the resolution of the City Council providing for the issuance of any particular Series of Bonds which is required to be adopted prior to the issuance of such Series by Section 209, 210 or 211 of this Order.

"Sinking Fund Account" shall mean the special account created in the Bond Service Fund and designated by the provisions of Section 507 of this Order.

"Sinking Fund Requirement" shall mean, with respect to the Term Bonds of any Series and for any Fiscal Year,

the principal amount fixed or computed for such Fiscal Year as hereinafter provided for the retirement of such Term Bonds by purchase or redemption.

The Sinking Fund Requirements for the Term Bonds of of each Series for each Fiscal Year shall be initially the respective principal amounts of such Bonds to be redeemed, or otherwise retired, on July 1 of the following Fiscal Year as fixed in the Series Resolution for such Series; provided, however, that if any additional Term Bonds of such Series shall be issued under the provisions of the first paragraph of Section 211 of this Order, then the respective Sinking Fund Requirements for the Term Bonds of such Series shall be increased in proportion as nearly as may be practicable to the increase in the total principal amount of the Term Bonds of such Series. The aggregate amount of such Sinking Fund Requirements for the Term Bonds of each Series shall be equal to the aggregate principal amount of the Term Bonds of such Series. The Sinking Fund Requirements for the Term Bonds of the same maturity of each Series shall begin in the Fiscal Year determined by the City and shall end with the Fiscal Year immediately preceding the maturity of such Term Bonds (such final installment being payable at maturity and not redeemed).

If at the close of any Fiscal Year the total principal amount of the Term Bonds of any Series maturing on the same date retired by purchase or redemption (or called for redemption under the provisions of this Order prior to the close of such Fiscal Year) shall be greater than the total amount of the Sinking Fund Requirements for such Bonds to and including such Fiscal Year, then the Sinking Fund Requirements for such Bonds for all subsequent Fiscal Years shall be reduced by the amount of such excess. The amount of the reduction in the Sinking Fund Requirements for each such subsequent Fiscal Year shall be in the same proportion, as nearly as practicable, as determined by the Trustee, as the total amount of the reduction for all such subsequent Fiscal Years bears to the total amount of the Sinking Fund Requirements for all such subsequent Fiscal Years for such Bonds.

If at the close of any Fiscal Year the total principal amount of the Term Bonds of any Series maturing on the same date retired by purchase or redemption (or called for redemption under the provisions of this Order prior to the close of such Fiscal Year) shall be less than the total amount of the Sinking Fund Requirements

for such Bonds to and including such Fiscal Year, then the Sinking Fund Requirement for such Bonds in the next ensuing Fiscal Year shall be increased by the amount of such deficiency.

It shall be the duty of the Trustee, on or before the 1st day of July in each Fiscal Year, to recompute, if necessary, the Sinking Fund Requirements for such Fiscal Year and all subsequent Fiscal Years for the Term Bonds of each Series then Outstanding. The Sinking Fund Requirements for such Fiscal Year as so recomputed shall continue to be applicable during such Fiscal Year and no adjustment shall be made therein by reason of Term Bonds purchased or redeemed or called for redemption during such Fiscal Year.

"State" shall mean the State of North Carolina.

"State Treasurer" shall mean the State Treasurer of the State of North Carolina.

"Term Bonds" shall mean the Bonds of a Series designated Term Bonds in a resolution of the City Council adopted prior to the issuance of such Bonds.

"Trustee" shall mean the Trustee serving as such under the Order, whether original or successor.

"Water and Sewer System" shall mean the Existing Facilities, the Improvements and any Additional Improvements.

SECTION 102. Miscellaneous Definitions. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, the words "Bond", "coupon", "owner", "Holder" and "person" shall include the plural as well as the singular number, the word "person" shall mean any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof. The word "registered" shall have no application under this Order to coupon Bonds registered to bearer.

ARTICLE II.

FORM, EXECUTION, AUTHENTICATION, DELIVERY AND
REGISTRATION OF BONDS.

SECTION 201. Authorization of Construction of Improvements and Issuance of Bonds. The implementation of the Improvements is hereby authorized. For the purpose of providing funds for paying the Cost of the Improvements, establishing certain reserves and paying expenses incidental thereto, as more specifically provided in Section 209 of this Order, Bonds of the City may be issued under and secured by this Order, subject to the provisions of this Article. Bonds of the City may also be issued under and secured by this Order, subject to the provisions of this Article, for the purposes of providing funds for paying all or any part of the Cost of any Additional Improvements, providing funds for paying any remaining part of the Cost of, or completing, the Improvements and any Additional Improvements and refunding all or any part of the Bonds of any Series issued under the provisions of this Order. The principal of, the interest on and the redemption premium, if any, on such Bonds shall be payable solely from the moneys and assets pledged by this Order for their payment, and all of the covenants, agreements and conditions of this Order shall be for the benefit and security of all and singular the present and future Holders of the Bonds issued and to be issued under this Order, without preference, priority or distinction as to lien or otherwise, except as otherwise hereinafter provided, of any one Bond over any other Bond by reason of priority in the issuance, sale or negotiation thereof or otherwise.

SECTION 202. Form of Bonds Generally. The definitive Bonds are issuable as coupon Bonds, registrable as to principal only, in the denomination of \$5,000 and as registered Bonds without coupons in denominations of \$5,000 or any whole multiple thereof. The definitive Bonds issued under the provisions of this Article shall be substantially in the forms hereinafter set forth, with such appropriate variations, omissions and insertions as are permitted or required by this Order and with such additional changes as may be necessary or appropriate to conform to the provisions of the Series Resolution providing for the issuance of such Bonds. All such Bonds may have endorsed thereon such legends or text as may be

necessary or appropriate to conform to any applicable rules and regulations of any governmental authority or of any securities exchange on which the Bonds may be listed or traded or any usage or requirement of law with respect thereto or as may be authorized by the City Council and approved by the Trustee.

SECTION 203. Details of Bonds. The Bonds shall be dated, shall bear interest until their payment, such interest to the respective maturities thereof being payable semi-annually on January 1 and July 1 in each year, and shall be stated to mature (subject to the right of prior redemption), all as hereinafter provided.

Each coupon Bond shall bear interest from its date. Each registered Bond without coupons shall bear interest from the interest payment date next preceding the date on which it is authenticated, unless authenticated on an interest payment date, in which case it shall bear interest from such interest payment date, or, unless authenticated prior to the first interest payment date, in which case it shall bear interest from its date; provided, however, that if at the time of authentication of any registered Bond without coupons interest is in default, such Bond shall bear interest from the date to which interest shall have been paid.

The Bonds shall bear the facsimile signatures of, the Mayor and the City Clerk, and a facsimile of the corporate seal of the City shall be imprinted on the Bonds.

The coupons attached to the coupon Bonds shall be substantially in the form hereinafter set forth and shall bear the facsimile signature of the City Clerk.

In case any officer a facsimile of whose signature shall appear on any Bonds or coupons shall cease to be such officer before the delivery of such Bonds, such facsimile shall nevertheless be valid and sufficient for all purposes the same as if he had remained in office until such delivery, and also any Bond may bear the facsimile signature of such persons as at the actual time of the execution of such Bond shall be the proper officers to sign such Bond although at the date of such Bond such persons may not have been such officers.

Both the principal of and the interest on the Bonds shall be payable in any coin or currency of the United States of America which on the respective dates of payment thereof is legal tender for the payment of public and private debts. The principal of coupon Bonds (unless registered) and the interest on coupon Bonds of each Series shall be payable at the principal offices of the Paying Agents designated for the Bonds of such Series. The principal of all registered Bonds without coupons and of all coupon Bonds registered as to principal only shall be payable only to the registered owner or his legal representative at the principal corporate trust office of the Trustee, and payment of the interest on each registered Bond without coupons shall be made by the Trustee on each interest payment date to the person appearing on the registration books of the City hereinafter provided for as the registered owner thereof, by check mailed to such registered owner at his address as it appears on such registration books. Except as provided in Section 212 of this Order, payment of the principal of all Bonds shall be made upon the presentation and surrender of such Bonds as the same shall become due and payable. Payment of the interest on the coupon Bonds shall be made upon the presentation and surrender of the coupons, if any, representing such interest as the same respectively become due and payable.

SECTION 204. Form of Bonds. The coupon Bonds issuable hereunder and the interest coupons to be attached thereto, the provisions for registration and reconversion, the registered Bonds without coupons issuable hereunder and the certificate of authentication by the Trustee and the certificate of the Local Government Commission to be endorsed on all such Bonds shall be, respectively, substantially in the following forms, with such variations, omissions and insertions as are required or permitted by this Order.

[FORM OF COUPON BONDS]

NO. A-_____

\$ 5,000

United States of America
State of North Carolina
County of Mecklenburg

CITY OF CHARLOTTE

Water and Sewer System Revenue Bond,
Series A

The City of Charlotte, a municipal corporation of the State of North Carolina (herein sometimes called the "City"), for value received, hereby promises to pay, solely from the special fund provided therefor as herein-after set forth, to the bearer or, if this bond be registered, to the registered owner hereof on the 1st day of July, (or earlier as hereinafter referred to) the principal sum of

FIVE THOUSAND DOLLARS

and to pay, solely from said special fund, interest thereon from the date hereof at the rate of per centum (.....%) per annum until payment of said principal sum, such interest to the maturity hereof being payable semi-annually on January 1 and July 1 in each year. Both the principal of and the interest on this bond are payable in any coin or currency of the United States of America which on the respective dates of payment thereof is legal tender for the payment of public and private debts. The principal of this bond, unless registered, and the interest hereon are payable at the principal office of _____, in the City of Charlotte, North Carolina (the "Trustee"), or, at the option of the holder or registered owner, at the principal office of _____, in the Borough of Manhattan, City and State of New York. Payment of the interest on this bond to the maturity hereof will be made only upon presentation and surrender of the coupons representing such interest as the same respectively become due and payable. The principal of this bond (if registered) is payable upon the presentation and surrender hereof at the principal corporate trust office of the Trustee under the Order (hereinafter mentioned).

The City shall not be obligated to pay the principal of or the interest on this bond except from revenues or certain other moneys made available therefor under the Order and neither the faith and credit nor the taxing power of the State of North Carolina or of any political subdivision thereof is pledged to the payment of the principal of and the interest on this bond.

This bond is one of a duly authorized series of \$2,000,000 revenue bonds of the City, designated "Water and Sewer System Revenue Bonds, Series A" (herein called the "Series A Bonds"), dated as of the 1st day of _____, 19____, consisting of bonds maturing in annual installments on the 1st day of July in the years 19____ to 19____, inclusive (herein called the "Serial Bonds"), and of bonds maturing on the 1st day of July, _____ (herein called the "Term Bonds"), and issued for the purpose of providing funds for (i) paying a part of the cost of implementing certain improvements described in the Order (the "Improvements") to the Water and Sewer System of the City (the Existing Facilities, the Improvements and any Additional Improvements, as defined in the Order, being herein called the "Water and Sewer System"), (ii) providing certain reserves for the Series A Bonds and (iii) paying expenses incidental to the issuance of the Series A Bonds.

All of the Series A Bonds are issued under and pursuant to the Constitution and laws of the State of North Carolina, including The Local Government Revenue Bond Act, as amended (collectively the "Enabling Act"), a bond order duly adopted by the City Council of the City on July 16, 1979 (such bond order, together with all orders supplemental thereto as therein permitted, being herein called the "Order") and a resolution duly adopted by the City Council on _____, _____. The Order provides for the issuance under the conditions, limitations and restrictions therein set forth of additional bonds to provide funds for paying all or any part of the cost of acquiring and constructing any Additional Improvements, to provide funds for completing payment of the cost of acquiring and constructing the Improvements and any Additional Improvements and to refund any bonds issued under the Order (such additional bonds and the Series A Bonds being herein collectively called the "Bonds"). Reference is hereby made to the Order for provisions, among others, with respect to the custody and application of the proceeds of Bonds issued under the Order, the collection and disposition of revenues, the special fund charged with and made available for the payment of the interest and the redemption premium, if any, on and the principal of the Bonds and the Existing Indebtedness (as defined in the Order), the nature and extent of the security for the Bonds and the Existing Indebtedness, the terms and conditions on which the Bonds of each series are or may be issued, the rights, duties and obligations

of the City and of the Trustee and the rights of the holders of the Bonds, and, by the acceptance of this bond, the holder hereof assents to all of the provisions of the Order.

The Order provides for the creation of a special fund designated the "City of Charlotte Water and Sewer System Bond Service Fund" (hereinafter called the "Bond Service Fund") which special fund is made available for and charged with the payment of the principal of and the interest on all Bonds issued under the provisions of the Order and the Existing Indebtedness, and also provides for the deposit to the credit of said special fund of the Revenues, as defined in the Order, after provision has been made for the payment of Current Expenses, as defined in the Order, to the extent and in the manner provided in the Order. The Order further provides for transfers to the credit of the Bond Service Fund from other special funds created by the Order and made available thereunder to make up any deficiencies in said Fund, all to the extent and in the manner provided in the Order.

The Order provides for the charging, revising and collecting by the City of rates, fees and charges for the use of and for the services and facilities furnished or to be furnished by the Water and Sewer System in order to produce at all times sufficient Revenues, together with any other available funds, to pay the Current Expenses and to pay the principal of and interest on all bonds issued under the provisions of the Order and the Existing Indebtedness as the same shall become due and to create reserves for such purposes.

The Bonds are issuable as coupon Bonds, registrable as to principal only, in the denomination of \$5,000 and as registered Bonds without coupons in the denomination of \$5,000 or any whole multiple thereof. At the principal corporate trust office of the Trustee, in the manner and subject to the limitations and conditions provided in the Order and without cost except for any tax or other governmental charge, registered Bonds without coupons may be exchanged for an equal aggregate principal amount of coupon Bonds of the same series and maturity, bearing interest at the same rate and having attached thereto coupons representing all unpaid interest due or to become due thereon, or of registered Bonds without coupons of the same series and maturity, of authorized denominations and

bearing interest at the same rate, and coupon Bonds with all coupons appertaining thereto representing all unpaid interest due or to become due thereon may in like manner be exchanged for an equal aggregate principal amount of registered Bonds without coupons of the same series and maturity, of authorized denominations and bearing interest at the same rate.

[The terms of redemption applicable to each Series of Bonds are to be inserted here.]

If less than all of the Bonds of any one maturity of a series shall be called for redemption, the particular Bonds or portions of registered Bonds without coupons to be redeemed from such maturity and series shall be selected by lot by the Trustee in such manner as the Trustee in its discretion may determine, and if less than all of the Bonds of any series stated to mature on different dates shall be called for redemption, the particular Bonds or portions of registered Bonds without coupons to be redeemed shall be called in the inverse order of their maturities; provided, however, that the portion of any registered Bond without coupons to be redeemed shall be in a multiple of \$5,000 and that, in selecting Bonds for redemption, the Trustee shall treat each registered Bond without coupons as representing that number of coupon Bonds which is obtained by dividing the principal amount of such registered Bond by \$5,000.

The moneys in the Bond Service Fund and the Redemption Fund, as defined in the Order, available for the purchase or redemption of Bonds shall be allocated to all series of Bonds outstanding under the Order in the manner provided in the Order.

At least thirty (30) days before the redemption date of any Bonds the Trustee shall cause a notice of any such redemption, either in whole or in part, signed by the Trustee, (a) to be published once in a daily newspaper of general circulation published in the City of Charlotte, North Carolina, and in a daily newspaper of general circulation or a financial journal published in the Borough of Manhattan, City and State of New York, (b) to be filed with the paying agents and (c) to be mailed, postage prepaid, to all Holders of Record, as defined in the Order, owning or holding Bonds or portions of Bonds to be redeemed at their addresses as

they appear on the registration books of the City kept by the Trustee, as provided in the Order, but failure so to file or mail any such notice shall not affect the validity of the proceedings for such redemption. On the date designated for redemption, notice having been published as aforesaid, the Bonds or portions of registered Bonds without coupons so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds or such portions thereof on such date, and, if moneys for payment of the redemption price and the accrued interest are held by the Trustee or by the paying agents, as provided in the Order, interest on such Bonds or such portions thereof so called for redemption shall cease to accrue, the coupons for any such interest payable subsequent to the redemption date shall be void, such Bonds or such portions thereof so called for redemption shall cease to be entitled to any benefit or security under the Order, and the holders or registered owners thereof shall have no rights in respect of such Bonds or such portions thereof so called for redemption except to receive payment of the redemption price thereof and the accrued interest so held by the Trustee or by the paying agents.

The holder of this bond shall have no rights to enforce the provisions of the Order or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Order, or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Order.

In certain events, on the conditions, in the manner and with the effect set forth in the Order, the principal of all the Bonds then outstanding under the Order may become or may be declared due and payable before the stated maturities thereof, together with the interest accrued thereon.

Modifications or alterations of the Order may be made by the City only to the extent and in the circumstances permitted by the Order.

This bond may be registered as to principal only in accordance with the provisions endorsed hereon and subject to the terms and conditions set forth in the Order.

As declared by the Enabling Act, this bond, subject only to the provisions for registration and registration of transfer endorsed hereon and contained in the Order, is an investment security within the meaning of and for all the purposes of Article 8 of the Uniform Commercial Code of the State of North Carolina.

This bond is issued with the intent that the laws of the State of North Carolina shall govern its construction.

All acts, conditions and things required by the Constitution and laws of the State of North Carolina, the Order and said resolution of the City Council to happen, exist and be performed precedent to and in the issuance of this bond have happened, exist and have been performed as so required.

This bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Order until it shall have been authenticated by the execution by the Trustee of the certificate of authentication endorsed hereon.

IN WITNESS WHEREOF, the City of Charlotte, North Carolina has caused this bond to bear the facsimile signatures of its Mayor and its City Clerk and a facsimile of its corporate seal to be imprinted hereon, and the attached interest coupons to bear the facsimile signature of said City Clerk, all as of the 1st day of _____, 19__.

[FACSIMILE OF CORPORATE SEAL]

CITY OF CHARLOTTE, NORTH CAROLINA

By.....
Mayor

.....
City Clerk

PROVISIONS FOR REGISTRATION

This bond may be registered as to principal only on books of the City, kept by the Trustee under the within mentioned Order, upon presentation hereof to the Trustee which shall make notation of such registration in the registration blank below, and thereafter the transfer of this bond may be registered only upon an assignment duly executed by the registered owner or his attorney or legal representative in such form as shall be satisfactory to the Trustee, such registration of transfer to be made on such books and endorsed hereon by the Trustee. Such registration of transfer may be to bearer and thereby transferability by delivery shall be restored, but this bond shall again be subject to successive registrations and registrations of transfer as before. The principal of this bond, if registered, unless registered to bearer, shall be payable only to the registered owner or his legal representative. Notwithstanding the registration of this bond as to principal only, the coupons shall remain payable to bearer and shall continue to be transferable by delivery.

<u>Date of Registration</u>	<u>Name of Registered Owner</u>	<u>Signature of Bond Registrar</u>
.....
.....
.....

[FORM OF COUPONS]

No. \$

On 1,, the City of Charlotte, North Carolina will pay to bearer (unless the bond mentioned below shall previously have become payable as provided in the Order referred to in said bond and provision for payment thereof shall have been duly made) at the principal office of _____, in the City of Charlotte, North Carolina, or, at the option of the bearer, at the principal office of _____, in the Borough of Manhattan, City and State of _____

New York, upon the presentation and surrender hereof, the sum of Dollars in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts, solely from the special fund referred to in, and for the interest then due upon, its Water and Sewer System Revenue Bond, Series A, dated as of the 1st day of _____, 19__, No. A-_____.

....[Facsimile Signature]....
City Clerk

[FORM OF REGISTERED BONDS WITHOUT COUPONS]

Same as Form of Coupon Bonds except as follows:

- 1. Substitute the following for the caption and the first paragraph:

No. RA-_____ \$

United States of America
State of North Carolina
County of Mecklenburg
CITY OF CHARLOTTE

Water and Sewer System Revenue Bond, Series A

The City of Charlotte, a municipal corporation of the State of North Carolina (herein sometimes called the "City"), for value received, hereby promises to pay, solely from the special fund provided therefor as hereinafter set forth, to, or registered assigns or legal representative, on the 1st day of July, (or earlier as hereinafter referred to), upon the presentation and surrender hereof at the principal corporate trust office of _____, in the City of Charlotte, North Carolina (the "Trustee"), the principal sum of Dollars in any coin or currency of the United States of America which on the date of payment thereof is legal tender for the payment of public and private debts, and to pay,

solely from said special fund, to the registered owner hereof by check mailed to the registered owner at his address as it appears on the bond registration books of the City, interest on said principal sum from the date hereof or from the January 1 or July 1 next preceding the date of authentication to which interest shall have been paid, unless the date of authentication is a January 1 or July 1, in which case from such date, semi-annually on January 1 and July 1 in each year in like coin or currency, at the rate of per centum (.....%) per annum until payment of said principal sum.

2. Substitute the following for the paragraph concerning the notice of redemption and the effect thereof:

At least thirty (30) days before the redemption date of any Bonds the Trustee shall cause a notice of any such redemption, either in whole or in part, signed by the Trustee, (a) to be published once in a daily newspaper of general circulation published in the City of Charlotte, North Carolina, and in a daily newspaper of general circulation or a financial journal published in the Borough of Manhattan, City and State of New York, (b) to be filed with the paying agents and (c) to be mailed, postage prepaid, to all Holders of Record, as defined in the Order, owning or holding Bonds or portions of Bonds to be redeemed at their addresses as they appear on the registration books of the City kept by the Trustee, as provided in the Order, but failure so to file or mail any such notice shall not affect the validity of the proceedings for such redemption. On the date designated for redemption, notice having been published as aforesaid, the Bonds or portions of registered Bonds without coupons so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds or such portions thereof on such date, and, if moneys for payment of the redemption price and the accrued interest are held by the Trustee, as provided in the Order, interest on such Bonds or such portions thereof so called for redemption shall cease to accrue, such Bonds or such portions thereof so called for redemption shall cease to be entitled to any benefit or security under the Order, and the holders or registered owners thereof shall have no rights in respect of such Bonds or such portions thereof so called for redemption except to receive payment of the redemption price thereof and the accrued interest so held

by the Trustee. If a portion of this bond shall be called for redemption, a new Bond or Bonds in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon the surrender hereof.

3. Substitute the following for the paragraph concerning registration and negotiability:

The transfer of this bond is registrable by the registered owner hereof in person or by his attorney or legal representative at the principal corporate trust office of the Trustee but only in the manner and subject to the limitations and conditions provided in the Order and upon surrender and cancellation of this bond. Upon any such registration of transfer the City shall execute and the Trustee shall authenticate and deliver in exchange for this bond a new registered Bond or Bonds without coupons, registered in the name of the transferee, of authorized denominations, or, at the option of the transferee, coupon Bonds with coupons attached representing all unpaid interest due or to become due thereon, in aggregate principal amount equal to the principal amount of this bond, of the same series and maturity and bearing interest at the same rate.

As declared by the Enabling Act, this bond, subject only to the provisions for registration and registration of transfer stated herein and contained in the Order, is an investment security within the meaning of and for all the purposes of Article 8 of the Uniform Commercial Code of the State of North Carolina.

4. Substitute the following for the witnessing clause:

IN WITNESS WHEREOF, the City of Charlotte, North Carolina has caused this bond to bear the facsimile signatures of its Mayor and its City Clerk, and a facsimile of its corporate seal to be imprinted hereon, all as of the 1st day of _____, 19__.

5. Omit the Provisions for Registration and Form of Coupons.

[TO BE ENDORSED ON ALL BONDS]

CERTIFICATE OF LOCAL GOVERNMENT COMMISSION

The issuance of the within bond has been approved under the provisions of The Local Government Revenue Bond Act of North Carolina.

John D. Foust
Secretary, Local Government
Commission

By
Designated Assistant

CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds of the series designated therein and issued under the provisions of the within mentioned Order.

Trustee

By
Authorized Signatory

[TO BE ENDORSED ON ALL REGISTERED BONDS FOLLOWING
THE CERTIFICATION OF AUTHENTICATION]

Date of authentication:

SECTION 205. Authentication of Bonds. Only such of the Bonds as shall have endorsed thereon a certificate of authentication substantially in the form hereinabove set forth, duly executed by the Trustee, shall be entitled to any benefit or security under this Order. No Bond and no coupon appertaining to any coupon bond shall be valid or obligatory for any purpose unless and until such certificate of authentication shall have been duly executed by the Trustee, and such certificate of the Trustee upon any such Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Order. The Trustee's certificate of authentication on any Bond shall be deemed to have been duly executed if signed by an authorized officer of the Trustee, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds that may be issued hereunder at any one time. Before authenticating or delivering any coupon Bonds the Trustee shall detach and cancel all matured coupons, if any, appertaining thereto, except any coupons which represent unpaid interest.

SECTION 206. Exchange of Bonds. Coupon Bonds, upon surrender thereof at the principal corporate trust office of the Trustee with all unmatured coupons and all matured coupons in default, if any, appertaining thereto, may, at the option of the Holder thereof, be exchanged for an equal aggregate principal amount of registered Bonds without coupons of the same Series and maturity, of any authorized denomination or denominations, bearing interest at the same rate, and, with the exception of the differences between the form of coupon Bonds and the form of registered Bonds without coupons which are set forth in Section 204 of this Order, in the same form as the coupon Bonds surrendered for exchange. If such coupon Bonds shall be registered as to principal only, they shall be accompanied by an assignment duly executed by the registered owner or his attorney or legal representative in such form as shall be satisfactory to the Trustee.

Registered Bonds without coupons, upon surrender thereof at the principal corporate trust office of the Trustee, together with an assignment duly executed by the registered owner or his attorney or legal representative in such form as shall be satisfactory to the Trustee, may, at the option of the registered owner

thereof, be exchanged for an equal aggregate principal amount of coupon Bonds of the same Series and maturity, bearing interest at the same rate and having attached thereto coupons representing all unpaid interest due or to become due thereon or of registered Bonds without coupons of the same Series and maturity and bearing interest at the same rate, and in either case, with the exception of the differences between the form of coupon Bonds and the form of registered Bonds without coupons which are set forth in Section 204 of this Order, in the same form as the registered Bonds without coupons surrendered for exchange.

The City shall make provision for the exchange of Bonds at the principal corporate trust office of the Trustee.

SECTION 207. Negotiability, Registration and Transfer of Bonds. Title to any coupon Bond, unless such Bond is registered in the manner hereinafter provided, and to any interest coupon shall pass by delivery in the same manner as a negotiable instrument payable to bearer. The Trustee shall keep books for the registration of and for the registration of transfers of Bonds as provided in this Order. At the option of the bearer, any coupon Bond (but not any temporary Bond unless the City shall so provide) may be registered as to principal only on such books upon presentation thereof to the Trustee which shall make notation of such registration thereon. The transfer of any such Bond registered as to principal only may thereafter be registered only upon surrender thereof to the Trustee together with an assignment duly executed by the registered owner or his attorney or legal representative in such form as shall be satisfactory to the Trustee, such registration of transfer to be made on such books and endorsed on the bond by the Trustee. Such registration of transfer may be to bearer and thereby transferability by delivery shall be restored, subject however, to successive registrations and registrations of transfer as before. The principal of any coupon Bond registered as to principal only and the principal of any registered Bond without coupons shall be payable only to or upon the order of the registered owner or his legal representative, but the coupons appertaining to any coupon Bond registered as to principal only shall remain payable to bearer notwithstanding such registration. The transfer of any registered Bond without

coupons may be registered only upon the books kept for the registration of and registration of transfers of Bonds upon surrender thereof to the Trustee together with an assignment duly executed by the registered owner or his attorney or legal representative in such form as shall be satisfactory to the Trustee. Upon any such registration of transfer the City shall execute and the Trustee shall authenticate and deliver in exchange for such Bond a new registered Bond or Bonds without coupons, registered in the name of the transferee, of any denomination or denominations authorized by the Series Resolution providing for the issuance of such Bond, or, at the option of the transferee, coupon Bonds with coupons attached representing all unpaid interest due or to become due thereon, in an aggregate principal amount equal to the principal amount of such registered Bond without coupons, of the same Series and maturity and bearing interest at the same rate.

In all cases in which Bonds shall be exchanged or the transfer of registered Bonds without coupons shall be registered hereunder, the City shall execute and the Trustee shall authenticate and deliver at the earliest practicable time Bonds in accordance with the provisions of this Order. All Bonds and coupons surrendered in any such exchange or registration of transfer shall forthwith be cancelled by the Trustee unless in the case of coupon Bonds the City shall direct the Trustee in writing to hold such Bonds and coupons in safekeeping for delivery in exchange for the registered Bonds in accordance with the provisions of this Section. The City or the Trustee may make a charge for every such exchange or registration of transfer of Bonds sufficient to reimburse it for any tax or other governmental charge required to be paid with respect to such exchange or registration of transfer, but no other charge shall be made to any Holder of Bonds for the privilege of exchanging or registering the transfer of Bonds under the provisions of this Order. Neither the City nor the Trustee shall be required to make any such exchange or registration of transfer of Bonds during the fifteen (15) days immediately preceding an interest payment date on the Bonds or, in the case of any proposed redemption of Bonds, immediately preceding the date of first publication of notice of such redemption, or after such Bond or any portion thereof has been selected for redemption.

SECTION 208. Ownership of Bonds. As to any coupon Bond registered as to principal only or any registered Bond without coupons, the person in whose name the same shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, except for the purpose of receiving payment of coupons in the case of any coupon Bond registered as to principal only, and payment of or on account of the principal or Redemption Price of any such coupon Bond registered as to principal only or any such registered Bond without coupons, and the interest on any such registered Bond without coupons, shall be made only to or upon the order of the registered owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond including the premium, if any, and interest thereon to the extent of the sum or sums so paid. The City, the Trustee and the Paying Agents may deem and treat the bearer of any coupon Bond which shall not at the time be registered as to principal only, and the bearer of any coupon appertaining to any coupon Bond, as the absolute owner of such Bond or coupon, as the case may be, whether such Bond or coupon shall be overdue or not, for the purpose of receiving payment thereof and for all other purposes whatsoever, and neither the City, the Trustee nor the Paying Agents shall be affected by any notice to the contrary.

SECTION 209. Authorization of Series A Bonds. There shall be initially issued under and secured by this Order Bonds of the City in an aggregate principal amount not exceeding Two Million Dollars (\$2,000,000) for the purpose of providing funds for (a) paying a part of the cost of implementing the Improvements, (b) making the deposits to the credit of the Interest Account and the Debt Service Reserve Fund required by this Section and (c) paying other expenses incidental and necessary or convenient thereto. Said Series A Bonds shall be designated "Water and Sewer System Revenue Bonds, Series A", shall be dated, shall be stated to mature on the 1st day of July in such year or years, not later than forty (40) years from their date, shall bear interest from their date at such rate or rates, shall be redeemable at such times and prices (subject to the provisions of Article III of this Order), shall be numbered and shall have such denomination or denominations, Paying Agents and Sinking Fund Requirements on account of any Term Bonds thereof as may be provided by the Series Resolution

to be adopted by the City Council prior to the issuance of the Series A Bonds.

The Series A Bonds shall be executed substantially in the form and manner hereinabove set forth, shall be deposited with the Trustee for authentication and shall be delivered by the Trustee to the State Treasurer for delivery to or upon the order of the purchasers thereof, but prior to or simultaneously with the delivery of the Series A Bonds to or upon the order of the purchasers thereof there shall be filed or deposited with the Trustee the following:

(a) a copy, certified by the City Clerk, of the Series Resolution mentioned above;

(b) a copy, certified by the City Clerk, of the Rate Resolution mentioned in Section 501 of this Order;

(c) a copy, certified by the Secretary or a Deputy Secretary of the Local Government Commission, of the resolution of the Local Government Commission providing for the sale of the Series A Bonds;

(d) a copy, certified by the City Clerk, of the resolution of the City Council (which resolution may be incorporated in the Series Resolution for the Series A Bonds) approving the sale of the Series A Bonds by the Local Government Commission and directing the authentication and delivery of the Series A Bonds to or upon the order of the purchasers mentioned therein upon payment of the purchase price therein set forth and the accrued interest on the Series A Bonds; and

(e) an opinion of the City Attorney to the effect that all proceedings taken by the City Council in connection with the authorization, issuance and sale of the Series A Bonds have been duly and validly taken and that all conditions precedent to the delivery of the Series A bonds set forth in this Order have been satisfied.

When the documents mentioned above in this Section shall have been filed or deposited with the Trustee and when the Series A Bonds shall have been executed,

authenticated and endorsed as required by this Order, the State Treasurer shall deliver the Series A Bonds at one time to or upon the order of the purchasers named in the resolution mentioned in clause (d) of this Section, but only upon payment to the State Treasurer of the purchase price of the Series A Bonds and the accrued interest. The Trustee shall be entitled to rely upon the resolutions mentioned in clauses (a), (b) and (d) of this Section as to all matters stated therein.

Simultaneously with the delivery of the Series A Bonds and the deposit of said proceeds by the State Treasurer with the Trustee, the Trustee shall apply said proceeds (including accrued interest and any premium) as follows:

(1) such amount as shall be required, together with any other moneys of the City made available therefor, to pay the principal of any outstanding notes issued in anticipation of the receipt of the proceeds of the Series A Bonds shall be transferred to the paying agents therefor;

(2) all moneys received as accrued interest on the Series A Bonds shall be deposited to the credit of the Interest Account;

(3) an amount equal to the interest due and payable on the Series A Bonds for the period from their date to the date set forth in the Series Resolution, less all moneys received as accrued interest on the Series A Bonds, shall be deposited to the credit of the Interest Account;

(4) an amount equal to the Debt Service Reserve Requirement with respect to the Series A Bonds shall be deposited to the credit of the Debt Service Reserve Fund; and

(5) the balance of such proceeds shall be deposited to the credit of the Construction Fund.

SECTION 210. Issuance of Additional Bonds. Additional Bonds of the City may be issued under and secured by this Order, subject to the conditions hereinafter provided in this Section, in one or more Series from time to time for the purpose of providing funds for (a) paying

all or any part of the cost of acquiring and constructing any Additional Improvements and paying any remaining part of the cost of acquiring and constructing, or completing, the Improvements or any Additional Improvements, (b) making the deposit to the credit of the Debt Service Reserve Fund required by this Section for each such Series of additional Bonds and (c) establishing other reserves and paying other expenses incidental and necessary or convenient thereto.

Before any Bonds shall be issued under the provisions of this Section, the City Council shall adopt a Series Resolution authorizing the issuance of such Bonds, fixing the amount and the details thereof and describing in brief and general terms the purpose for which the Bonds are to be issued. The Bonds of each Series issued under the provisions of this Section shall be designated "Water and Sewer System Revenue Bonds, Series " (inserting a letter to identify the particular Series), shall be dated, shall be stated to mature on the 1st day of July in such year or years, not later than forty (40) years from their date, shall bear interest from their date at such rate or rates, shall be redeemable at such times and prices (subject to the provisions of Article III of this Order), shall be numbered and shall have such denomination or denominations, Paying Agents and Sinking Fund Requirements on account of any Term Bonds thereof as may be provided by the Series Resolution for such Bonds. Except as to any differences in the maturities thereof or the rate or rates of interest or the provisions for redemption, such Bonds shall be on a parity with and shall be entitled to the same benefit and security under this Order as all other Bonds issued under this Order.

Bonds issued under the provisions of this Section shall be executed substantially in the form and manner hereinabove set forth, shall be deposited with the Trustee for authentication and shall be delivered by the Trustee to the State Treasurer for delivery to or upon the order of the purchasers thereof, but prior to or simultaneously with the delivery of such Bonds to or or upon the order of the purchasers thereof, there shall be filed or deposited with the Trustee, except as hereafter in this Section provided, the following:

- (a) a copy, certified by the City Clerk, of the Series Resolution for such Bonds;

(b) a copy, certified by the Secretary or a Deputy Secretary of the Local Government Commission, of the resolution of the Local Government Commission providing for the sale of such Bonds;

(c) a copy, certified by the City Clerk, of the resolution of the City Council (which resolution may be incorporated in the Series Resolution for such Bonds) approving the sale of such Bonds by the Local Government Commission and directing the authentication and delivery of such Bonds to or upon the order of the purchasers mentioned therein upon payment of the purchase price therein set forth and the accrued interest on such Bonds;

(d) a statement, signed by an Appropriate Consultant and approved by an Authorized Officer, certifying that the acquisition, construction or completion of the Additional Improvements or Improvements which are described in the resolution mentioned in clause (a) of this Section is, in the opinion of such consultant, necessary to preserve, develop or improve the Water and Sewer System, to maintain adequate service to the public or to protect the public health and giving the estimate of such consultant of the total Cost of such Additional Improvements or the total Cost of completing such Improvements or Additional Improvements (including a reserve for contingencies);

(e) a statement, signed by an Appropriate Consultant and approved by an Authorized Officer, giving the estimates of such consultant of:

(i) the date on which the Additional Improvements or Improvements which are described in the resolution mentioned in clause (a) of this Section will be placed in operation or completed, and

(ii) the amount of the average annual Net Revenues of the Water and Sewer System to be received during the three (3) complete Fiscal Years immediately following the estimated date of acquisition, construction or completion of such Additional Improvements or Improvements, taking into account but not limited to, the completion of any additional water and sewer

lines then under construction by real estate developers or from moneys in the General Fund, any increase in water rates or in sewer service charges under the provisions of Section 501 of this Order and any increase in the Net Revenues because of savings in Current Expenses;

(f) a certificate, signed by an Authorized Officer and approved by an Appropriate Consultant, setting forth:

(i) the amount of the Net Revenues for the Fiscal Year next preceding the Fiscal Year in which the Bonds then requested to be authenticated and delivered shall be issued as shown by the audit for such Fiscal Year filed under the provisions of Section 711 of this Order, and

(ii) the amount, if any, which is then available or will be made available for paying the Cost of the Additional Improvements or Improvements which are described in the resolution mentioned in clause (a) of this Section and the source or sources from which such amount has been or will be received;

(g) a certificate, signed by an Authorized Officer or by an Appropriate Consultant, setting forth:

(i) the respective amounts of the annual Principal and Interest Requirements for each succeeding Fiscal Year on account of the Bonds of each Series and the Existing Indebtedness then Outstanding, and

(ii) the respective amounts of the annual Principal and Interest Requirements for each succeeding Fiscal Year on account of the Bonds of each Series and the Existing Indebtedness then Outstanding and the Bonds then requested to be authenticated and delivered;

(h) an Officer's Certificate, stating:

1. the Net Revenues set forth in the certificate mentioned in item (i) of clause (f) of this

Section is at least equal to the sum of 100% of the maximum Principal and Interest Requirements for any succeeding Fiscal Year on account of the Existing Indebtedness then Outstanding and 120% of the maximum Principal and Interest Requirements for any succeeding Fiscal Year on account of the Bonds of each Series then Outstanding, and

2. the Net Revenues set forth in the statement mentioned in item (ii) of clause (e) of this Section is at least equal to the sum of 100% of the maximum Principal and Interest Requirements for any succeeding Fiscal Year on account of the Existing Indebtedness then Outstanding and 120% of the maximum Principal and Interest Requirements for any succeeding Fiscal Year on account of the Bonds of each Series then Outstanding and the Bonds then requested to be authenticated and delivered;

(i) an Officer's Certificate stating that the proceeds (excluding accrued interest but including any premium) of such Bonds at the purchase price to be paid therefor, together with the other funds which have been or will be made available for such purpose as set forth in item (ii) of the certificate mentioned in clause (f) of this Section, shall be not less than the total Cost of the Additional Improvements or Improvements to be acquired, constructed or completed as estimated by an Appropriate Consultant in the statement mentioned in clause (d) of this Section;

(j) an Officer's Certificate stating that the Authority is not then in default in the performance of any of the covenants, conditions, agreements or provisions contained in this Order relative to the payment of the principal of and the interest on the Bonds and the Existing Indebtedness then Outstanding and in Section 501 hereof relative to the fixing of rates, fees and charges; and

(k) an opinion of the City Attorney to the effect that all proceedings taken by the City Council in connection with the authorization, issuance and sale of such bonds have been duly and validly taken and that all conditions precedent to the delivery of such bonds required by this Order have been satisfied.

When the documents completed as mentioned above in this Section shall have been filed or deposited with the Trustee, except as hereinafter in this Section provided, and when the Bonds described in the resolutions mentioned in clauses (a), (b) and (c) of this Section shall have been executed, authenticated and endorsed as required by this Order, the State Treasurer shall deliver such Bonds at one time to or upon the order of the purchasers named in the resolution mentioned in said clause (c), but only upon payment to the State Treasurer of the purchase price of such Bonds and the accrued interest. The Trustee shall be entitled to rely upon such resolutions as to all matters stated therein.

With respect to the issuance of any Bonds for the following purposes, item (ii) of the statement mentioned in clause (e) of this Section need not be set forth in such statement and item (i) of the certificate mentioned in clause (f) of this Section need not be set forth in such certificate to be filed or deposited with the Trustee and the certificates mentioned in clause (g) and clause (h) of this Section need not be filed or deposited with the Trustee:

(1) Bonds for the purpose of providing funds for paying any remaining part of the Cost of, or completing, the Improvements; and

(2) Bonds for the purpose of providing funds for paying any remaining part of the Cost of, or completing, Additional Improvements, provided that the principal amount of such Series of Bonds does not exceed twenty per centum (20%) of the aggregate principal amount of the Series of Bonds issued initially to finance the Additional Improvements to be completed.

Simultaneously with the delivery of such Bonds and the deposit of said proceeds by the State Treasurer with the Trustee, the Trustee shall apply said proceeds (including accrued interest and any premium) as follows:

(1) such amount as shall be required, together with any other moneys of the City made available therefor, to pay the principal of any outstanding notes issued in anticipation of the receipt of the proceeds of such Additional Bonds shall be transferred to the paying agents therefor;

(2) an amount of such proceeds or any other funds of the City available therefor on deposit to the credit of the Debt Service Reserve Fund which shall be sufficient to make the amount on deposit therein equal to the Debt Service Reserve Requirement taking into account such Series of Bonds shall be deposited to the credit of the Debt Service Reserve Fund;

(3) an amount as may be determined by the City Council in the Series Resolution for such Bonds to be a reasonable provision for working capital shall be deposited to the credit of the Operation and Maintenance Fund;

(4) all moneys received as accrued interest on such Bonds shall be deposited to the credit of the Interest Account;

(5) an amount equal to the interest due and payable on such Series of Bonds for such period as may be determined by the City Council in the Series Resolution for such Bonds, less all moneys received as accrued interest on such Bonds, shall be deposited to the credit of the Interest Account; and

(6) the balance of such proceeds shall be deposited to the credit of a special construction account appropriately designated and held in trust for the sole and exclusive purpose of paying the Cost of Additional Improvements or paying any remaining part of the Cost of, or completing, the Improvements or Additional Improvements; provided, however, that in the case of acquisition of any such Additional Improvements, a part or all of such proceeds shall be applied by the Trustee simultaneously with the delivery of such Bonds to the payment of the purchase price of such Additional Improvements if and to the extent that the Series Resolution for such Bonds shall so provide. All of the provisions of Article IV of this Order which relate to the Improvements and the Construction Fund shall apply to any such special construction account insofar as such provisions may be applicable.

SECTION 211. Refunding Bonds. Refunding Bonds of the City may be issued under and secured by this

Order, subject to the conditions hereinafter provided in this Section, from time to time, for the purpose of providing funds for refunding at their maturity all or part of the Serial Bonds of any Series which will mature within one year thereafter and, if deemed necessary by the City Council, for paying the interest to accrue thereon to their maturity and any expenses in connection with such refunding. Before any Bonds shall be issued under the provisions of this paragraph the City Council shall adopt a resolution or resolutions authorizing the issuance of such Bonds, fixing the amount and the details thereof and describing the Bonds to be refunded. Such refunding Bonds shall be deemed to constitute a part of the Term Bonds, if any, of such Series, shall be stated to mature at the same time and shall be subject to redemption at the same times and prices as such Term Bonds or, in case all the outstanding Bonds of such Series shall be Serial Bonds, such refunding Bonds shall be stated to mature on July 1 in a year not earlier than two years after the last maturing installment of such Serial Bonds and not later than forty (40) years from their date shall be deemed to be Term Bonds of such Series and shall be made redeemable at such times and prices (subject to the provisions of Article III of this Order), all as may be provided by the resolution or resolutions authorizing the issuance of such Bonds. Such refunding Bonds shall be designated, shall be dated and shall bear interest at a rate not exceeding the maximum rate then permitted by law, all as may be provided by the resolution or resolutions authorizing the issuance of such Bonds.

Refunding Bonds of the City may also be issued under and secured by this Order, subject to the conditions hereinafter provided in this Section, from time to time, for the purpose of providing funds, with any other available funds, for redeeming prior to their maturity or maturities all of the Outstanding Bonds of any Series, including the payment of any redemption premium thereon, and, if deemed necessary by the City Council, paying the interest to accrue thereon to the date fixed for their redemption and any expenses in connection with such refunding. Before any Bonds shall be issued under the provisions of this paragraph, the City Council shall adopt a Series Resolution authorizing the issuance of such Bonds, fixing the amount and the details thereof and describing the Bonds to be redeemed. Such refunding Bonds shall be designated, shall have such denomination

or denominations, shall be dated, shall bear interest at a rate or rates not exceeding the maximum rate then permitted by law, shall be stated to mature on the 1st day of July in such year or years, not later than forty (40) years from their date, shall be made redeemable at such times and prices (subject to the provisions of Article III of this Order), shall be numbered, shall have such Paying Agents, shall have such Sinking Fund Requirements on account of any Term Bonds of such Series and shall have such Debt Service Reserve Requirement within the limitations specified in this Order, all as may be provided by the Series Resolution for such Bonds. Except as to any difference in the maturities thereof or the rate of rates of interest or the provisions for redemption, such refunding Bonds shall be on a parity with and shall be entitled to the same benefit and security of this Order as all other Bonds issued under this Order.

Refunding Bonds issued under the provisions of this Section shall be executed substantially in the form and manner hereinabove set forth, shall be deposited with the Trustee for authentication and shall be delivered by the Trustee to the State Treasurer for delivery to or upon the order of the purchasers thereof, but prior to or simultaneously with the delivery of such Bonds to or upon the order of the purchasers thereof, there shall be filed with the Trustee the following:

(a) a copy, certified by the City Clerk, of the Series Resolution or the resolution or resolutions of the City Council mentioned in the first paragraph of this Section, as the case may be;

(b) a copy, certified by the Secretary of the Local Government Commission, of the resolution of the Local Government Commission providing for the sale of such Bonds;

(c) a copy, certified by the City Clerk, of the resolution of the City Council (which resolution may be incorporated in the Series Resolution for such Bonds) approving the sale of such Bonds by the Local Government Commission and directing the authentication and delivery of such Bonds to or upon the order of the purchasers mentioned therein upon payment of the purchase price therein set forth and the accrued interest on such Bonds;

(d) an Officer's Certificate stating that the proceeds (excluding accrued interest but including any premium) of such refunding Bonds, together with any moneys to be withdrawn from the Bond Service Fund or the Debt Service Reserve Fund by the Trustee as hereinafter provided, and any other moneys which have been made available to the Trustee for such purpose as hereinafter provided, or the principal of and the interest on the investment of such proceeds or any such moneys, will be not less than an amount sufficient to pay the principal of and the redemption premium, if any, on the Bonds to be refunded and, if deemed necessary by the City Council, the interest which will become due and payable on or prior to the date of their payment or redemption and the financing costs in connection with such refunding;

(e) in case such Bonds are to be issued for the purpose of providing funds for redeeming less than all of the Outstanding Bonds prior to their maturity or maturities, an Officer's Certificate stating that the maximum amount of the Principal and Interest Requirements for any Fiscal Year thereafter on account of the Bonds of all Series to be Outstanding after the issuance of such refunding Bonds and the redemption of the Bonds to be refunded shall be less than the maximum amount of the Principal and Interest Requirements for any Fiscal Year thereafter on account of the Bonds of all Series Outstanding immediately prior to the issuance of such refunding Bonds, including the Bonds to be refunded; and

(f) an opinion of the City Attorney to the effect that all proceedings taken by the City Council in connection with the authorization, issuance and sale of such Bonds have been duly and validly taken and that all conditions precedent to the delivery of such Bonds required by this Order have been satisfied.

When the documents mentioned above in this Section shall have been filed with the Trustee and when the Bonds described in the resolutions mentioned in clauses (a), (b) and (c) of this Section shall have been executed, authenticated and endorsed as required by

this Order, the State Treasurer shall deliver such Bonds at one time to or upon the order of the purchasers mentioned in the resolution mentioned in said clause (c), but only upon payment to the State Treasurer of the purchase price of such Bonds and the accrued interest. The Trustee shall be entitled to rely upon such resolutions as to all matters stated therein.

The proceeds of such refunding Bonds shall, to the extent practicable, be invested and reinvested by the Trustee, with the approval of the Director of Finance, in Government Obligations, and the moneys so invested shall be available for use when required. The income derived from such investments shall be added to such proceeds and applied in accordance with the provisions of this Section 211.

Simultaneously with the delivery of such refunding Bonds the Trustee shall withdraw from (i) the Bond Service Fund an amount equal to the sum of the amounts deposited to the credit of such fund under the provisions of Section 507 of this Order on account of the interest which is payable on the Bonds to be refunded on the next interest payment date of such Bonds and on account of the next maturing installment of principal of or the current Sinking Fund Requirement for the Bonds to be refunded and (ii) the Debt Service Reserve Fund an amount equal to the decrease in the Debt Service Reserve Requirement resulting from the issuance of such refunding Bonds. The amounts so withdrawn, the proceeds (excluding accrued interest but including any premium) of such refunding Bonds and any other moneys which have been made available to the Trustee for such purpose, shall be held by the Trustee or deposited with the Paying Agents to be held in trust for the sole and exclusive purpose of paying the principal of, redemption premium and interest on the Bonds to be refunded; provided, however, that such portion of the proceeds of such refunding Bonds as is specified in an Officer's Certificate filed with the Trustee shall be paid to the City to be used for the payment of expenses incident to the financing. Any part of the proceeds of such refunding Bonds which are not needed for the purpose of paying the principal of and the redemption premium, if any, and interest on the Bonds to be refunded or any expenses in connection with such refunding shall be deposited with the Trustee to the credit of the Revenue Fund. The amount received as accrued interest on such refunding Bonds shall be deposited with the Trustee to the credit of the Interest Account.

All expenses in connection with the issuance of such refunding Bonds shall be deemed to constitute necessary Current Expenses and may be paid from the Revenue Fund or the proceeds of such refunding Bonds.

SECTION 212. Temporary Bonds. Until definitive Bonds of any Series are ready for delivery, there may be executed, and upon request of the City the Trustee shall authenticate and deliver, in lieu of definitive Bonds and subject to the same limitations and conditions, temporary printed, engraved or lithographed Bonds, in the form of either coupon Bonds in such denominations, with or without coupons and with or without the privilege of registration as to principal alone, or registered bonds without coupons in such denominations, or both, as the City Council by resolution may provide, substantially of the tenor hereinabove set forth and with such appropriate omissions, insertions and variations as may be required.

Until definitive Bonds of any Series are ready for delivery, any temporary Bond of such Series may, if so provided by the City Council by resolution, be exchanged at the principal office of the Trustee, without charge to the holder thereof, for an equal aggregate principal amount of temporary coupon Bonds or of temporary registered Bonds without coupons, or both, of like tenor, of the same Series and maturity and bearing interest at the same rate.

If temporary Bonds shall be issued, the City shall cause the definitive Bonds to be prepared and to be executed and delivered to the Trustee, and the Trustee, upon presentation to it at its principal office of any temporary Bond accompanied by all unpaid coupons, if any, shall cancel the same and authenticate and deliver in exchange therefor at the place designated by the Holder, without charge to the Holder thereof, a definitive Bond or Bonds of an equal aggregate principal amount, of the same Series and maturity and bearing interest at the same rate as the temporary Bond surrendered. Upon any such exchange all coupons appertaining to definitive coupon Bonds and representing interest theretofore paid shall be detached and cancelled by the Trustee. Until so exchanged the temporary Bonds shall in all respects be entitled to the same benefit and security of this Order as the definitive Bonds to be issued and authenticated hereunder. Interest on temporary coupon Bonds, when due and payable, if

the definitive Bonds shall not be ready for exchange, shall be paid on presentation of such temporary coupon Bonds and notation of such payment shall be endorsed thereon, or such interest shall be paid upon the surrender of the appropriate coupons if coupons representing such interest shall be attached to such temporary Bonds.

SECTION 213. Mutilated, Lost or Destroyed Bonds.
In case any Bond secured hereby shall become mutilated or be destroyed or lost, the City shall cause to be executed, and the Trustee shall authenticate and deliver, a new Bond of like date and tenor in exchange and substitution for and upon the cancellation of such mutilated Bond and its interest coupons, if any, or in lieu of and in substitution for such Bond and its coupons, if any, destroyed or lost, upon the Holder's paying the reasonable expenses and charges of the Authority and the Trustee in connection therewith and, in the case of a Bond destroyed or lost, his filing with the Trustee evidence satisfactory to it and to the City that such Bond and coupons, if any, were destroyed or lost, and of his ownership thereof, and furnishing the City and the Trustee with indemnity satisfactory to them.

ARTICLE III.

REDEMPTION OF BONDS.

SECTION 301. Redemption of Bonds. The Bonds of any Series issued under the provisions of this Order shall be made subject to redemption, both in whole and in part and at such times and prices, as may be provided in the Series Resolution for such Bonds; provided, however, that any redemption in part shall be in the inverse order of their maturities and may be made only on an interest payment date and that Term Bonds shall be made subject to redemption to the extent of any Sinking Fund Requirements therefor on July 1 immediately following each Fiscal Year in which there is a Sinking Fund Requirement in respect of such Bonds.

If less than all of the Bonds of any one maturity of a Series shall be called for redemption, the particular Bonds or portions of registered Bonds without coupons to be redeemed from such Series and maturity shall be selected by the Trustee by lot in such manner as the Trustee in its discretion may determine; provided, however, that the portion of any registered Bond without coupons to be redeemed shall be in the principal amount equal to \$5,000 or some whole multiple thereof, and that, in selecting Bonds for redemption, the Trustee shall treat each registered Bond without coupons as representing that number of coupon Bonds which is obtained by dividing the principal amount of such registered Bond without coupons by \$5,000.

SECTION 302. Redemption Notice. At least thirty (30) days before the redemption date of any Bonds, the Trustee shall cause a notice of any such redemption, either in whole or in part, signed by the Trustee, (a) to be published once in a Daily Newspaper of general circulation published in the City of Charlotte, North Carolina, and in a Daily Newspaper of general circulation or a financial journal published in the Borough of Manhattan, City and State of New York, (b) to be filed with the Paying Agents, and (c) to be mailed, postage prepaid, to all Holders of Record owning or holding Bonds or portions of Bonds to be redeemed at their addresses as they appear on the registration books hereinabove provided for, but failure

so to file or mail any such notice shall not affect the validity of the proceedings for such redemption. Each such notice shall set forth the date fixed for redemption, the Redemption Price to be paid, the place or places at which payment shall be made and, if less than all of the Bonds of any one maturity of a Series then Outstanding shall be called for redemption, the distinctive numbers and letters, if any, of such Bonds to be redeemed and, in the case of registered Bonds without coupons to be redeemed in part only, the portion of the principal amount thereof to be redeemed. In case any registered Bond without coupons is to be redeemed in part only, the notice of redemption which relates to such Bond shall state also that on or after the redemption date, upon surrender of such Bond, a new Bond or Bonds of the same Series and maturity, bearing interest at the same rate and in principal amount equal to the unredeemed portion of such Bond will be issued.

SECTION 303. Effect of Calling for Redemption.

On the date so designated for redemption, notice having been published in the manner and under the conditions hereinabove provided, the Bonds or portions of registered Bonds without coupons so called for redemption shall become and be due and payable at the Redemption Price provided for redemption of such Bonds or portions of Bonds on such date, and, if moneys for payment of the Redemption Price and the accrued interest are held in separate accounts by the Trustee or by the Paying Agents in trust for the Holders of the Bonds or portions thereof to be redeemed, as provided in this Order, interest on the Bonds or portions of Bonds so called for redemption shall cease to accrue, the coupons for interest on any coupon Bonds so called for redemption payable subsequent to the redemption date shall be void, such Bonds or portions of Bonds shall cease to be entitled to any benefit or security under this Order, and the Holders or registered owners of such Bonds or portions of Bonds shall have no rights in respect thereof except to receive payment of the Redemption Price thereof and the accrued interest and, to the extent provided in Section 305 of this Article, to receive Bonds for any unredeemed portions of registered Bonds without coupons.

SECTION 304. Matured Coupons. All unpaid coupons which appertain to coupon Bonds so called for redemption and which shall have become due and payable on or prior to the date of redemption designated in such notice shall continue to be payable to the bearers severally and respectively upon the presentation and surrender of such coupons.

SECTION 305. Redemption of Portion of Registered Bonds. In case part but not all of an outstanding registered Bond without coupons shall be selected for redemption, the registered owner thereof or his attorney or legal representative shall present and surrender such Bond to the Trustee for payment of the principal amount thereof so called for redemption, and the redemption premium, if any, on such principal amount and the City shall execute and the Trustee shall authenticate and deliver to or upon the order of such registered owner or his legal representative, without charge therefor, for the unredeemed portion of the principal amount of the registered Bond without coupons so surrendered, either coupon Bonds or a registered Bond or Bonds without coupons, at the option of such registered owner or his attorney or legal representative, of the same Series and maturity, bearing interest at the same rate and of any denomination or denominations authorized by this Order.

SECTION 306. Cancellation. Coupon Bonds so redeemed and all unmatured coupons appertaining thereto, and registered Bonds without coupons so presented and surrendered, shall be cancelled upon the surrender thereof.

SECTION 307. Effect of Call or Irrevocable Instructions to Call for Redemption. Bonds and portions of Bonds which have been duly called for redemption under the provisions of this Article, or with respect to which irrevocable instructions to call for redemption at the earliest redemption date have been given to the Trustee in form satisfactory to it, and for the payment of the Redemption Price and the accrued interest of which sufficient moneys or Government Obligations shall be held in separate accounts by the Trustee or by the Paying Agents in trust for the Holders of the Bonds or portions thereof to be redeemed, the principal of and the interest on such Government Obligations, if any, when due, providing

sufficient moneys to pay, with such other moneys so deposited with the Trustee or the Paying Agents, the Redemption Price and interest on such Bonds, all as provided in this Order, shall not thereafter be deemed to be Outstanding under the provisions of this Order, and such Bonds or portions of Bonds shall cease to be entitled to any benefit or security under this Order, and the Holders of such Bonds shall have no rights in respect thereof except to receive payment of the Redemption Price thereof and the accrued interest, to be given notice of redemption in the manner provided in Section 302 of this Article, and, to the extent provided in Section 305 of this Article, to receive Bonds for any unredeemed portions of registered Bonds without coupons.

ARTICLE IV.

CUSTODY AND APPLICATION OF PROCEEDS OF BONDS.

SECTION 401. Construction Fund. A special fund is hereby created and designated "City of Charlotte Water and Sewer System Construction Fund" (herein sometimes called the "Construction Fund"), to the credit of which such deposits shall be made as are required by the provisions of Section 209 of this Order.

The moneys in the Construction Fund shall be held by the Trustee in trust and, subject to the provisions of Section 406 of this Article, shall be applied to the payment of the Cost of the Improvements and, pending such application, shall be subject to a lien and charge in favor of the Holders of the Bonds issued and Outstanding under this Order and for the further security of such Holders until paid out or withdrawn as herein provided.

Any interest earned or other income derived from the investment or deposit of moneys held for the credit of the Construction Fund shall be retained by the Trustee in the Construction Fund; provided, however, that any interest earned or other income derived from the investment or deposit of moneys representing any amount reserved by the City for the payment of any remaining part of the Cost of Improvements after the transfer of any balance in the Construction Fund under the provisions of Section 407 hereof shall be transferred by the Trustee upon the receipt thereof for deposit to the credit of the Revenue Fund.

SECTION 402. Payment from Construction Fund. All payments and withdrawals from the Construction Fund shall be subject to the provisions and restrictions set forth in this Article and the City covenants that it will not cause or permit to be paid or withdrawn from the Construction Fund any sums except in accordance with such provisions and restrictions.

SECTION 403. Items of Cost. For the purposes of this Order the cost of acquiring and constructing the Improvements or any Additional Improvements shall embrace

the cost of acquisition and construction and, without intending thereby to limit or restrict any proper definition of such term under the provisions of the Enabling Act or this Order, shall include the following:

(a) the cost of acquiring by purchase any additional existing water or sewer utility facilities;

(b) obligations incurred for labor and materials and to contractors, builders and materialmen in connection with construction, for machinery and equipment, for the restoration or relocation of property damaged or destroyed in connection with such construction, for the removal or relocation of structures and for the clearing of lands;

(c) the cost of acquiring by purchase, if such purchase shall be deemed expedient, and the amount of any deposit in court or award or final judgment in or any settlement or compromise of any proceeding to acquire by eminent domain, such lands, property, property rights, rights of way, easements, franchises and other interests as may be deemed necessary or convenient, options and partial payments thereon, the cost of demolishing or removing or relocating any buildings or structures on land so acquired, including the cost of acquiring any lands to which such buildings or structures may be moved, and the amount of any damages incident to or consequent upon the construction and operation of the Improvements and such Additional Improvements;

(d) interest on any Bonds issued under the provisions of Section 210 of this Order prior to the commencement of and during the construction of the Improvements and such Additional Improvements and for such period after completion of construction as may be permitted by the Enabling Act, and the reasonable fees of the Trustee and the Paying Agents for the payment of such interest;

(e) the fees and expenses of the Trustee for its services prior to and during construction, taxes or other municipal or governmental charges lawfully levied or assessed during construction upon the Improvements and such Additional Improvements or any

property acquired therefor, and premiums on insurance (if any) in connection with Improvements and such Additional Improvements during construction;

(f) the cost of borings and other preliminary investigations to determine foundation or other conditions, expenses necessary or incident to determining the feasibility or practicability of constructing the Improvements and such Additional Improvements, and fees and expenses of engineers for making surveys and estimates of costs and of revenues and other estimates and for preparing plans and specifications and supervising construction, as well as for the performance of all other duties of engineers set forth herein in relation to the construction of the Improvements and such Additional Improvements and the issuance of Bonds therefor;

(g) expenses of administration properly chargeable to the Existing Facilities, the Improvements and such Additional Improvements, legal expenses and fees, fees and expenses of any Appropriate Consultant, financing charges, cost of audits and of preparing and issuing the Bonds, provisions for working capital and a reserve for debt service, and all other items of expense not elsewhere in this Section specified incident to the acquisition, construction and equipping of the Improvements and such Additional Improvements, the financing thereof, the placing of the same in operation (including the initial premiums on any insurance required or obtained under the provisions of this Order) and the acquisition of lands, property, rights, rights of way, easements, franchises and interests therefor, including abstracts of title, title insurance, cost of surveys and other expenses in connection with such acquisition; and

(h) any obligation or expense heretofore or hereafter incurred and any amounts heretofore or hereafter advanced by the City or any of its agencies or departments for any of the foregoing purposes.

SECTION 404. Requisitions on Construction Fund. Payments from the Construction Fund shall be made in accordance with the provisions of this Section. Before any such payment shall be made there shall be filed with the Trustee:

(a) a requisition, signed by an Authorized Officer, stating in respect of each payment to be made:

- (1) the item number of the payment,
- (2) the name of the person, firm or corporation to whom payment is due,
- (3) the amount to be paid,
- (4) the purpose by general classification for which the obligation to be paid was incurred,
- (5) that obligations in the stated amounts have been incurred by the City and are presently due and payable and that each item thereof is a proper charge against the Construction Fund and has not been paid,
- (6) that there has not been filed with or served upon the City notice of any lien, right to lien, or attachment upon, or claim affecting the right to receive payment of, any of the moneys payable to any of the persons, firms or corporations named in such requisition, which has not been released or will not be released simultaneously with the payment of such obligation, and
- (7) that such requisition contains no item representing payment on account of any retained percentages which the City is at the date of such requisition entitled to retain; and

(b) a statement, signed by an Appropriate Consultant and attached to such requisition, approving the contents thereof.

Upon receipt of each requisition and accompanying statement the Trustee shall pay each such obligation or, if so requested by the City, shall withdraw from the Construction Fund and deposit with such Depository as shall be designated in such requisition to the credit of a special checking account in the name of the City an

amount equal to the total of the amounts to be paid as set forth in such requisition, the amount so deposited to be used solely for the payment of the obligations set forth in such requisition, and each such obligation shall be paid by check drawn on such checking account and signed by an Authorized Officer. Moneys deposited to the credit of such checking account shall be deemed to be a part of the Construction Fund until paid out as above provided. In making such payments or such withdrawals and deposits the Trustee may rely upon such requisitions and accompanying statements. If for any reason the City should decide prior to the payment of any item in a requisition not to pay such item, an Authorized Officer shall give notice of such decision to the Depository and to the Trustee and thereupon the City shall pay the amount of such item by check drawn on such checking account to the Trustee for the credit of the Construction Fund.

In addition to such payments or such withdrawals and deposits, the Trustee shall pay from the Construction Fund to the City upon its requisitions therefor, signed by an Authorized Officer, at one time or from time to time, a sum or sums aggregating not more than One Hundred Thousand Dollars (\$100,000) exclusive of reimbursements as hereafter in this Section authorized, such sums and such reimbursements to be used by the City as a revolving fund for the payment of items of cost referred to in Section 403 of this Article which cannot conveniently be paid as herein otherwise provided. The moneys in such revolving fund shall be deemed to be a part of the Construction Fund until paid out. The revolving fund shall be reimbursed by the Trustee from time to time for such items of cost so paid by payments from the Construction Fund upon requisition of the City, filed with the Trustee and similarly signed, specifying the payee, the amount and the purpose by general classification of each payment from the revolving fund for which such reimbursement is requested, and stating that each such item of cost so paid was a necessary item of cost within said Section 403 and that such cost could not conveniently be paid except from such revolving fund, and a statement, signed by an Appropriate Consultant and attached to such requisition, approving the contents thereof. In making such payments and reimbursements the Trustee may rely upon such requisitions and accompanying statements.

SECTION 405. Lands for Improvements and Additional Improvements. The City covenants that the Improvements and any Additional Improvements will be constructed on land which is owned or can be acquired by the City in fee simple or over or under which the City shall have acquired or can acquire proper easements or title or rights sufficient for the needs and purposes of the Improvements and such Additional Improvements, free from all liens, encumbrances and defects of title except liens, encumbrances or defects of title which do not have a materially adverse effect upon the City's right to use such lands or properties for the purposes intended, or lands, including public streets and highways, the right to use and occupy which for such purposes shall be vested in the City by law or by valid rights of way, easements, franchises or licenses.

SECTION 406. Trustee Retains Requisitions. All requisitions and certificates received by the Trustee, as required in this Article as conditions of payment from the Construction Fund, shall be retained in the possession of the Trustee, subject at all reasonable times to the inspection of the City, any Appropriate Consultant, the agents and representatives thereof, any Holder of Bonds and any other interested person.

SECTION 407. Transfer of Balance in Construction Fund. When the construction of the Improvements shall have been completed, which fact shall be evidenced by the filing with the Trustee of a certificate, signed by an Authorized Officer and approved by an Appropriate Consultant, setting forth the date of such completion and also stating that requisitions have been made for the payment of all obligations which are payable from the Construction Fund, accompanied by an opinion of the City Attorney stating that the City has acquired title to all property, lands, property rights, rights of way, franchises, easements and other interests in lands necessary for the operation of the Water and Sewer System, free from all liens or encumbrances except liens, encumbrances or other defects of title which do not have a materially adverse effect upon the City's right to use such properties for the purposes intended or which have been adequately guarded against by a bond or other form of indemnity, that there are no uncanceled mechanics', laborers', contractors', or materialmen's liens on the Improvements or on file in any public office where the

same should be filed in order to be valid liens against any part of such property, and that, in the opinion of the signer, the time within which such liens can be filed has expired, the balance in the Construction Fund not reserved by the City for the payment of any remaining part of the Cost of the Improvements shall be transferred by the Trustee to the credit of the Interest Account.

ARTICLE V.

REVENUES AND FUNDS.

SECTION 501. Covenants as to Rates. Except as otherwise provided in this Section, the rates, fees and charges for the use of and for the services and facilities furnished or to be furnished by the Water and Sewer System shall be determined by the Rate Resolution of the City adopted prior to the issuance of the Series A Bonds pursuant to Section 209 of this Order as such resolution may be amended from time to time.

The City covenants that such rates, fees and charges will be revised from time to time and as often as it shall appear necessary in order to produce sufficient Revenues, together with any other available funds, including the amounts transferred by the City from the General Fund to the Revenue Fund, to permit the deposit and transfer to the credit of the Revenue Fund in the then current Fiscal Year of a sum at least equal to the total of the following:

- (a) the Current Expenses of the Water and Sewer System for the current Fiscal Year, and
- (b) the sum of one hundred twenty per centum (120%) of the amount of the Principal and Interest Requirements for the current Fiscal Year on account of the Bonds of each Series and one hundred per centum (100%) of the Principal and Interest Requirements for the current Fiscal Year on account of the Existing Indebtedness then Outstanding.

Forthwith upon the adoption of any revision of such rates, fees and charges the City will cause certified copies thereof to be filed with the Trustee and mailed to the Local Government Commission and each Holder of Record.

The City further covenants that if the Revenues, together with any other available funds, including the amounts transferred by the City from the General Fund to the Revenue Fund in any Fiscal Year as shown by the City's audit shall be less than the total amount set forth in clauses (a) and (b) of this Section, then it shall, as promptly as possible, request an Appropriate Consultant to make recommendations as to a revision of such rates, fees and charges or the methods of operation of the Water and Sewer System which will result in producing the amount so required in the following Fiscal Year. Copies of such

request and of such recommendations of the Appropriate Consultant shall be filed with the Trustee and mailed by the City to the Local Government Commission and each Holder of Record. The City covenants and agrees that promptly upon its receipt of such recommendations it shall, subject to applicable requirements imposed by law, revise such rates, fees and charges and shall take such other action respecting the methods of operation of the Water and Sewer System as shall be in conformity with such recommendations.

In the event that the City shall fail to revise such rates, fees and charges in accordance with the provisions of this Section, the Trustee or the Holders of not less than ten per centum (10%) in aggregate principal amount of the Bonds then Outstanding may and the Trustee shall, upon the written request of the Holders of not less than ten per centum (10%) in aggregate principal amount of the Bonds then Outstanding and upon being indemnified to its satisfaction, without regard to whether an event of default, as defined in Section 802 of this Order, shall have occurred, institute and prosecute an action or proceeding in any court or before any board or commission having jurisdiction to compel the City to revise such rates, fees and charges in accordance with the requirements of this Section. The City covenants that it will revise such rates, fees and charges in compliance with any decree or order entered in any such proceeding; provided, however, that the City reserves the right not to revise such rates, fees and charges so long as the validity thereof shall be contested in good faith and by appropriate legal proceedings.

Anything in this Resolution to the contrary notwithstanding, if the City shall comply with all recommendations of such Appropriate Consultant, in respect to said rates, fees and charges, it will not constitute an event of default under the provisions of clause (i) of Section 802 of this Order if such deposits and transfers to the credit of the Revenue Fund shall be less than the total of the amounts referred to above.

SECTION 502. No Free Service. The City covenants that there will be no free services rendered by the Water and Sewer System and that all users except the City and its agencies and departments, including political subdivisions and public bodies (state and federal), will

pay therefor at the established rates, fees and charges; provided, however, that water for the prevention and extinguishment of fires and the flushing of streets and water reasonably necessary for the testing of fire hydrants, the practice of municipal firemen and the flushing and testing of components of the Water and Sewer System may be provided by the City without charge.

SECTION 503. Revenue Fund. A special fund is hereby created and designated "City of Charlotte Water and Sewer System Revenue Fund" (herein sometimes called the "Revenue Fund"). The Revenue Fund shall be established with the Trustee. The City covenants that all Revenues derived from the operation or ownership of the Water and Sewer System shall be deposited as received with the Trustee daily, to the extent practicable, for the credit of the Revenue Fund. All moneys deposited under the provisions of this Section with the Trustee and all amounts transferred by the City from the General Fund to the Revenue Fund shall be held in trust and applied only in accordance with the provisions of this Order and shall not be subject to lien or attachment by any creditor of the City.

SECTION 504. Annual Review of Water and Sewer System. The City covenants that it will cause an Appropriate Consultant to make a review of the Water and Sewer System at least once in each year and, on or before the 1st day of April in each Fiscal Year, to submit to the City a report setting forth (a) its findings whether the Water and Sewer System has been maintained in good repair, working order and condition and (b) its recommendations as to:

- (i) the proper maintenance, repair and operation of the Water and Sewer System during the ensuing Fiscal Year and an estimate of the amount of money necessary for such purposes,
- (ii) the insurance to be carried under the provisions of Section 707 of this Order,
- (iii) the additions, improvements, renewals and replacements which should be made during the ensuing Fiscal Year and an estimate of the amount of money necessary for such purposes, and
- (iv) any necessary or advisable revisions of the rates, fees and charges referred to in Section

501 of this Article or as the same may have been previously revised.

Promptly after the receipt of such reports by the City, copies thereof shall be filed with the Trustee and mailed by the City to the Local Government Commission and each Holder of Record.

The City further covenants that, if any such report of an Appropriate Consultant shall set forth that the Water and Sewer System has not been maintained in good repair, working order and condition, it will promptly restore the Water and Sewer System to good repair, working order and condition with all expedition practicable.

SECTION 505. Budgets and Covenants as to Current Expenses. The City covenants that on or before the 1st day of May in each Fiscal Year it will prepare a preliminary budget for the ensuing Fiscal Year, such budget to include the City's estimates of Current Expenses, the disbursements from the General Fund, the Revenues of the Water and Sewer System and the amount of moneys held for the credit of the General Fund to be transferred to the credit of the Revenue Fund. On or before the 1st day of May in such Fiscal Year copies of each such preliminary budget shall be filed with the Trustee and the Local Government Commission and mailed by the City to each Holder of Record.

The City further covenants that on or before the first day of each Fiscal Year it will finally adopt the budget for such Fiscal year (herein sometimes called the "Annual Budget"). Copies of the Annual Budget shall be promptly filed with the Trustee and the Local Government Commission and mailed by the City to each Holder of Record.

If for any reason the City shall not have adopted the Annual Budget before the first day of any Fiscal Year, the preliminary budget for such Fiscal Year or, if there is no such preliminary budget, the budget for the preceding Fiscal Year shall, until the adoption of the Annual Budget, be deemed to be in force and shall be treated as the Annual Budget under the provisions of this Article.

Prior to the delivery of the Series A Bonds under the provisions of Section 209 of this Order the City

shall adopt a budget for the operation of the Water and Sewer System during the balance of the current Fiscal Year and such budget shall be treated as the Annual Budget under the provisions of this Article for the balance of such Fiscal Year.

The City may at any time adopt an amended or supplemental Annual Budget for the remainder of the then current Fiscal Year as shall be necessary and any Annual Budget so amended or supplemented shall be treated as the Annual Budget under the provisions of this Article. Copies of any such amended or supplemental Annual Budget shall be filed with the Trustee and the Local Government Commission and mailed by the City to each Holder of Record.

The City further covenants that the amount expended for Current Expenses in any Fiscal Year will not exceed the reasonable and necessary amount thereof and that it will not expend any amount for Current Expenses in excess of the total amount provided for Current Expenses in the Annual Budget. Nothing in this Section contained shall limit the amount which the City may expend for Current Expenses in any Fiscal Year provided any amounts expended therefor in excess of the total amount provided in the Annual Budget shall be received by the City from some source other than the Revenues of the Water and Sewer System and the City shall not make any reimbursement therefor from such Revenues.

SECTION 506. Operation and Maintenance Fund. It shall be the duty of the Trustee, on or before the first business day of each month following the month during which payment shall be made for the Bonds issued under the provisions of Section 209 of this Order, to withdraw from the Revenue Fund and deposit with a Depository or Depositories, to the credit of a special fund which is hereby created and designated "City of Charlotte Water and Sewer System Operation and Maintenance Fund" (herein sometimes called the "Operation and Maintenance Fund"), such amount as may be required to make the amount then to the credit of the Operation and Maintenance Fund equal to the amount shown by the Annual Budget to be necessary for Current Expenses for the current month and such portion of the next succeeding month as shall be specified in an Officer's Certificate filed with the Trustee prior to such withdrawal. Payments from the Operation and Maintenance Fund shall be

made upon orders therefor signed by an Authorized Officer, provided that no such payment shall be made if the amount of such payment is in excess of the unencumbered balance of the appropriations in the Annual Budget for Current Expenses.

SECTION 507. Establishment of Funds and Deposit of Revenues. A special fund is hereby created and designated "City of Charlotte Water and Sewer System Bond Service Fund" (herein sometimes called the "Bond Service Fund"). There are hereby created three separate accounts in the Bond Service Fund designated "Interest Account", "Principal Account" and "Sinking Fund Account". Three other special funds are hereby created and designated "City of Charlotte Water and Sewer System Debt Service Reserve Fund" (herein sometimes called the "Debt Service Reserve Fund"), "City of Charlotte Water and Sewer System Maintenance Reserve Fund" (herein sometimes called the "Maintenance Reserve Fund"), "City of Charlotte Water and Sewer System General Fund" (herein sometimes called the "General Fund") and "City of Charlotte Water and Sewer System Redemption Fund" (herein sometimes called the "Redemption Fund").

The Bond Service Fund and the accounts therein, the Debt Service Reserve Fund and the Redemption Fund shall be established with the Trustee. The Maintenance Reserve Fund and the General Fund shall be established with a Depository.

The moneys in each of said funds and accounts shall be held in trust and applied as hereinafter provided with respect to each such fund or account and, pending such application, shall be subject to a lien and charge in favor of the Holders of the Bonds issued and Outstanding under this Order and, in the case of the Bond Service Fund, the Holders of the Existing Indebtedness and for the further security of such Holders until paid out or transferred as herein provided.

It shall be the duty of the Trustee, before the 25th day of each month, after making the deposit to the credit of the Operation and Maintenance Fund under the provisions of Section 506 of this Article, beginning with the month fixed in the Series Resolution for the Series A Bonds, except as hereafter in this paragraph otherwise provided, to withdraw from the Revenue Fund an amount

equal to the amount of all moneys held for the credit of the Revenue Fund on the last day of the preceding month and to deposit the sum so withdrawn to the credit of the following accounts or funds in the following order:

(a) to the credit of the Interest Account, such amount thereof (or the entire sum so withdrawn if less than the required amount) as is equal to one-sixth ($1/6$) of the amount of interest then or to become within the next ensuing six (6) months due and payable on all Bonds and the Existing Indebtedness then Outstanding, after taking into account any amounts then held for the credit of the Interest Account for the payment of such interest;

(b) to the credit of the Principal Account, such amount, if any, of the balance remaining after making the deposit under clause (a) above (or the entire balance if less than the required amount) as is equal to one-twelfth ($1/12$) of the amount of principal of the Serial Bonds of each Series and the Existing Indebtedness then or to become within the next ensuing twelve (12) months due and payable, after taking into account any amounts then held for the credit of the Interest Account for the payment of such principal;

(c) to the credit of the Sinking Fund Account, such amount, if any, of the balance remaining after making the deposits under clauses (a) and (b) above (or the entire balance if less than the required amount) as is equal to one-twelfth ($1/12$) of the Sinking Fund Requirements, if any, for such Fiscal Year for the Term Bonds of each Series, plus the premiums, if any, on such principal amount of the Term Bonds which would be payable if such principal amount of Term Bonds were to be redeemed in such Fiscal Year from moneys held for the credit of the Sinking Fund Account;

(d) to the credit of the Debt Service Reserve Fund, such amount, if any, of the balance remaining after making the deposits under clauses (a), (b) and (c) above (or the entire balance if less than the required amount) as is required to make the amount in the Debt Service Reserve Fund equal to the Debt Service Reserve Requirement;

(e) to the credit of the Maintenance Reserve Fund, beginning with the month fixed in the Series Resolution for the Series A Bonds, such amount, if any, of the balance remaining after making the deposits under clauses (a), (b), (c) and (d) above (or the entire balance if less than the required amount) as is required to make the amount in the Maintenance Reserve Fund equal to six per centum (6%) or such greater percentage, as may be determined from time to time by the City, of the amount shown by the Annual Budget to be necessary for Current Expenses for the current Fiscal Year; provided, however, that the amount to be withdrawn from the Revenue Fund and deposited to the credit of such fund in any month need not exceed one sixtieth (1/60) of the amount then required to be held for the credit of such fund; and

(f) to the credit of the General Fund, the balance, if any, remaining after making the deposits under clauses (a), (b), (c), (d) and (e) above.

If the moneys deposited to the credit of the Bond Service Fund, the Debt Service Reserve Fund and the Maintenance Reserve Fund in any month shall be less than the required amounts under clauses (a) (b), (c), (d) or (e) above, then the amount of any deficiency in any such deposit shall be added to the amount otherwise required to be deposited in each month thereafter until such time as all such deficiencies shall have been made up.

It shall be the duty of the City to deposit as received to the credit of the General Fund all acreage, connection, front-footage, tap-on, assessment and similar fees and charges derived by the City in connection with the provision of or payment for capital improvements constituting a part of the Water and Sewer System.

SECTION 508. Application of Moneys in Interest Account. The Trustee shall, during the period of three (3) business days immediately preceding each interest payment date, withdraw from the Interest Account and remit by mail to each owner of registered Bonds without coupons the amounts required for paying the interest on such Bonds as such interest becomes due and payable and set aside or deposit in trust with the Paying Agents the amounts required for paying the interest on coupon

Bonds and the Existing Indebtedness as such interest becomes due and payable.

SECTION 509. Application of Moneys in Principal Account. The Trustee shall, during the period of three (3) business days immediately preceding each principal payment date, withdraw from the Principal Account and set aside or deposit in trust with the Paying Agents the amounts required for paying the principal of all Serial Bonds and the Existing Indebtedness as such principal becomes due and payable.

SECTION 510. Application of Moneys in Sinking Fund Account. Moneys held for the credit of the Sinking Fund Account shall be applied during each Fiscal Year to the retirement of Term Bonds of each Series then Outstanding as follows:

(a) The Trustee shall endeavor to purchase the Term Bonds or portions of Term Bonds of each such Series stated to mature on the next maturity date for Term Bonds of such Series then Outstanding at the most advantageous price obtainable with reasonable diligence, such price not to exceed the Redemption Price which would be payable on the next redemption date to the Holders of such Term Bonds under the provisions of Article III of this Order if such Term Bonds or portions of Term Bonds should be called for redemption on such date, from the moneys in the Sinking Fund Account. The Trustee shall pay the interest accrued on such Term Bonds or portions of Term Bonds to the date of settlement therefor from the Interest Account and the purchase price from the Sinking Fund Account, but no such purchase shall be made by the Trustee within the period of forty-five (45) days immediately preceding the next date when such Term Bonds are subject to redemption, except from moneys other than the moneys set aside in the Sinking Fund Account for the redemption of Term Bonds. The aggregate purchase price of such Term Bonds of such Series so purchased in any Fiscal Year shall not exceed the amount deposited in the Sinking Fund Account on account of the Sinking Fund Requirements for such Term Bonds of such Series for such Fiscal Year; provided, however, that if in any Fiscal Year the amount held for the credit of the Sinking Fund Account plus the principal amount

of all Term Bonds purchased during such Fiscal Year pursuant to the provisions of this paragraph (a) exceeds the aggregate Sinking Fund Requirements for all Term Bonds then Outstanding for such Fiscal Year, the Trustee shall endeavor to purchase any Term Bonds then Outstanding with such excess moneys;

(b) The Trustee shall call for redemption on the July 1 immediately following such Fiscal Year, as provided in Section 301 of this Order, a principal amount of such Term Bonds or portions of Term Bonds of each Series then subject to redemption equal to the Sinking Fund Requirements for the Term Bonds of each such Series for such Fiscal Year less the principal amount of any such Term Bonds retired by purchase pursuant to clause (a) of this Section. If the amount available in the Sinking Fund Account in such Fiscal Year shall not be equal to the Sinking Fund Requirements for the Term Bonds of each such Series for such Fiscal Year less the principal amount of any such Term Bonds so retired by purchase, then the Trustee shall apply the amount available in the Sinking Fund Account to such redemption in proportion to the Sinking Fund Requirements for such Fiscal Year for the Term Bonds of each Series then Outstanding. Such redemption shall be made pursuant to the provisions of Article III of this Order. If such July 1 shall be the stated maturity date of any such Term Bonds, the Trustee shall not call such Bonds for redemption but shall, during the period of three (3) business days immediately preceding such maturity date, withdraw from the Sinking Fund Account, and set aside or deposit in trust with the Paying Agents, the amount required for paying the principal of such Bonds as such principal becomes due and payable. Prior to calling Terms Bonds or portions of Term Bonds for redemption the Trustee shall withdraw from the Interest Account and from the Sinking Fund Account and set aside in separate accounts or deposit with the Paying Agents the respective amounts required for paying the interest on and the Redemption Price of the Term Bonds or portions of Term Bonds so called for redemption. If at any date there shall be moneys in the Sinking Fund Account and no Term Bonds shall be then outstanding, the moneys therein shall be withdrawn therefrom by the Trustee and deposited to the credit of the Revenue Fund.

Any interest earned or other income derived from the investment or deposit of moneys held for the credit of the Sinking Fund Account shall be transferred by the Trustee upon the receipt thereof to the credit of the Revenue Fund.

Upon retirement of any Term Bonds by purchase or redemption pursuant to the provisions of this Section, the Trustee shall file with the City a statement identifying such Bonds and setting forth the date of their purchase or redemption, the amount of the purchase price or the Redemption Price of such Bonds and the amount paid as interest thereon. The expenses in connection with the purchase or redemption of any such Bonds shall be paid by the City from the Operation and Maintenance Fund.

SECTION 511. Application of Moneys in Debt Service Reserve Fund. If at any time the moneys held for the credit of the Bond Service Fund shall be insufficient to pay when due the interest on the Bonds and the Existing Indebtedness and the principal of the Serial Bonds and the Existing Indebtedness and to provide funds for the retirement of Term Bonds to the extent of the Sinking Fund Requirements therefor, and if the amounts transferred to the credit of the Bond Service Fund from the General Fund are insufficient to make up such deficiency, then the Trustee shall, not later than three (3) business days prior to the applicable interest payment date or principal payment date or the applicable Term Bond redemption or maturity date, respectively, transfer from the Debt Service Reserve Fund to the credit of the Bond Service Fund an amount sufficient to make up any such deficiency.

Any interest or other income derived from the investment or deposit of moneys held for the credit of the Debt Service Reserve Fund shall be transferred by the Trustee upon receipt thereof to the credit of the Revenue Fund; provided, however, that such interest or other income shall be retained by the Trustee in the Debt Service Reserve Fund to the extent, if any, needed to increase the amount then held for the credit of the Debt Service Reserve Fund so that it equals the Debt Service Reserve Requirement.

If at any time the moneys held for the credit of the Debt Service Reserve Fund shall exceed the Debt Service

Reserve Requirement and all transfers of moneys from the Debt Service Reserve Fund as required by the foregoing provisions of this Section have been made, the Trustee shall withdraw from the Debt Service Reserve Fund the amount of any excess therein over the Debt Service Reserve Requirement and deposit the amount of such withdrawal in the Revenue Fund. The Trustee shall also withdraw certain excess moneys in the Debt Service Reserve Fund and apply such moneys to the payment of Bonds to be refunded to the extent and in the manner provided in Section 211 of this Order.

SECTION 512. Application of Moneys in Maintenance Reserve Fund. Except as hereafter provided in this Section and in Section 707 of this Order, moneys held for the credit of the Maintenance Reserve Fund shall be disbursed only for paying all or part of the cost of unusual or extraordinary maintenance, repairs, renewals or replacements to the Water and Sewer System and engineering and other expenses incurred in connection therewith.

All disbursements by the City pursuant to the provisions of this Section shall be made in accordance with the provisions of Section 506 of this Article for payments from the Operation and Maintenance Fund to the extent that such provisions may be applicable.

If at any time the moneys held to the credit of the Bond Service Fund shall be insufficient to pay when due the interest on the Bonds and the Existing Indebtedness and the principal of the Serial Bonds and the Existing Indebtedness and to provide funds for the retirement of Term Bonds to the extent of the Sinking Fund Requirements therefor, and if the amounts transferred to the credit of the Bond Service Fund from the General Fund and the Debt Service Reserve Fund are insufficient to make up such deficiency, the City shall, not later than three (3) business days prior to the applicable interest payment date or principal payment date or the applicable Term Bond redemption or maturity date, respectively, withdraw from the Maintenance Reserve Fund and deposit with the Trustee to the credit of the Bond Service Fund an amount sufficient to make up any such deficiency; provided, however, that only moneys in excess of an amount equal to six per centum (6%) of the amount shown by the Annual Budget to be necessary for the Current Expenses for the

current Fiscal Year shall be so withdrawn from the Maintenance Reserve Fund and deposited to the credit of the Bond Service Fund. Any moneys so withdrawn from the Maintenance Reserve Fund and deposited to the credit of the Bond Service Fund shall be restored from available moneys in the Revenue Fund.

If the moneys held for the credit of the Maintenance Reserve Fund shall at any time exceed the required amount for the Maintenance Reserve Fund, the City may transfer to the credit of the Revenue Fund such amount of such excess as is not required for the purposes of the Maintenance Reserve Fund.

Any interest earned or other income derived from the investment or deposit of moneys held for the credit of the Maintenance Reserve Fund shall be deposited by the City upon the receipt thereof with the Trustee for the credit of the Revenue Fund; provided, however, that such interest or other income may be retained by the City in the Maintenance Reserve Fund to the extent, if any, needed to increase the amount then held for the credit of the Maintenance Reserve Fund so that it equals the amount then required to be held for the credit of such fund under the provisions of this Article.

SECTION 513. Application of Moneys in General Fund. Moneys held for the credit of the General Fund, less (i) the allocable costs of providing the capital improvements in connection with which acreage, connection, front-footage, tap-on, assessment and similar fees and charges are collected and deposited to the credit of the General Fund and (ii) the amounts of such fees and charges which are otherwise obligated pursuant to contracts with developers or other persons or otherwise, may be used for any lawful purpose of the City, including the payment of the principal of and interest on any general obligation water and sewer bonds hereafter issued by the City, except as may be otherwise provided in this Section.

Moneys held for the credit of the General Fund may not be deposited to the credit of the Revenue Fund, except that after the close of each Fiscal Year and on or before the fifteenth (15th) day of the succeeding Fiscal Year, the City may deposit with the Trustee for the credit of the Revenue Fund all or a part of the moneys held for the credit of the General Fund which may be used for any lawful purpose of the City and which were deposited to the credit of the General Fund during the immediately preceding Fiscal Year.

Moneys held for the credit of the General Fund which may be used for any lawful purpose of the City shall not be deposited with the Trustee to the credit of the Redemption Fund until the amount held for the credit of the Maintenance Reserve Fund equals the amount then required to be held for the credit of the Maintenance Reserve Fund under the provisions of this Article.

All disbursements by the City pursuant to the provisions of this Section shall be made upon orders therefor signed by an Authorized Officer.

If at any time the moneys held for the credit of the Bond Service Fund shall be insufficient to pay when due the interest on the Bonds and the Existing Indebtedness and the principal of the Serial Bonds and the Existing Indebtedness and to provide funds for the retirement of Term Bonds to the extent of the Sinking Fund Requirements therefor, the City shall, not later than three (3) business days prior to the applicable interest payment date or principal payment date or the applicable Term Bond redemption or maturity date, respectively, withdraw from the General Fund and deposit with the Trustee to the credit of the Bond Service Fund an amount sufficient to make up any such deficiency.

SECTION 514. Application of Moneys in Redemption Fund. Moneys held for the credit of the Redemption Fund shall be applied to the purchase or redemption of Bonds or portions of Bonds, including the payment of premiums, if any, as follows:

(a) Subject to the provisions of paragraph (c) of this Section, the Trustee shall endeavor to purchase Bonds or portions of Bonds then Outstanding, whether or not such Bonds or portions of Bonds shall then be subject to redemption, at the most advantageous price obtainable with reasonable diligence, such price not to exceed the Redemption Price which would be payable on the next ensuing redemption date to the Holders of such Bonds under the provisions of Article III of this Order if such Bonds or portions of Bonds should be called for redemption on such date from moneys in the Redemption Fund. The Trustee shall pay the interest accrued on such Bonds or portions of Bonds to the date of settlement

therefor from the Interest Account and the purchase price from the Redemption Fund, but no such purchase shall be made by the Trustee within the period of forty-five (45) days immediately preceding any date on which such Bonds are subject to call for redemption under the provisions of this Order except from moneys other than the moneys set aside in the Redemption Fund for the redemption of Bonds.

(b) Subject to the provisions of Article III of this Order and paragraph (c) of this Section, the Trustee shall call for redemption on each date on which Bonds are subject to redemption from moneys in the Redemption Fund such amount (computed on the basis of Redemption Prices) of Bonds or portions of Bonds then subject to redemption as will exhaust the moneys then held for the credit of such fund as nearly as may be; provided, however, that not less than Fifty Thousand Dollars (\$50,000) principal amount of Bonds shall be called for redemption at any one time. Such redemption shall be made pursuant to the provisions of Article III of this Order. Prior to calling Bonds or portions of Bonds for redemption the Trustee shall withdraw from the Interest Account and from the Redemption Fund and set aside in separate accounts or deposit in trust with the Paying Agents the respective amounts required for paying the interest on and the Redemption Price of the Bonds or portions of Bonds so called for redemption.

(c) The moneys in the Redemption Fund may be applied by the Trustee pursuant to the provisions of paragraph (a) of this Section to the purchase of Bonds or portions of Bonds of any Series. The moneys in the Redemption Fund applied by the Trustee to the redemption of Bonds or portions of Bonds pursuant to the provisions of paragraph (b) of this Section shall be applied to the redemption of Bonds or portions of Bonds of each Series in proportion, as nearly as practicable, to the respective total amounts of the Bonds of each Series which are then Outstanding and are then subject to redemption; provided, however, that, subject to the provisions of the Series Resolutions for such Bonds, the Trustee shall have the right to call for redemption any or all of the Outstanding Bonds or portions of Bonds redeemable

without the payment of any redemption premium prior to calling for redemption any Bonds or portions of Bonds redeemable upon the payment of a redemption premium.

Any interest earned or other income derived from the investment or deposit of moneys held for the credit of the Redemption Fund shall be transferred by the Trustee upon receipt thereof to the credit of the Revenue Fund.

The Authority shall pay from the Operation and Maintenance Fund all expenses in connection with the purchase or redemption of Bonds or portions of Bonds.

SECTION 515. Moneys Held in Trust. All moneys which the Trustee shall have withdrawn from the Bond Service Fund or shall have received from any other source and set aside or deposited with the applicable Paying Agents, for the purpose of paying any of the Bonds hereby secured, either at the maturity thereof or upon call for redemption, or for the purpose of paying any maturing coupons appertaining to any of the coupon Bonds hereby secured, shall be held in trust for the respective Holders of such Bonds or coupons in special accounts as herein provided and such moneys shall not be subject to lien or attachment by any creditor of the City or such Paying Agents. But any moneys which shall be so set aside or deposited by the Trustee and which shall remain unclaimed by the Holders of such Bonds or such coupons for the period of six (6) years after the date on which such Bonds or such coupons shall have become due and payable shall upon request in writing be paid to the City or to such officer, board or body as may then be entitled by law to receive the same, and thereafter the Holders of such Bonds or coupons shall look only to the City or to such officer, board or body, as the case may be, for payment and then only to the extent of the amounts so received without any interest thereon, and the Trustee and the Paying Agents shall have no responsibility with respect to such moneys.

SECTION 516. Cancellation of Bonds and Coupons. All Bonds paid, redeemed or purchased, either at or before maturity, together with all unmatured coupons, if any, appertaining thereto, shall be cancelled upon the payment, redemption or purchase of such Bonds and shall be delivered to the Trustee when such payment, redemption or purchase is made. All coupons, which are paid by the Paying Agents,

shall be cancelled upon their payment and delivered to the Trustee. Except for such coupons, all Bonds and coupons cancelled under any of the provisions of this Order shall be destroyed by the Trustee, which shall execute a certificate in duplicate describing the Bonds and coupons so destroyed except that the numbers of the Bonds to which such coupons appertain may be omitted unless otherwise directed by the City, and one executed certificate shall be filed with the Director of Finance and the other executed certificate shall be retained by the Trustee. The coupons so paid by any Paying Agent shall be destroyed by such Paying Agent, which shall execute a certificate in triplicate describing the coupons so destroyed except that the numbers of the Bonds to which such coupons appertain may be omitted unless otherwise directed by the City, and one executed certificate shall be filed with the Director of Finance and another with the Trustee and the third executed certificate shall be retained by such Paying Agent.

SECTION 517. Use of Available Funds. Except as otherwise provided herein, nothing herein shall be construed to prevent the City from paying all or any part of the Current Expenses from any moneys available to the City for such purpose, or from depositing in any fund or account created under the provisions of this Order any moneys available to the City for such deposit.

SECTION 518. Security Deposits Account. Moneys received by the City as security deposits on account of estimated rates, fees or charges for water or sewer service to assure the payment of such rates, fees or charges shall be deposited as received in a Depository or Depositaries, in the name of the City, to the credit of a special account which is hereby created and designated "City of Charlotte Water and Sewer System Security Deposits Account". Any such moneys shall not be deemed to constitute Revenues unless and until withdrawn from said account and deposited to the credit of the Revenue Fund. Moneys deposited to the credit of said account shall be invested as provided in Section 602 of this Order.

SECTION 519. Disposition of Balances After Payment of Bonds. After provision shall be made for the payment of all Bonds and the Existing Indebtedness secured hereby and the interest thereon and all expenses and charges herein required to be paid, the Trustee shall pay any balance in any fund or account then held by it to the City.

ARTICLE VI.

DEPOSITARIES OF MONEY, SECURITY FOR
DEPOSITS AND INVESTMENT OF FUNDS.

SECTION 601. Security for Deposits. All moneys received by the City under the provisions of this Order shall be deposited as received with the Trustee or one or more other Depositaries as provided in this Order and shall be trust funds under the terms hereof and shall not be subject to any lien or attachment by any creditor of the City, the Trustee or any other Depository. Such moneys shall be held in trust and applied in accordance with the provisions of this Order.

All moneys deposited with the Trustee or any other Depository hereunder in excess of the amount guaranteed by the Federal Deposit Insurance Corporation or other federal agency shall be continuously secured by the Trustee or such Depository, for the benefit of the City and the Holders of the Bonds, either (a) by lodging with a bank or trust company approved by the City as custodian, as collateral security, Investment Obligations described in (i), (ii) or (iii) of the definition thereof in Section 101 of this Order, obligations of the State of North Carolina or bonds or notes of any North Carolina local government or public authority (subject to such restrictions as the Secretary of the Local Government Commission may impose), excluding bonds and notes not secured by the full faith and credit and taxing power of the issuer, having a market value (exclusive of accrued interest) not less than the amount of such deposit, or (b) if the furnishing of security as provided in clause (a) above is not permitted by applicable law, then in such other manner as may then be required or permitted by applicable State or federal laws and regulations regarding the security for, or granting a preference in the case of, the deposit of trust funds; provided, however, that it shall not be necessary for the Trustee or any Paying Agent to give security for the deposit of any money with it for the payment of the principal of or redemption premium or the interest on any Bonds issued hereunder, or for the Trustee or any Depository to give security for any moneys which shall be represented by obligations purchased under the provisions of this Article as an investment of such moneys.

All moneys deposited with the Trustee or any other Depository shall be credited to the particular fund or account to which such moneys belong.

SECTION 602. Investment of Moneys. Moneys held for the credit of the Revenue Fund and the Redemption Fund by the Trustee and moneys held for the credit of the Maintenance Reserve Fund and the General Fund by the City shall, as nearly as may be practicable, be continuously invested and reinvested by the Trustee or the City, respectively, in Investment Obligations which shall mature, or shall be subject to redemption by the holder thereof, at the option of such holder, not later than the respective dates when the moneys held for the credit of each of such funds will be required for the purposes intended.

Moneys held for the credit of the Construction Fund, any special construction account established in connection with the issuance of additional Bonds under the provisions of this Order and the Bond Service Fund shall, as nearly as may be practicable, be continuously invested or reinvested by the Trustee in Investment Obligations which shall mature, or shall be subject to redemption by the holder thereof, at the option of such holder, not later than the respective dates when the moneys held for the credit of such fund will be required for the purposes intended.

Moneys held for the credit of the Debt Service Reserve Fund shall, as nearly as may be practicable, be continuously invested and reinvested by the Trustee in Investment Obligations which shall mature, or which shall be subject to redemption by the holder thereof, at the option of such holder, to the extent then permitted by applicable state law and regulations, not later than two years after the date of such investment with respect to fifteen per centum (15%) of the amount held for the credit of such fund and shall have an average maturing life of not more than ten years after the date of such investment.

Moneys held for the credit of the City of Charlotte Water and Sewer System Security Deposits Account shall be continuously invested and reinvested by the City in Investment Obligations.

The City may at any time give to the Trustee written directions respecting the investment of any moneys required

to be invested by the Trustee hereunder, subject, however, to the provisions of this Article, and the Trustee shall then invest such moneys under this Section as so directed by the City. Upon the written request of the Trustee, accompanied by a memorandum setting forth the details of any proposed investment of moneys under the provisions of this Order, the City will either approve such proposed investment or will give written directions to the Trustee respecting the investment of such moneys and, in the case of such directions, the Trustee shall then, subject to the provisions of this Article, invest such moneys in accordance with such directions.

Obligations so purchased as an investment of, and any interest-bearing certificates of deposit made with respect to, any moneys credited to any such fund or account shall be deemed at all times to be a part of such fund or account. The Trustee or the City, as the case may be, shall sell at the best price obtainable or present for redemption any obligations so purchased or present for payment any such certificates of deposit whenever it shall be necessary so to do in order to provide moneys to make any payment or transfer of moneys from any such fund or account. The Trustee shall not be liable or responsible for any loss resulting from any such investment.

For the purpose of determining the amount on deposit to the credit of any such fund or account, obligations in which moneys in such fund or account shall have been invested shall be valued at cost plus amortization of discount or minus amortization of premium.

Investment Obligations may be purchased by the Trustee through its own investment division or other bank facilities established for such purpose.

SECTION 603. Tax Covenant. The City shall at all times do and perform all acts and things permitted by law and necessary or desirable in order to assure that interest paid on any Outstanding Bonds which were exempt from federal income taxation on the date of their issuance shall, for the purposes of the federal income tax, be exempt from all income taxation under any valid provision of law.

The City covenants and agrees that it will not make or permit any use, and directs the Trustee not to

make any use, of the proceeds of the Bonds which, if such use had been reasonably expected on the day of the issuance of the Bonds, would have caused the Bonds to be "arbitrage bonds" within the meaning of Section 103(c) of the Internal Revenue Code of 1954, as amended, and applicable regulations promulgated from time to time thereunder, and further covenants that it will observe and not violate the requirements of Section 103(c) of said Code and any such applicable regulations. The Trustee shall be entitled to receive and to rely upon an opinion of bond counsel for the City as to the conformity of any use or proposed use of the proceeds of the Bonds with the requirements of said Section 103(c) and regulations.

ARTICLE VII.

PARTICULAR COVENANTS.

SECTION 701. Payment of Principal, Interest and Premium. The City covenants that it will pay when due the principal of and the interest on every Bond issued under the provisions of this Order and every bond constituting a part of the Existing Indebtedness at the places, on the dates and in the manner provided herein and in said Bonds and said Existing Indebtedness and in any coupons appertaining to said Bonds and said Existing Indebtedness, and any premium required for the retirement of said Bonds by purchase or redemption, according to the true intent and meaning thereof. The City further covenants that it will faithfully perform at all times all of its covenants, undertakings and agreements contained in this Order, in any Bond executed, authenticated and delivered hereunder, or in any proceedings of the City pertaining thereto. The City represents and covenants that it is duly authorized under the Constitution and laws of the State of North Carolina, particularly the Enabling Act, to issue the Bonds authorized hereby and to create a pledge of the funds and accounts pledged hereunder in the manner and to the extent herein set forth; and that the Bonds in the hands of the Holders thereof are and will be valid and binding special obligations of the City according to their terms.

The Bonds shall not be deemed to constitute a debt, liability or obligation of the State of North Carolina or any political subdivision thereof. The City shall not be obligated to pay the Bonds except from the Revenues or assets made available therefor hereunder and neither the faith and credit nor the taxing power of the State of North Carolina or of any political subdivision thereof is pledged to the payment of the principal of and the interest on the Bonds.

SECTION 702. Construction of Improvements and Certain Additional Improvements and Security therefor. The City covenants that it will forthwith proceed to construct the Improvements substantially as described in the engineering report mentioned in the Preamble of this Order, or as the Improvements may be modified by the City with the approval of an Appropriate Consultant, and in accordance with plans and specifications which

shall have been approved by an Appropriate Consultant and in conformity with law and all requirements of all governmental authorities having jurisdiction thereover, and that it will complete such construction with all expedition practicable. The City further covenants that, in the event that Bonds shall be issued under the provisions of Section 210 of this Order, it will forthwith proceed to acquire and construct the Additional Improvements or Improvements for which the Bonds of each Series shall be issued in accordance with plans and specifications which shall have been approved by an Appropriate Consultant and in conformity with law and all requirements of all governmental authorities having jurisdiction thereover, and that it will complete such construction with all expedition practicable. The City further covenants that upon placing in operation of the Improvements or any such Additional Improvements it will deliver to the Trustee a certificate, signed by an Authorized Officer, stating the date upon which such fact occurred.

The City further covenants that it will require of each contractor who is awarded any construction contract on account of the construction of the Improvements or any Additional Improvements which exceeds the amount of Ten Thousand Dollars (\$10,000) or such lower or greater amount as may be required or permitted by law a performance bond in the amount of one hundred percent (100%) of the construction contract amount, conditioned upon the faithful performance of the contract in accordance with the plans, specifications and conditions of the contract, and a payment bond in the amount of one hundred percent (100%) of the construction contract amount, conditioned upon the prompt payment for all labor and materials for which a contractor or subcontractor is liable, such bonds to be executed by one or more surety companies legally authorized to do business in the State and to become effective upon the awarding of the construction contract, subject to change as provided by law, and that it will require each contractor to carry such workmen's compensation or employers' liability insurance as may be required by law and such public liability and property damage insurance, including provisions to indemnify and save the City harmless, and such builders' risk insurance, if any, as the City shall deem necessary after considering the recommendations of an Appropriate Consultant. The City further covenants that, in the event of any default under any such contract and the failure of the surety to

complete the contract, the proceeds of such performance bond will forthwith, upon receipt of such proceeds, be deposited to the credit of the Construction Fund or the special construction account established to pay the Cost of Additional Improvements or any remaining part of the Cost of, or completing, the Improvements or Additional Improvements, as the case may be, and will be applied toward the completion of the contract in connection with which such performance bond shall have been furnished.

SECTION 703. Use and Operation of Water and Sewer System. The City covenants that it will establish and enforce reasonable rules and regulations governing the use of the Water and Sewer System and the operation thereof, that all conditions of employment and all compensation, salaries, fees and wages paid by it in connection with the maintenance, repair and operation of the Water and Sewer System will be reasonable, that no more persons will be employed by it than are necessary, that all persons employed by it will be qualified for their respective positions, that it will maintain and operate the Water and Sewer System in an efficient and economical manner, that, from the Revenues of the Water and Sewer System, it will at all times maintain the same in good repair and in sound operating condition and will make all necessary repairs, renewals and replacements, and that it will observe and perform all of the terms and conditions contained in the Enabling Act.

SECTION 704. Payment of Lawful Charges. The City covenants that, except as provided in this Order, it will not create or suffer to be created any lien or charge upon the Water and Sewer System or any part thereof or upon the Revenues therefrom other than the lien and charge of the Bonds and the Existing Indebtedness secured hereby upon such Revenues, and that, from such Revenues or other available funds, it will pay or cause to be discharged, or will make adequate provision to satisfy and discharge, within sixty (60) days after the same shall accrue, all lawful claims and demands for labor, materials, supplies or other objects which, if unpaid, might by law become a lien upon the Water and Sewer System or any part thereof or the Revenues therefrom; provided, however, that nothing in this Section contained shall require the City to pay or cause to be discharged, or make provision for, any such lien or charge so long as the validity thereof shall be contested in good faith and by appropriate legal proceedings.

SECTION 705. Constructing and Maintaining Water and Sewer System from Other Funds. Notwithstanding any other provision of this Order, the City may accept from the United States of America, the State, any of their agencies, departments or political subdivisions or any person, firm or corporation such moneys as may be offered for the purpose of paying all or any part of the cost of constructing, acquiring, maintaining, repairing and operating the Water and Sewer System.

SECTION 706. Employment of Consultants and Director of Utilities Department. The City covenants that it will employ an Appropriate Consultant for the purpose of performing and carrying out the duties imposed by this Order on such consultant. The City also covenants that it will employ the Director of the Utilities Department qualified by skill and experience to supervise and manage the operation of the Water and Sewer System.

SECTION 707. Insurance and Repair or Replacement of Damaged or Destroyed Property. The City covenants that it will maintain a practical insurance program, with reasonable terms, conditions, provisions and costs, which it determines, upon the opinion and recommendations of an Appropriate Consultant in the area of consulting engineering, will afford adequate protection against loss caused by damage to or destruction of the Water and Sewer System or any part thereof and also such comprehensive public liability insurance for bodily injury and property damage resulting from the construction or operation of the Water and Sewer System. All such insurance policies shall be carried in a responsible insurance company or companies authorized and qualified to assume the risks thereof.

All such policies shall be for the benefit of the City, shall be made payable to the City and shall remain with the City, and the City shall have the sole right to receive the proceeds of such insurance and to collect and receipt for claims thereunder. The proceeds of such insurance which are realized in an amount equal to or less than \$100,000 as a result of a single event or loss shall be available for and shall be applied to the repair, replacement or reconstruction of the damaged or destroyed property to an extent that the City determines to be desirable. The proceeds of such insurance which are realized in an amount in excess of \$100,000 as a result

of a single event or loss shall be available for and shall be applied to the repair, replacement or reconstruction of the damaged or destroyed property to an extent that the City determines to be desirable and that is affirmed in writing by an Appropriate Consultant. If such proceeds shall be insufficient for such purpose, then the deficiency shall be supplied by the City from any moneys held for the credit of the Maintenance Reserve Fund or the General Fund. Any such proceeds which are not so applied shall be available for paying the Cost of Improvements or any Additional Improvements or for deposit to the credit of the Maintenance Reserve Fund or the Redemption Fund as the City may determine.

Copies of all opinions and recommendations made by any such consultants under the provisions of this Section shall be filed with the Local Government Commission and the Trustee.

Within the third (3rd) quarter of each Fiscal Year the Director of the Utilities Department shall file with the Trustee and mail to such Appropriate Consultant a report, listing the policies of insurance then outstanding and in force, the names of the companies issuing such insurance, the amounts and expiration date or dates of such insurance and the risks covered thereby. Any such report may be relied upon by the Trustee as conclusive.

SECTION 708. Inspection and Settlement of Insurance Claims. All insurance policies referred to in Section 707 of this Article shall be open at all reasonable times to the inspection of the Trustee, the Holders of Bonds and their agents and representatives.

Any appraisalment or adjustment of any loss or damage in excess of \$100,000 under any policy and any settlement or payment of indemnity under any such policy which may be agreed upon by the City and any insurer shall be evidenced by a certificate, signed by an Authorized Officer, approved by an Appropriate Consultant in the area of consulting engineering and filed with the Trustee. The Trustee shall in no way be liable or responsible for the collection of insurance moneys in case of any loss or damage.

SECTION 709. No Inconsistent Action. The City covenants that none of the Revenues of the Water and

Sewer System will be used for any purpose other than as provided in this Order and that no contract or contracts will be entered into or any action taken by it which shall be inconsistent with the provisions of this Order.

SECTION 710. Further Instruments and Actions. The City covenants that it will, from time to time, execute and deliver such further instruments and take such further action as may be required to carry out the purposes of this Order.

SECTION 711. Reports and Audits. The City covenants that it will keep the funds and accounts of the Water and Sewer System separate from all other funds and accounts of the City, and that it will keep accurate records and accounts of all items of Cost and of all expenditures relating to the Water and Sewer System and of the Revenues collected and the application of such Revenues. Such records and accounts shall be open at all reasonable times to the inspection of the Trustee, the Holders of the Bonds and their agents and representatives.

The City further covenants that at least once during each quarter of the Fiscal Year, beginning with the quarter of the Fiscal Year beginning on July 1, 1980, it will cause to be filed with the Trustee and the Local Government Commission and mailed to each Holder of Record and any Appropriate Consultant which shall have filed its name and address with the City Clerk for such purpose a report signed by the Director of the Utilities Department setting forth in respect of the preceding quarter:

- (a) in reasonable detail, the Revenues and the Current Expenses of the Water and Sewer System (i) for such quarter, (ii) for all quarters of the current Fiscal Year including such quarter and (iii) for periods in the preceding Fiscal Year comparable to such periods,
- (b) the total of all deposits to the credit of and withdrawals from each fund and account created under the provisions of this Order during such period,
- (c) the details of all Bonds or Existing Indebtedness issued, paid, purchased or redeemed during such period,

(d) a balance sheet as of the end of such period,

(e) the amounts on deposit at the end of such period to the credit of each such fund and account, the security therefor, and the details of any investments thereof,

(f) the amounts of the proceeds received from any sale of property pursuant to the provisions of Section 713 of this Article and the amounts of the proceeds of any insurance received pursuant to the provisions of Section 707 of this Article, and the disposition thereof, and

(g) any revisions during such period of the rates, fees and charges for the use of and for the services and facilities furnished or to be furnished by the Water and Sewer System.

The City further covenants that within one hundred twenty (120) days after the close of each Fiscal Year it will cause an audit to be made of its books and accounts relating to the Water and Sewer System for the preceding Fiscal Year by an Appropriate Consultant, to be chosen by the City, and will cause an annual report of operations of the Water and Sewer System to be prepared, such annual report to cover the matters usually contained in annual reports for similar systems. The Trustee shall make available to such consultant all its books and records pertaining to the Water and Sewer System. Immediately upon the receipt of each such audit report and each such annual report, copies thereof shall be filed with the City, the Trustee and the Local Government Commission and shall be mailed by the City to Moody's Investors Service, 99 Church Street, New York, New York, Standard & Poor's Corporation, 25 Broadway, New York, New York, each Holder of Record and any Appropriate Consultant which shall have filed its name and address with the City Clerk for such purpose. Each such audit report shall set forth in respect of the preceding Fiscal Year the same matters as are hereinabove required for the quarterly reports, the findings of such consultant as to whether the moneys received by the City under the provisions of this Order during such Fiscal Year have been applied in accordance with the provisions of this Order, whether any expenditures for Current Expenses were made in the preceding Fiscal Year in excess of the total amount provided

for Current Expenses in the Annual Budget for such Fiscal Year, whether the Revenues of the Water and Sewer System, together with other available funds, for the preceding Fiscal Year have exceeded or were less than the total amount for such Fiscal Year referred to in Section 501 of this Order and whether the City is in default in the performance of any of the covenants contained in said Section 501. Such quarterly reports and audit reports shall be open at all reasonable times to the inspection of the Trustee, the Holders of Bonds and their agents and representatives.

The City further covenants that it will cause any additional reports or audits relating to the Water and Sewer System to be made as required by law and that, as often as may be requested, it will furnish to the Trustee, the Local Government Commission and the Holder of any Bond issued hereunder such other information concerning the Water and Sewer System or the operation thereof as any of them may reasonably request.

The cost of the reports and audits referred to in this Section shall be treated as a part of the cost of operation of the Water and Sewer System.

SECTION 712. Accounts and Records. The City covenants that all the accounts and records of the City relating to the Water and Sewer System will be maintained on an accrual basis.

SECTION 713. Covenant against Sale or Encumbrance and Exceptions thereto. The City covenants that, except as in this Section otherwise permitted, it will not sell, exchange, lease or otherwise dispose of or encumber the Water and Sewer System or any part thereof.

The City may from time to time sell, exchange, lease or otherwise dispose of any equipment, motor vehicles, machinery, fixtures, apparatus, tools, instruments or other movable property if it determines that such articles are no longer needed or are no longer useful in connection with the Water and Sewer System, and the proceeds thereof shall be applied to the replacement of the properties so sold, exchanged, leased or disposed of or shall be deposited to the credit of the Revenue Fund.

The City may from time to time sell, exchange, lease or otherwise dispose of any other property of the Water and Sewer System if it determines by resolution that such property is no longer needed or is no longer useful in connection with the Water and Sewer System, or that the sale, exchange, lease or other disposition thereof would not adversely affect the operating efficiency of, or materially reduce the Revenues to be derived from the operation and ownership of, the Water and Sewer System, and the proceeds, if any, thereof shall be deposited to the credit of the Revenue Fund.

The City may in any Fiscal Year sell, exchange, lease or otherwise dispose of any real or personal property in accordance with the above provisions of this Section up to a maximum aggregate value of such property of \$100,000 based upon fair market value. The City may not so dispose of any property which has or, together with other property theretofore disposed of by the City in such Fiscal Year, would have a value or aggregate value, respectively, in excess of such maximum aggregate value without the written approval of an Appropriate Consultant of the determinations to be made by the City with respect to such disposition under the above provisions of this Section.

ARTICLE VIII.

REMEDIES.

SECTION 801. Extended Coupons. In case the time for the payment of any coupon or the interest on any registered Bond without coupons shall be extended, whether or not such extension be by or with the consent of the City, such coupon or such interest so extended shall not be entitled in case of default hereunder to the benefit or security of this Order except subject to the prior payment in full of the principal of all Bonds then Outstanding and of all coupons and interest the time for the payment of which shall not have been extended.

SECTION 802. Events of Default. Each of the following events is hereby declared an "event of default", that is to say: If

(a) payment of the principal or Redemption Price of any of the Bonds or any Existing Indebtedness shall not be made when the same shall become due and payable, either at maturity or by proceedings for redemption or otherwise; or

(b) payment of any installment of interest on any of the Bonds or any Existing Indebtedness shall not be made when the same shall become due and payable; or

(c) the City shall unreasonably delay or fail to carry on with reasonable dispatch or discontinue without reason for more than forty-five (45) days the construction of the Improvements or any Additional Improvements for which Bonds shall be issued under the provisions of this Order; or

(d) the City shall for any reason be rendered incapable of fulfilling its obligations hereunder; or

(e) any substantial part of the Water or Sewer System shall be destroyed or damaged to the extent of impairing its efficient operation or adversely affecting its Revenues and shall not be promptly

repaired, replaced or reconstructed (whether such failure promptly to repair, replace or reconstruct the same be due to the impracticability of such repair, replacement or reconstruction or to lack of funds therefor or for any other reason); or

(f) final judgment for the payment of money shall be rendered against the City as a result of the ownership, control or operation of the Water and Sewer System and any such judgment shall not be discharged within sixty (60) days from the entry thereof or an appeal shall not be taken therefrom or from the order, decree or process upon which or pursuant to which such judgment shall have been granted or entered, in such manner as to stay the execution of or levy under such judgment, order, decree or process or the enforcement thereof; or

(g) an order or decree shall be entered, with the consent or acquiescence of the City, appointing a receiver or receivers of the Water and Sewer System or any part thereof or of the Revenues thereof, or if such order or decree, having been entered without the consent or acquiescence of the City, shall not be vacated or discharged or stayed on appeal within sixty (60) days after the entry thereof; or

(h) any proceeding shall be instituted, with the consent or acquiescence of the City, for the purpose of effecting a composition between the City and its creditors or for the purpose of adjusting the claims of such creditors pursuant to any federal or State statute now or hereafter enacted, if the claims of such creditors are under any circumstances payable from the Revenues of the Water and Sewer System; or

(i) the City shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds or in this Order on the part of the City to be performed, and such default shall continue for thirty (30) days after written notice specifying such default and requiring same to be

remedied shall have been given to the City by the Trustee, which may give such notice in its discretion and shall give such notice at the written request of the Holders of not less than ten per centum (10%) in aggregate principal amount of the Bonds then Outstanding.

SECTION 803. Acceleration of Maturities. Upon the happening and continuance of any event of default specified in Section 802 of this Article, then and in every such case the Trustee may, and upon the written request of the Holders of not less than twenty per centum (20%) in aggregate principal amount of the Bonds then Outstanding shall, by a notice in writing to the City, declare the principal of all of the Bonds then Outstanding (if not then due and payable) to be due and payable immediately, and upon such declaration the same shall become and be immediately due and payable, anything contained in the Bonds or this Order to the contrary notwithstanding; provided, however, that if at any time after the principal of the Bonds shall have been so declared to be due and payable, and before the entry of final judgment or decree in any suit, action or proceeding instituted on account of such default, or before the completion of the enforcement of any other remedy under this Order, moneys shall have accumulated in the Bond Service Fund sufficient to pay the principal of all matured Bonds and all arrears of interest, if any, upon all the Bonds then Outstanding (except the principal of any Bonds not then due and payable by their terms and the interest accrued on such Bonds since the last interest payment date) and sufficient to satisfy the Sinking Fund Requirements of the then current Fiscal Year, and the charges, compensation, expenses, disbursements, advances and liabilities of the Trustee and all other amounts then payable by the City hereunder shall have been paid or a sum sufficient to pay the same shall have been deposited with the Trustee, and every other default known to the Trustee in the observance or performance of any covenant, condition, agreement or provision contained in the Bonds or this Order (other than a default in the payment of the principal of such Bonds then due and payable only because of a declaration under this Section) shall have been remedied to the satisfaction of the Trustee, then and in every such case the

Trustee may, and upon the written request of the Holders of not less than twenty per centum (20%) in aggregate principal amount of the Bonds not then due and payable by their terms and then Outstanding shall, by written notice to the City, rescind and annul such declaration and its consequences, but no such rescission or annulment shall extend to or affect any subsequent default or impair any right consequent thereon.

SECTION 804. Enforcement of Remedies. Upon the happening and continuance of any event of default specified in Section 802 of this Article, then and in every such case the Trustee may proceed, and upon the written request of the Holders of not less than ten per centum (10%) in aggregate principal amount of the Bonds then Outstanding hereunder shall proceed, subject to the provisions of Section 902 of this Order, to protect and enforce its rights and the rights of the Holders of the Bonds under applicable laws and under this Order by such suits, actions or special proceedings in equity or at law, or by proceedings in the office of any board or officer having jurisdiction, either for the specific performance of any covenant or agreement contained herein or in aid or execution of any power herein granted or for the enforcement of any proper legal or equitable remedy, as the Trustee, being advised by counsel, shall deem most effectual to protect and enforce such rights.

In the enforcement of any remedy under this Order the Trustee shall be entitled to sue for, enforce payment of and receive any and all amounts then or during any default becoming, and at any time remaining, due from the City for principal, interest or otherwise under any of the provisions of this Order or of the Bonds and unpaid, with interest on overdue payments of principal at the rate or rates of interest specified in such Bonds, together with any and all costs and expenses of collection and of all proceedings hereunder and under such Bonds, without prejudice to any other right or remedy of the Trustee or of the Holders of the Bonds, and to recover and enforce judgment or decree against the City, but solely as provided herein and in such Bonds, for any portion of such amounts remaining unpaid and interest, costs and expenses as above provided, and to collect (but

solely from moneys in the funds and accounts pledged to secure the Bonds under the provisions of this Order and any other moneys available for such purpose) in any manner provided by law, the moneys adjudged or decreed to be payable.

SECTION 805. Pro Rata Application of Funds. Anything in this Order to the contrary notwithstanding, if at any time the moneys in the Bond Service Fund shall not be sufficient to pay the interest on or the principal of the Bonds and the Existing Indebtedness as the same shall become due and payable (either by their terms or by acceleration of maturities under the provisions of Section 803 of this Article), such moneys, together with any moneys then available or thereafter becoming available for such purpose, whether through the exercise of the remedies provided for in this Article or otherwise, shall be applied as provided in this Section. With respect to each series of general obligation indebtedness constituting a part of the Existing Indebtedness then Outstanding, a proportionate share of all such moneys in an amount equal to all such moneys multiplied by a factor the denominator of which is the aggregate amount of the Principal and Interest Requirements on account of the Bonds and the Existing Indebtedness then Outstanding and the numerator of which is the aggregate amount of the Principal and Interest Requirements on account of such series of general obligation indebtedness shall be paid by the Trustee to the paying agents for such series of general obligation indebtedness. The remainder of all such moneys shall then be applied as follows:

(a) If the principal of all the Bonds shall not have become or shall not have been declared due and payable, all such remaining moneys shall be applied

first: to the payment to the persons entitled thereto of all installments of interest on the Bonds then due and payable in the order in which such installments became due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as

to any difference in the respective rates of interest specified in the Bonds;

second: to the payment to the persons entitled thereto of the unpaid principal of any of the Bonds which shall have become due and payable (other than Bonds called for redemption for the payment of which moneys are held pursuant to the provisions of this Order), in the order of their due dates, with interest on the principal amount of such Bonds at the respective rates specified therein from the respective dates upon which such Bonds became due and payable, and, if the amount available shall not be sufficient to pay in full the principal of the Bonds due and payable on any particular date, together with such interest, then to the payment first of such interest, ratably, according to the amount of such interest due on such date, and then to the payment of such principal, ratably, according to the amount of such principal due on such date, to the persons entitled thereto without any discrimination or preference; and

third: to the payment of the interest on and the principal of the Bonds, to the purchase and retirement of Bonds and to the redemption of Bonds, all in accordance with the provisions of Article V of this Order.

(b) If the principal of all the Bonds shall have become or shall have been declared due and payable, all such remaining moneys shall be applied

first: to the payment to the persons entitled thereto of all installments of interest on the Bonds due and payable on or prior to maturity, if any, in the order in which such installments became due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates

of interest specified in the Bonds, and then to the payment of any interest due and payable after maturity on the Bonds, ratably, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds and

second: to the payment of the principal of the Bonds, ratably, to the persons entitled thereto, without preference or priority of any Bond over any other Bond.

(c) If the principal of all the Bonds shall have been declared due and payable and if such declaration shall thereafter have been rescinded and annulled under the provisions of Section 803 of this Article, then, subject to the provisions of paragraph (b) of this Section in the event that the principal of all the Bonds shall later become due and payable or be declared due and payable, the moneys remaining in and thereafter accruing to the Bond Service Fund shall be applied in accordance with the provisions of paragraph (a) of this Section.

The provisions of paragraph (a), (b) and (c) of this Section are in all respects subject to the provisions of Section 801 of this Article.

Whenever moneys are to be applied by the Trustee pursuant to the provisions of this Section, such moneys shall be applied by the Trustee at such times, and from time to time, as the Trustee in its sole discretion shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future; the deposit of such moneys with the Paying Agents, or otherwise setting aside such moneys, in trust for the proper purpose shall constitute proper application by the Trustee; and the Trustee shall incur no liability whatsoever to the City, to any Holder of Bonds or to any other person for any delay in applying any such moneys, so long as the Trustee acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with such provisions of this Order as may be applicable at the time of application by the Trustee. Whenever the Trustee shall exercise

such discretion in applying such moneys, it shall fix the date (which shall be an interest payment date unless the Trustee shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The Trustee shall give such notice as it may deem appropriate of the fixing of any such date and shall not be required to make payment to the Holder of any unpaid coupon or any Bond until such coupon or Bond and all unmatured coupons, if any, appertaining to such Bond shall be surrendered to the Trustee for appropriate endorsement, or for cancellation if fully paid.

SECTION 806. Effect of Discontinuance of Proceedings. In case any proceeding taken by the Trustee on account of any default shall have been discontinued or abandoned for any reason, then and in every such case the City, the Trustee and the Holders of Bonds shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Trustee shall continue as though no such proceeding had been taken.

SECTION 807. Majority of Holders of Bonds May Control Proceedings. Anything in this Order to the contrary notwithstanding, the Holders of a majority in principal amount of the Bonds then Outstanding hereunder shall have the right, subject to the provisions of Section 902 of this Order, by an instrument or concurrent instruments in writing executed and delivered to the Trustee, to direct the method and place of conducting all remedial proceedings to be taken by the Trustee hereunder, provided that such direction shall not be otherwise than in accordance with law or the provisions of this Order.

SECTION 808. Restrictions upon Action by Individual Holder of Bonds. Except as provided in Section 501 of this Order, no Holder of any of the Bonds shall have any right to institute any suit, action or proceeding in equity or at law on any Bond or for the execution of any trust hereunder or for any other remedy hereunder unless such Holder previously shall have given to the Trustee written

notice of the event of default on account of which such suit, action or proceeding is to be instituted, and unless also the Holders of not less than ten per centum (10%) in aggregate principal amount of the Bonds then Outstanding shall have made written request of the Trustee after the right to exercise such powers or right of action, as the case may be, shall have accrued, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers hereinabove granted or to institute such action, suit or proceeding in its or their name, and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall have refused or neglected to comply with such request within a reasonable time; and such notification, request and offer of indemnity are hereby declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers and trusts of this Order or to any other remedy hereunder. It is understood and intended that no one or more Holders of the Bonds hereby secured shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of this Order, or to enforce any right hereunder except in the manner herein provided, that all proceedings at law or in equity shall be instituted, had and maintained in the manner herein provided and for the benefit of all Holders of such Outstanding Bonds and coupons, and that any individual right of action or other right given to one or more of such Holders by law is restricted by this Order to the rights and remedies herein provided.

SECTION 809. Actions by Trustee. All rights of action under this Order or under any of the Bonds secured hereby, enforceable by the Trustee, may be enforced by it without the possession of any of the Bonds or the coupons appertaining thereto or the production thereof at the trial or other proceeding relative thereto, and any such suit, action or proceeding instituted by the Trustee shall be brought in its name for the benefit of all of the Holders of such Bonds and coupons, subject to the provisions of this Order.

SECTION 810. No Remedy Exclusive. No remedy herein conferred upon or reserved to the Trustee or to the Holders of the Bonds is intended to be exclusive of any other remedy or remedies herein provided, and each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder.

SECTION 811. Delay Not a Waiver. No delay or omission of the Trustee or of any Holder of the Bonds to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or an acquiescence therein; and every power and remedy given by this Order to the Trustee and to the Holders of the Bonds, respectively, may be exercised from time to time and as often as may be deemed expedient.

The Trustee may, and upon written request of the Holders of not less than a majority in principal amount of the Bonds then Outstanding shall, waive any default which in its opinion shall have been remedied before the entry of final judgment or decree in any suit, action or proceeding instituted by it under the provisions of this Order or before the completion of the enforcement of any other remedy under this Order, but no such waiver shall extend to or affect any other existing or any subsequent default or defaults or impair any rights or remedies consequent thereon.

SECTION 812. Notice of Default. The Trustee shall mail to each Holder of Record, written notice of the occurrence of any event of default set forth in Section 802 of this Article within thirty (30) days after the Trustee shall have notice, pursuant to the provisions of Section 908 of this Order, that any such event of default shall have occurred. The Trustee shall not, however, be subject to any liability to any Holder of Bonds by reason of its failure to mail any such notice.

ARTICLE IX.

CONCERNING THE TRUSTEE.

SECTION 901. Acceptance of Trusts. The Trustee under this Order shall be appointed by the City Council in the Series Resolution for the Series A Bonds. The Trustee shall signify its acceptance of the duties and obligations and agree to execute the trusts imposed upon it by this Order by executing the certificate of authentication endorsed upon the Bonds, but only upon the terms and conditions set forth in this Article and subject to the provisions of this Order, to all of which the respective Holders of the Bonds agree. Unless an event of default of which the Trustee shall have notice pursuant to the provisions of Section 908 of this Article has occurred and is continuing, the Trustee shall not be responsible except for the performance of those duties that are expressly set forth in this Order, and no implied covenant or duty shall be read into this Order against the Trustee.

SECTION 902. Trustee Entitled to Indemnity. The Trustee shall be under no obligation to institute any suit, or to take any remedial proceeding under this Order, or to enter any appearance or in any way defend in any suit in which it may be made defendant, or to take any steps in the execution of the trusts hereby created or in the enforcement of any rights and powers hereunder, until it shall be indemnified to its satisfaction against any and all costs and expenses, outlays and counsel fees and other reasonable disbursements, and against all liability; the Trustee may, nevertheless, begin suit, or appear in and defend suit, or do anything else in its judgment proper to be done by it as such Trustee, without indemnity, and in such case the City shall reimburse the Trustee from the Revenues of the Water and Sewer System for all costs and expenses, outlays and counsel fees and other reasonable disbursements properly incurred in connection therewith. If the City shall fail to make such reimbursement, the Trustee may reimburse itself from any moneys in its possession under the provisions of this Order and shall be entitled to a preference therefor over any of the Bonds or coupons outstanding hereunder.

SECTION 903. Limitation on Obligations and Responsibilities of Trustee. The Trustee shall be under no obligation to effect or maintain insurance or to renew any policies of insurance or to inquire as to the sufficiency of any policies of insurance carried by the City, or to report, or make or file claims or proof of loss for, any loss or damage insured against or which may occur, or to keep itself informed or advised as to the payment of any taxes or assessments, or to require any such payment to be made. The Trustee shall have no responsibility in respect of the validity or sufficiency of this Order or in respect of the validity of the Bonds or of the coupons or the due execution or issuance thereof. The Trustee shall be under no obligation to see that any duties herein imposed upon the City, any Appropriate Consultant, the Paying Agents, any Depositary, or any party other than itself, or any covenants herein contained on the part of any party other than itself to be performed, shall be done or performed, and the Trustee shall be under no obligation for failure to see that any such duties or covenants are so done or performed.

SECTION 904. Trustee Not Liable for Failure of Authority to Act. The Trustee shall not be liable or responsible because of the failure of the City or of any of its employees or agents to make any collections or deposits or to perform any act herein required of the City or because of the loss of any moneys arising through the insolvency or the act or default or omission of any other Depositary in which such moneys shall have been deposited under the provisions of this Order. The Trustee shall not be responsible for the application of any of the proceeds of the Bonds or any other moneys deposited with it and paid out, withdrawn or transferred hereunder if such application, payment, withdrawal or transfer shall be made in accordance with the provisions of this Order. The immunities and exemptions from liability of the Trustee hereunder shall extend to its directors, officers, employees and agents.

SECTION 905. Compensation and Indemnification of Trustee. Subject to the provisions of any contract between the City and the Trustee relating to the compensation of the Trustee, the City shall, from the Revenues of the Water and Sewer System, pay to the Trustee reasonable compensation for all services performed by it hereunder and also all its reasonable expenses, charges and

other disbursements and those of its attorneys, agents and employees incurred in and about the administration and execution of the trusts hereby created and the performance of its powers and duties hereunder, and from such Revenues only, shall indemnify and save the Trustee harmless against any liabilities which it may incur in the exercise and performance of its powers and duties hereunder. If the City shall fail to make any payment required by this Section, the Trustee may make such payment from any moneys in its possession under the provisions of this Order and shall be entitled to a preference therefor over any of the Bonds or coupons outstanding hereunder. The City shall not be required to indemnify the Trustee against any liabilities which the Trustee may incur as a result of negligent or wrongful acts or omissions of the Trustee.

SECTION 906. Monthly Statement from Trustee. It shall be the duty of the Trustee, on or before the 10th day of each month after the month in which bonds are delivered under the provisions of Section 209 of this Order, to file with the City a statement setting forth in respect of the preceding calendar month

(a) the amount withdrawn or transferred by it and the amount deposited with it on account of each fund and account held by it under the provisions of this Order,

(b) the amount on deposit with it at the end of such month to the credit of each such fund and account,

(c) a brief description of all obligations held by it as an investment of moneys in each such fund and account,

(d) the amount applied to the purchase or redemption of Bonds under the provisions of Sections 510 and 514 of this Order and a description of the Bonds or portions of Bonds so purchased or redeemed, and

(e) any other information which the City may reasonably request.

All records and files pertaining to the Water and Sewer System in the custody of the Trustee shall be open at all reasonable times to the inspection of the City

and its agents and representatives and the City may make copies thereof.

SECTION 907. Trustee May Rely on Certificates. In case at any time it shall be necessary or desirable for the Trustee to make any investigation respecting any fact preparatory to taking or not taking any action or doing or not doing anything as such Trustee, and in any case in which this Order provides for permitting or taking any action, the Trustee may rely upon any certificate required or permitted to be filed with it under the provisions of this Order, and any such certificate shall be evidence of such fact to protect the Trustee in any action that it may or may not take or in respect of anything it may or may not do, in good faith, by reason of the supposed existence of such fact. Except as otherwise provided in this Order, any request, notice, certificate or other instrument from the City to the Trustee shall be deemed to have been signed by the proper party or parties if signed by an Authorized Officer, and the Trustee may accept and rely upon a certificate signed by the City Clerk as to any action taken by the City Council.

SECTION 908. Notice of Default. Except upon the happening of any event of default specified in clauses (a) and (b) of Section 802 of this Order, the Trustee shall not be obliged to take notice or be deemed to have notice of any event of default hereunder, unless specifically notified in writing of such event of default by the Holders of not less than ten per centum (10%) in aggregate principal amount of the Bonds hereby secured and then Outstanding.

SECTION 909. Trustee May Deal in Bonds. The bank or trust company acting as Trustee under this Order, and its directors, officers, employees or agents, may in good faith buy, sell, own, hold and deal in any of the Bonds or coupons issued under and secured by this Order, and may join in any action which any Holder of Bonds may be entitled to take with like effect as if such bank or trust company were not the Trustee under this Order.

SECTION 910. Trustee Not Responsible for Recitals. The recitals, statements and representations contained herein and in the Bonds (excluding the Trustee's certificate of authentication on the Bonds) shall be taken and construed as made by and on the part of the City

and not by the Trustee, and the Trustee assumes and shall be under no responsibility for the correctness of the same.

SECTION 911. Trustee Protected in Relying on Certain Documents. The Trustee shall be protected and shall incur no liability in acting or proceeding, or in not acting or not proceeding, in good faith, and in accordance with the terms of this Order, upon any resolution, order, notice, request, consent waiver, certificate, statement, affidavit, requisition, bond or other paper or document which it shall in good faith believe to be genuine and to have been adopted or signed by the proper board or person or to have been prepared and furnished pursuant to any of the provisions of this Order, or upon the written opinion of any attorney, engineer or accountant believed by the Trustee to be qualified in relation to the subject matter, and the Trustee shall be under no duty to make any investigation or inquiry as to any statements contained or matters referred to in any such instrument. The Trustee shall not be under any obligation to see to the recording or filing of this Order or otherwise to the giving to any person of notice of the provisions hereof. No permissive right of the Trustee under this Order to take any action shall impose any duty upon the Trustee to take such action, and the Trustee shall not be liable to the Holder of any Bond or coupon or to the City or any other person for failing to take any such action pursuant to any such permissive right.

SECTION 912. Resignation of Trustee. The Trustee may resign and thereby become discharged from the trusts hereby created, by notice in writing to be given to the City and published once in a Daily Newspaper of general circulation published in the City of Charlotte, North Carolina, and in a Daily Newspaper of general circulation or a financial journal published in the Borough of Manhattan, City and State of New York, not less than sixty (60) days before such resignation is to take effect, but such resignation shall take effect immediately upon the appointment of a new Trustee hereunder, if such new Trustee shall be appointed before the time limited by such notice and shall then accept the trusts hereof.

SECTION 913. Removal of Trustee. The Trustee may be removed at any time by an instrument or concurrent instruments in writing, executed by the Holders of not

less than a majority in principal amount of the Bonds hereby secured and then Outstanding and filed with the City. A photostatic copy of each such instrument shall be delivered promptly by the City to the Trustee. The Trustee may also be removed at any time for any breach of trust or for acting or proceeding in violation of, or for failing to act or proceed in accordance with, any provision of this Order with respect to the duties and obligations of the Trustee, by any court of competent jurisdiction, upon the application of the City or the Holders of not less than ten per centum (10%) in aggregate principal amount of the Bonds then Outstanding under this Order.

SECTION 914. Appointment of Successor Trustee.

If at any time hereafter the Trustee shall resign, be removed, be dissolved or otherwise become incapable of acting, or the bank or trust company acting as Trustee shall be taken over by any governmental official, agency, department or board, the position of Trustee shall thereupon become vacant. If the position of Trustee shall become vacant for any of the foregoing reasons or for any other reason, the City shall appoint a Trustee to fill such vacancy. The City shall publish notice of any such appointment by it made once in each week for four (4) successive weeks in a Daily Newspaper of general circulation published in the City of Charlotte, North Carolina, and in a Daily Newspaper of general circulation or a financial journal published in the Borough of Manhattan, City and State of New York.

At any time within one year after any such vacancy shall have occurred, the Holders of a majority in principal amount of the Bonds hereby secured and then Outstanding, by an instrument or concurrent instruments in writing, executed by such Holders of Bonds and filed with the City, may appoint a successor Trustee, which shall supersede any Trustee theretofore appointed by the City. Photostatic copies of each such instrument shall be delivered promptly by the City to the predecessor Trustee and to the Trustee so appointed by the Holders of Bonds.

If no appointment of a successor Trustee shall be made pursuant to the foregoing provisions of this Section, the Holder of any Bond Outstanding hereunder or any retiring Trustee may apply to any court of competent jurisdiction to appoint a successor Trustee. Such court may thereupon, after such notice, if any, as such court may deem proper and prescribe, appoint a successor Trustee.

Any Trustee hereafter appointed shall be a bank or trust company located in the State of North Carolina and duly authorized to exercise corporate trust powers and subject to examination by federal or state authority, of good standing, and having a combined capital and surplus aggregating not less than Twenty Million Dollars (\$20,000,000).

SECTION 915. Vesting of Trusts in Successor Trustee. Every successor Trustee appointed hereunder shall execute, acknowledge and deliver to its predecessor, and also to the City, an instrument in writing accepting such appointment hereunder, and thereupon such successor Trustee, without any further act, shall become fully vested with all the rights, immunities, powers and trusts, and subject to all the duties and obligations, of its predecessor; but such predecessor shall, nevertheless, on the written request of its successor or of the City, and upon payment of the expenses, charges and other disbursements of such predecessor which are payable pursuant to the provisions of Section 905 of this Article, execute and deliver an instrument transferring to such successor Trustee all the rights, immunities, powers and trusts of such predecessor hereunder; and every predecessor Trustee shall deliver all property and moneys held by it hereunder to its successor. Should any instrument in writing from the City be required by any successor Trustee for more fully and certainly vesting in such Trustee the rights, immunities, powers and trusts hereby vested or intended to be vested in the predecessor Trustee, any such instrument in writing shall and will, on request, be executed, acknowledged and delivered by the City.

Notwithstanding any of the foregoing provisions of this Article, any bank or trust company having power to perform the duties and execute the trusts of this Order and otherwise qualified to act as Trustee hereunder with or into which the bank or trust company acting as Trustee may be merged or consolidated, or to which the assets and business of such bank or trust company may be sold, shall be deemed the successor of the Trustee.

ARTICLE X.

EXECUTION OF INSTRUMENTS BY HOLDERS OF BONDS
AND PROOF OF OWNERSHIP OF BONDS.

SECTION 1001. Execution of Instruments by Holders of Bonds. Any request, direction, consent or other instrument in writing required or permitted by this Order to be signed or executed by Holders of Bonds may be in any number of concurrent instruments of similar tenor and may be signed or executed by such Holders of Bonds or their attorneys or legal representatives. Proof of the execution of any such instrument and of the ownership of Bonds shall be sufficient for any purpose of this Order and shall be conclusive in favor of the Trustee with regard to any action taken by it under such instrument if made in the following manner:

(a) The fact and date of the execution by any person of any such instrument may be proved by the verification of any officer in any jurisdiction who, by the laws thereof, has power to take affidavits within such jurisdiction, to the effect that such instrument was subscribed and sworn to before him, or by an affidavit of a witness to such execution. Where such execution is by an officer of a corporation or association or a member of a partnership on behalf of such corporation, association or partnership such verification or affidavit shall also constitute sufficient proof of his authority.

(b) The fact of the holding of coupon Bonds hereunder by any Holder of Bonds and the amount and the numbers of such Bonds and the date of his holding the same (unless such Bonds be registered) may be proved by the affidavit of the person claiming to be such Holder, if such affidavit shall be deemed by the Trustee to be satisfactory, or by a certificate executed by any trust company, bank, banker or any other depository, wherever situated, if such certificate shall be deemed by the Trustee to be satisfactory, showing that at the date therein mentioned such person had on deposit with or exhibited to such trust company, bank, banker or other depository

the Bonds described in such certificate. The Trustee may conclusively assume that such ownership continues until written notice to the contrary is served upon it. The ownership of coupon Bonds registered as to principal only and of registered Bonds without coupons shall be proved by the registration books kept under the provisions of Section 206 of this Order.

However, nothing contained in this Article shall be construed as limiting the Trustee to such proof, it being intended that the Trustee may accept any other evidence of the matters herein stated which it may deem sufficient. Any request or consent of the Holder of any Bond shall bind every future Holder of the same Bond in respect of anything done by the Trustee in pursuance of such request or consent regardless of whether such future Holder shall have knowledge thereof.

Notwithstanding any of the foregoing provisions of this Section, the Trustee shall not be required to recognize any person as a Holder of any Bond or coupon or to take any action at his request unless such Bond or coupon shall be deposited with it.

ARTICLE XI.

SUPPLEMENTAL ORDERS.

SECTION 1101. Supplemental Orders without Bondholders' Consent. The City Council may, from time to time, adopt such orders supplemental hereto as shall not be inconsistent with the terms and provisions hereof and, in the opinion of the City and the Trustee, shall not adversely affect the interests of the Holders of the Bonds (which supplemental orders shall thereafter form a part hereof),

(a) to cure any ambiguity or formal defect or omission or to correct any inconsistent provisions in this Order or in any supplemental orders, or

(b) to grant to or confer upon the Trustee for the benefit of the Holders of Bonds any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Holders of Bonds or the Trustee, or

(c) to add to the conditions, limitations and restrictions on the issuance of Bonds under the provisions of this Order other conditions, limitations and restrictions thereafter to be observed, or

(d) to add to the covenants and agreements of the City in this Order other covenants and agreements thereafter to be observed by the City or to surrender any right or power herein reserved to or conferred upon the City.

At least thirty (30) days prior to the adoption of any supplemental order for any of the purposes of this Section, the Trustee shall cause a notice of the proposed adoption of such supplemental order to be mailed, postage prepaid, to the Local Government Commission and each Holder of Record. Such notice shall briefly set forth the nature of the proposed supplemental order and shall state that copies thereof are on file at the principal office of the Trustee for inspection by all Holders of Bonds. A failure on the part of the Trustee to mail the notice required by this Section shall not affect the validity of such supplemental order.

SECTION 1102. Modification of Order with Consent of Holders of Bonds. Subject to the terms and provisions contained in this Section, and not otherwise, the Holders of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds then Outstanding shall have the right, from time to time, anything contained in this Order to the contrary notwithstanding, to consent to and approve the adoption by the City Council of such order or orders supplemental hereto as shall be deemed necessary or desirable by the City Council for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in this Order or in any supplemental order; provided, however, that nothing herein contained shall permit, or be construed as permitting, (a) an extension of the maturity of the principal of or the interest on any Bond issued hereunder, or (b) a reduction in the principal amount or Redemption Price of any Bond or rate of interest on any Bond or any Sinking Fund Requirement on account of any Bonds, or (c) the creation of a lien upon or a pledge of Revenues superior or equal to the lien and pledge created by this Order, 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 order. Nothing herein contained, however, shall be construed as making necessary the approval by Holders of Bonds of the adoption of any supplemental order as authorized in Section 1101 of this Article.

Before any such supplemental order shall have been adopted by the City Council, the Trustee shall, at the expense of the City, cause notice of the proposed adoption of such supplemental order to be published once in each week for four (4) successive weeks in a Daily Newspaper of general circulation published in the City of Charlotte, North Carolina, and in a Daily Newspaper of general circulation or a financial journal published in the Borough of Manhattan, City and State of New York, and, on or before the date of the first publication of such notice, the Trustee shall also cause a similar notice to be mailed, postage prepaid, to the Local Government Commission and each Holder of Record. Such notice shall briefly set forth the nature of the proposed supplemental order and shall state that copies thereof are on file at the principal office of the Trustee for inspection by all Holders of Bonds. The Trustee shall not, however, be subject to

any liability to any Holder of Bonds by reason of its failure to mail the notice required by this Section, and any such failure shall not affect the validity of such supplemental order when consented to and approved as provided in this Section.

Whenever, at any time within one year after the date of the first publication of such notice, the City shall deliver to the Trustee an instrument or instruments in writing purporting to be executed by the Holders of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds then Outstanding, which instrument or instruments shall refer to the proposed supplemental order described in such notice and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice, thereupon, but not otherwise, the City Council may adopt and the Trustee may accept such supplemental order in substantially such form, without liability or responsibility to any Holder of any Bond, whether or not such Holder shall have consented thereto.

If the Holders of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds Outstanding at the time of the adoption of such supplemental order shall have consented to and approved the adoption thereof as herein provided, no Holder of any Bond shall have any right to object to the adoption of such supplemental order, 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 Council from adopting and the Trustee from accepting the same or from taking any action pursuant to the provisions thereof. Upon the adoption of any supplemental order pursuant to the provisions of this Section, this Order shall be and be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under this Order of the City, the Trustee and all Holders of Bonds then Outstanding shall thereafter be determined, exercised and enforced in all respects under the provisions of this Order as so modified and amended.

SECTION 1103. Supplemental Order Part of Order.
Any supplemental order adopted in accordance with the provisions of this Article shall thereafter form a part

of this Order, and all of the terms and conditions contained in any such supplemental order as to any provision authorized to be contained therein shall be and shall be deemed to be part of the terms and conditions of this Order for any and all purposes. In case of the adoption of any supplemental order, express reference may be made thereto in the text of any Bonds issued thereafter, if deemed necessary or desirable by the Trustee.

SECTION 1104. Trustee May Rely on Opinion of Counsel. The Trustee shall be entitled to receive, and shall be fully protected in relying upon, the opinion of any counsel approved by it, who may be counsel for the City, as evidence that any such proposed supplemental order does or does not comply with the provisions of this Order, and it is or is not proper for it, under the provisions of this Article, to accept the adoption of such supplemental order. Notwithstanding anything in this Article to the contrary, the Trustee shall not be obligated to accept any proposed supplemental order that affects the Trustee's rights, remedies, powers, duties or immunities under this Order or otherwise.

ARTICLE XII.

DEFEASANCE.

SECTION 1201. Release of Order. If, when the Bonds secured hereby shall have become due and payable in accordance with their terms or otherwise as provided in this Order or shall have been duly called for redemption or irrevocable instructions to call the Bonds for redemption or to pay the Bonds at their respective maturities shall have been given by the City to the Trustee, the whole amount of the principal and the interest and the premium, if any, so due and payable upon all of the Bonds and coupons then Outstanding shall be paid or sufficient moneys, or Government Obligations the principal of and the interest on which when due and payable will provide sufficient moneys, shall be held by the Trustee or the Paying Agents for such purpose under the provisions of this Order, and provision shall also be made for paying all other sums payable hereunder by the City, then and in that case the right, title and interest of the Trustee and the obligations of the City hereunder shall thereupon cease, determine and become void, and the City Council shall repeal this Order and the Trustee, on demand of the City, shall turn over to the City or to such officer, board or body as may then be entitled by law to receive the same any balances remaining in any funds or accounts other than moneys held for the redemption or payment of Bonds or coupons; otherwise this Order shall be, continue and remain in full force and effect; provided, however, that in the event Government Obligations shall be deposited with and held by the Trustee or the Paying Agents as hereinabove provided, (a) in addition to the requirements set forth in Article III of this Order, the Trustee shall within thirty (30) days after such Government Obligations shall have been deposited with it cause a notice signed by the Trustee to be published once in a Daily Newspaper of general circulation published in the City of Charlotte, North Carolina, and in a Daily Newspaper of general circulation or a financial journal published in the Borough of Manhattan, City and State of New York, setting forth (i) the date designated for the redemption of the Bonds, (ii) a description of the Government Obligations so held by it and (iii) that this Order has been released in accordance with the provisions of this Section, and (b) the Trustee shall nevertheless retain such rights, powers

and privileges under this Order as may be necessary and convenient in respect of the Bonds for the payment of the principal, interest and any premium for which such Government Obligations have been deposited.

All moneys and obligations held by the Trustee or the Paying Agents pursuant to this Section shall be held in trust and the principal and interest of said obligations when received, and said moneys, applied to the payment, when due, of the principal and the interest and the premium, if any, of the Bonds so called for redemption.

ARTICLE XIII.

MISCELLANEOUS PROVISIONS.

SECTION 1301. Successorship of City. In the event of the dissolution of the City all of the covenants, stipulations, obligations and agreements contained in this Order by or in behalf of or for the benefit of the City shall bind or inure to the benefit of the successor or successors of the City from time to time and any officer, board, commission, authority, agency or instrumentality to whom or to which any power or duty affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law, and the word "City" as used in this Order shall include such successor or successors.

SECTION 1302. Successorship of Paying Agents. Any bank or trust company with or into which any Paying Agent may be merged or consolidated, or to which the assets and business of such Paying Agent may be sold, shall be deemed the successor of such Paying Agent for the purposes of this Order. If the position of any Paying Agent shall become vacant for any reason, the City shall, within thirty (30) days thereafter, appoint a bank or trust company located in the same city as Paying Agent to fill such vacancy; provided, however, that if the City shall fail to appoint such Paying Agent within said period, the Trustee shall make such appointment.

SECTION 1303. Manner of Giving Notice. Any notice, demand, direction, request or other instrument authorized or required by this Order to be given to or filed with the City, the Trustee and the Local Government Commission shall be deemed to have been sufficiently given or filed for all purposes of this Order if and when sent by registered mail, return receipt requested:

to the City, if addressed to the City Manager,
City Hall, Charlotte, North Carolina 28202;

to the Trustee, if addressed to it at its principal corporate trust office, or to any successor Trustee, if addressed to it at its principal corporate trust office; and

to the Local Government Commission, if addressed to the Secretary, Local Government Commission, Albe-marle Building, 325 North Salisbury Street, Raleigh, North Carolina 27611.

All documents received by the Trustee under the provisions of this Order, or photostatic copies thereof, shall be retained in its possession, subject at all reasonable times to the inspection of the City, any Appropriate Consultant, any Holder of Bonds and the agents and representatives thereof.

SECTION 1304. Substitute Publication. If, because of the temporary or permanent suspension of publication of any newspaper or financial journal or for any other reason, the Trustee shall be unable to publish in a newspaper or financial journal any notice required to be published by the provisions of this Order, the Trustee shall give such notice in such other manner as in the judgment of the Trustee shall most effectively approximate such publication thereof, and the giving of such notice in such manner shall for all purposes of this Order be deemed to be compliance with the requirement for the publication thereof.

SECTION 1305. Parties and Holders of Bonds Alone Have Rights Under Order. Except as herein otherwise expressly provided, nothing in this Order expressed or implied is intended or shall be construed to confer upon any person, firm or corporation other than the parties hereto and the Holders of the Bonds issued under and secured by this Order any right, remedy or claim, legal or equitable, under or by reason of this Order or any provision hereof, this Order and all its provisions being intended to be and being for the sole and exclusive benefit of the parties hereto and the Holders from time to time of the Bonds issued hereunder.

SECTION 1306. Effect of Partial Invalidity. In case any one or more of the provisions of this Order or of the Bonds or coupons issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Order or of said Bonds or coupons, but this Order and said Bonds and coupons shall be construed and enforced as if such illegal or invalid provision had not been contained therein. In case any covenant, stipulation,

obligation or agreement contained in the Bonds or in this Order shall for any reason be held to be in violation of law, then such covenant, stipulation, obligation or agreement shall be deemed to be the covenant, stipulation, obligation or agreement of the City to the full extent permitted by law.

SECTION 1307. Effect of Covenants. All covenants, stipulations, obligations and agreements of the City contained in this Order shall be deemed to be covenants, stipulations, obligations and agreements of the City to the full extent authorized by the Enabling Act and permitted by the Constitution of the State of North Carolina. No covenant, stipulation, obligation or agreement contained herein shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future officer, employee or agent of the City in his individual capacity, and neither any officer of the City executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof. No officer, employee or agent of the City shall incur any personal liability in acting or proceeding or in not acting or not proceeding, in good faith, reasonably and in accordance with the terms of this Order and the Enabling Act. This Order is adopted with the intent that the laws of the State of North Carolina shall govern its construction.

SECTION 1308. Headings Not Part of Order. Any headings preceding the texts of the several articles hereof, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this Order, nor shall they affect its meaning, construction or effect.

SECTION 1309. Order Effective. This Order shall take effect immediately upon its passage.

Thereupon Councilmember Cox moved the passage of the foregoing order, and Councilmember Selden seconded the motion and said order was adopted by the following vote:

Ayes: Councilmembers Berryhill, Carroll, Chafin, Cox, Dannelly, Frech, Leeper, Locke, Selden, Spaugh and Trosch.

Noes: None.

Thereupon Councilmember Locke introduced the following resolution which was read by title:

RESOLUTION AUTHORIZING THE ISSUANCE
OF A \$2,000,000 WATER AND SEWER
SYSTEM REVENUE BOND ANTICIPATION
NOTE OF THE CITY OF CHARLOTTE,
NORTH CAROLINA AND APPROVING THE
AWARD OF SAID NOTE

BE IT RESOLVED by the City Council of the City of Charlotte, North Carolina:

Section 1. The City Council of the City of Charlotte, North Carolina (the "City Council") has found and determined and does hereby declare that:

(a) Under the Constitution and laws of the State of North Carolina, particularly The Local Government Revenue Bond Act, being Article 5 of Chapter 159 of the General Statutes of North Carolina, as amended, the City is authorized (i) to acquire, construct, reconstruct, extend, improve, maintain, better and operate revenue bond projects, which include water systems or facilities, including all plants, works, instrumentalities and properties used or

useful in obtaining, conserving, treating and distributing water for domestic or industrial use, irrigation, sanitation, fire protection, or any other public or private use, and sewage disposal systems or facilities, including all plants, works, instrumentalities and properties used or useful in the collection, treatment, purification or disposal of sewage; (ii) to borrow money for the purpose of acquiring, constructing, reconstructing, extending, bettering, improving or otherwise paying the cost of revenue bond projects and to issue its revenue bonds or bond anticipation notes therefor; and (iii) to pledge to the payment of such bonds or notes and interest thereon revenues from one or more revenue bond projects, including revenues from improvements, betterments or extensions to such projects thereafter constructed or acquired as well as the revenues from existing systems, plants, works, instrumentalities and properties of the projects to be improved, bettered or extended.

(b) The City Council has today adopted an order entitled "AN ORDER AUTHORIZING THE IMPLEMENTATION OF IMPROVEMENTS TO THE EXISTING WATER AND SEWER SYSTEM OF THE CITY OF CHARLOTTE; AUTHORIZING THE ISSUANCE, UNDER THE PROVISIONS OF THE LOCAL GOVERNMENT REVENUE BOND ACT, OF \$2,000,000 WATER AND SEWER SYSTEM REVENUE BONDS, SERIES A OF THE CITY, PAYABLE SOLELY FROM CERTAIN REVENUES,

RESERVES AND OTHER MONEYS, TO PROVIDE FUNDS FOR PAYING THE COST OF SUCH IMPLEMENTATION; PROVIDING FOR THE ISSUANCE OF ADDITIONAL BONDS FOR PAYING THE COST OF ADDITIONAL IMPROVEMENTS TO THE WATER AND SEWER SYSTEM, COMPLETING THE IMPROVEMENTS OR ANY ADDITIONAL IMPROVEMENTS AND REFUNDING BONDS OF THE CITY; PROVIDING THAT NEITHER THE FAITH AND CREDIT NOR TAXING POWER OF THE STATE OR ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF SUCH BONDS; PROVIDING FOR THE COLLECTION OF RATES, FEES AND CHARGES FOR THE USE OF THE SERVICES AND FACILITIES OF THE WATER AND SEWER SYSTEM AND FOR THE CREATION OF CERTAIN SPECIAL FUNDS; MAKING AVAILABLE FOR THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON SUCH BONDS AND CERTAIN EXISTING INDEBTEDNESS CERTAIN REVENUES OF THE WATER AND SEWER SYSTEM AND CERTAIN RESERVES AND OTHER MONEYS OF THE CITY; AND SETTING FORTH THE RIGHTS AND REMEDIES OF THE HOLDERS OF SUCH BONDS" for the purpose of financing the Improvements (as defined in the Bond Order).

(c) Under the provisions of The Local Government Revenue Bond Act, as amended, and Article 9, as amended, of Chapter 159 of the General Statutes of North Carolina (said Act, as amended, and said Article 9, as amended, being hereinafter sometimes collectively called the "Enabling Act"), the City is authorized to issue revenue bond anticipation notes in anticipation of the issuance by the City and receipt of the proceeds of the sale of the Series A Bonds

under the provisions of Section 209 of the Bond Order for the purpose of providing funds, with any other available funds, for paying the cost of the Improvements, including reimbursement of the City for expenses incurred in connection therewith and (ii) paying other expenses incidental thereto.

(d) None of the Series A Bonds has been issued under the provisions of the Bond Order and no notes have heretofore been issued in anticipation of the receipt of the proceeds of the Series A Bonds.

(e) The proceeds of the revenue bond anticipation notes authorized by Section 2 of this resolution will be sufficient, together with other funds that are or will be available, to pay the cost of the Improvements and other expenses related thereto.

Section 2. For the purpose of providing funds, with any other available funds, for paying the cost of the Improvements and other expenses related thereto, there shall be issued a revenue bond anticipation note of the City in the aggregate principal amount of Two Million Dollars (\$2,000,000) in anticipation of the issuance and receipt of the proceeds of the Series A Bonds. The principal of and the interest on said revenue bond anticipation note shall be payable solely from the proceeds of the Series A Bonds or, in the event the proceeds of the Series A Bonds are not

Section 3. The Note shall be signed by the Mayor and the City Clerk, and the corporate seal of the City shall be impressed on the Note. If any officer whose signature shall appear on the Note shall cease to be such officer before the delivery of the Note, such signature shall nevertheless be valid and sufficient for all purposes, the same as if he had remained in office until such delivery.

Section 4. The Note and the endorsement to be made upon the reverse thereof shall be in substantially the following forms:

No. 1

\$2,000,000

United States of America
State of North Carolina
County of Mecklenburg

CITY OF CHARLOTTE

Water and Sewer System Revenue Bond Anticipation
Note, Series 1979

The City of Charlotte, a municipal corporation in the County of Mecklenburg, North Carolina, is justly indebted and for value received hereby promises to pay, solely from the proceeds of the sale of the Water and Sewer System Revenue Bonds, Series A of said City (the Series A Bonds") which may hereafter be issued by said City under the provisions of a bond order adopted by the City Council of said City on December 10, 1979 (the "Bond Order"), or from any other funds available to said City for such purpose, to

NORTH CAROLINA NATIONAL BANK or registered assigns upon the presentation and surrender hereof at the principal office of North Carolina National Bank, in the City of Charlotte, North Carolina, on the 10th day of December, 1984 (or earlier as hereinafter referred to), the principal sum of

TWO MILLION DOLLARS

in any coin or currency of the United States of America which on the date of payment thereof is legal tender for the payment of public and private debts, and to pay, from any funds available to said City for such purpose, to the registered owner hereof by check mailed to its principal office, interest thereon from the date hereof at the rate of five and one-half per centum (5 1/2%) per annum, such interest being payable on June 10, 1980 and semiannually thereafter on December 10 and June 10 in each year, until payment of said principal sum.

This note may be redeemed, at the option of the City, at any time prior to the maturity thereof, not earlier than December 10, 1982, either in whole or in part, from any moneys that may be made available for such purpose, at the principal amount to be redeemed, together with the interest accrued thereon to the date fixed for redemption, plus a premium of 1% if redeemed on or prior to December 9, 1983, and 1/2 of 1% if redeemed thereafter.

In case of a redemption of all or any part of this note, a notice of redemption shall be sent by registered

available and such principal and interest are not otherwise paid, from any available Net Revenues, as defined in the Bond Order, subject to the rights of the holders of certain outstanding general obligation bonds of the City. Said revenue bond anticipation note (hereinafter sometimes called the "Note") shall be designated "Water and Sewer System Revenue Bond Anticipation Note, Series 1979", shall be dated December 14, 1979, shall be stated to mature (subject to the right of prior redemption as hereinafter set forth) on December 10, 1984, shall consist of one note of the denomination of \$2,000,000, numbered 1, payable to North Carolina National Bank or registered assigns, and shall bear interest from its date to the date of payment thereof at the rate of 5 1/2% per annum, which interest shall be payable to the registered owner on June 10, 1980 and semiannually thereafter on December 10 and June 10 in each year and calculated upon the basis of a 360-day year.

The Note may be redeemed, at the option of the City, at any time prior to the maturity thereof, not earlier than December 10, 1982, either in whole or in part, from any moneys that may be made available for such purpose, at the principal amount to be redeemed, together with the interest accrued thereon to the date fixed for redemption, plus a premium of 1% if redeemed on or prior to December 9, 1983, and 1/2% of 1% if redeemed thereafter.

In case of a redemption of all or any part of the Note, a notice of redemption shall be sent by the City by registered mail, mailed at least ten (10) days prior to the date fixed for redemption, to the registered owner of the Note.

On the date so designated, notice having been given in the manner herein provided and moneys for payment of the redemption price being held at the place at which the Note and the interest thereon shall be payable or being otherwise held in trust for such purpose, the Note or any part thereof so called for redemption shall become and be due and payable and any interest on the Note or any part thereof so called for redemption shall cease to accrue.

The principal of and the interest on the Note, to which no interest coupons shall be attached, shall be payable in any coin or currency of the United States of America which at the time of payment thereof is legal tender for the payment of public and private debts. The principal of the Note shall be payable to the registered owner at the principal office of North Carolina National Bank, in the City of Charlotte, North Carolina, upon the presentation and surrender of the Note. Payment of the interest on the Note shall be made by the City on each interest payment date to the registered owner by check mailed to such registered owner at its principal office.

mail, mailed at least ten (10) days prior to the date fixed for redemption, to the registered owner of this note at its principal office.

On the date so designated, notice having been given in the manner herein provided and moneys for payment of the redemption price being held at the place at which this note and the interest thereon shall be payable or being otherwise held in trust for such purpose, this note or any part thereof so called for redemption shall become and be due and payable and any interest on this note or any part thereof so called for redemption shall cease to accrue.

This note is a duly authorized note of said City issued for the purpose of providing funds, with any other available funds, for paying the cost of certain Improvements, as defined in the Bond Order, to the City's water and sewer system (the "Water and Sewer System") and other expenses related thereto.

This note is a special obligation of said City. The principal of and the interest on this note shall not be payable from the general funds of said City nor shall this note constitute a legal or equitable pledge, charge, lien or encumbrance upon any of the property of said City or upon any of its income, receipts or revenues, except the proceeds of the Series A Bonds in anticipation of the receipt of which this note has been issued and any other funds available to said City for the payment thereof, including the Net

Revenues of the Water and Sewer System (subject to the prior claim of certain outstanding general obligation Bonds of said City). Neither the credit nor the taxing power of said City is pledged for the payment of the principal of or the interest on this note.

This note is issued under and pursuant to a resolution duly adopted by said City Council on December 10, 1979, to which resolution reference is hereby made for the terms and conditions under which this note is issued, and by the acceptance of this note the holder hereof assents to all of the provisions of said resolution.

This note is issued and said resolution was passed under and pursuant to the Constitution and laws of the State of North Carolina, including The Local Government Revenue Bond Act, as amended, and Article 9 of Chapter 159 of the General Statutes of North Carolina, as amended.

This note is issued with the intent that the laws of the State of North Carolina shall govern its construction.

All acts, conditions and things required by the Constitution and laws of the State of North Carolina to happen, exist and be performed precedent to and in the issuance of this note have happened, exist and have been performed as so required.

IN WITNESS WHEREOF, said City of Charlotte, pursuant to resolution of its City Council, has caused this

note to be signed by its Mayor and its City Clerk and the corporate seal of said City to be impressed hereon, all as of the 14th day of December, 1979.

Mayor

City Clerk

[To be endorsed upon reverse of notes]

Local Government Commission
Series No. _____

The issuance of this note has been approved under the provisions of The Local Government Revenue Bond Act, as amended, and Article 9 of Chapter 159 of the General Statutes of North Carolina, as amended.

John D. Foust
Secretary, Local Government Commission

By _____
Designated Assistant

Section 5. The award by the Local Government Commission of the Note to North Carolina National Bank, in the City of Charlotte, North Carolina, at private sale and without advertisement in accordance with G.S. §159-123, at the price of par, bearing interest at the rate of five and one-half per centum (5 1/2%), upon the terms and conditions set forth in Section 2 of this resolution is hereby approved, ratified and confirmed.

Section 6. Simultaneously with the delivery of the Note, the City, after setting aside an amount sufficient to pay the costs of issuance of the Note, shall deposit said proceeds to the credit of a special construction account created with a depository bank of the City's choosing for application to the construction of the Improvements, including reimbursement of the City for any amounts expended by it for such purpose.

Section 7. In case the Note shall become mutilated or be destroyed or lost, the City shall cause to be executed a new note of like date and tenor in exchange and substitution for and upon the cancellation of such mutilated Note or in lieu of and in substitution for such Note destroyed or lost, upon the holder's paying the reasonable expenses and charges of the City in connection therewith and, if the Note is destroyed or lost, its filing with the City evidence satisfactory to the City that the Note was destroyed or lost, and of his ownership thereof, and furnishing the City with indemnity satisfactory to the City and the Local Government Commission of North Carolina.

Section 8. The City covenants that it will undertake punctually all steps required to issue and deliver the Series A Bonds in an amount sufficient, together with other moneys that the City may elect to apply to such purpose, to pay the principal of the Note as the same becomes due and

that it will use its best efforts to issue and deliver the Series A Bonds at or prior to the date of maturity of the Note in the event the Note is not paid from other sources. The City further covenants that it will not, without the written consent of the registered owner of the Note, issue any bonds under the Bond Order, other than the Series A Bonds, so long as the Note is outstanding.

Section 9. All covenants, stipulations, obligations and agreements of the City contained in the Note and this resolution shall be deemed to be covenants, stipulations, obligations and agreements of the City with the registered owner of the Note to the full extent authorized by the Enabling Act and permitted by the Constitution and laws of the State of North Carolina. No covenant, stipulation, obligation or agreement contained in the Note or this resolution shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future officer, employee or agent of the City in his individual capacity. Neither any member of the City Council nor any officer of the City shall be subject to any personal liability or accountability by reason of the issuance and sale of the Note.

Section 10. The officers, agents and employees of the City are hereby authorized and directed to do all acts

and things required of them by the provisions of this resolution and the Note for the full, punctual and complete performance of the terms, covenants, provisions and agreements contained in this resolution and the Note.

Section 11. This resolution shall take effect immediately upon its passage.

Upon motion of Councilmember Locke, seconded by Councilmember Dannelly, the foregoing resolution entitled:

"RESOLUTION AUTHORIZING THE ISSUANCE OF A \$2,000,000 WATER AND SEWER SYSTEM REVENUE BOND ANTICIPATION NOTE OF THE CITY OF CHARLOTTE, NORTH CAROLINA AND APPROVING THE AWARD OF SAID NOTE"

was passed by the following vote:

Ayes: Councilmembers Berryhill, Carroll, Chafin, Cox, Dannelly, Frech, Leeper, Locke, Selden, Spaugh and Trosch.

Noes: None.

* * * * *

I, Ruth Armstrong, City Clerk of the City of Charlotte, North Carolina, DO HEREBY CERTIFY that the foregoing is an accurate copy of so much of the recorded proceedings of the City Council of said City at a meeting held on December 10, 1979 as relates to the adoption of an order repealing an order authorizing \$12,000,000 Water and Sewer System Revenue Bonds of said City, the adoption of an order authorizing the issuance of \$2,000,000 Water and Sewer

System Revenue Bonds, Series A of said City and the adoption of a resolution authorizing the issuance of a \$2,000,000 Water and Sewer System Revenue Bond Anticipation Note and approving the award of said note and that said proceedings have been recorded in Book No. 72 of the minutes of said City Council.

I DO HEREBY FURTHER CERTIFY that a schedule of regular meetings of said City Council, stating that regular meetings of said City Council are held on Monday of each week, with the first meeting of the month being held at various places in the City designated by the City Council at 7:30 P.M., the meeting on the third Monday of each month being held at 6:00 P.M. in the Board of Education Center, and the meetings on all other Mondays being held at 3:00 P.M., at the City Hall, in Charlotte, North Carolina, has been on file in my office pursuant to G.S. §143-318.8 as of a date not less than seven days before said meeting.

WITNESS my hand and the corporate seal of said City, this 14th day of December, 1979.



City Clerk

[SEAL]

RESOLUTION AMENDING THE PAY PLAN OF
THE CITY OF CHARLOTTE

BE IT RESOLVED by the City Council of the City of Charlotte, North Carolina, that the Pay Plan heretofore adopted by the City Council to be effective October 1, 1960, as subsequently amended, is hereby further amended by changing the salary of class number 2575, Assistant Airport Manager - Administration, from pay range 25, steps A-F, to pay range 28, steps A-F.

BE IT FURTHER RESOLVED that this resolution shall be effective on the date of its adoption.

APPROVED AS TO FORM


City Attorney

Read, approved and adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, and is recorded in full in Resolutions Book 15 , at Page 160.

Ruth Armstrong
City Clerk

RESOLUTION AMENDING THE PAY PLAN
OF THE CITY OF CHARLOTTE

BE IT RESOLVED by the City Council of the City of Charlotte, North Carolina, that the Pay Plan heretofore adopted by the City Council to be effective October 1, 1960, as subsequently amended, is hereby further amended by changing the salary of class number 3181, Police Records Supervisor, from pay range 12, steps A-F, to pay range 13, steps A-F.

BE IT FURTHER RESOLVED that this resolution shall be effective on the date of its adoption.

APPROVED AS TO FORM


City Attorney
(WAW)

Read, approved and adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, and is recorded in full in Resolutions Book 15, at Page 161.

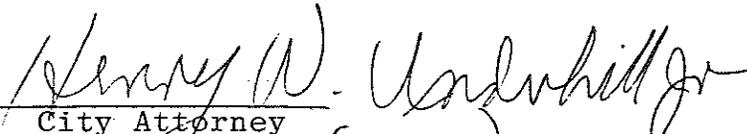
Ruth Armstrong
City Clerk

RESOLUTION AMENDING THE PAY PLAN OF
THE CITY OF CHARLOTTE

BE IT RESOLVED by the City Council of the City of Charlotte, North Carolina, that the Pay Plan heretofore adopted by the City Council to be effective October 1, 1960, as subsequently amended, is hereby further amended by the addition of a class number 0016, Secretary to the City Attorney, pay range 13, pay steps A through F inclusive.

BE IT FURTHER RESOLVED that this resolution shall be effective on the date of its adoption.

Approved as to Form



City Attorney
(WAW)

Read, approved and adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, and is recorded in full in Resolutions Book 15, at Page 162.

Ruth Armstrong
City Clerk

A RESOLUTION AUTHORIZING CONDEMNATION PROCEEDINGS FOR THE ACQUISITION OF PROPERTY BELONGING TO BUCK R. WILLIAMS AND WIFE, MINNIE L. WILLIAMS; ROBERT E. PERRY, JR., TRUSTEE; AND FIRST FEDERAL SAVINGS & LOAN, LOCATED AT 2123 PARSON STREET IN THE CITY OF CHARLOTTE, FOR THE VILLA HEIGHTS DRAINAGE PROJECT.

WHEREAS, the City Council finds as a fact that it is necessary to acquire certain property belonging to Buck R. Williams and wife, Minnie L. Williams; Robert E. Perry, Jr., Trustee; and First Federal Savings and Loan, located at 2123 Parson Street in the City of Charlotte for a drainage easement plus a temporary construction easement; and

WHEREAS, the City has in good faith undertaken to negotiate for the purchase of this property, but has been unable to reach an agreement with the owners for the purchase price.

NOW; THEREFORE, BE IT RESOLVED by the City Council of the City of Charlotte, that pursuant to Section 7.81, Chapter 713 of the 1965 Session Laws of North Carolina, being the Charter of the City of Charlotte, as amended, and the authority granted in Chapter 160A-241 of the General Statutes of North Carolina, condemnation proceedings are hereby authorized to be instituted against the property of Buck R. Williams and wife, Minnie L. Williams; Robert E. Perry, Jr., Trustee; and First Federal Savings & Loan, Cestui que holder, located at 2123 Parson Street in the City of Charlotte, under the procedures set forth in Article 9, Chapter 136 of the General Statutes of North Carolina, as amended; and

BE IT FURTHER RESOLVED that \$1.00, the amount of the appraised value of said property, is hereby authorized to be deposited in the office of the Clerk of Superior Court of Mecklenburg County, North Carolina, together with the filing of the Complaint and Declaration of Taking.

Approved as to form:

Robert E. Perry, Jr.

City Attorney

CERTIFICATION

I, Ruth Armstrong, City Clerk of the City of Charlotte, North Carolina, do hereby certify that the foregoing is a true and exact copy of a Resolution adopted by City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 19 79, and the reference having been made in Minute Book 72, page _____, and recorded in full in Resolutions Book 15, page 163.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 14th day of December, 19 79.

Ruth Armstrong, City Clerk

A RESOLUTION AUTHORIZING CONDEMNATION PROCEEDINGS FOR THE ACQUISITION OF PROPERTY BELONGING TO WILLIAM H. ROSS, LOCATED AT 628 OLD BELL ROAD IN THE CITY OF CHARLOTTE-MECKLENBURG COUNTY FOR THE PROVIDENCE UTILITY TRUNK RELOCATION PROJECT.

WHEREAS, the City Council finds as a fact that it is necessary to acquire certain property belonging to William H. Ross, located at 628 Old Bell Road in City of Charlotte-Mecklenburg County, for a temporary construction easement in connection with the Providence Utility Trunk Relocation Project; and

WHEREAS, the City has in good faith undertaken to negotiate for the purchase of this property, but has been unable to reach an agreement with the owner for the purchase price.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Charlotte, that pursuant to Section 7.81, Chapter 713 of the 1965 Session Laws of North Carolina, being the Charter of the City of Charlotte, as amended, and the authority granted by North Carolina General Statutes 160A-241, condemnation proceedings are hereby authorized to be instituted against the property of William H. Ross, located at 628 Old Bell Road in the City of Charlotte - Mecklenburg County, under the procedures set forth in Article 9, Chapter 136 of the General Statutes of North Carolina, as amended; and

BE IT FURTHER RESOLVED that \$100.00, the amount of the appraised value of said property, is hereby authorized to be deposited in the office of the Clerk of Superior Court of Mecklenburg County, North Carolina, together with the filing of the Complaint and Declaration of Taking.

Approved as to form:

James W. Amick
City Attorney

CERTIFICATION

I, Ruth Armstrong, City Clerk, of the City of Charlotte, North Carolina, do hereby certify that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, and the reference having been made in Minute Book 72, page , and recorded in full in Resolutions Book 15, page 164.

WITNESS, my hand and the corporate seal of the City of Charlotte, North Carolina, this the 14th day of December, 1979.

Ruth Armstrong, City Clerk

A RESOLUTION AUTHORIZING CONDEMNATION PROCEEDINGS FOR THE ACQUISITION OF PROPERTY BELONGING TO DAVID SCOTT ALLISON AND WIFE, SARA MATTOX ALLISON, LOCATED AT 220 GUM BRANCH ROAD IN THE CITY OF CHARLOTTE, MECKLENBURG COUNTY, FOR A SANITARY SEWER TO SERVE COULWOOD SUBDIVISION PROJECT.

WHEREAS, the City Council finds as a fact that it is necessary to acquire certain property belonging to David Scott Allison and wife, Sara Mattox Allison, located at 220 Gum Branch Road in the City of Charlotte, Mecklenburg County for a perpetual easement for a sanitary sewer plus a temporary construction easement in connection with the Coulwood Subdivision Project; and

WHEREAS, the City has in good faith undertaken to negotiate for the purchase of this property, but has been unable to reach an agreement with the owners for the purchase price.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Charlotte, that pursuant to Section 7.81, Chapter 713 of the 1965 Session Laws of North Carolina, being the Charter of the City of Charlotte, as amended, and the authority granted in Chapter 160A-241 of the General Statutes of North Carolina, condemnation proceedings are hereby authorized to be instituted against the property of David Scott Allison and wife, Sara Mattox Allison, located at 220 Gum Branch Road in the City of Charlotte, Mecklenburg County, under the procedures set forth in Article 9, Chapter 136 of the General Statutes of North Carolina, as amended; and

BE IT FURTHER RESOLVED that \$1,300.00, the amount of the appraised value of said property, is hereby authorized to be deposited in the office of the Clerk of Superior Court of Mecklenburg County, North Carolina, together with the filing of the Complaint and Declaration of Taking.

Approved as to form:

[Handwritten Signature]
City Attorney

CERTIFICATION

I, Ruth Armstrong, City Clerk of the City of Charlotte, North Carolina, do hereby certify that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December 19 79, and the reference having been made in Minute Book 72 page _____ and recorded in full in Resolutions Book 15 page 165.

WITNESS my hand and the corporate seal of the City of Charlotte, North Carolina, this the 14th day of December, 19 79.

Ruth Armstrong, City Clerk

A RESOLUTION AUTHORIZING CONDEMNATION PROCEEDINGS FOR THE ACQUISITION OF PROPERTY BELONGING TO ADDIE WILLMAN BOST; H.S. BOST; C. RUDOLPH WILLMAN, JR.; JEAN HUTTO WILLMAN; JULIA WILLMAN BLACK; A.R. BLACK; FRANK A. OWENS, JR.; EVELYN S. OWENS; BEVERLY OWENS McCANN; CHARLES J. McCANN; HALSTEAD V. OWENS; DOROTHY N. OWENS; HELEN OWENS BARKLEY AND EDWIN R. BARKLEY, LOCATED AT 417 NORTH COLLEGE STREET IN THE CITY OF CHARLOTTE FOR OFF-STREET PARKING FACILITIES FOR THE BARRINGER ACQUISITION PROJECT.

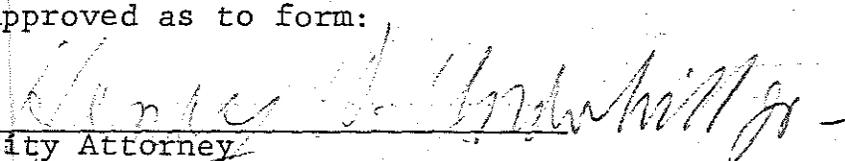
WHEREAS, the City Council finds as a fact that it is necessary to acquire certain property belonging to Addie Willman Bost; H.S. Bost; C. Rudolph Willman, Jr.; Jean Hutto Willman; Julia Willman Black; A.R. Black; Frank A. Owens, Jr.; Evelyn S. Owens; Beverly Owens McCann; Charles J. McCann; Halstead V. Owens; Dorothy N. Owens; Helen Owens Barkley and Edwin R. Barkley, located at 417 North College Street in the City of Charlotte for off-street parking facilities for the Barringer Acquisition Project; and

WHEREAS, the City has in good faith undertaken to negotiate for the purchase of this property, but has been unable to reach an agreement with the owners for the purchase price.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Charlotte, that pursuant to Section 7.81, Chapter 713 of the 1965 Session Laws of North Carolina, being the Charter of the City of Charlotte, as amended, and the authority granted by North Carolina General Statutes 160A-241, condemnation proceedings are hereby authorized to be instituted against the property of Addie Willman Bost; H.S. Bost; C. Rudolph Willman, Jr.; Jean Hutton Willman; Julia Willman Black; A.R. Black; Frank A. Owens, Jr.; Evelyn S. Owens; Beverly Owens McCann; Charles J. McCann; Halstead V. Owens; Dorothy N. Owens; Helen Owens Barkley and Edwin R. Barkley, located at 417 North College Street in the City of Charlotte, under the procedures set forth in Article 9, Chapter 136 of the General Statutes of North Carolina, as amended; and

BE IT FURTHER RESOLVED that \$27,500.00, the amount of the appraised value of said property, is hereby authorized to be deposited in the office of Clerk of Superior Court of Mecklenburg County, North Carolina, together with the filing of the Complaint and Declaration of Taking.

Approved as to form:


City Attorney

CERTIFICATION

I, Ruth Armstrong, City Clerk, of the City of Charlotte, North Carolina, do hereby certify that the foregoing is a true and exact copy of a Resolution adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 19 79, and the reference having been made in Minute Book 72 page , and recorded in full Resolutions Book 15, page 166.

WITNESS, my hand and the corporate seal of the City of Charlotte, North Carolina, this the 14th day of December, 19 79.

Ruth Armstrong, City Clerk

STATE OF NORTH CAROLINA - COUNTY OF MECKLENBURG
RESOLUTION CALLING FOR A PUBLIC HEARING TO CONSIDER A
PROPOSAL BY CHERRY COMMUNITY ORGANIZATION, INC. FOR THE
PURCHASE OF THE FOLLOWING BLOCKS AND PARCELS: 2-2, 3-10, 3-11,
3-12, 3-17, 5-4, 5-13, 6-10, 6-11A, 6-12, 9-3, 10-4, 10-6, 11-1,
11-7, 12-1, 13-2, 14-1 & 7, 14-2, 14-5, 17-2, 18-2, 19-1, 20-1,
22-20, 24-7, 24-15, 25-14, 26-34, 26-38, 26-39, 26-43, 26-59, 27-2
IN THE CHERRY NEIGHBORHOOD STRATEGY AREA

WHEREAS, under the authority of Article 19, Part 8 of Chapter 160A of the General Statutes of North Carolina, and particularly 160A-456 and 457 of the General Statutes, the City of Charlotte is engaged in a Community Development Program in the Cherry Neighborhood Area; and

WHEREAS, the Community Development Plan, as subsequently modified, has been approved by the Charlotte-Mecklenburg Planning Commission and the City Council of the City of Charlotte; and

WHEREAS, the City of Charlotte is authorized, pursuant to North Carolina Community Development Law, to sell real property to private redevelopers in a project area; and

WHEREAS, the City of Charlotte has received a proposal from Cherry Community Organization, Inc., a non-profit organization, to purchase, in accordance with G. S. 160A-457 and the procedures of 160A-514(e)(4), Blocks and Parcels Nos. 2-2, 3-10, 3-11, 3-12, 3-17, 5-4, 5-13, 6-10, 6-11A, 6-12, 9-3, 10-4, 10-6, 11-1, 11-7, 12-1, 13-2, 14-1 & 7, 14-2, 14-5, 17-2, 18-2, 19-1, 20-1, 22-20, 24-7, 24-15, 25-14, 26-34, 26-38, 26-39, 26-43, 26-59, and 27-2, as shown on a map entitled "Land Acquisition and Boundary Map Cherry" prepared by Community Development Department of the City of Charlotte, North Carolina, dated May, 1977; and

WHEREAS, N.C.G.S. 160A-514(e)(4) requires that the City Council shall hold a public hearing prior to a negotiated sale of Community Development land to a non-profit association or corporation.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHARLOTTE:

1. That on Monday, January 7, 1980, at 3:00 p.m., in the Council Chamber, City Hall, the City Council shall hold a public hearing in accordance with G. S. 160A-514(e)(4) to consider the proposal of the Cherry Community Organization, Inc. to purchase the following Blocks and Parcels: 2-2, 3-10, 3-11, 3-12, 3-17, 5-4, 5-13, 6-10, 6-11A, 6-12, 9-3, 10-4, 10-6, 11-1, 11-7, 12-1, 13-2, 14-1 & 7, 14-2, 14-5, 17-2, 18-2, 19-1, 20-1, 22-20, 24-7, 24-15, 25-14, 26-34, 26-38, 26-39, 26-43, 26-59 and 27-2, as described above, in the

Cherry Community Development Area, for residential housing, all in accordance with the Community Development Plan for the Cherry Neighborhood Strategy Area.

2. That said map is on display at the office of the Community Development Department at 301 South McDowell Street, Suite 510, Telephone No. 374-2016.

3. That this Resolution shall be published at least once a week for two consecutive weeks in The Charlotte News, a newspaper of general circulation in the City of Charlotte, North Carolina, the first publication to be not less than fifteen (15) days prior to the date fixed for said hearing.

The foregoing Resolution was adopted by the City Council of the City of Charlotte, North Carolina, on Monday, December 10, 1979.

BY ORDER OF THE CITY COUNCIL OF
THE CITY OF CHARLOTTE

Ruth Armstrong, City Clerk

Read, approved and adopted by the City Council of the City of Charlotte, North Carolina, in regular session convened on the 10th day of December, 1979, the reference having been made in Minute Book 72, and is recorded in full in Resolutions Book 15, at Pages 167 through 168.

Ruth Armstrong
City Clerk